

ASSOCIATION OF CONSULTING ENGINEERS PAKISTAN-
BYELAWS
OF
THE ASSOCIATION OF CONSULTING ENGINEERS PAKISTAN

(An Association set up under the Trade Organizations Act, 2013)

Head Office: Office No. 704, Caesar Tower, ST-10, Shahrah-e-Faisal, Karachi-75530

(As Amended and Adopted by the General Body)

PART I — PRELIMINARY

1. Name

- 1.1.** The name of the Association shall be "Association of Consulting Engineers Pakistan", hereinafter referred to as "the Association" or "ACEP".
- 1.2.** On all letterheads, signboards, official documents, publications, and all modes of communication, the Association shall state the phrase "An Association set up under the Trade Organizations Act, 2013" immediately below its name.

2. Registered Office and Zonal Offices

- 2.1.** The Registered and Head Office of the Association shall be at Office No. 704, Caesar Tower, ST-10, Shahrah-e-Faisal, Karachi-75530, or at such other address as the Executive Committee may from time to time determine and notify to the Regulator.
- 2.2.** The Association shall maintain two Zonal Offices — one in the Northern Zone (comprising the Province of Punjab, Khyber Pakhtunkhwa, Islamabad Capital Territory, Gilgit-Baltistan, and Azad Jammu & Kashmir) and one in the Southern Zone (comprising the Province of Sindh and the Province of Baluchistan) — at such addresses as the Executive Committee may determine.
- 2.3.** The Executive Committee may establish additional regional or chapter offices within Pakistan as may be necessary for the efficient promotion of the Association's objectives.

3. Governing Law and Precedence

- 3.1.** The Association is licensed and regulated under the Trade Organizations Act, 2013 ("the Act") and the Trade Organizations Rules, 2013 ("the Rules"). The Association is incorporated as a company under the Companies Act, 2017.
- 3.2.** These Byelaws are framed in accordance with and subject to the Act, the Rules, the Companies Act 2017, and the Memorandum and Articles of the Association. In the event of any inconsistency between these Byelaws and the Act, the Rules, or the Articles of Association, the provisions of the Act and Rules shall prevail.

- 3.3. These Byelaws shall be read together with the Memorandum of Association and the Articles of Association. Where any matter is not specifically addressed in these Byelaws, the provisions of the Articles of Association and the Act shall apply.
- 3.4 Notwithstanding anything contained in these Byelaws, all elections, membership matters, governance arrangements, representation, reserved seats, tenure of office-bearers, and other matters regulated under the Trade Organizations Act, 2013, the Trade Organizations Rules, 2013, or any directives, circulars, guidelines, or orders issued by DGTO from time to time shall be governed by and construed in accordance with such laws and directives, which shall prevail over any inconsistent provision of these Byelaws.
- 3.5 Any amendment to these Byelaws shall require approval by a two-thirds (2/3) majority of the Members present and voting at an Extraordinary General Meeting specially convened for the purpose, and shall thereafter be submitted to the Regulator for approval before taking effect.

4. Definitions

In these Byelaws, unless the context otherwise requires:

- 4.1. "Act" means the Trade Organizations Act, 2013, or any statutory re-enactment or modification thereof for the time being in force.
- 4.2. "Rules" means the Trade Organizations Rules, 2013.
- 4.3. "Articles" means the Articles of Association of the Association for the time being in force.
- 4.4. "Association" means the Association of Consulting Engineers Pakistan.
- 4.5. "Regulator" means the Directorate General of Trade Organizations (DGTO), Ministry of Commerce, Federal Government of Pakistan, or such other authority as may be designated under the Act from time to time.
- 4.6. "Commission" means the Securities and Exchange Commission of Pakistan (SECP).
- 4.7. "PEC" means the Pakistan Engineering Council established under the Pakistan Engineering Council Act, 1976.
- 4.8. "PEC Byelaws" means the Byelaws for Consulting Engineers enacted by the Pakistan Engineering Council under the PEC Act.
- 4.9. "Consulting Engineer" means an individual consulting engineer or Consulting Engineer firm registered as per the PEC Act 1976 and the PEC Byelaws, and engaged in the practice of consulting engineering.
- 4.10. "Full Member" means a Member of the Association who is a business concern carrying on the profession of consulting engineering and who holds full membership with voting rights, as more particularly described in Part II.
- 4.11. "Associate Member" means a Member of the Association admitted in the associate category, being a practicing professional individual attached with a business concern engaged in architecture, construction, engineering design, project management, or allied ancillary professions, as more particularly described in Part II.
- 4.12 "Student Member" means an individual registered in the student membership category, as more particularly described in Part II.
- 4.13. "Member" means a Full Member, Associate Member, or Student Member, as the context requires.
- 4.14. "Northern Zone" means the Province of Punjab, Khyber Pakhtunkhwa, Islamabad Federal Capital Territory, Gilgit-Baltistan, and Azad Jammu & Kashmir.
- 4.15. "Southern Zone" means the Province of Sindh and the Province of Baluchistan.
- 4.16. "Business Concern" means a sole proprietorship, partnership firm, association of persons, or a company registered with the Securities and Exchange Commission of Pakistan.

- 4.17. "Executive Committee" means the Executive Committee of the Association elected by the General Body.
- 4.18. "Chairman" means the Chairman of the Association elected in accordance with these Byelaws and the Articles.
- 4.19. "Secretary General" means the full-time paid professional appointed by the Executive Committee to manage the secretariat and day-to-day affairs of the Association.
- 4.20. "Election Commission" means the commission appointed under these Byelaws to conduct the Association's elections.
- 4.21. "General Body" means all Members of the Association collectively.
- 4.22. "General Meeting" means a meeting of the General Body, whether an Annual General Meeting or an Extraordinary General Meeting.
- 4.23. "Code of Ethics" means the Code of Professional Ethics promulgated by the Association from time to time.
- 4.24. "Membership Year" means the period from 1 April to 31 March of the following year.
- 4.25. "Single-Discipline Consulting Firm" means a Full Member individual consulting engineer, firm, or company registered or permitted by the Pakistan Engineering Council to work as a Consulting Engineer in only one engineering discipline or field, such as Civil, Electrical, Mechanical, Computer, Bio-Medical, Environment, or any other single recognized discipline.
- 4.26. "Multi-Discipline Consulting Firm" means a Full Member firm or company registered or permitted by the Pakistan Engineering Council to work as a Consulting Engineer in two or more engineering disciplines or fields, such as Civil and Electrical, Civil and Mechanical, Electrical and Mechanical, or any other combination of recognized engineering disciplines.
- 4.27. Words importing the masculine gender shall include the feminine and vice versa. Words importing the singular number shall include the plural and vice versa.

