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PART II

Statutory Notifications (S. R. O.)

GOVERNMENT OF PAKISTAN
PUBLIC PRIVATE PARTNERSHIP AUTHORITY

NOTIFICATION

Islamabad, the 27th February, 2025

S. R. O. 754(I)/2025.—In exercise of the powers conferred upon it under Section 25A read with Section 6 of the Public Private Partnership Authority Act, 2017 (Act No. VIII of 2017), the Board of the Public Private Partnership Authority, is pleased to make the following regulations, namely:—

**Public Private Partnership Authority
(Board Conduct) Regulations, 2024**

1. **Title.**—(1) These Regulations shall be called the Public Private Partnership Authority (Board Procedures) Regulations, 2024.

2. **Definitions.**—(1) In these Regulations, unless the context otherwise requires, the following expressions shall have the meanings hereby respectively assigned to them as follows:

- (a) “**Act**” means the Public Private Partnership Authority Act, 2017 (Act No. VIII of 2017), as amended;

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- (b) **“Authority”** means the Public Private Partnership Authority established under Section 3 of the Act;
- (c) **“Board”** means the Board of the Authority constituted under Section 6 of the Act;
- (d) **“Committee”** means a committee of the Board established in accordance with Section 6(8) of the Act and Regulation 11 of these Regulations; and
- (e) **“Regulations”** mean these Public Private Partnership Authority (Board Procedures) Regulations, 2023.

(2) All other words and expressions used in these Regulations but not defined herein shall have the same meanings as assigned to them in the Act or, if not in the Act, as in common usage.

3. **Interpretation.**—In the event of any dispute regarding the interpretation or application of any provision of these Regulations, the decision of the Board shall, subject to the Act, be final and binding and the Authority may issue such clarifications as may be necessary.

4. **Composition, place of meeting and quorum.**—(1) The composition of the Board shall be as specified under Section 6(1) of the Act. Members from the private sector shall be appointed in accordance with Section 6(3) of the Act.

(2) Meetings of the Board shall be held at such venue as may be determined by the Secretary of the Board in consultation with the Chairperson or the Vice-Chairperson of the Board, as the case may be, which may include provision of facilities for conducting meetings through virtual or remote means of communication.

(3) The quorum of a meeting of the Board and the decisions of the Board shall be in accordance with Section 6(6) of the Act.

5. **Appointment of co-opted member.**—(1) The Board may, in accordance with Section 6(7) of the Act, co-opt such members as it deems appropriate, for rendering advice either generally or on case-to-case basis.

(2) The role of such co-opted members shall be restricted to the rendering of advice with respect to the agenda item(s), and shall not include making a final decision on the matter or voting rights on the Board.

6. **Procedure for convening a Board meeting.**—(1) Meetings of the Board shall be convened in accordance with Section 6(4) of the Act, and the additional procedures provided below.

(2) Prior to convening a Board meeting, the Secretary of the Board shall consult with the Chairperson or the Vice-Chairperson, as the case may be, regarding the agenda, date, time and place of the meeting.

(3) The Authority shall assist the Secretary of the Board in preparing working papers for the information of the members of the Board prior to each meeting.

(4) A working paper, prepared and circulated pursuant to sub-regulation (3) of this regulation, shall provide the itemised details and briefs of each agenda item for the consideration of the Board, which may include salient features of any projects to be considered by the Board, matters concerning the operations and functioning of the Authority, recommendations of the Authority or committees, and where applicable, options for consideration of the Board and decisions solicited.

(5) The Secretary of the Board (or an authorized officer) shall circulate a written notice of the meeting, along with the working paper, to all members in reasonable advance of such meeting. The aforesaid notice shall specify the agenda, date, time and place of the meeting. Any change in the date, time or place of a Board meeting shall be duly communicated by the Authority to all members including co-opted members in advance of such meeting.

(6) Notwithstanding anything contained herein above, an agenda item not included in the working paper may be taken up for consideration if proposed by any Board member and approved by the Chairperson or the Vice-Chairperson, as the case may be, presiding over the meeting.

(7) A member may, not less than three (03) working days before the meeting in question, make a request, in writing, to the Secretary of the Board for any additional information or document not included in the working paper; *provided, however*, that such a request for information must be relevant to the agenda of the meeting to which the working paper relates. Upon receipt of such request, the Secretary of the Board shall, as far as may be practicable, provide the requested information, to the extent that the same is available and deemed to be relevant to the agenda to which the working paper relates.

7. **Requesting a meeting of the Board.**—(1) In accordance with Section 6(4) of the Act, the Board shall meet at least once in a quarter.

(2) The Secretary of the Board may, upon approval of the Chairperson or Vice-Chairperson, as the case may be, and by providing notice to the members

of the Board, convene an extraordinary meeting at any time or place to consider any item, which in his opinion, requires a decision; *provided, however*, that in case of urgency, the requirement to circulate working papers shall not be applicable and matters may be taken up for discussion at the Board meeting.

(3) Any four (04) or more members may make a written request, addressed to the Secretary of the Board, that a Board meeting be convened at any time, specifying the necessity and urgency which warrants calling the said meeting. On receipt of such a request, the Secretary of the Board shall inform the Chairperson or the Vice-Chairperson, as the case may be, in writing of such request and seek his decision in this regard. The Chairperson or the Vice-Chairperson, as the case may be, may direct the Secretary of the Board to prepare the agenda of the meeting in accordance with the aforesaid request. The provisions of regulation 4 and regulation 5 above shall, *mutatis mutandis*, apply to a meeting held pursuant to this regulation. Subject to the approval of the Chairperson or the Vice-Chairperson, as the case may be, the Secretary of the Board may include additional agenda items for the consideration and decision of the Board.

