

**Memorandum**

**And**

**Articles of Association**

**Of the**

**Pakistan Pharmaceutical Manufacturers' Association  
(PPMA)**

**MEMORANDUM**

**OF THE**

**PAKISTAN PHARMACEUTICAL MANUFACTURERS' ASSOCIATION**

1. The name of the Association shall be Pakistan Pharmaceutical Manufacturers Association hereinafter mentioned in this Memorandum as Association.
2. The Registered office, which shall be the Head office of the Association, shall be situated in Islamabad. Besides the Head office, the Association will have two Zonal offices, which may be situated in Karachi and Lahore or at such other place or places in Pakistan as the Association may determine from time to time.
3. The objects for which the Association is established are:
  - i. To promote, develop, aid, stimulate, protect and encourage Pharmaceutical Manufacturing industry in Pakistan and to raise its branches.
  - ii. To promote the science, art and ethics of Pharmacy in all its branches.
  - iii. To co-ordinate the activities of all pharmaceutical manufacturers.
  - iv. To participate in matters of interest relating to the science, art or profession of pharmacy by sending delegates and advisers to various bodies, government or public, dealing with or interested in such matters.
  - v. To edit and publish journals, books, magazines and other publications for promoting the cause of pharmacy in Pakistan and to maintain Pharmaceutical Laboratories.
  - vi. To promote cordial relation and co-operation between medical, pharmaceutical, chemical and associations of the allied industries and professions.
  - vii. To secure from Government conditions beneficial to the development of the Pharmaceutical industry.
  - viii. To promote and develop the export of indigenously manufactured pharmaceutical products.
  - ix. To acquire immovable properties by purchase, lease, hire, exchange or otherwise and to demolish, erect, alter and or maintain the same for the benefit of the Association.
  - x. To manage the movable and properties of the Association.
  - xi. To seek representations on various bodies dealing with issues of common interest especially pharmaceutical, chemical, medical and allied associations.

- xii. To do such other things as are necessary in the general interest of its members including the holding of or participation in exchange within or outside the country.
- xiii. To urge support or oppose legislative or other measures and procure change of law or adversely affecting the common interests of the business community.
- xiv. To secure adequate representation of the association on Government, Public or statutory bodies and on trade and business/austral delegation.
- xv. To accept any bequest, gift, donation or subscription towards or to accumulate and provide a fund or endowment or waft and to invest the same and apply the income arising therefore or to resort to the capital thereof for any objects of the association.
- xvi. To resolve controversies and conciliate differences of opinion among members of the association.
- xvii. To promote education, awareness amongst the members by holding seminars, conducting educational causes, inviting expert to deliver lectures and workshop.
- xviii. To subscribe to any local or other charities and to grant any donations for any public purposes and to provide provident or superannuation fund or funds of the employees of the association or otherwise to assist any such employees, their widows and children.
- xix. To subscribe to and become and continue to remain member of the Federation of Pakistan Chamber of Commerce and Industry, and to procure from and communicate to any organization of trade and industry in Pakistan or abroad such information as any be conclusive to the attainment of the objects of the association.
- xx. To communicate with federal and provincial governments, chamber of commerce and industry or other commercial and public bodies and to concert and promote measures for the protection of the aforesaid interest.
- xxi. To file prosecute defend or contest, join or aid in filing, prosecuting and defending any such action, suits, applications, appeals or other proceedings as the association may think proper or which may be conducive to the attainment of the subjects of the association.
- xxii. To pay all costs, charges and expense, preliminary and incidental to the promotion, formation, establishment or registration of the association and the conduct of the affairs thereof.
- xxiii. To collect, circulate and disseminate statistics and other information among the members of the Association relating to commerce, industry, trade or services.
- xxiv. And generally to do all acts, deeds and thing, which may be incidental, or conducive to the attainment of all or any of the objects stated therein above.