PART II — MEMBERSHIP

5. Categories of Membership

The membership of the Association shall comprise the following categories:

- 5.1. Full Membership** — open to business concerns carrying on business as Consulting Engineers in Pakistan, and meeting the eligibility criteria set out in Byelaw 6. Full Members alone shall have the right to vote in elections and on all resolutions at General Meetings.
- 5.2. Associate Membership** — open to only to practicing professional individuals attached with a business concern engaged in the professions of architecture, construction, civil design, structural design, urban planning, landscape architecture, interior design, mechanical and electrical design, environment, project management consultancy, alternate dispute resolution or arbitration (persons having relevant experience in disputes and arbitration of construction projects), and other disciplines ancillary to consulting engineering or allied disciplines. Associate Members shall enjoy all benefits of membership except the right to vote or stand for election to any office of the Association.
- 5.3. Student Membership** — open to individual students enrolled in accredited Bachelor's degree programs in engineering, architecture, or related disciplines. Student Members shall enjoy the educational and networking benefits of membership as specified in Byelaw 12, but shall have no right to vote, stand for election, or hold any office of the Association.

6. Eligibility for Full Membership

A business concern shall be eligible for Full Membership if:

- 6.1. It is a sole proprietorship, partnership firm, or association of persons registered under the relevant Registrar, or a company registered with the Securities and Exchange Commission of Pakistan (SECP), and is also registered with the Pakistan Engineering Council as an Individual Consulting Engineer or Consulting Engineering Firm;
- 6.2. Its principal business or primary object is the provision of consulting engineering services;
- 6.3. It holds a valid National Tax Number and Sales Tax Registration (where applicable) in the name of the business concern;
- 6.4. It has no criminal conviction relevant to the conduct of its business or profession;
- 6.5. Its application for membership has been proposed and seconded by two existing Full Members of the Association in good standing; and
- 6.6. It has paid the prescribed Admission Fee and first Membership Fee in accordance with these Byelaws.

7. Eligibility for Associate Membership

An individual shall be eligible for Associate Membership if:

- 7.1. The applicant is a practicing professional individual attached to a business concern engaged in the professions of architecture, construction, civil design, structural design, urban planning, landscape architecture, interior design, mechanical and electrical design, environment, project management consultancy, alternate dispute resolution or arbitration (having relevant experience in disputes and arbitration of construction projects), and other disciplines ancillary to consulting engineering or allied disciplines;
- 7.2. The applicant is working in Pakistan and holds a relevant degree and professional registration, as follows:
 - (a) Architecture — holding registration as an architect with the Pakistan Council of Architects and Town Planners (PCATP);
 - (b) Construction and Project Management — holding registration as a Registered or Professional Engineer with the Pakistan Engineering Council (PEC);
 - (c) Civil and Structural Design — holding registration as a Registered or Professional Engineer with the Pakistan Engineering Council (PEC);
 - (d) Mechanical, Electrical, and Plumbing (MEP) Design — holding registration as a Registered or Professional Engineer with the Pakistan Engineering Council (PEC);
 - (e) Urban and Town Planning — holding registration as a Planner with the Pakistan Council of Architects and Town Planners (PCATP);
 - (f) Interior Design and Landscape Architecture — holding registration as an architect with the Pakistan Council of Architects and Town Planners (PCATP) or equivalent;
 - (g) Environmental Engineering — holding registration as a Registered or Professional Engineer with the Pakistan Engineering Council (PEC) or equivalent;
 - (h) Alternate Dispute Resolution or Arbitration — holding registration as a Registered or Professional Engineer with the Pakistan Engineering Council (PEC); or holding a Master's degree in Construction Law and having relevant experience in construction disputes, arbitration, adjudication, mediation, or claims management;
 - (i) Any other profession or discipline that the Executive Committee may, from time to time, declare eligible for Associate Membership, with the approval of the General Body.
- 7.3. The applicant holds a valid National Tax Number;
- 7.4. The application has been proposed and seconded by at least one Full Member and one Associate or Full Member in good standing; and
- 7.5. The applicant has paid the prescribed Admission Fee and first Membership Fee.

8. Eligibility for Student Membership

- 8.1.** An individual shall be eligible for Student Membership if enrolled in accredited bachelor degree program of engineering, architecture, planning, environmental, project management, or any other allied professional discipline.
- 8.2.** Student Membership shall be in the name of the individual student and not in the name of any business concern.
- 8.3.** Student Membership shall lapse automatically upon completion or discontinuation of the relevant degree program, or upon the member attaining five (5) years of Student Membership, whichever is earlier.
- 8.4.** A Student Member who qualifies for Full or Associate Membership may apply to transition to the appropriate category upon payment of the applicable admission and membership fees.

9. Admission Procedure

- 9.1.** Every membership application shall be made on the prescribed form available from the Secretariat of the Association and its website, and submitted to the Secretary General along with:
 - (a)** Completed membership application form;
 - (b)** Copies of CNIC/Passport of the proprietor, partners, or directors;
 - (c)** Certificate of registration with PEC (for Full Membership applications), or professional registration with PEC, PCATP, or other relevant regulatory body (for Associate Membership), or equivalent documentation;
 - (d)** National Tax Number certificate and Sales Tax Registration certificate (where applicable);
 - (e)** Proof of business registration (partnership deed, certificate of incorporation, or equivalent);
 - (f)** Proposal and seconding forms signed by Members in good standing (not required for Student Membership);
 - (g)** Payment of prescribed Admission Fee and first year Membership Fee; and
 - (h)** Any other documents as may be specified by the Executive Committee from time to time.
- 9.2.** The application so received shall be placed before a committee formed by the Executive Committee. If approved, it will be ratified at the next meeting of the Executive Committee, which may accept or reject it. In case of rejection, the reasons shall be recorded and the applicant notified in writing. No further application from the rejected applicant shall be entertained for a period of one (1) year from the date of rejection, and the Admission Fee paid shall not be refunded; provided that the Membership Fee paid shall be refunded only if the rejection is not on account of misrepresentation or concealment of material information.
- 9.3.** An applicant for Full Membership aggrieved by the rejection of its application may appeal to the Regulator within thirty (30) days of receiving notice of rejection. For Associate and Student Members, the decision of the Executive Committee shall be final.
- 9.4.** Upon acceptance of the application, the Secretary General shall enter the Member's name in the Register of Members and issue a Certificate of Membership. The Member shall be entitled to all rights and privileges of its category of membership from the date of such entry.

10. Voting Rights — Full Members Only

- 10.1.** The right to vote at all elections and on all resolutions at General Meetings of the Association is exclusively reserved for Full Members.
- 10.2.** Associate Members and Student Members shall have no right to vote at any election or on any resolution of the Association, including elections of office-bearers and members of the Executive Committee, and resolutions for amendment of the Memorandum, Articles, or these Byelaws.

- 10.3.** No Full Member shall be eligible to vote unless it has completed a minimum of two (2) consecutive Membership Years in the Full Membership category prior to the announcement of the Election Schedule or General Meeting, and is in good standing with no outstanding dues at the time of the election or General Meeting.
- 10.4.** The right to vote shall be exercised only by the proprietor, partner, director, or duly authorized representative of the member firm/company, whose name has been registered with the Secretary General and appears on the voters' list published by the Election Commission. The authorized representative must be registered as an Engineer with the Pakistan Engineering Council and currently associated with the said firm/company. Such authorization shall be submitted and updated in the ACEP record before the announcement of elections.
- 10.5.** Each Full Member shall have one (1) vote irrespective of the number of representatives it fields or the number of disciplines it covers.
- 10.6.** Associate Members and Student Members may attend and participate in General Meetings in a non-voting capacity, may speak on agenda items when invited by the Chairman of the meeting, and may submit written representations on matters under consideration.