8. **Decision by circulation.**—(1) The Secretary of the Board may take approval of the Board through circulation among members of the Board. For this purpose, the Secretary of the Board shall circulate working papers along with relevant supporting documents, as well the decision solicited by the Board.

(2) Any decision taken by the Board through circulation shall subsequently be placed for ratification in the first Board's meeting occurring immediately after such approval.

9. **Observers and invitees.**—(1) In the event a project proposal or matters relating to a qualified project are being considered by the Board, and the Secretary of the concerned line ministry is required to attend a meeting of the Board in accordance with Section 6 (7) of the Act, and the Secretary of the concerned line ministry cannot attend the meeting, an officer not below the rank of Additional Secretary (or equivalent) may be nominated by the Secretary to attend the meeting on his or her behalf.

(2) The Board may, when considering any matter pertaining to the mandate of the Authority, invite the Secretary of a ministry or the Head of the concerned Autonomous Body or Public Sector Company (or their nominee, not below the rank of Additional Secretary or equivalent) to attend such meeting of the Board, and provide their views on the matter(s) under consideration.

(3) In the event matters under the mandate of the Authority are being deliberated in a Board meeting pertaining to any entities, whether from the public or private sectors, the Secretary of the Board may invite representatives of such entities to attend the Board meetings to provide their views on the relevant matter.

(4) The Secretary of the Board may invite advisors and experts to meetings of the Board to provide their views or opinion on matters under consideration.

(5) For the avoidance of doubt, any observers or invitees attending the Board meeting pursuant to this regulation shall only provide their views on the matter under consideration, and shall not be entitled to vote or be involved in deciding on the matter(s) under consideration.

10. **Minutes of Board meetings.**—(1) The Secretary of the Board shall ensure that minutes of each meeting of the Board are prepared, and within seven (07) working days of a meeting, submit such minutes to the Chairperson or Vice-Chairperson, as the case may be, for approval.

(2) The Chairperson or Vice-Chairperson, as the case may be, shall within seven (07) working days of their receipt approve the minutes or provide comments for revision. In case a revision of the minutes is required, the Secretary of the Board shall be required to submit a revised draft for approval within five (05) working days. After obtaining the approval of the Chairperson or Vice-Chairperson, as the case may be, the Secretary of the Board shall circulate the minutes of the meeting to the other members of the Board within a period of five (5) working days of the said approval.

(3) The Secretary of the Board shall communicate the relevant decisions of the Board to all those concerned, for implementation thereof and monitoring to ensure their compliance.

11. **Committees of the Board.**—(1) The Board may, in accordance with Section 6(8) of the Act, by resolution, establish Committees of the Board, change the composition of such Committees and delegate functions thereto, from time to time, as it deems necessary taking into consideration the requirements, functions and circumstances of the Authority. When determining the terms of reference of the Committees through such resolution, the Board may:

- (a) delegate certain powers to be exercised by the Committee;
- (b) specify that ratification of the Board shall be required in the next occurring Board meeting for certain matters (while implementation may commence in the interim period after the Committee's approval); or
- (c) direct the Committee to offer recommendations for subsequent approval of the Board on certain matters.

(2) The Board may set up such Committees as may be deemed necessary from time to time.

(3) The quorum for a meeting of the Committee shall be majority of the members and the decisions of the Committee shall be made with the majority of members of the Committee present. In case of a tie, the chair or the vice-chair of the Committee, as the case may be, shall have a casting vote.

(4) Committees of the Board established in accordance with this regulation may formulate their operating procedures while adhering to provisions of the Act, these Regulations, and the requirements and terms of reference specified by the Board in accordance sub-regulation (1) of this regulation.

12. **Active participation at Board meetings.**—Members of the Board shall exercise their duties and responsibilities with integrity, collegiality and care, including:

- (a) making attendance at meetings of the Board a matter of priority;
- (b) being prepared to discuss the issues and business on the agenda, and having read the background material relevant to the topics at hand;
- (c) cooperating with and respecting the opinions of fellow members of the Board; and
- (d) representing the Authority, where applicable, in a positive and supportive manner.

13. **Confidentiality.**—Members of the Board shall maintain the confidentiality of information entrusted to them by the Authority, except when disclosure is authorized or legally required.

14. **Disqualification to become a member and conflict.**—(1) A member of the Board may be disqualified from acting as a member of the Board in accordance with Section 9(1) of the Act. Further, the provisions of Section 9(2) of the Act shall govern situations in which there is conflict of interest of Board members with respect to any matter.

(2) Board members shall disclose any conflicts of interest pursuant to sub-regulation (1) upon circulation of the relevant meeting agenda, and at any rate before the start of the Board or Committee meeting.

15. **Allowance.**—(1) Each member attending a Board meeting (including members from the private sector appointed in accordance Section 6(3) of the Act as well as co-opted members) shall be paid an allowance by the Authority as a fee for attendance, in such amount as may be determined by the Board from time to time.

(2) Members of Committees of the Board, attending Committee meetings, shall be paid an allowance by the Authority for attendance, in such amounts as may be determined by the Board from time to time.

(3) The actual costs and expenses incurred by out-of-station members of the Board or of any Committee of the Board in connection with attending meetings thereof, including travel, boarding and lodging, shall be borne by the Authority, subject to such reasonable limitations as may be determined by the Board from time to time.

[No. 11(6-6)P3A/Org-II/PDSI/2023.]

MOHAMMAD AWAIS,
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Public Private Partnership Authority.