4. The income and property of the Association shall whence so ever shall be applied solely towards the promotion of the aims and objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred by way of dividend or bonus or otherwise howsoever by way of profit to anyone. No member of the Association shall be appointed to any salaried office of Association or any office of the Association paid by fees, that no remuneration shall be given by the Association to any member except payment of out of pocket expenses.
5. The liability of the members of the Association is limited to their membership subscription.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member and of the cost, charges and expenses of winding up the same and for the adjustment of rights of the contributories amongst themselves, such amount as may be required not exceeding Rs. 100/-.
7. If upon the winding up or dissolution of the Association there remains 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 Association but shall be given or transferred to some other institutions or institutions, having objects similar to the objects of the Association, to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the Sindh High Court, Karachi as may have or acquire jurisdiction in the matter.
8. True accounts shall be kept of the sums of the money received and spent by the Association and the matters in respect of which such receipts and expenditures takes place and of the property, credits and liabilities to the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed and in accordance with the regulations for the time being in force, shall be open to inspection of members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor.
9. No addition, alteration and amendment shall be made in the Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force unless the same have been passed by the two-third of the total number of the members of the Association unless the same have been previously been submitted to and approved by the Federal Government. Provided that amendments in this Memorandum shall be made when required by the Federal government in the public interest.

**ARTICLES OF ASSOCIATION**  
**OF THE**  
**PAKISTAN PHARMACEUTICAL MANUFACTURERS' ASSOCIATION**

**DEFINITIONS**

1. In these Articles unless there be something in the subject or context inconsistent therewith:
- a. "Association" means Pakistan Pharmaceutical Manufacturers' Association.
  - b. "Articles" mean articles of the Association.
  - c. "Commission" means election commission appointed for the purpose of the holding annual elections of the Association.
  - d. "Director General" means the Director General of Trade Organizations appointed under Trade Organization Ordinance 2007.
  - e. "Executive Committee" means of the Executive Committee of the Association, for the time being elected under these Articles, responsible for the management of conduct of the affairs of the Association.
  - f. "General Body" mean all members of the Association.
  - g. "General Meeting" means General Meeting of the general body of the Association, whether ordinary or extra ordinary.
  - h. "Member" means a firm and includes a proprietorship, an Association of persons, a partnership, a company, a multinational corporation, engaged in pharmaceutical manufacturing with valid drug manufacturing license.
  - i. "Office Bearers" mean the Chairman and Vice Chairman of the Association.
  - j. "Ordinance" means the Companies Ordinance, 1984.
  - k. "Trade Ordinance" means Trade Organizations Ordinance, 2007.
  - l. "Trade Rules" means Trade Organization Rules, 2007.
  - m. "Northern Zone" means the province of Punjab, North West Frontier Province and Islamabad capital Territory.
  - n. "Southern Zone" means the province of Sindh and Balochistan.
  - o. "Women Entrepreneur" means:
    - i. a sole proprietorship where the proprietor is a female; or
    - ii. a partnership where the majority partners are female(s); or
    - iii. an Association of any kind where the majority of persons forming the Association are female; or
    - iv. a company where the majority shares are held by the female.

## **CLASSES OF MEMBERS**

2. The membership of the association shall comprise of two categories of members, namely:
  - a. **Corporate Member** means such member of the Association, which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or sales tax registered pharmaceutical manufacturing concern or a sales tax registered business concern having annual turnover of Rs. 50 million or above shall be called Corporate Member: and
  - b. **Associate Member** means a member which is not a body corporate or a multinational or a sales tax registered pharmaceutical manufacturing concern with valid Drug Manufacturing License issued by MOH or a sales tax registered business concern having annual turnover of Rs. 50 million or above shall be called Associate Member.

## **ENROLMENT OF MEMBERS**

3. A business concern shall be eligible for grant of membership of the Association if such business concern meets the following conditions, namely: -
  - a. the prospective member is a sole proprietorship or a partnership firm or an Association of persons or a company holding national tax number and sales tax registration, if applicable, in the name of the business concern;
  - b. the prospective member is engaged in the pharmaceutical manufacturing business;
  - c. the application of the membership has been proposed and seconded by existing members of the Association;
  - d. the prospective member has no criminal conviction involving moral turpitude; and
  - e. the prospective member has a valid national tax number and sales tax registration, if applicable.
4. A business concern prospecting to become a member of the Association will submit an application on the prescribed form to the Secretary General of the Association.
5. The Secretary General of the Association shall place the application, applied on the prescribed form, before the Executive Committee. The application for the membership can be rejected only by three fourth of the member at the Executive Committee meeting.

6. If a prospective member is refused or delayed the membership of the Association, he may complain the matter to the Director General. The Director General, if satisfied that a prospective member meets the eligibility criteria, may direct Association for the purposes of enrolling the complainant as member of the Association.