11. Rights and Benefits of Membership

11A. Rights of Full Members

Subject to these Byelaws, Full Members shall be entitled to:

- (a) Vote at all elections and on all resolutions at General Meetings;
- (b) Stand for election as a member of the Executive Committee or as an office-bearer of the Association;
- (c) Be proposed and elected as a representative of the Association on any public or private body;
- (d) Attend and participate in all General Meetings, seminars, conferences, workshops, and events of the Association;
- (e) Access all publications, circulars, research reports, technical standards, and information resources of the Association;
- (f) Inspect the accounts, books, and records of the Association subject to conditions prescribed by the Executive Committee;
- (g) Access the Directory of Members of the Association;
- (h) Use the Association's dispute resolution and conciliation services;
- (i) Seek the Association's assistance in obtaining reasonable facilitation from government and regulatory bodies;
- (j) Obtain preferential access to training, professional development, and capacity-building programs organized by the Association, including special discounts for ACEP-sponsored workshops, conferences, and events;
- (k) Display membership of the Association on letterheads, websites, and professional material; and
- (l) Receive the Association's newsletter, journal, and other publications.

11B. Rights of Associate Members

Associate Members shall be entitled to:

- (a) Attend and participate in all General Meetings in a non-voting capacity;
- (b) Attend all seminars, conferences, workshops, and professional events organized by the Association, including special discounts for ACEP-sponsored workshops, conferences, and events;
- (c) Access all publications, newsletters, and technical information resources of the Association;
- (d) Be listed in the Association's Directory of Members with a designation indicating Associate Membership;

- (e) Use the Association's dispute resolution and conciliation services;
- (f) Display Associate Membership on professional material with the designation "Associate Member, ACEP";
- (g) Access training and professional development programs organized by the Association; and
- (h) Be eligible for nomination to sub-committees and working groups established by the Executive Committee on a non-voting advisory basis.

11C. Rights of Student Members

Student Members shall be entitled to:

- (a) Attend student-oriented events, workshops, and training programs organized by the Association;
- (b) Access student-specific publications and resources of the Association;
- (c) Be listed in the Association's Student Members register;
- (d) Participate in inter-university competitions, case study challenges, and events organized or sponsored by the Association; and
- (e) Be eligible for student awards and prizes offered by the Association.

12. Duties and Obligations of Members

Every Member shall have the following duties and obligations:

- 12.1.** To uphold and promote the objectives of the Association as set out in the Memorandum of Association and these Byelaws;
- 12.2.** To abide by the Code of Ethics of the Association, the provisions of the Memorandum and Articles of Association, these Byelaws, and all rules, regulations, instructions, and directions issued by the Executive Committee, the Association, or the Regulator under the Act;
- 12.3.** To pay all membership fees, subscriptions, and levies by the due dates prescribed by the Executive Committee;
- 12.4.** To notify the Secretary General in writing within thirty (30) days of any change in the name, constitution, structure, or registered address of the member firm or company;
- 12.5.** To notify the Secretary General in writing of any changes in the authorized representative of the member;
- 12.6.** To treat all proceedings of the Association as strictly confidential. Only the Chairman (or his duly authorized nominee) is entitled to make public statements on behalf of the Association;
- 12.7.** To assist and co-operate with the Executive Committee in matters relating to the profession of consulting engineering and the sectors represented by the Association;
- 12.8.** To bring to the notice of the Executive Committee, in writing, any matter likely to cause loss or harm to the Association or its Members; and
- 12.9.** To comply with all applicable laws, regulations, and professional standards in the conduct of the Member's business or profession.

13. Duration and Renewal of Membership

- 13.1.** Membership of the Association shall be for a period of one (1) year, commencing on 1 April and expiring on 31 March of the following year, irrespective of the date on which membership was granted, without any separate notice.
- 13.2.** Membership shall be renewable annually, subject to:
 - (a) Payment of the prescribed Membership Fee by 30 April of each year;
 - (b) Continued satisfaction of the eligibility criteria applicable to the relevant membership category; and

(c) Active status of Income Tax and Sales Tax (where applicable) returns.

- 13.3.** A Member who fails to renew membership by 30 April shall be granted a grace period up to 30 June of that year, subject to payment of a late renewal surcharge at such rate as may be determined by the Executive Committee. If membership is not renewed within the grace period, the membership shall automatically become dormant.
- 13.4.** "Dormant Membership" means the status of a Member who has failed to renew membership within the grace period. A dormant Member may be restored upon clearance of all outstanding dues and applicable surcharges as approved by the Executive Committee, within two (2) years of the membership becoming dormant. If such dormant membership is not restored within two (2) years, it shall automatically be converted into a lapsed membership.
- 13.5.** "Lapsed Membership" means the status of a Member whose dormant membership has not been restored within two (2) years. A Member whose membership has lapsed shall not be eligible for re-registration for a minimum period of one (1) year.
- 13.6.** A lapsed Member seeking re-admission shall be required to apply afresh as a new applicant and pay the full Admission Fee together with the current year's Membership Fee, and shall clear all previous outstanding dues as approved by the Executive Committee.

14. Cessation of Membership

A Member shall cease to be a Member of the Association for any of the following reasons:

- 14.1.** Resignation from membership by giving thirty (30) days' written notice to the Secretary General;
- 14.2.** Failure to pay annual membership fees or other dues within the period prescribed in Byelaw 13;
- 14.3.** Expulsion from membership pursuant to the disciplinary procedure in Part VI;
- 14.4.** In the case of a business concern: dissolution, winding up, adjudication as insolvent, or conviction of an offense involving moral turpitude;
- 14.5.** Ceasing to hold the requisite PEC registration or other professional licence required for eligibility in the relevant membership category;
- 14.6.** Closure or transfer of the business to a place outside Pakistan; or
- 14.7.** Expulsion from membership under the Act.

A Member who resigns or whose membership lapses or is terminated shall remain liable for all dues payable to the Association up to the date of cessation and shall not be entitled to any refund of membership fees paid.

15. Restoration of Membership

- 15.1.** A Member whose membership has become dormant may apply for restoration within two (2) years from the date of dormancy, upon payment of all arrears of subscription together with a restoration surcharge at such rate as the Executive Committee may determine, provided the Member otherwise remains eligible.
- 15.2.** A Member whose membership has lapsed may apply for re-admission as a new applicant, as provided in Byelaw 13.6.
- 15.3.** A Member whose membership was terminated by expulsion may not apply for re-admission for a period of one (1) year from the date of expulsion, and any re-admission shall require approval of the General Body.

