



SECP

CERTIFICATE OF INCORPORATION

[Under section 32 of the Companies Ordinance, 1984 (XLVII of 1984)]

Company Registration No. 0062401

I hereby certify that "FISHERIES DEVELOPMENT BOARD" is this day incorporated under the Companies Ordinance, 1984 (XLVII of 1984) and that the company is limited by Guarantee under section 42.

Given under my hand at Islamabad this 2nd day of August Two Thousand and Seven.

Fee Rs. 25,000/- (Rupees Twenty Five Thousand Only)



(MUHAMMAD MUSHARRAF KHAN)

Additional Registrar of Companies
Islamabad

CERTIFIED TO BE TRUE COPY

DEPUTY REGISTRAR
Company Registration Office
Islamabad

No. JPI 256
Dated 14-7-11

3/8/07



MEMORANDUM OF ASSOCIATION

OF

FISHERIES DEVELOPMENT BOARD



HASSAN KAUNAIN NAFEEES
Legal Practitioners & Advisers
Islamabad – Pakistan

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A company set up under Section 42 of the Companies Ordinance, 1984

MEMORANDUM OF ASSOCIATION
OF
FISHERIES DEVELOPMENT BOARD

- I. The name of the Company is **"Fisheries Development Board"**.
- II. The Registered Office of the Company will be situated in the Islamabad Capital Territory.
- III. The Company is being set up to provide and maintain a platform for enhancing and promoting fisheries sector in Pakistan, where the participants, professionals and intermediaries may discuss issues of common interest, identify new solutions that enhance the efficiency of that sector, initiate development programs, promote regional and global integration and to undertake activities in Pakistan and/or abroad for any or all of the purposes for which the Company has been established and in pursuance of its objects, which are:

1. To plan, promote, facilitate and coordinate with private sector for accelerated development of and investment in the fisheries sector in Pakistan.
2. To promote and facilitate measures to improve the marketing of and also to promote and facilitate producer-owned and controlled organizations for fish, shrimps and marine food products within Pakistan and the export thereof, without indulging in such business.
3. To promote, facilitate and support the development and dissemination of appropriate aquaculture technologies for smallholders in Pakistan, and to undertake capacity building of all stakeholders in the fisheries sector.
4. To promote and facilitate methods for improved aquaculture in order to ensure and enhance human nutrition through the promotion of locally produced fish and shrimps products.
5. To promote aquaculture in Pakistan as the primary vehicle for poverty alleviation amongst small and land-less farmers with special emphasis on the empowerment of women, and in doing so:



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- a. to identify livelihood opportunities and thereby increase income levels through aquaculture activities; and
 - b. to develop support systems for those engaged in aquaculture production, particularly small-scale farmers in rural areas.
6. To provide scholarships to students and professional trainees, including but not limited to the supply of books, stipends, medals, prizes, grants, scholarships, awards, educational career support, educational loans and other incentives for purposes of the advancement of knowledge, education and literacy both within and outside Pakistan.
7. To provide a platform for research and development relating to objects of the company and in this regard:-
- (a) to make available key knowledge tools such as :-
 - (i) a well equipped library;
 - (ii) database and electronic connectivity; and
 - (iii) website for research publications and interaction.
 - (b) to undertake steps for promotion of research such as :-
 - (i) to define and support research;
 - (ii) to encourage members to conduct research; and
 - (iii) to participate in regional and international research initiatives;
 - (c) to undertake any activity for development such as;
 - (i) to arrange funding for supporting research; and
 - (ii) to organize and set up of a think tank related to the objects of the company; and
 - (d) to provide a forum for participation of all concerned and to:
 - (i) solicit views vis-à-vis the objects of the company; and
 - (ii) enable discussion / dialogue for promoting quality research.
8. To conduct, coordinate, facilitate and organize training courses and provide training tools, materials, methodologies and facilities and undertake development projects and training workshops for staff, associates, beneficiaries of member organizations and others deemed appropriate by the Company but not to act as a degree awarding institute.