### **FEES**

7. A prospective member will pay admission fee as per Schedule A of these Articles.
8. Every member of the Association will pay annual subscription as per Schedule A.
9. The Executive Committee may change the admission fee and annual subscription after the approval of the General Body and Director General.

### **TERM OF MEMBERSHIP**

10. The membership of a trade organization shall be granted for a period of one year and shall expire on 31<sup>st</sup> day of March every year irrespective of the date of grant of membership.

### **RENEWAL OF MEMBERSHIP**

11. The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:
  - a. payment of prescribed subscription within the time stipulated in the memorandum, which shall not be late than 31<sup>st</sup> of March; and
  - b. proof of filing of return of income tax and sales tax, if applicable, for the preceding year.
12. The Director General, if satisfied that the renewal of the membership of an eligible member has been delayed or refused, upon a complaint filed by the aggrieved member may direct the Association to renew the membership of the applicant.

### **PRIVILEGES OF MEMBERSHIP**

13. A member of the Association shall be eligible to vote whence on the day of announcement of election schedule the member has completed of two years of his enrolment. Provided such member fulfills the conditions stipulated for the renewal of membership.

14. Every member shall have a right to move resolutions and speak for or against any resolution at General Meetings in accordance with the rules and procedures as may from time to time be in force in this behalf.
15. Every member shall be entitled to inspect the accounts of the Association subject to reasonable restrictions imposed in this regard by the Executive Committee.
16. It is bounden duty of every member of the Association to abide by these Articles, the Trade Ordinance and Trade Rules.
17. A member may be expelled from the Association, by the Executive Committee through a three fourth majority vote in favour of expulsion, if the member fails to pay his subscription and or acts prejudicial to the interest of the Association, and has already been warned by the Executive Committee in this regard.
18. A member once expelled shall not be re-admitted as a member of the Association without the previous approval of the General Body on the expiry of one year from the date of expulsion. Provided further that before he is enrolled afresh, he shall pay the admission and subscription fees as well as the amount, which was due from him at the time of his expulsion from the Association.
19. A member so expelled may prefer an appeal against expulsion before the Director General.
20. A member through authorized representative may resign from the membership of the Association. The resignation will be addressed to the Executive Committee. The member will cease to be member of the Association after thirty days of resignation received by the Association. The person so resigned may get new membership under these articles.

### **CESSATION OF MEMBERSHIP**

21. A person will cease to be a member of the Association for the following reasons: -
  - a. on resignation from membership of the Association, or
  - b. on his discontinuing the business of Pharmaceutical Manufacturing
  - c. on his expulsion from the Association, or
  - d. in case of an individual, on his death or his becoming of unsound mind or insolvent or if he is convicted of an offence involving moral turpitude, or
  - e. in case of a Company or corporate body on its being wound up or its being convicted of an offence involving moral turpitude, or
  - f. on a failure of a member to pay annual subscription of the Association on or before 31<sup>st</sup> of March.

## **REGISTER OF MEMBERS**

22. A register of members shall be maintained in the prescribed form at the registered office of the Association. The register will be regularly updated and every member may inspect the same during the working hours of the office of the Association.

## **ELECTION OF EXECUTIVE COMMITTEE AND OFFICE BEARERS**

23. The total number of members of the Executive Committee shall be 20, on the basis of equal members to be elected by each Zone. The constitution of Executive Committee shall be as below:

Corporate Members	18
Women Members	02
Associate Members	<u>0<sup>1</sup></u>
Total	<u>20</u>

24. The tenure of the members of the Executive Committee shall be two years subject to the following:
- a. Fifty percent members of the Executive Committee shall retire every year;
  - b. After the first election of the Executive Committee under the Trade Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
25. Each of the two zones shall have their independent Electoral Colleges and the members of such zones shall elect office bearers of these specific zones. For women members, the Electoral College shall be the Executive Committee of the concerned zone.
26. The immediate past Chairman of the Association shall be an ex-officio member of the Executive Committee of the Association without voting right.
27. There shall be rotation of office of Chairman between the Northern Zone and the Southern Zone.
28. The Association shall have one Vice-Chairman. The Chairman and the Vice Chairman shall not be from same zone.
29. The Executive Committee from amongst its members shall elect the Office Bearers of the Association. The tenure of the Office Bearers shall be one year.