PART III — GOVERNANCE AND MANAGEMENT

16. Executive Committee — Composition

- 16.1.** The Executive Committee shall comprise persons elected by the General Body from among Full Members, subject to the following:
- (a)** There shall be a minimum of ten (10) and a maximum of thirty (30) seats on the Executive Committee, exclusive of the ex officio members referred to below.
 - (b)** In addition to the elected seats on the Executive Committee, two (2) seats shall be reserved for women entrepreneurs who are Full Members, as defined in the Articles of Association and the applicable Trade Organizations Rules. The Electoral College for such reserved seats shall be the Executive Committee;
 - (c)** The allocation of seats based on discipline shall be guiding only, non-exclusive, and shall not restrict the voting rights of any eligible Full Member;
 - (d)** The immediate past Chairman shall be an ex officio member of the Executive Committee without voting rights and shall not be counted towards quorum; and
 - (e)** The Secretary General shall attend meetings of the Executive Committee in a secretarial capacity without voting rights.
- 16.2.** The number of seats on the Executive Committee shall be determined at the rate of one (1) seat per ten (10) Full Members from each discipline. Where any discipline has fewer than ten (10) Full Members, two or more disciplines shall be merged until the combined count reaches ten (10) or more but fewer than twenty (20) members. An "Others" category shall be created for emerging disciplines such as Biomedical, Computer Engineering, and similar fields. Provided that such discipline-wise arrangement shall be used solely for the purpose of ensuring balanced representation of the consulting engineering profession and for determining nomination categories, subject always to the minimum and maximum limits prescribed in Byelaw 16.1(a). It shall not restrict or limit the voting rights of any eligible Full Member. Every eligible Full Member shall be entitled to cast votes for all seats of the Executive Committee irrespective of the discipline, category, or group from which a candidate is contesting, and all elected members shall represent the Association as a whole rather than any particular discipline. The Executive Committee shall review discipline-wise seat allocation before each election based on the latest membership records.
- 16.3.** The General Body shall serve as the Electoral College for the election of members of the Executive Committee, except for the seats reserved for women entrepreneurs, for which the Electoral College shall be the Executive Committee. The elected members of the Executive Committee shall elect the Chairman, Senior Vice-Chairman, and Vice-Chairman from among themselves in accordance with the applicable DGTO rules.
- 16.4** The Executive Committee may co-opt additional members, provided that the total number of co-opted members shall not exceed forty percent (40%) of the total elected members of the Executive Committee, and shall be distributed equally from the two zones (no more than two co-opted members from any one zone). Each co-opted member shall have a minimum of five (5) years of standing in the consulting engineering profession and shall not be counted for quorum and shall not be eligible to hold any office-bearer position.
- 17. Qualifications of Office-Bearers and Executive Committee Members**
- 17.1.** The Chairman shall have a minimum standing of twenty (20) years on a full-time basis in the profession of consulting engineering, and shall be the authorized representative of a Full Member in good standing.
- 17.2.** The Senior Vice-Chairman shall have a minimum standing of fifteen (15) years on a full-time basis in the profession of consulting engineering, and shall be the authorized representative of a Full Member in good standing.
- 17.3.** The Vice-Chairman shall have a minimum standing of ten (10) years on a full-time basis in the profession of consulting engineering, and shall be the authorized representative of a Full Member in good standing.

- 17.4.** All elected members of the Executive Committee shall have a minimum standing of five (5) years on a full-time basis in the consulting engineering profession.
- 17.5.** No office-bearer or elected member of the Executive Committee shall hold any paid office or salaried position of the Association.
- 17.6.** No person shall hold the office of Chairman, Senior Vice-Chairman, Vice-Chairman, or member of the Executive Committee for more than one (1) term, in accordance with the Trade Organizations Act, 2013, and the Rules.

18. Tenure of Executive Committee

- 18.1.** The tenure of all elected office-bearers and members of the Executive Committee shall be two (2) years, commencing from 1 October following the announcement of election results at the Annual General Meeting.
- 18.2.** Upon completion of their term, office-bearers and members of the Executive Committee shall not hold the same office for more than one (1) term, in accordance with the Trade Organizations Act, 2013, and the Rules made thereunder. However, where required, any former member from the immediately preceding term may be engaged as a member of a designated sub-committee or task committee, subject to the mandate, terms of reference, and authorization approved by the Executive Committee, provided that such engagement shall not confer any voting right or representative status in the Executive Committee.
- 18.3.** Any vacancy on the Executive Committee occurring otherwise than by retirement shall be filled by the Executive Committee by appointing a nominee from among eligible Full Members, and such appointee shall hold office only for the residue of the term of the person replaced. In case of death or permanent incapacity of an authorized representative, the concerned Full Member firm may nominate another eligible authorized representative, subject to ratification by the Executive Committee.

19. Vacation of Office

The office of a member of the Executive Committee shall be vacated if the member:

- 19.1.** Holds any paid office of the Association;
- 19.2.** Becomes bankrupt or insolvent;
- 19.3.** Is adjudged by a competent court to be of unsound mind;
- 19.4.** Resigns from the Executive Committee by written notice to the Secretary General;
- 19.5.** Ceases to be an authorized representative of a Full Member in good standing;
- 19.6.** After issuance of a show-cause notice and after being afforded a reasonable opportunity of hearing, the member is removed from office by a resolution passed by not less than two-thirds (2/3) of the Full Members present and voting at a meeting of the General Body specially convened for this purpose; or
- 19.7.** Is fined, suspended, or whose membership of the Association is terminated under the disciplinary provisions of these Byelaws.

20. Powers and Duties of the Executive Committee

The Executive Committee shall have the following powers and duties:

- 20.1.** To carry out the aims, objects, and policies of the Association and to give effect to the resolutions of the General Body;
- 20.2.** To manage and administer all property, funds, and affairs of the Association;
- 20.3.** To approve and keep regular records of the activities and accounts of the Association;
- 20.4.** To appoint, suspend, or dismiss the Secretary General and other paid employees of the Association and to determine the terms and conditions of their employment;

- 20.5.** To establish sub-committees and working groups and to delegate specific functions to them;
- 20.6.** To formulate and amend the Byelaws of the Association, subject to approval of the General Body and the Regulator;
- 20.7.** To represent the Association before government bodies, regulatory agencies, international organizations, and the FPCCI;
- 20.8.** To determine and revise membership fees, admission fees, and other charges;
- 20.9.** To settle differences of opinion between Members and to hear appeals under these Byelaws;
- 20.10.** To collect, collate, and disseminate statistics and information relevant to the consulting engineering profession and the industries served by Members;
- 20.11.** To cooperate with other bodies, associations, and organizations in Pakistan and abroad in furtherance of the Association's objectives;
- 20.12.** To authorize expenditures of the Association within the limits approved in the annual budget;
- 20.13.** To invest surplus funds of the Association prudently for the benefit of the Association, in accordance with applicable law; and
- 20.14.** Generally, to decide all questions of policy affecting the Association, and to perform such other duties as may be assigned by the General Body by a simple majority vote.

