

PAKISTAN ELECTRONIC MEDIA REGULATORY AUTHORITY
HEADQUARTERS, ISLAMABAD

GUIDELINES

for

Submission of the

STATEMENT OF QUALIFICATIONS

for getting

Teleport Earth Station Licence

1. GENERAL:

- 1.1 The interested parties [the Companies registered under the Companies Ordinance, 1984] desirous of getting licences to establish and operate Teleport Earth stations in Pakistan, are advised to formally apply on the prescribed Application Form alongwith the Application Processing Fee as specified in the Schedule to these Guidelines and the Statement of Qualifications(SOQs), to the Pakistan Electronic Media Regulatory Authority(PEMRA) by the due date in the form and manner set out herein. The stations so established shall uplink only the Satellite TV channels as approved by the PEMRA and the Satellite News Gathering facility to the news agencies/journalists having valid uplinking permission from the Authority.
- 1.2 Information provided in each SOQ will be used by the Authority exclusively to evaluate the technical, financial, managerial, legal and other capabilities of the interested Companies. Only such Companies which are pre-qualified by the Authority after such evaluation, may participate in the subsequent competitive bidding for the grant of licence to establish and operate Teleport Earth Stations in Pakistan.
- 1.3 Notwithstanding anything contained herein, the Authority may in its discretion reject any or all SOQs without assigning any reason whatsoever.

2. PRE-QUALIFICATION

2.1 Eligibility Requirements

In order to be eligible to submit a bid for the grant of licence to establish or operate a Teleport Earth Station in Pakistan, the applicant must be pre-qualified by the Authority. An applicant must fulfill the following eligibility requirements for pre-qualification:

- (a) It must be a Company or a body corporate, incorporated in Pakistan,with SECP and not an individual;
- (b) Should not include Members/Directors who are not citizens of Pakistan or resident in Pakistan;
- (c) Should not be recipient of funds from a foreign government or organization;
- (d) Should not be company whose more than 20% shares are owned or controlled by non Pakistanis;

- (e) Should not be company whose more than 20% shares are owned or controlled by overseas Pakistanis and Overseas Pakistanis' Corporations.
- (f) Should not be a firm or Company whose management or control is vested in foreign nationals or Companies;
- (g) Should not be a company owning or operating, as sole or joint share holder, a Television broadcast station in Pakistan;
- (h) Should not be a defaulter of the Government of Pakistan or any of its organizations including PEMRA.

2.2 Basis for disqualification

The Authority at any time, shall disqualify a Company for the following reasons:

If the Company:

- (a) fails to submit alongwith the SOQs, the supporting documentation required pursuant to these guidelines, by the due date;
- (b) provides any false or misleading information or misrepresents, withholds, conceals any information asked for in the SOQs,
- (c) fails to disclose or provide any additional information as may be required by the Authority;
- (d) is involved in any litigation which may have a material adverse effect on its ability to acquire the licence;
- (e) fails to inform the Authority of any significant change in its ownership or control or significant change in the ownership or membership;
- (f) fails to report about any material change in the information provided by it that occurs at any time prior to the date on which bidding is held.

3. ORGANIZATION AND MANDATORY CONTENTS OF SOQs

3.1 Each SOQ shall include the following information:

- Organization of the Company
- Management and organizational set-up
- Financial Capability – Sources of Finance and cash flow;
- Technical Proposal
- Cross Media Ownership affidavit
- Ultimate beneficial ownership affidavit

3.2 Organizational Structure

The Organizational Structure section of the SOQs shall include the Profile of the Company, including Memorandum & Articles of Association, names of the Members/Board of Directors, their respective CVs, photo copies of National Identity Cards, present & permanent addresses, experience, and the nature of their role and responsibilities - *Company incorporation/registration documents including updated Form 29 to be provided.*

3.3 Management Capability

The Management capability section of the SOQs shall include the following:

- (a) Organizational set-up – names and CVs of key personnel
- (b) experience and capability to efficiently manage the licence to establish and operate a Teleport Earth station.
- (c) an organizational chart of such personnel of the Company who will execute primary management, professional and technical functions together with their curriculum vitae; (the Company management must be able to demonstrate adequate managerial capabilities and the required management strength to effectively manage the Teleport Earth stations);
- (d) other relevant information relating to management experience and capabilities that would be useful for the future management of the station.