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<sup>1</sup> The Association has no member from the Associate Class at present; hence no seats are reserved for the Associate Class in the Executive Committee.

30. The Office Bearers and members of the Executive Committee, on completion of their term, shall not be eligible to contest election or co-option in any representative capacity for the next one-year. This Article shall not apply to the Office Bearers and members of the Executive Committee elected under the repealed Trade Organization Ordinance. However, nothing in this Article debar the Office Bearer to complete his term as member of the Executive Committee.

### **ELECTION OF ZONAL COMMITTEES**

31. Each Zone shall have separate Zonal Committees.
32. The number of members of the Zonal Committees from each Zone shall be upto 12.
33. The members of the Zonal Committees shall be elected from amongst the members of the Association belonging to the zone concerned once a year within 8 weeks before the election of the Executive Committee.
34. The Chairman of each Zonal Committee shall be elected by the members of the particular Zonal Committee from amongst their own members.
35. Each Zonal Committee shall attend to the problems which exclusively concern the Pharmaceutical Manufactures in the particular zone, within the framework of rules, regulations and/or bye-laws, if any, framed by the Executive Committee.
36. In the event of any difference of opinion arising between Zonal Committee and the Executive Committee, the view point of the Zonal Committee will always be included with view point of the Executive Committee particularly when opinion or views are to be communicated to the Government or any other agency or organization.
37. The Zonal Committee shall be entitled to raise donations from their members provided that account of such collections shall be duly forwarded to the Executive Committee for inclusion in the accounts of the Association.
38. The Zonal Committee shall be entitled to open and operate bank accounts for the Zonal funds.

### **ELECTIONS**

39. The elections of the Association shall be held on annual basis from 1<sup>st</sup> July to 30<sup>th</sup> September of the year.

40. The election schedule of the Association shall be approved by the Executive Committee of the Associations and issued by the Secretary General in the first half of July. Within two days of its approval by the Executive Committee, the election schedule shall be:
- a. Display at the notice board of the head office and zonal offices of the Association.
  - b. Display at the website of the Association; and
  - c. Submitted to the Director General.

### **ELIGIBILITY TO VOTE**

41. ..
- a. The eligibility of a member of Association to vote at the elections of the Association shall be subjected to following conditions:
    - i. The prospective member has completed two years of valid membership of the Association as on the date of announcement of election schedule by the Executive Committee of the Association; and
    - ii. The member has fulfilled the condition of membership and renewal thereof of the Association.
  - b. Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or, as the case may be, a multinational corporation.
  - c. The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the Secretary General and his name appear on the list of voters as representatives of the member.

### **APPOINTMENT OF ELECTION COMMISSION**

42. Simultaneously with the approval of the election schedule of the Association the Executive Committee of the Association shall appoint Election Commission subject to the following conditions namely: -

- a. The commission comprises three members;
- b. The members so appointed have submitted their consent in writing to their appointment as such;
- c. The members of the commission, so appointed, have not held any office of the Association for the preceding two years;
- d. The members of the commission shall not be entitled to become a candidate in the election they are conducting;
- e. The members of the commission shall be independent, impartial and non-partisan; and
- f. The member of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting;

### **FUNCTIONS OF ELECTION COMMISSION**

43. The election commission shall be in charge of all arrangements connected with the conduct of elections including but not limited to;
- a. appointment of polling staff;
  - b. ensuring display of the tentative voters list by the Secretary General for the purpose of inviting objection;
  - c. examination of and decision on the objections received on the voters list;
  - d. supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provision of the memorandum and articles of Association and instruction of the Federal Government or the Director General in its regard; and
  - e. counting of votes and announcement of results.

### **ELECTION PROCEDURE**

44. ..
- a. The election of the Association shall be conducted according to the procedure laid down as under: -
    - i. The election of the members of Executive Committee and Office Bearers shall be held by secret ballot.
    - ii. Neither postal ballot nor proxy shall be allowed; and
    - iii. The polling shall be held simultaneously at the head office, zonal offices or where the number of voters exceeds fifty at the branch offices of the Association.

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in public place such as community hall or hotel.