In case of any contradiction or inconsistency among the decisions of sub-committees or Zonal Committees, the decision of the Executive Committee shall be final.

21. Meetings of the Executive Committee

- 21.1.** The Executive Committee shall meet at least four (4) times in every year. Additional meetings may be called by the Chairman or upon a written requisition signed by not less than five (5) members of the Executive Committee.
- 21.2.** At least fifteen (15) days' notice shall be given to all members of the Executive Committee for scheduled meetings. For urgent meetings called on requisition, at least seven (7) days' notice shall be given.
- 21.3.** One-third (1/3) of the elected members of the Executive Committee shall form a quorum at all meetings of the Executive Committee.
- 21.4.** The Chairman shall preside over all meetings of the Executive Committee. In the absence of the Chairman, the Senior Vice-Chairman shall preside, and in the absence of both, the Vice-Chairman or any member elected by the members present shall preside.
- 21.5.** Every question at a meeting of the Executive Committee shall be decided by a majority of votes of the members present and voting. In case of equality of votes, the Chairman or presiding officer shall have a casting vote in addition to his deliberative vote.
- 21.6.** A resolution in writing, signed by all elected members of the Executive Committee, shall be as valid and effectual as if it had been passed at a duly convened meeting, except that no such resolution shall be effective in relation to the acquisition or disposal of immovable property, the expulsion of a full member, or amendments to these Byelaws, which can only be done through an Annual, Special, or Extraordinary General Body Meeting.
- 21.7.** The Secretary General shall record and cause to be circulated minutes of every meeting of the Executive Committee within fourteen (14) days of such meeting.

22. Powers and Duties of the Chairman

The Chairman shall:

- 22.1.** Preside over all meetings of the Executive Committee and of the General Body;
- 22.2.** Supervise and oversee the work and activities of the Association;

- 22.3.** Control and maintain decorum and discipline at all meetings;
- 22.4.** Exercise a casting vote in the event of equality of votes;
- 22.5.** Authorize urgent expenditure up to Rs. 100,000/- (Rupees One Hundred Thousand), subject to subsequent ratification by the Executive Committee at its next meeting;
- 22.6.** Lead and nominate delegations from the Executive Committee and Members representing the Association at government forums, FPCCI meetings, international events, and other official engagements;
- 22.7.** Direct the Secretary General to call meetings of the Executive Committee and the General Body as required; and
- 22.8.** Perform any other function incidental or conducive to the office of Chairman.

In the absence of the Chairman, the Senior Vice-Chairman shall exercise all the powers and discharge all duties of the Chairman. In the absence of both, the Vice-Chairman shall act.

23. Secretary General

- 23.1.** The Association shall have a full-time professional Secretary General appointed by the Executive Committee through an open and transparent recruitment process. The Secretary General shall be an individual of recognized professional standing with demonstrated experience in association management, engineering, or a related field.
- 23.2.** The Secretary General shall be the Chief Executive Officer of the Secretariat and shall be responsible for the day-to-day management and operations of the Association. The Secretary General shall be the custodian of all records and important documents of the Association, which shall be kept in a bank locker operated jointly by the Secretary General and the Chairman or Senior Vice-Chairman.
- 23.3.** The Secretary General shall:
 - (a) Issue notices and agendas for all meetings of the Executive Committee and the General Body;
 - (b) Record and circulate minutes of all meetings;
 - (c) Maintain the Register of Members and all other statutory registers;
 - (d) Prepare annual reports and financial statements of the Association;
 - (e) Sign all official correspondence on behalf of the Association, jointly with the Chairman or Senior Vice-Chairman, or with any person duly authorized by the Executive Committee, where required by the Articles;
 - (f) Manage the recruitment, supervision, and administration of all staff of the Association under the oversight of the Executive Committee;
 - (g) Act as the Returning Officer in elections of the Association, unless the Executive Committee appoints a separate Returning Officer;
 - (h) Submit to the Regulator the annual financial statements, list of members, and election results within the time limits prescribed by the Act and Rules; and
 - (i) Incur urgent and necessary expenses up to Rs. 50,000/- (Rupees Fifty Thousand) subject to subsequent ratification by the Executive Committee.
- 23.4.** The Secretary General shall not simultaneously hold any elected office or position in the Association or in any other trade organization licensed under the Act.
- 23.5.** The services of the Secretary General may be terminated by a resolution passed by a simple majority of the Executive Committee after issuing a show cause notice and opportunity of hearing.

24. Legal Advisor

- 24.1.** The Association shall appoint a Legal Advisor at each Annual General Meeting, for the ensuing year, from among advocates/barristers having demonstrated experience in dispute resolution, arbitration, or matters related to the consulting engineering profession.
- 24.2.** The Legal Advisor shall provide legal advice and opinion to the Executive Committee as and when required, and shall assist in the review of legal documents, agreements, and disputes involving the Association.
- 24.3.** The Legal Advisor shall not be a Member of the Executive Committee and shall have no voting rights in the affairs of the Association.

25. Sub-Committees and Working Groups

- 25.1.** The Executive Committee may constitute standing sub-committees, ad-hoc committees, and working groups to assist in the performance of its functions. The terms of reference, composition, and tenure of each sub-committee or working group shall be determined by the Executive Committee.
- 25.2.** Associate Members may be appointed to sub-committees and working groups in an advisory capacity without voting rights, where their expertise is relevant to the subject matter of the committee or as authorized by the Executive Committee.
- 25.3.** The proceedings and recommendations of sub-committees and working groups shall be submitted to the Executive Committee for consideration and approval. Sub-committees shall not have independent authority to bind the Association.

26. Conflict of Interest

- 26.1.** Any office-bearer or member of the Executive Committee having a personal or financial interest in any matter before the Executive Committee shall disclose such interest at the commencement of discussion on that matter and shall abstain from participating in the deliberation or voting on such matter.
- 26.2.** A record of all disclosed conflicts of interest shall be maintained in the minutes of the relevant meeting.

27. Zonal Committees

- 27.1.** The Association shall have a Northern Zone Committee and a Southern Zone Committee, each elected by the Executive Committee.
- 27.2.** The composition, tenure, powers, and duties of the Zonal Committees shall be as prescribed by the Executive Committee and shall be consistent with these Byelaws.
- 27.3.** The Zonal Committees shall carry out the directions and instructions of the Executive Committee in their respective zones, promote the objectives of the Association at the zonal level, and assist the Executive Committee in matters relevant to their zones.
- 27.4.** In the event of any conflict between a decision of a Zonal Committee and a decision of the Executive Committee, the decision of the Executive Committee shall prevail.

PART IV — ELECTIONS

28. Biennial Elections

- 28.1.** Elections shall be held biennially, in accordance with Section 11 of the Act, for the Executive Committee on or before 30 September of the relevant year, in accordance with the procedure laid down in the Articles of Association and these Byelaws.

28.2. The Election Schedule shall be approved by the Executive Committee and issued by the Secretary General in the first half of July of the election year. Within two (2) days of its approval, the Election Schedule shall be:

- (a) Displayed at the notice board of the Head Office and all regional and zonal offices;
- (b) Published on the Association's official website; and
- (c) Submitted to the Regulator.