3.4 Financial Capability

For the financial capability section of the SOQ, the Company (and each member of the Company) shall submit:

- (a) details of financial and operating background for the last 3 (three) years demonstrating financial viability, including audited financial statements duly certified by a firm of chartered accountants. (The financial statements should include consolidated balance sheet and income and profit and loss statements. Similar financial and operating information for any parent Company, affiliates and associated undertaking/ Companies should also be included. The tax returns filed by each Director of the company for the most recent 3 (three) years together with the tax assessment orders of the relevant income tax authorities);

- (b) an up-to-date statement showing the outstanding liabilities (both fund based and non-fund based i.e., bank guarantees, letter of credit etc) to banks and financial institutions. [The Company (and each member of the Company) will also be required to submit the details of issued and paid-up capital];
- (c) bank credit references from at least 2 (two) banks acceptable to the Authority.
- (d) Any other relevant information regarding financial track record and capabilities of the Company that it believes would be helpful to the Company.

3.5 Technical Proposal

The Technical Capability section of the SOQs shall include information with respect to the technical expertise and infrastructural capability of the Company to manage Teleport Earth stations and the proposed satellite to which signal would be uplinked.

3.6 Media Ownership

The Cross Media Ownership section shall include detailed information regarding any existing activity or involvement that a Company (or any member of the Company) may have with any other broadcast or cable TV network station, printed newspaper or magazine or an advertising agency. – *Following Affidavit/Undertaking to be added.*

“I, _____, the _____ of M/S _____, do hereby undertake that M/S _____ or any of its Members, Directors, Partners, Shareholders, do not, as a sole or joint shareholder, have any financial or pecuniary interest in any company, firm, association or organization owning or operating a TV broadcast station in Pakistan.

2. I do also undertake that the information given in the above paragraph is correct and that I do understand that in case the information given above is found to be incorrect this shall result into the cancellation of our licence, or any other action as taken by the Authority, in accordance with the PEMRA Ordinance 2002, the rules and regulations made thereunder, even without informing us.

(_____)
 For and on behalf of
 M/s -----

4. ULTIMATE BENEFICIAL OWNERSHIP

This Section shall include detailed information regarding the names and addresses of the ultimate beneficiaries of the project. – *Following Affidavit/Undertaking to be added on a stamped paper duly attested, as required under the law .*

I, _____, son of _____, resident of _____, bearing National Identity Card No. _____, and duly constituted / authorized attorney of M/s. _____ (applicant– company) do hereby solemnly affirm and declare on oath as under:

1. that pursuant to the requirement stipulated in Para 7.2 of the Application Form for issuance of a licence to operate Teleport Earth Stations to M/s _____ which requires the applicant company to provide details of ultimate beneficial ownership and ultimate beneficiaries of the company, following are the details (names and addresses) of the ultimate beneficiaries and ultimate beneficial ownership of the company:

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

2. that I understand that if there is any change in the ultimate beneficial ownership or the ultimate beneficiaries of the applicant company at a later stage, such a change would not happen after the approval of the Pakistan Electronic Media Regulatory Authority and if any such change is made without information and approval of the Authority, the applicant company may stand disqualified from the application process or revocation of the Teleport Earth Station Licence if it is successful in getting one.

3. that the above information is true and correct and nothing has been concealed to the best of my knowledge, belief and information.

DEPONENT

Solemnly affirmed by me on oath at _____ on this _____ day of _____, 2004

DEPONENT

5. SUBMISSION OF SOQs

5.1 Timing, Number of Copies and Filing Requirements

A Company must submit the SOQs original and a copy thereof, not later than 1500 hrs Pakistan Standard Time on the due date at the office of the General Manager (Licensing), PEMRA at the following address:

6th Floor, Green Trust Tower,
Jinnah Avenue, Blue Area
Islamabad. Pakistan.
Telephone: 92-51-9219713

Each SOQ shall be in English. *Faxed SOQs will not be accepted.* SOQs bearing a postmark or courier dispatch receipt prior to 1500 hrs Pakistan Standard Time on the due date will be accepted upon the receipt of the package.

5.2 Sealing and Marking of SOQs

In order to avoid the possibility of loss of the contents of the SOQs, the SOQs must be sent, through reliable and dependable couriers, in a sealed envelop marked as follows:

- SOQ
- Company's name and contact person
- Address
- Telephone Number
- Fax Number

5.3 Power of Attorney

Each Company must submit a Power of Attorney and / or a copy of the Company's resolution as evidence for grant of authority vested in the individual submitting the SOQs on behalf of the Company. Each Company Member must also submit a Power of Attorney and/or a copy of the Company resolution evidencing grant of authority vested in the individual to submit the SOQs on behalf of the Company and represent and bind the Company in matters connected to the grant of the licence, including the bidding process. All Powers of Attorney must be executed, notarized, witnessed, stamped and authenticated as required by law.