- b. Within three days of the announcement of the election schedule member concerns desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.
- c. The Secretary General of Association shall display within seven days of the announcement of election schedule the list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and National Identity Card number of their representative. The list shall be displayed at:
  - i. The notice board of the Head office and Zonal offices of the Association; and
  - ii. The website of the Association.
- d. The members who have any objection to the entry in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of voters list.
- e. The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.
- f. Any person aggrieved by the decision of the Secretary General may make a representation, within three days to the election commission, which shall decide the case within three days.
- g. Within three days of decision by the commission, any person aggrieved by the decision of the commission may appeal to the Director General whose decision in this regard shall be final.
- h. Within two days of the decision of the Director General the final voter's list shall be:
  - i. displayed at the notice board of the Head office and Zonal offices of the Association;
  - ii. displayed at the website of the Association; and
  - iii. submitted to the Director General;

Provided that if no appeal has been filed to the Director-General, the final list of voters shall be displayed within fifteen days of the decision of the election commission under sub-article 6.

- i. Within four days of display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and

signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the Association.

The candidate on the women reserved seat will file nomination papers in the manner provided in this clause.

- j. Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate. This clause ipso facto applies to the election of the women on reserved seats.
- k. The commission shall scrutinize the nomination papers and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers. This clause ipso facto applies to the election of the women on reserved seats.
- l. The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the election commission within two days. This clause ipso facto applies to the election of the women on reserved seats.
- m. Any candidate aggrieved by the decision of the election commission may file an appeal to the Director General within two days, whose decision in this regard shall be final. This clause ipso facto applies to the election of the women on reserved seats.
- n. Within two days of the decision of the Director-General the commission shall issue the final list of candidates: This clause ipso facto applies to the election of the women on reserved seats.

Provided that if no appeal has been filed to the Director-General, the final list of candidates shall be issued within eleven days of the decision of the election commission under sub-article *l*.

- o. Within five days of display of final list of candidates, the polling for election of Executive Committee shall be held.
- p. The election commission after declaring the result of the Executive Committee on the general seats shall conduct the election of the women reserved seats and members of the Executive Committee will act as Electoral College for the women reserved seats, for their respective class of membership. The election commission will declare the result on the same day.
- q. Within two days of the polling, any person elected as member of the Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.
- r. The commission shall scrutinize the nomination papers and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

- s. Within two days of display of final list of candidates, the polling for election of Office Bearers shall be held.
- t. The final result shall be officially announced at the annual General Meeting of the Association called for this purpose with in fifteen days of the date of polling under the preceding clause but not later than the 30<sup>th</sup> September of the Year.
- u. The Announcement of Election result of Annual General Meeting in pursuance of the preceding sub-rule shall be the material date for the purpose of paragraph (iii) of clause (f) of subsection (2) of section 14 of the Trade Organization Ordinance.
- v. The final election results announced in the annual General Meeting shall be:
  - i. Display at the notice board of the head office and regional zonal offices of the Association within two days;
  - ii. Display at the website of the Association within two days; and
  - iii. Submitted to the Director-General within seven day

### **CONDUCT OF ELECTIONS**

45. ..
- a. The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.
  - b. It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the computerized national identity card, the original identity card issued by the Association, the passport and the driving license. The polling officer shall enter the number of identification document on the counterfoil.
  - c. After comparing the signature and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.
  - d. The Secretary General shall sign the ballot paper or an officer of the Association duly authorized by the commission in this regard and shall also be signed by the polling officer at the time when it is issued.
  - e. Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box.
  - f. Adequate arrangement shall be made to maintain the secrecy of the polls.
  - g. An officer designated by the commission, in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers, shall maintain proper record.
  - h. The challenged votes shall be kept in the separate sealed envelope duly signed and sealed by the polling officer.

- i. The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the result.
- j. No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- k. Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- l. The commission immediately after the counting of votes is completed may declare provisional results completed.
- m. In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
- n. Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- o. The record of election shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of polling and with the approval of the Director General.

### **VACATION OF SEAT IN THE EXECUTIVE COMMITTEE**

46. The office of a member of the Executive Committee shall be ipso facto vacated if:
- a. he is found to be of unsound mind by a court of competent jurisdiction, or
  - b. he is adjudged an insolvent, or
  - c. he or any firm of which he is a partner or any company of which he is a director accepts or holds any office of profit under the Association other than that of a legal advisor or a banker, or
  - d. he absents himself from three consecutive meetings of the Executive Committee without leave of absence from the Executive Committee, or
  - e. if by change of class he ceases to be the member of the class whom he represent in the Executive Committee, or
  - f. he or the firm, joint stock company or associated body, which he represents, ceases to be a member.