28.3 Notwithstanding anything contained in this Part, where any election timeline, procedure, requirement, or form prescribed in these Byelaws is inconsistent with the Trade Organizations Act, 2013, the Trade Organizations Rules, 2013, or any directions, guidelines, notifications, or timelines prescribed by the Regulator from time to time, the provisions prescribed by the Regulator shall prevail to the extent of such inconsistency.

29. Election Commission

29.1. Simultaneously with approval of the Election Schedule, the Executive Committee shall appoint an Election Commission comprising three (3) members, subject to the following conditions:

- (a) Each member of the Election Commission shall have submitted written consent to the appointment;
- (b) No member of the Election Commission shall be currently serving as a member of the Executive Committee.
- (c) No member of the Election Commission shall be a candidate in the election being conducted;
- (d) Members of the Election Commission shall be independent, impartial, and non-partisan; and
- (e) No member of the Election Commission shall canvass for any candidate or panel.

29.2. The Election Commission shall be responsible for all arrangements connected with the conduct of elections, including management of the voters' list, scrutiny of nominations, supervision of polling, counting of votes, and announcement of results, in accordance with the Articles of Association and the Rules.

29.3. The decision of the Election Commission on any matter connected with the election shall be final, subject to the right of appeal to the Regulator as provided in the Act and Rules.

30. Eligibility to Vote

30.1. A Full Member shall be eligible to vote in the Association's elections only if:

- (a) It has completed a minimum of two (2) consecutive Membership Years as a Full Member;
- (b) Its membership has been renewed and all dues paid by the date of announcement of the Election Schedule; and
- (c) Its authorized representative's name appears on the final voters' list issued by the Election Commission.

30.2. The right to vote shall be exercised in person only. Postal ballot and proxy voting shall not be permitted.

30.3. The election of members of the Executive Committee and of office-bearers shall be held by secret ballot.

31. Voters' List

31.1. The Secretary General shall display the provisional list of all Members eligible to vote within seven (7) days of announcement of the Election Schedule, or within such period as may be prescribed by the Regulator from time to time, indicating their National Tax Number, Sales Tax Registration Number, where applicable, and the name of their authorized representative.

- 31.2.** Members who have any objection to the entries in the provisional voters' list shall send their objections in writing to the Secretary General within seven (7) days of its display.
- 31.3.** The Secretary General shall consider and decide upon objections within five (5) days. Any person aggrieved by the decision of the Secretary General may appeal to the Election Commission within three (3) days. The Election Commission shall decide appeals within three (3) days. Appeals against decisions of the Election Commission may be made to the Regulator within three (3) days, and the Regulator's decision shall be final.
- 31.4.** The final voters' list shall be displayed within two (2) days of the Regulator's decision (or, if no appeal has been filed, within fifteen (15) days of the Election Commission's decision), and submitted to the Regulator simultaneously.

32. Nominations and Scrutiny

- 32.1.** Within four (4) days of display of the final voters' list, or within such period as may be prescribed by the Regulator from time to time, any person eligible to contest elections shall submit nomination papers, duly proposed and seconded by registered voters and signed by the candidate, to the Secretary General.
- 32.2.** The Election Commission shall scrutinize nomination papers within twenty-four (24) hours of the last date of receipt. The list of candidates shall be displayed within twenty-four (24) hours of scrutiny.
- 32.3.** Objections to nominations may be filed with the Election Commission within twenty-four (24) hours of display of the candidate list. The Election Commission shall decide them within two (2) days. Appeals against such decisions may be made to the Regulator within two (2) days; the Regulator's decision, within seven (7) days, shall be final.
- 32.4.** The list of valid candidates shall be issued within two (2) days of the Regulator's decision or, if no appeal has been filed, within eleven (11) days of the Election Commission's decision under Byelaw 32.3.
- 32.5.** Any candidate whose nomination has been declared valid may withdraw their nomination by submitting a written withdrawal request to the Secretary General within seven (7) days from the date of display of the list of valid candidates. Upon expiry of the withdrawal period, the Election Commission shall issue the final list of contesting candidates. No withdrawal shall be accepted after expiry of the prescribed period.

33. Conduct of Polling

- 33.1.** Polling for the election of members of the Executive Committee shall be held within five (5) days of the display of the final list of candidates, or within such period as may be prescribed by the Regulator from time to time. Polling shall be held simultaneously at the Head Office and regional or zonal offices, or at such public venues as may be required, where the number of voters exceeds fifty (50) at a branch office.
- 33.2.** Each voter shall sign or affix a thumb impression on the counterfoil of the ballot paper in the presence of the polling officer and candidate agents before receiving the ballot paper. Ballot papers shall be signed by the Secretary General or an officer duly authorized by the Secretary General.
- 33.3.** The polling officer shall verify the identity of voters through a CNIC, Association-issued identity card, passport, or driving licence. The identity document number shall be recorded on the counterfoil.
- 33.4.** The Election Commission shall ensure that adequate arrangements are made to maintain the secrecy of the poll. Once a ballot paper has been issued to a voter, the voter shall not leave the polling booth without casting the ballot.
- 33.5.** No ballot paper shall be invalid for failure to cast votes on all seats being contested.
- 33.6.** In the event of equality of votes between two or more candidates, the result shall be determined by a draw of lots by the polling officer in the presence of the candidates or their agents.

- 33.7. Counting of votes shall take place immediately after polling hours under the supervision of the Election Commission, in the presence of candidates or their polling agents.

34. Announcement and Notification of Results

- 34.1. The final election results shall be officially announced at the Annual General Meeting called for the purpose within fifteen (15) days of polling and not later than 30 September of the election year.
- 34.2. Within two (2) days of announcement, the results shall be displayed at the Head Office and all regional and zonal offices and on the Association's website.
- 34.3. The Election Commission shall submit the election results to the Regulator within seven (7) days of announcement.
- 34.4. The elected office-bearers and members of the Executive Committee shall assume office from 1 October immediately following such announcement, unless otherwise prescribed under applicable law.

PART V — GENERAL MEETINGS

35. Annual General Meeting

- 35.1. An Annual General Meeting of the Association shall be held at least once in every calendar year, and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting, at such time, date, and place as the Executive Committee may determine.
- 35.2. The business of the Annual General Meeting shall include:
- (a) Receiving and considering the report of the Executive Committee on the activities of the Association during the preceding year;
 - (b) Receiving and adopting the audited financial statements and accounts of the Association for the preceding Membership Year;
 - (c) Appointment of the Auditor and Legal Advisor for the ensuing year;
 - (d) Announcement of election results (in election years); and
 - (e) Any other business of which due notice has been given in the notice convening the meeting.

36. Extraordinary General Meeting

- 36.1. The Executive Committee may convene an Extraordinary General Meeting at any time for the transaction of special business.
- 36.2. An Extraordinary General Meeting shall also be convened upon a written requisition signed by not less than one-fourth (1/4) of the Full Members of the Association in good standing, stating the object of the meeting, and presented to the Secretary General.
- 36.3. Upon receipt of a valid requisition, the Executive Committee shall convene the Extraordinary General Meeting within thirty (30) days.

