

ARTICLES OF ASSOCIATION

UETIANS LAHORE ENDOWMENT FOUNDATION US

ARTICLE I: General

1.01 Definitions

In these Articles, unless the context otherwise requires:

- a. **“Ad Hoc Committee”** means the Ad Hoc Committee appointed by the Board;
- b. **“Advisory Board”** means a board of advisors constituted separately from the regular board of directors for the purpose of advice to the board of directors of the foundation.
- c. **“articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. **“Associate member”** means a non-voting member of the Foundation;
- e. **“Auditor”** means the Auditor of the Foundation;
- f. **“Board”** means the board of directors of the Foundation and **“director”** means a member of the board;
- g. **“Budget and Finance Committee”** means the Budget and Finance Committee appointed by the Board;
- h. **“By-law”** means this by-law and any other by-laws of the Foundation as amended and which are, from time to time, in force and effect;
- i. **“Chair”** means the President of the Foundation;
- j. **“Committee”** means a committee appointed by the Board;
- k. **“Foundation”** means **UETIANS LAHORE ENDOWMENT FOUNDATION**
- l. **“Founding Board”** consists of persons who establish the foundation and believe strongly in the cause. The founding board guides the foundation as it organizes as a not-for-profit (NGO, NPO) registers the Foundation in accordance with the regulatory requirements
- m. **“Meeting of Members”** includes an annual meeting of members or a special meeting of members; **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- n. **“Members”** mean collectively the Lifetime and the Regular voting members of the Corporation;
- o. **“Nomination & Election Committee”** means the Nomination and Election Committee appointed by the Board;
- p. **“Ordinary Resolution”** means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- q. **“Person”** means an individual, body corporate, sole proprietorship, partnership, syndicate, an unincorporated association or organization, joint venture, trust, employee benefit plan, government or any agency or political subdivision thereof, and a natural person acting as trustee, executor, administrator or other legal representative;
- r. **“Proposal”** means a proposal submitted by a member of the Corporation that meets the requirements of section Shareholder Proposals requirements of the Act;
- s. **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- t. **“Secretary”** means the Secretary of the Corporation;
- u. **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- v. **“Treasurer”** means the Treasurer of the Corporation;
- w. **“UNIVERSITY OR UET”** means the University of Engineering and Technology, Lahore;
- x. **“Vice-Chair”** means the Vice-Chair of the Corporation; and,
- y. **“Voting Members”** mean the Regular Members and the Life Members collectively.

ARTICLE II: MISSION

The organization shall be known as the UETIANS LAHORE ENDOWMENT FOUNDATION US (hereinafter referred to as “ULEFUS” or simply the “Foundation”). Foundation is organized as 501 c 3 non-profit by the

alumni of University of Engineering & Technology Lahore Pakistan that are spread out in North America. with a mission to help the University be the best technical institution in the region.

ARTICLE III: PURPOSE

The "Foundation" is purposed to:

- 1) Support excellence in engineering education at University of Engineering & Technology Lahore, our alma mater, all funding directed at supporting students' financial needs and improving instructional facilities.
- 2) Fund R&D projects in targeted technologies at the University, that positively impact the economy and job creation in the country and more opportunities for the unprivileged.
- 3) Support initiatives at improving curriculum at University of engineering & Technology Lahore, enhance faculty labs /equipment that elevates standard of engineering education.
- 4) Support alma mater, providing financial assistance to students, engage with industry for student internships, placements of graduating engineers and support initiatives at advanced study opportunities/programs abroad for the alumni.
- 5) Develop entrepreneurship initiatives among graduating students in emerging technologies and raise awareness for businesses, a not for profit concept.

ARTICLE IV: DONATIONS AND FUNDS FRAMEWORK

Endowment fund is a combination of many funds that serve the stated purpose and respect the donor conditions if attached to a particular donation. The Foundation will allow donations from alumni as well as non-alumni in three categories as stated below. All donations shall be maintained, accumulated and invested in North America by third party professionals as determined by the governing board and only an estimated Return on Investments (ROI) shall be budgeted each year for foundations target projects and in line with the foundation objectives.

- a. **Restricted fund,** Funds that can only be invested in perpetuity, estimated ROI is budgeted.
- b. **Donor Advised Fund** Funds that have a donor Advised /Defined /specified use.
- c. **Unrestricted fund,** Funds that are unrestricted for use if so indicated by Donor.

All disbursements of the Foundations shall be entirely in line with stated objective and through official regulate channels that conform to state and federal laws.

ARTICLE V: MEMBERSHIP

a. **Membership Eligibility:** All UET Alumni are eligible for foundation membership in any of the three categories as listed here. **Only Voting and Lifetime Members** are eligible to vote in elections and be elected to the Board of Directors of the Foundation.