### **POWERS OF EXECUTIVE COMMITTEE**

47. The Executive Committee will exercise all such powers of the Association as provided for under the Ordinance, as amended from time to time, and as declared to it by resolutions of the General Body.

48. The Executive Committee shall file any casual vacancy occurring among the members or Office Bearers of the Executive Committee by nominating a person from the class to which the outgoing person belonged. Every person so nominated shall hold office for the remainder of the term of member in whose place he is appointed.
49. The Executive Committee may also lay down for such a committee the procedure for transacting business or carrying on enquiry or performing any other work entrusted to it.
50. One third of the Executive Committee shall form a quorum at any meetings of the Executive Committee. Meeting once adjourned for want of quorum can be conducted subsequently without a quorum provided that the usual notice of the adjourned meeting is given and at least two persons are personally present.
51. Fourteen day's notice shall ordinarily be given for calling meetings of the Executive Committee but in case of emergency a shorter notice of three clear days will be deemed sufficient provided that the subjects to be discussed at such meeting are duly communicated to the Executive Committee along with the notice.
52. The Chairman shall take the chair at all meetings of the Executive Committee. If at any meetings the Chairman is absent, the Vice Chairman shall take the chair. In case both the Chairman and the Vice Chairman are not present, the members present shall choose one from amongst themselves to be the Chairman of the meeting.
53. The business of the Executive Committee shall ordinarily be carried on by discussions at the meeting but in case of emergency decision may be arrived at circulars, provided always that no decision shall be arrived at in this manner if any two members of the Executive Committee desires that the subject be discussed at meeting.
54. All minutes of the meetings of the Executive Committee shall be recorded in a book provided for the purpose and signed by the Chairman of the meeting and all minutes purporting to be signed shall be considered as prima facie evidence of the matters stated therein.
55. The Executive Committee shall keep or cause to be kept books of accounts in which shall be entered full and true accounts and affairs and transactions of the Association specially the following:
  - a. Minute Book for meetings of the General Body.
  - b. Minute Book for meetings of the General Body.

- c. Minute Book for meetings of the any other Committee or Committees.
- d. Register of Members Correctly showing their registered addresses (including names of their representatives or nominees).
- e. Register of Members of the Executive Committee showing the names, addresses, occupation and all changes made therein from time to time.
- f. Cash Book, Ledger and account document.

56. Without prejudice to the general powers conferred through these Articles, the Executive Committee shall have the following powers and duties;-

- a. To carry out properly all the aims, objects and regulations of the Association.
- b. To look after and manage the properties, movable and immovable held by the Association.
- c. To acquire, obtain, and utilize the benefits and rights extended to registered/recognized Associations.
- d. To purchase, take or lease or otherwise acquire any property movable or immovable for the purpose of the Association but all such properties will remain in the name of the Association.
- e. To frame, alter or vary rule, regulations and/or byelaws for the conduct of its own business and of any other committees appointed for specified purposes.
- f. To convene meetings of General Body and to place proposals relating to the common problems of the Association.
- g. To interpret these articles
- h. To fill any vacancy occurring among its members, such co-option will be made from the same class from which the outgoing member belonged.
- i. To call for reports on any work and matter and generally to supervise the work of its Office Bearers and other committees.
- j. To appoint, suspend or dismiss Secretary General or any other paid employees of the Association.
- k. To receive the annual audited Balance Sheet and the annual report of the Secretary before sending it to the General Body.
- l. To adopt measures for the eradication of unethical business practices form the field of trade, commerce and Industry.
- m. To attend to matters relating to the Pakistan Pharmaceutical Industry connected with the rules, enactments or laws executed or implemented in the country.
- n. The Executive Committee may appoint sub-committees to carry out the prescribed functions of the committee.
- o. One-third members of the Executive Committee shall form quorum of the meeting of the Executive Committee.