37. Notice of General Meetings

- 37.1. At least twenty-one (21) days' written notice of every General Meeting shall be given to all Members, specifying the place, date, hour, and general nature of the business to be transacted. Non-receipt of notice by any Member shall not invalidate the proceedings of the meeting.
- 37.2. Notice of General Meetings shall be circulated by post, courier, or email, and publication on the Association's official website.

38. Quorum at General Meetings

38.1. A quorum at any General Meeting shall be one-fourth (1/4) of Full Members in good standing or fifty (50) Members, whichever is lower.

38.2. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week at the same time and place, and at such adjourned meeting, the business on the agenda may be transacted whether or not a quorum is present.

39. Conduct of General Meetings

39.1. The Chairman, or in his absence the Senior Vice-Chairman, or in the absence of both the Vice-Chairman, shall preside at every General Meeting. If none of the foregoing is present, the Full Members present shall elect a chairman from among themselves.

39.2. Voting at General Meetings shall be by a show of hands unless a poll is demanded by at least five (5) Full Members present.

39.3. Every Full Member present in person shall have one (1) vote. Proxy voting and postal voting shall not be permitted at General Meetings.

39.4. Associate Members and Student Members may attend General Meetings but shall not vote on any resolution.

39.5. Every question referred to a General Meeting shall be decided by a simple majority of Full Members present and voting, except in cases where these Byelaws, the Articles, or the Act require a special resolution or a higher majority of two-thirds (2/3) of Full Members present and voting.

39.6. The chairman of the meeting shall have a casting vote in addition to his deliberative vote in case of equality.

39.7. The Executive Committee shall cause minutes to be made of all appointments of officers, the names of Full Members present at all General Meetings, and all proceedings and resolutions of General Meetings. Such minutes shall be signed by the chairman of the meeting at which they are approved.

40. Amendments to Memorandum and Articles

40.1. No addition, alteration, or amendment to the Memorandum of Association or the Articles of Association shall be made except by a Special Resolution passed by a two-thirds (2/3) majority of the Full Members present and voting at an Extraordinary General Meeting called for the purpose, and subject to prior submission to and approval by the Regulator.

40.2. Any proposed amendment shall be circulated to all Members at least twenty-one (21) days before the Extraordinary General Meeting at which it is to be considered.

PART VI — DISCIPLINARY PROCEDURE

41. Grounds for Disciplinary Action

Disciplinary proceedings may be initiated against a Member for any of the following:

41.1. Breach of the Code of Ethics of the Association;

41.2. Breach of these Byelaws, the Articles of Association, or the Memorandum of Association;

41.3. Non-compliance with any lawful decision, direction, or instruction of the Executive Committee;

41.4. Conduct that is likely to bring the Association or the consulting engineering profession into disrepute;

41.5. Furnishing false or misleading information to the Association;

41.6. Violation of the confidentiality provisions of these Byelaws; or

41.7. Conviction by a competent court of an offense involving moral turpitude.

42. Disciplinary Procedure

- 42.1.** Any complaint alleging misconduct by a Member shall be submitted in writing to the Secretary General. The Executive Committee shall examine the complaint and decide whether or not it warrants investigation.
- 42.2.** If the Executive Committee determines that the complaint warrants investigation, it shall appoint an Investigating Sub-Committee of not less than three (3) members of the Executive Committee, none of whom shall have a personal interest in the matter.
- 42.3.** The Member concerned shall be notified in writing of the complaint and the nature of the alleged breach, and shall be given at least thirty (30) days to submit a written response and to appear before the Investigating Sub-Committee.
- 42.4.** The Investigating Sub-Committee shall investigate the complaint, receive written and oral submissions, and submit its report and recommendations to the Executive Committee.
- 42.5.** The Member concerned shall be given a copy of the report of the Investigating Sub-Committee and shall be given a further opportunity to respond before the Executive Committee proceeds to make any decision.
- 42.6.** No disciplinary action shall be taken except by a resolution passed by not less than two-thirds (2/3) of the members of the Executive Committee present and voting at a meeting specially convened for the purpose, of which at least thirty (30) days' written notice shall have been given to the Member concerned.
- 42.7.** The Executive Committee may, depending on the gravity of the misconduct, impose any of the following disciplinary sanctions:
 - (a)** Formal censure and reprimand;
 - (b)** Imposition of a fine not exceeding an amount equal to the annual Membership Fee applicable to the Member's category;
 - (c)** Suspension of membership for a specified period; or
 - (d)** Expulsion from membership of the Association.
- 42.8.** A Member aggrieved by a disciplinary decision of the Executive Committee may appeal to the General Body within one (1) month from the date of the decision. The Executive Committee shall convene a meeting of the General Body within thirty (30) days of receipt of the appeal, and the decision of the General Body shall be final. The Member shall further have the right to appeal to the Regulator, whose decision shall be final and binding.
- 42.9.** All disciplinary proceedings shall be confidential until final action has been taken.

PART VII — FINANCES AND ACCOUNTS

43. Membership Fees and Admission Fees

- 43.1.** Every applicant for membership shall pay a non-refundable Admission Fee at the rate determined by the Executive Committee from time to time, separately for each category of membership.
- 43.2.** Every Member shall pay an annual Membership Fee by 30 April each year at the rate determined by the Executive Committee separately for Full Members (Single-Discipline Firm and Multi-Discipline Firm), Associate Members, and Student Members. The Executive Committee may vary the Membership Fee for each category in its sole discretion.
- 43.3.** The Executive Committee shall have power to impose special levies on Members for any specific purpose, provided that in any one financial year such levy shall not exceed an amount equal to the annual Membership Fee unless first approved by a resolution of the General Body.
- 43.4.** If any Member shall fail to pay a levy within one month after due notice, or shall be in arrears for three months in payment of its annual subscription, it shall be disqualified from participating in any

proceedings of the Association until the dues are cleared, unless the Executive Committee has previously extended the time for payment.

- 43.5.** No Member shall, by reason of membership, have any transferable or assignable interest in the funds of the Association. On ceasing to be a Member, no person shall have any claim upon the funds of the Association.

44. Accounts and Audit

- 44.1.** The Executive Committee shall cause proper accounts and records to be maintained. The accounting year of the Association shall close on 30 June of each year.
- 44.2.** The Executive Committee shall cause to be prepared and laid before each Annual General Meeting a Balance Sheet and Income and Expenditure Account made up to 30 June before the date of the meeting, together with the Auditor's report thereon.
- 44.3.** The audited financial statements together with a list of Members shall be submitted by the Association to the Regulator on or before the last day of September of each year, in accordance with the requirements of the Act and Rules.
- 44.4.** The accounts of the Association, subject to reasonable restrictions as to time and manner of inspection, shall be open to inspection by Members at the Head Office during normal business hours.