IV. In furtherance of the above mentioned objects but not otherwise, the Company shall exercise the following powers:

- (1) To appeal, solicit or accept contributions, donations, grants and gifts, in cash or in kind, from lawful sources and to apply the same or income thereof for the objects of the Company.
- (2) To open and operate bank accounts in the name of the Company and to draw, make, accept, endorse, execute and issue promissory notes, bills, cheques and other instruments.
- (3) To acquire, alter, improve, charge, take on lease, exchange, hire, sell, let or otherwise dispose of any movable or immovable property and any rights and privileges whatsoever for any of the objects or purposes specified herein above. Provided that the Company shall not undertake the business of real estate or housing schemes.
- (4) To borrow or raise money, with or without security, required for the purposes of the company upon such terms and in such manner as may be determined by the Company for the promotion of its objects.
- (5) To pledge, lien or mortgage the assets of the Company and / or render guarantee for the performance of any contract made, discharge of any obligation incurred or repayment of any moneys borrowed by the Company.
- (6) To purchase, sell, exchange, take on lease, hire or otherwise acquire lands, construct, maintain or alter any building and any other moveable or immovable properties or any right or privileges necessary or convenient for the use and purposes of the company.
- (7) To nominate delegates and advisors to represent the Company at conferences, government bodies and other gatherings.
- (8) To co-operate with other charitable trusts, societies, associations, institutions or companies formed for all or any of these objects and statutory authorities operating for similar purposes and to exchange information and advice with them.
- (9) To pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the Company.



- (10) To invest the surplus moneys of the company not immediately required in such a manner as may from time to time be determined by the Company.
- (11) To create, establish, administer and manage funds including endowment fund conducive for the promotion of the objects of the Company.
- (12) To enter into agreements, contracts and arrangements with organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the Company.
- (13) To hold and arrange symposia, seminars, conferences, lectures, workshops, training programmes and dialogue, to print, publish and prepare journals, magazines, books, videos, circulars, reports, catalogues and other works relating to any of the objects of or to the work done by the Company, and to disseminate information to foster research activities through multimedia including on-line resources such as journals, databases and websites, subject to the permission, if required, of the relevant authorities.
- (14) To take such actions as are considered necessary to raise the status or to promote the efficiency of the Company.
- (15) To do all other such lawful acts and things as are incidental or conducive to the attainment of the above objects or any one of them.

V. The Company shall achieve the above said objects subject to the following conditions:-

- (1) The company is formed as a public company limited by guarantee and not having a share capital.
- (2) Payment of remuneration for services or otherwise to its members, or their family members whether holding an office in the company or not, shall be prohibited.
- (3) No change in the Memorandum and Articles of Association shall be made except with the prior approval of the Securities and Exchange Commission of Pakistan.
- (4) Patronage of any government or authority, express or implied, shall not be claimed unless such government or authority has signified its consent thereto in writing.
- (5) The Company shall not itself set up or otherwise engage in industrial and commercial activities or in any manner function as a trade organization.



- (6) The company shall not exploit or offend the religious susceptibilities of the people.
 - (7) The subscribers to the Memorandum and Articles of Association of the Company shall continue to be the members of the Company unless allowed by the Commission on application to quit as members.
 - (8) The Company in all its letterheads, documents, sign boards, and other modes of communication, shall with its name, state the phrase "A company set up under section 42 of the Companies Ordinance, 1984."
 - (9) The Company shall comply with such conditions as may be imposed by the Securities and Exchange Commission of Pakistan from time to time.
 - (10) The income and any profits of the Company, shall be applied solely towards the promotion of objects of the Company and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company or their family members.
 - (11) The Company shall not appeal, solicit, receive or accept funds, grants, contributions, donations or gifts, in cash or in kind, from foreign sources except with the prior permission, clearance or approval from the relevant public authorities as may be required under any relevant statutory regulations and laws.
 - (12) Notwithstanding anything stated in any object clause, the Company shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under any relevant statutory regulations and laws for the time being in force, to carry out any particular object.
 - (13) The Company shall not undertake any substantial permanent trading activities and shall conform to relevant statutory regulations and laws.
- VI. The territories to which the objects of the Company shall extend are declared to include whole of Pakistan.
- VII. The liability of the members is limited.
- VIII. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required but not exceeding Rs. 50,000/- (Rupees Fifty Thousand Only).

- IX. If upon winding up or dissolution, there shall remain after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to such other company having objects similar to the objects of this Company and with similar restrictions on payment of remuneration, distribution of profit and dividends and also approved by the Commissioner of Income Tax under section 61 read with Section 2(36) of the Income Tax Ordinance, 2001 to be determined by the members by special resolution at or before the time of dissolution under intimation to Commissioner of Income Tax and / or Securities and Exchange Commission of Pakistan within three months of dissolution.