- i. **Associate Member** on payment of US\$100 annual membership fee.
- ii. **Voting Member** on payment of US\$1000 annual fee and will have the rights to elect and to be elected to the Board of Directors.
- iii. **Lifetime Member** on one time US\$50,000 or above donation in any single calendar year with rights to vote and be elected to the Foundation Board. Lifetime membership continues without requiring further annual dues.

b. Member Resignation and Termination

Any member may resign by filing a written resignation with the secretary at any time. The Board can terminate membership of a person by 2/3 board or of voting body but no less than 5, for misconduct after

providing due opportunity to explain alleged violation. Resignation or termination from membership shall not relieve a member of unpaid dues, or other charges previously accrued.

ARTICLE VI: GENERAL BODY

a. Composition of General Body

i. Voting Members and Lifetime Members constitute the General Body of the Foundation.

b. Functions of General Body

i. Shall receive the annual report and the audited financial statement of the Foundation through emails or other effective ways.

ii. Shall elect the Foundation Board as stated here in these bylaws.

c. Meetings of General Body

i. Meetings of the General Body are referred to as the General Assembly.

ii. Regular meetings of the General Assembly shall be held annually at such time and place as the Board may determine. Special meetings of the General Assembly may be called by the chairman of the Board upon written request by the majority of all members of the Board or upon written request by twenty (20) percent of all voting members in good standing. Quorum for General Assembly is not less than one-third of total number of voting members.

iii. As a matter of routine practice, the voting at General Assembly shall be by voice vote. No roll call shall be taken on any question, except, if requested by one-third of all qualified members present and voting.

iv. Meetings of the General Assembly shall be conducted in accordance with standard parliamentary procedures.

v. Notice of each meeting shall be given to each voting member, by mail or email not less than two weeks prior to the meeting.

ARTICLE VII: BOARD OF DIRECTORS

The affairs of the Foundation shall be governed by its Board of Directors. The Board shall have control of and be responsible for the management of the property/assets of the foundation.

a. The Foundation Board shall consist of no fewer than **3** and no more than **11** members, elected for a term of three (3) years with a maximum of two consecutive terms. They will come through a process of elections or appointments approved by the Board. Board members from a single UET batch will generally, but not necessarily, be limited to a maximum of two (2) at any given time.

b. The Chairperson of the Board shall be elected by the majority of the full Board of Director for a term of three (3) years. The Chairperson shall preside at all meetings of the Board and have all powers and duties incident to such office. The Chairperson shall conduct and have charge of the affairs of the Endowment Fund subject to approval of the Board. The Chairperson at each meeting of the Board, shall provide a summary of actions taken since last board meeting

c. The Board with the concurrence of 3/4 of the present members at the board meeting but not less than 3, may remove any member of the Board and elect a successor for the remaining un-expired term. No director shall be removed without an opportunity to be heard and notice of such motion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such action. Any of the following, if proven, will constitute a reason for such expulsions:

i. Utilization of the funds or assets on personal use or promotion.

- ii. Transfer of dividend or profit to members or relatives.
 - iii. Involved in any illegal, un-authorized or unethical activity.
 - iv. Any acts of cartelization, grouping or acts against the interest of the Foundation.
 - v. Management in a manner to benefit personally or families.
 - vi. Propagation of view of political party, hate or religious sect.
 - vii. Unsatisfactory performance report by Independent Certification Agency
- d. In the event of a vacancy due to the death, resignation, or inability to serve by a member of the Board, the Board will elect a person to fill the unexpired term.
- e. For appointment to the Board, consideration will be given to individuals who have experience /expertise in, (a) bring special skills or talents to the Foundation, (b) have established an endowment or experience managing a large organization, (c) have experience in fund raising for the endowment or elsewhere, and (d) with primary responsibilities, investment and making prudent spending choices for strengthening the endowment fund.

Vice Chair/Secretary – In addition to chairperson, the Board shall elect a Vice Chair and Secretary from amongst the board members. Vice Chair will perform the duties of the Chair in the absence of Chair and other duties assigned by the Board as needed. The Secretary shall be responsible for the minutes of all meetings of the Board, shall give notice of all meetings, shall keep all records and papers of the Foundation, and shall conduct the general correspondence and such special communications as directed by the Chair. The Board may assign other duties to the Secretary.

ARTICLE VIII: FOUNDING BOARD

Initially 3 to 5-member founding board from the UET Alumni shall be nominated for a term of three (3) years. To maintain continuity and diversity of board, (3) new board members shall be elected each year to have eleven (11) member board, thereafter (1/3) board members, rounded to the nearest integer, shall be elected each year to replace the outgoing members.