45. Appointment of Auditor

- 45.1.** At each Annual General Meeting, the General Body shall appoint a firm of Chartered Accountants as Auditor of the Association for the ensuing year. The Auditor shall be registered with the Institute of Chartered Accountants of Pakistan (ICAP).
- 45.2.** The Auditor shall audit the accounts of the Association and submit an Auditor's Report to the General Body at the Annual General Meeting.

46. Funds and Bank Accounts

- 46.1.** The funds of the Association shall be deposited in one or more scheduled banks in accounts maintained in the name of the Association. No funds shall be received otherwise than through proper banking channels, i.e., through crossed cheques, pay orders, bank drafts, or electronic transfers.
- 46.2.** All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments shall be signed jointly by the Secretary General and the Chairman, Senior Vice-Chairman, or Vice-Chairman, or any member of the Executive Committee duly authorized for the purpose.
- 46.3.** The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to the Members of the Association or their family members.
- 46.4.** Any surplus funds of the Association may be invested prudently in accordance with applicable law and such investment policy as the Executive Committee may determine from time to time, for the benefit of the Association. Certificates of investment shall be renewed annually by the Executive Committee at the time of membership renewal.

PART VIII — CODE OF ETHICS AND PROFESSIONAL STANDARDS

47. Code of Ethics

- 47.1.** The Association shall maintain and periodically update a Code of Ethics for its Members. The Code of Ethics shall set out the professional and ethical standards expected of Members in the conduct of their business and professional affairs.

- 47.2. The Code of Ethics shall be approved and adopted by a resolution of the General Body and shall be binding on all Members from the date of its adoption.
- 47.3. The Code of Ethics shall address, inter alia: independence and objectivity in professional practice; conflicts of interest; confidentiality of client information; fair competition; fee practices; relationships with public bodies; and environmental and social responsibility.
- 47.4. All new Members shall, on admission, sign an undertaking to abide by the Code of Ethics.
- 48. Dispute Resolution**
- 48.1. The Association shall offer conciliation and mediation services to Members for the resolution of professional and commercial disputes arising in the course of their business, where both parties consent.
- 48.2. The Executive Committee shall establish a Dispute Resolution Panel comprising senior members of the Association and, where appropriate, independent professionals. The Panel shall operate under rules and procedures to be framed by the Executive Committee.
- 48.3. Referral of a dispute to the Dispute Resolution Panel shall not prejudice the rights of either party to seek relief from any court or arbitral tribunal.

PART IX — MISCELLANEOUS

49. Non-Political Character

- 49.1. The Association shall remain strictly non-political in character and shall not affiliate with or support any political party or movement.
- 49.2. The Association shall not, directly or indirectly, use its funds or resources for the promotion of any political party, candidate, or movement.

50. Data Protection

- 50.1. CNIC details and other personal data of Members shall be collected and used only for lawful purposes directly connected with the administration of the Association and its obligations under the Act and Rules.
- 50.2. The Association shall protect personal data of Members from unauthorized disclosure and shall not share such data with third parties without the prior written consent of the Member concerned, except where required by law.

51. Common Seal

- 51.1. The Executive Committee shall provide for a common seal of the Association. The seal shall be deposited with the Secretary General at the Head Office and shall not be affixed to any document except in pursuance of a resolution of the Executive Committee.
- 51.2. Documents to which the common seal is affixed shall be signed by the Chairman or Senior Vice-Chairman and countersigned by the Secretary General.

52. Notices

- 52.1. A notice may be given to any Member personally, by post to the Member's registered address, by email to the Member's registered email address, or by publication in two daily newspapers of general circulation in Pakistan. A notice sent by post shall be deemed to have been received on the day after the date of posting. A notice sent by email shall be deemed to have been received on the date of transmission.

52.2. Non-receipt of a notice by any Member shall not invalidate the proceedings at any General Meeting or meeting of the Executive Committee, provided that notice was sent to the Member's last registered address or email address.

53. Indemnity

53.1. Every office-bearer, elected member of the Executive Committee, Secretary General, and employee of the Association shall be indemnified by the Association out of its funds and assets against all liabilities which such person may incur by reason of any act done or action taken in good faith in the execution of their duties in such capacity, including all costs and expenses of defending any legal proceedings before any court of law.

53.2. The indemnity provided in Byelaw 53.1 shall not extend to acts involving fraud, corruption, wilful misconduct, or violation of law.

53.3. No office-bearer, member of the Executive Committee, or employee of the Association shall be liable for the acts, neglects, or defaults of any other officer, member, or employee, or for any loss or damage arising from the insufficiency of any security, insolvency, or tortuous act of any person, unless the same happens through their own gross negligence, wilful act, or default.

54. ACEP Academy

54.1. The Association may establish an ACEP Academy for the purposes of professional development, training, capacity-building, and continuing education for Members and persons engaged in the consulting engineering profession.

54.2. The Executive Committee shall have full power and authority to determine the mode of operation of the ACEP Academy, including whether to operate it directly under the Association's management or to engage a third party through an open tender process. All decisions regarding the ACEP Academy shall be vested in the Executive Committee.

55. Winding Up and Dissolution

55.1. The provisions of the Act and the Companies Act, 2017, regarding winding up and dissolution of a company shall apply to the winding up and dissolution of the Association.

55.2. On the revocation of the licence of the Association under the Act by the Regulator:

- (a) The Association shall cease all activities except the recovery of money owed to it;
- (b) The Association shall not solicit or receive donations from any source; and
- (c) All assets of the Association, after satisfaction of all debts and liabilities, shall be transferred to another Association licensed under the Act and approved by the Regulator as having similar or identical objects, within ninety (90) days of revocation of the licence or such extended period as the Commission and/or the Regulator may allow.

55.3. If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objectives similar to those of the Association, to be determined by the Members at or before the time of dissolution.

56. Inconsistency

56.1. Notwithstanding anything in these Byelaws, the provisions of the Act, the Rules, and the Articles of Association shall prevail to resolve any inconsistency.

57. Savings and Transitional Provisions

- 57.1.** These Byelaws shall come into force upon adoption by the General Body and approval by the Regulator. They shall supersede all previous byelaws, standing orders, and internal regulations of the Association.
- 57.2.** All Members admitted under the previous byelaws of the Association who qualify for Full Membership under these Byelaws shall be deemed to be Full Members. All Members who do not qualify for Full Membership but do qualify for Associate Membership shall be transitioned to the Associate Membership category with their consent; failing which, their membership shall be dealt with in accordance with the terms on which it was originally granted until the end of the current Membership Year.
- 57.3.** All existing office-bearers and members of the Executive Committee duly elected under the previous byelaws shall continue in office for the remainder of their current term.
- 57.4.** All rights, liabilities, and obligations of the Association subsisting under the previous byelaws shall continue and be enforceable under these Byelaws.

**APPROVED IN THE EXTRA ORDINARY GENERAL MEETING OF ASSOCIATION OF
CONSULTING ENGINEERS PAKISTAN ON 3RD JULY 2026, AT KARACHI GYMKHANA**