And generally, to decide all questions of policy affecting the interest of the members of the Association

### **POWERS OF DUTIES OF CHAIRMAN**

57. The Chairman of the Association shall perform such duties and have such powers as vested in the Chief Executive in terms of the Ordinance without prejudice to the generality, the Chairman shall discharge the following duties, namely;-
- a. To preside the meetings of the Executive Committee and meetings of the general body.
  - b. To control and maintain decorum and discipline at the meetings.
  - c. To look after and supervise the working and activities of the Association
  - d. To use his casting vote in the event of equality of votes
  - e. To give precedence to any item of the agenda and to give rulings to points that may be raised in meetings.
  - f. To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
  - g. To adjourn or disperse unruly and undisciplined meetings.
  - h. To lead the delegations and the deputations of the Association.
  - i. In absence of the Chairman, the Vice-Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.
  - j. The Chairman may delegate any of his functions to Vice Chairman of the Association.

### **THE AUDITORS**

58. The Accounts of the Association shall be closed on June 30 each year and audited by one or more firms of Chartered Accountants who shall be appointed at the Annual General Meetings of the Association. If any casual vacancy occurs in the office of Auditors, it shall be filled up for forthwith

### **GENERAL MEETING**

59. Every year, a meeting of the General Body will be called in rotation in each zone at such time being not later than six months following the close of the income year and within 15 months after the holding of last proceeding General Body meeting at place as the Executive Committee may consider convenient for the dispatch of business which will include the receiving the Annual Accounts and the Audited Balance Sheet together with the Auditor's report, estimated budget for the next year, report of the Secretary General of the Association's work and

holding of the elections of the members of the Executive Committee and any other business as may be included in the agenda and the audited balance sheet will be sent to all members along with notice of the meeting.

60. All such annual General Meetings of the General Body will be called ordinary General Meetings, and all other meetings of the General Body will be called the Extraordinary General Meeting.
61. The chairman or the Executive Committee, if deemed necessary by giving the usual notice for such meetings to the members of the Association may call an Extraordinary General Meeting at any time. An extra-ordinary General Meeting will also be called upon a requisition signed by one-third of the total number of the members of the Association or ten members whichever is less.
62. Every such requisition must state the object of the meeting and must be deposited at the registered office of the Association. Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene Extraordinary General Meeting.
63. Twenty-one days notice of every General Meeting will be given to the members by hand or by post, but in case of special resolution 24 days notice will be necessary. The notice will specify the place, day and time of the meeting and in case of special business the general nature of such business. The accidental omission to give any such notice to any of the members or the non-receipt of any such notice by any member shall not invalidate the proceedings of the General Meeting.
64. One-fourth of the total number of members of the Association shall form a quorum at all meetings of the General Body.
65. The Chairman shall preside General Meetings, but if he is not present for fifteen minutes after the time appointed for such a meeting, the Vice Chairman will preside the meeting. In case the Chairman and Vice Chairman are not present, the meeting of the general body will be presided by the present member of the Executive Committee elected by the general body for the purpose. In case no member of the Executive Committee is present the members of the Association will elect a member of the Association for the purpose of presiding the meeting.
66. If within half an hour after the time appointed for the holding of General Meeting the quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, but in any other case shall stand adjourned to the same day in next week at the same time and place as was appointed for holding the General Meeting.

67. The majority of members present and voting at such meeting shall decide every question referred to a General Meeting.

**68. WEBSITE**

The Association, shall within one year from the date of grant of license, create and maintain a website at all times which shall include all relevant information.

**69. Plan of Activities**

The office bearers of the Association shall prepare three year plan of proposed future activities and outcome of such intended activities during the said three year period.

**AMENDMENTS IN THE ARTICLES**

70. No addition, alteration and amendment shall be made in these Articles of Association or in the regulations contained in the Articles of Association for the time being in force unless the same have been passed by the three-fourth of the total number of the members of the Association unless the same have been previously been submitted to and approved by the Federal Government. Provided that amendments in these Articles shall be made when required by the Federal government in the public interest.

**FUNDS**

71. The funds of the Association shall be deposited in a schedule bank or banks.

**SEALS**

72. The Executive Committee shall as soon as practicable provide for a common seal of the Association. The seal shall be deposited with the Secretary General at the Head Office. It shall be affixed on any document after obtaining prior approval of the Executive Committee.

**SECRETARY GENERAL**

73. The Secretary General of the Association shall be a salaried employee and shall not be a member of the Association. He shall act in accordance with the directions of the Executive Committee of the Association and in keeping with the terms of the Memorandum and Articles of the Association. All properties, documents, records and assets of the Association shall be in his custody, subject to the control of the Executive Committee. He shall receive all correspondence and shall cause to keep and maintain proper accounts of all the income and expenditure of the Association. He shall convene meetings, issue noticed and agenda and circulate minutes and reports of meeting and conferences, sponsored, organized or called by the General Body or Executive Committee of the Association.