ARTICLE IX: ADVISORY BOARD

An Advisory Board of min 3 and maximum 15 members shall be constituted, whose members shall be from Alumni as well as non- alumni of repute and significance, that can bring value to the Foundation and its purpose. A minimum of (3) voting members can propose a name for Advisory Board in writing and shall be appointed with at least two-third majority of the Board, for a term of three (3) years, limited to a maximum two (2) consecutive terms. Advisory board shall elect a chair by majority vote. and shall actively support the Foundation in fund raising, R&D and technology transfer initiatives and shall meet at least once each year on a fixed date each year with a minimum of 50% members present. The Foundation policy decisions shall be made by the Board of Directors (BOD), the advice of the Board of Advisors (BOA) shall not be binding but shall be considered meaningfully and be seen as considered meaningfully. All members of the Board or the Advisory Board, shall be voluntary and no compensation for their time admissible except reasonable travel costs in the interest of endowment.

ARTICLE X: AMEMDMENT TO BYLAWS

- a. Any amendment that changes the intent or the structure of the foundation is not permitted.
- b. Amendments to these Bylaws except as stated in Article X a, may be made at any regular or special meeting of the General Assembly by a two-thirds vote of members present and voting, provided a quorum is established. Notwithstanding this provision, the Board of Directors may at its sole discretion choose to present amendments to the General Assembly via secured postal or electronic mail ballots.

- c. An amendment to these Bylaws may be initiated in writing by the Board or by a minimum of 20% of voting members in good standing at least ninety (90) days prior to the date for the convening of a regular or special meeting of the General Assembly or the postal or electronic mailing of proposed amendments to be voted on.
- d. The Board shall transmit the proposed amendment(s), with its own recommendations thereon, to all members in good standing at least sixty (60) days prior to the date for the convening of a regular or special meeting of the General Assembly. An affirmative vote by 2/3 majority of members voting shall be required for an amendment to pass.

ARTICLE XI: BOARD OF DIRECTORS MEETINGS

a. Regular Meeting

The Board shall hold a minimum of two regular meetings during each calendar year. Such meetings shall be held in September and March or as approved by the Board to facilitate maximum participation, physical or virtual.

a. Special Meeting

Special meetings of the Board may be called by or at the request of the Chair or any two members of the Board in writing. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meeting of the Board.

b. Quorum

A minimum 2/3 members of the Board in office immediately before a meeting begins, shall constitute a quorum for the transaction of business. Also, a quorum can be achieved by 2/3 members of the Board if the meeting is held by video- conference.

c. Actions Between Regular Meetings

Between regular meetings of the Board, routine matters of business may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chairperson. Any action taken by this method must be reported to the Board at its next regular meeting.

ARTICLE XII: FOUNDATION OFFICERS

The Foundation, in addition to chairperson, and the secretary as its officers, shall have an Executive Administrator, who will have a full-time responsibility to advance and organize foundation activities and day-to-day operations with policies and procedures as set by the Board. No compensation for time is admissible to officers except Executive Administrator and any staff as approved by the Board.

- a. **Fund Raising Consultant** – Board with the advice of its BOA shall select a professional fund raiser on terms to be agreed and decided by board to assist in fund raising across North America.
- b. **Treasurer** – The treasurer or will be appointed by the Board and will maintain bank accounts of the Foundation and assist board in accounting matters
- c. **Operational Safeguards** – The Board will establish operational processes with detailed roles and responsibilities of the officers and to ensure no single person can authorize crucial activities on the behalf of the Foundation, including operating of bank accounts and management of investments.
- d. **Appointment and Termination of Officers** – The Board will appoint officers for a period of three years. The Board will establish appointment and termination processes of officers in case of lack of performance or misconduct by an officer.

ARTICLE XIII: FOUNDATION HEADQUARTER

The Foundation Headquarter shall be the permanent operational office as determined by the board, and staffed by volunteer personnel or as decided by the board

ARTICLE XIV: CONFLICT OF INTEREST

Each member of the Board and office personnel shall sign a conflict-of-interest agreement. Any transactions in which a board member or officer has a direct or indirect interest must be documented, authorized, pre-approved, or ratified in good faith by the Board who have no direct or indirect interest in the transaction; provided, however, no such transaction shall be authorized, approved, or ratified without the 2/3 majority of board present.

For purposes of this Section, an officer or board member has an indirect interest in a transaction if: Another entity in which he/she or any direct relative has a material financial interest or in which he is a general partner, is a party to the transaction; or Another entity of which he is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board.

ARTICLE XV: POWERS AND DUTIES

By reference herein, the Board “Endowment Funds” and the powers and duties contained therein, including but not limited to:

- a. Acceptance of gifts, donations, and bequests
- b. Disposal of property, real or personal, of the Endowment Fund
- c. Prudent investment of the endowed funds
- d. Appointment of a fiscal agent or agents
- e. Expend principal and income in strict accordance with as stated in the bylaws, devise, or bequest.
- f. Establish a prudent endowment spending policy.
- g. An annual audit report of funds by a qualified accountant is mandatory and must be shared with all the stakeholders.