5.4 Material Change

Each Company must immediately report to the Authority in writing any material change in the information provided by it in its SOQs (including any information relevant to any Company Member) up to the date on which bidding is held. Any failure to report such material change shall constitute grounds for disqualification. The material change itself could also lead to a disqualification of the Company.

5.5 Certification

The individual submitting the SOQ on behalf of the Company shall certify each SOQ in the following form:

“I, the undersigned as the duly authorized attorney and representative of [name of the Potential Bidder] certify that to the best of my knowledge and belief, and upon diligent inquiry, all the information submitted in this Statement of Qualification is true and accurate. I further confirm that the Company and all its members meet the eligibility criteria and are not disqualified from bidding for the Licence under the criteria set out in the rules and the SOQs. The Authority may investigate the truth and accuracy of this Statement of Qualification by any means. I understand that amongst other reasons any misrepresentation or concealment of facts may render [name of the Company and/or its members] disqualified for pre-qualification.

In certification of the statement above. I hereby sign this document on the ____ day of ____ 2002.

[Typewritten name, signature and position of person legally empowered to bind the Company.]”

6. REVIEW AND EVALUATION OF SOQs

6.1 Review and Evaluation

The financial, management, technical, organizational and other capabilities of the Company to acquire licence as demonstrated in the Company’s SOQ, will be reviewed and evaluated by the Authority in view of the aforementioned criteria to determine whether in the Authority’s view, the Company is a fit and proper entity to participate in the bidding for getting a licence to establish and operate Teleport Earth Stations in Pakistan.

6.2 Supplementary Information

Where the Authority deems it convenient or necessary, it may require supplementary information or documentation from a Company (and each member of a Company for determining eligibility for pre-qualification of such Company (or Company member) and whenever such request is made, the Company shall provide the same to the Authority by such date as may be specified by the Authority.

6.3 Indication of Pre-qualification

Indication of pre-qualification will be given in writing and delivered to pre-qualified Companies by facsimile, mail, e.mail and/or courier at their specified addresses.

6.4 Return of SOQs

The Authority shall be under no obligation to return any SOQ or supporting materials submitted by a Company (or its member) or to reimburse a Company for the cost of preparing an SOQ or any other costs incidental thereto.

7. COMPETITIVE BIDDING

7.1 Only pre-qualified Companies shall be invited to participate in the bidding. If a pre-qualified Company bids for licence, it shall be deemed to have no objection with the terms contained in the SOQs, the Ordinance and the Rules. The Companies invited to participate in the bidding process will be required to present a sealed bid for the grant of licence which will be opened in the presence of all on the bidding day.

7.2 Oral Presentations

The authorized representative/Attorney of a pre-qualified Company may be asked by the Authority to make an oral presentation, prior to the bidding process.

8. SPECIAL PROVISIONS

8.1 Discharge and Exemption

Each Potential Bidder that submits an SOQ exempts and discharges the Authority and its consultants, advisors and

personnel completely and unconditionally from any responsibility or liability for the decisions that may be made with respect to its pre-qualification to participate in the competitive bidding process for licence.

8.2 No suit, prosecution or other legal proceedings shall lie or be brought against the Authority, the Chairman, members, consultants, officers or other employees of the Authority, or its consultants and advisers in respect of anything contained in or arising from this SOQ.

8.3 Confidentiality during pre-qualification

By submitting its SOQs, each Company agrees to maintain the confidentiality of all information (whether written, oral or otherwise) supplied to/by it in connection with the pre-qualification process and agrees to keep its own application confidential, whether or not it is among those subsequently pre-qualified by the Authority. The Authority will maintain the confidentiality of information designated by the Companies as confidential, will not release such information for any purpose other than evaluation of the SOQs and will not (unless disclosure is required by mandatory law) release any such information without having first obtained the Company's permission. Permission for disclosure of information submitted by the Company in connection with this SOQ is not required for the release of information to the Government of Pakistan. Refusal by a Company to permit the Authority to make such controlled disclosure of information as is necessary to evaluate the SOQs, may be grounds for the Authority, in its sole discretion, to disregard or discount such information and such refusal may also lead to disqualification of the said Company.