## **GENERAL**

74. In respect of any matter for which no provision has been made in these Articles, the provisions of the Trade Ordinance or the Ordinance, as the case may be, or both, shall apply.
75. Any dispute or difference of opinion in regard to the interpretation or scope of application of these Articles of Association which cannot be resolved by the Association itself shall be referred to the Director General of Trade Organization appointed by the Trade Organization Ordinance 2007, and the rulings given by the Director General shall be binding on the Association, its members, members of the Executive Committee and Office Bearers.

## **WINDING UP**

76. The provisions of the Companies Ordinance, 1984 as amended from time to time, regarding the winding up or dissolution of Associations registered under Section 42 of the Ordinance, shall apply to the winding up or dissolution of the Association.

## **INDEMNITY**

77. The Chairman, Vice Chairman, Members of the Executive Committee and all officers of the Associations from time to time acting in relation to any of the affairs of the Association against all liabilities which they or any of them may incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty including defending all legal proceedings before any court of Law.

We, the several persons whose names and addresses are subscribed herein, are desirous of being formed into an Association in pursuance of these Articles of Association: -

Name, Description & Address of the subscribers	Signatory	Signature
1. CCL Pharmaceuticals (Pvt.) Ltd. 65-Industrial Estate, Kot Lakhpat, Lahore.	Mr. Kashif Sajjad Sheikh Managing Director	Sd/-
2. Nabi Qasim Industries (Pvt.) Ltd. 5 <sup>th</sup> Floor, Commerce Centre, Hasrat Mohani Road, Karachi.	Mr. Muhammad Ali Majid Chief Executive	Sd/-
3. Alina Combine Pharmaceuticals (Pvt.) Ltd. 208, Amber Estate, Block 7 & 8, Shahrah-e-Faisal, Karachi.	Mr. Abdul Rehman Memon Managing Director	Sd/-
4. Atco Laboratories Ltd. B-18, S.I.T.E. Karachi.	Mr. Saeed Allawala Managing Director	Sd/-
5. Cotton Craft (Pvt.) Ltd. 12-Km, Multan Road, Canal View Society, Lahore.	Mr. Shahid Akhtar Director	Sd/-
6. Helix Pharma (Pvt.) Ltd. Hakimsons House, A-56, S.I.T.E. Manghopir Road, Karachi.	Mr. Naveed Nawazish Ali Hakim Managing Director	Sd/-

<p><b>7. Pharmicare Laboratories (Pvt.) Ltd.</b> 129/1, Industrial Estate, Kot Lakhpat, Lahore.</p>	<p>Mr. Babar Mahmud Chaudhry Managing Director</p>	<p>Sd/-</p>
<p><b>8. Pharmatec Pakistan (Pvt.) Ltd.</b> D-86/A, S.I.T.E. Karachi.</p>	<p>Dr. Shahida Qaisar Managing Director</p>	<p>Sd/-</p>
<p><b>9. Remington Pharmaceutical Inds. (Pvt.) Ltd.</b> 117, Allama Iqbal Road, Lahore.</p>	<p>Dr. Abdul Q. Khokhar Managing Director</p>	<p>Sd/-</p>
<p><b>10. Schazoo Laboratories (Pvt.) Ltd.</b> Schazoo House, 45, G.T. Road, Lahore.</p>	<p>Mian Asad Shuja ur Rehman Chief Operating Officer</p>	<p>Sd/-</p>
<p><b>11. Xenon Pharmaceuticals (Pvt.) Ltd.</b> 9.5 Km, Sheikhpura Road, Lahore.</p>	<p>Dr. Zulfiqar A. Malik Chief Executive Officer</p>	<p>Sd/-</p>

Lahore, September 2008.

Witness:

**Sd/-**  
**Shehram Sarwar**  
Advocate Supreme Court  
Lahore.

## **Schedule-A**

<b>Admission Fee</b> (Under Article 7)	<b>Rs.5,000/-</b>
<b>Annual Subscription Fee</b> (Under Article 8)	<b>Rs.25,000/-</b>