ARTICLE XVI: SPECIAL STIPULATIONS

- a. Foundation shall be established as a US 501c3, not for profit, and tax exempt under the laws of the US and all its activities shall be entirely in conformance with the Federal and State Laws.
- b. All donor funds shall be, accumulated, held and invested in North America by third party professionals as approved by the board but investment decisions not influenced by board / board members.
- c. Only an estimated ROI each year shall be budgeted for foundation activities, unless advised otherwise by a particular donor for a specific use that takes the precedence. All Funds shall be protected against bankruptcy.
- d. Endowment fund shall facilitate, protect and ensure the special purpose /named donations by individuals or institutions, and respect donors’ specific use instructions if these do not conflict with stated foundation goals.
- e. In case of any disagreement on interpretations of the bylaws or stated goals, interpretation of a combined minimum 75% majority of the Board shall survive.
- f. If an extremely extraneous circumstances demand, a draw on restricted fund in excess of an estimated ROI, can be made only once in 5 years provided such a draw does not exceed the 50% of the growth of principal in the preceding 5 years, however such draws are only to support the stated goals of the endowment fund and are subject to approval by 2/3 of the full strength of the board.

ARTICLE XVII: DISSOLUTION

The Foundation is protected against bankruptcies. Upon the dissolution of the Foundation, the Board shall, after paying or making provisions for the payment of all liabilities of the Foundation incurred, dispose of all the assets of the Foundation exclusively in line of the purpose for of the Foundation mission, and transfer remaining balance only to a federally approved 501c3, a Not-For-Profit organization or organizations setup and operated to meet the purpose and mission statement of these bylaws.

M O R A N D U M

UETIANS LAHORE ENDOWMENT FOUNDATION

AIMS AND OBJECTIVE

ARTICLE I: PURPOSE

Established by the Alumni of University of Engineering and Technology Lahore, spread in North America with a mission to support excellence in engineering education in general and University of Engineering & Technology Lahore Pakistan (UET) in particular, the alma mater in particular. Foundation is purposed to:

- 1) Support excellence in engineering education at University of Engineering & Technology Lahore, our alma mater, all funding directed at supporting students' financial needs and improving instructional facilities.
- 2) Fund R&D projects in targeted technologies at the University, that positively impact the economy and job creation in the country and more opportunities for the unprivileged.
- 3) Support initiatives at improving curriculum at University of Engineering & Technology Lahore, enhance faculty labs /equipment that elevates standard of engineering education.
- 4) Support alma mater, providing financial assistance to students, engage with industry for student internships, placements of graduating engineers and support initiatives at advanced study opportunities/programs abroad for the alumni.
- 5) Develop entrepreneurship initiatives among graduating students in emerging technologies and raise awareness for businesses, a not for profit concept.

ARTICLE II: MISSION

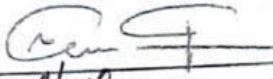
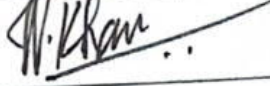
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ARTICLE III: GOALS

- a. To assist the University in achieving its aspirations and mission.
- b. Faithfully administer donor's gifts, adhering to their philanthropic intent and respecting their privacy. Work with donors, with integrity, fairness, and professionalism.
- c. To achieve the greatest possible long-term financial support for UET, wisely invest funds and steward assets. Prudently manage and deploy Foundation's resources and stand accountable for the Foundation's policies and procedures.
- d. To attract and develop the best talent and celebrate diversity as a strength and encourage an atmosphere of integrity, collaboration and professionalism with dignity and respect.
- e. Promote Endowment fund driven R&D, engaging expats for potential technology transfer and adaptation, and liaison with industry and UET Lahore. Not to use funds for any capital project or for the University's budgetary support.
- f. Provide financial support/scholarships for students, stipends for internship programs, professional placement support, lab equipment, and improving instructional facilities/ laboratories, attending conferences and presentations.
- g. Promote improvements in curriculum, learning environment and co-curricular activities to meet industry needs and make efforts to keep it current with technology development and advancements.
- h. Promote culture of design, innovation, creativity and entrepreneurship at UET by supporting and funding opportunities that have significant social impact.

- funding opportunities that have significant social impact.
- i. Support entrepreneurship, incubators and fund endowment directed R&D projects, provide funds for obtaining patents, seed funding for start-ups, advisory/mentorship support, fund raising, and other related activities. (no brick and mortar).
 - j. Consider sponsoring projects at UET Lahore feeder institutions for their students to prepare better for higher studies.

We the undersigned are desirous of forming and registration of **UETIANS LAHORE
ENDOWMENT FOUNDATION (UETEF)**

Sr. No.	Name	Designation	Signature
1	Dr Noman Mufti	Secretary	
2	Waqas Khan	Chair	
3	Mohammad Malik	Member	