

**ARTICLES OF ASSOCIATION
OF
HEALTHCARE DEVICES ASSOCIATION OF PAKISTAN.**

DEFINITIONS

1. In these Articles unless there is anything in the subject of context inconsistent therewith:
- (a) **"Companies Ordinance"** means the Companies Ordinance, 1984 or any other statutory enactment in place of the said Ordinance for the time being in force.
 - (b) **"Act"** means the Trade Organizations Act 2013 or any other statutory enactment in place of the said Act for the time being in force.
 - (c) **"Memorandum of Association"** means Memorandum of Association of Healthcare Devices Association of Pakistan.
 - (d) **"Articles of Association"** mean, Articles of Association of HEALTHCARE DEVICES ASSOCIATION OF PAKISTAN, as originally framed or as amended thereafter, in accordance with the provisions of law.
 - (e) **"Association"** means, Healthcare Devices Association of Pakistan.
 - (f) **"Office Bearers"** shall mean the Chairman, Senior Vice Chairman and Vice Chairman of the Association.
 - (g) **"The Executive Committee"** mean the Executive Committee of the Association elected under these Articles.
 - (h) **"Plan of activities"** means a list of proposed activities, expected financial expenditures and outcome and intended goals for the Association as provided in rule 23;
 - (i) **"Secretary General"** means an individual professional full-time employee of the Association who shall be in charge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be the custodian of all record pertaining to the Association.
 - (j) The **"Zonal Committee"** means a Committee constituted to administer the affairs of the Zonal Office.
 - (k) **"Head Office"** means the registered office of the Association.

- (l) **"South Zone"** means the provinces of Sindh and the Baluchistan.
- (m) **"Northern Zone"** means the provinces of Punjab and Khyber Pakhtunkhwa and Federal Area.
- (n) **"Associate Members"** means a member of the Association which is not a body corporate or a multinational or a sales tax registered business concern or a sales tax registered manufacturing concern having annual turnover of Rs. 50 Million or above.
- (o) **"Corporate Member"** means a member of the Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered business concern or a sales tax registered manufacturing concern having annual turnover of Rs. 50 Million or above.
- (p) **"Rules"** means the Trade Organizations Rules, 2013 as amended from time to time.
- (q) **"Regulator"** means Regulator Trade Organizations appointed under the Trade Organizations Act 2013.
- (r) **"Year"** shall mean:
- (i) For the purpose of Accounts from 1st July to 30th June.
 - (ii) For the purpose of term of office from 1st October to 30th September.
 - (iii) For the purpose of membership from 1st April to 31 March.
- (v) **"Register"** means the Register of members of the Association, kept in pursuance of Section 147 of the Companies Ordinance 1984 (Ordinance No. XLVII of 1984).
- (w) **"Ordinary Resolution"** means any resolution passed at any Ordinary General meeting by a simple majority of votes of members present in person.
- (x) Words indicating, the singular number shall include plural number and vice versa. Words signifying persons shall apply mutatis mutandis to firms, corporations or companies.
2. (a) All other expressions defined in the Act shall have the meaning assigned to them in the Act.
- (b) When any provision of the Act is referred to, the reference shall be to such provisions as modified by any statutory enactment for the time being in force.
3. For purpose of registration, the association is hereby declared to consist of unlimited number of members.
4. The Association is established for the purpose expressed in the Memorandum of Association.

QUALIFICATION FOR MEMBERSHIP

5. Any sole Proprietorship, Firm, Company or other Corporation engaged in the trade/manufacture of Medical devices and diagnostics equipment of all sorts having a place of business in Pakistan shall be eligible for membership of the Association in his or its conventional or corporate name, if it fulfils the following conditions, namely:
- (a) The prospective member is holding National Tax Number and Sales Tax Registration, if applicable, in the name of the business concern.
 - (b) The prospective member's business fits within the defined business scope of the Association as provided in its approved Memorandum & Articles of Association and under the license granted by the Federal Government.
 - (c) The application for grant a Membership has been proposed and seconded by existing members of the Association.
 - (d) The prospective Member has not been convicted for a criminal offence.
6. (a) Every application for membership shall be made on form prescribed by the association, and shall be accompanied by the admission fee and the amount of the current annual subscription.
- (b) Every Sole proprietorship firm or company desirous of becoming a member of the Association shall submit to the zonal committee in whose jurisdiction he/it carries on business an application on the prescribed membership application form. The zonal committee after scrutinizing the application received by it shall forward the same to the Head Office. The application so received shall be placed before the next meeting of the Executive Committee, which may accept or reject the same without assigning any reason thereof.
- (c) An applicant whose application has been refused by the Executive Committee may make an appeal with the Regulator within 30 days of order who may consider the appeal and direct enrolment of the application as a member of the Association.
- (d) In case of rejection (under clauses (b) & (c) above) no further application by such rejected applicant shall be entertained for a period of one year reckoned from the date of such rejection, and the fees paid by the applicant shall be refunded.
- (e) The Membership of the Association shall be granted for a period of one year and shall expire on 31st day of March every year irrespective of the date of grant of Membership. The Membership shall be renewable on annual basis. Subject to fulfillment of the following conditions:
- i. Payment of the prescribed subscription within the time stipulated there for but not later than 31st March; and

- ii. Furnishing proof of filing return of Income Tax and Sales Tax, if applicable, for the preceding year.
- 7. There shall be two classes of Membership in the Association:-
 - (a) **"Corporate Member**
 - (b) **"Associate Member"**
- 8. No more than one representative of a member shall be entitled to take part in and vote at any meeting of the association. The representative should, however, be associated with the member either as a partner or as a Director or in case of a Corporation, a General Manager authorized by the board of directors of the concerned corporation. The names of all such representatives of members shall be entered in the register kept for the purpose by the Association. A member may change his representative by notifying the change in writing to the Secretary General.
- 9. The membership fee and annual subscription chargeable from the members shall be fixed by the Executive Committee with the approval of the General Body from time to time.

RIGHTS AND DUTIES OF A MEMBER

- 10. The member shall have the following rights:-
 - (a) To take part, according to the rules and regulations in force for the time being, in the elections and the management of the affairs of the Association.
 - (b) To take advantage of all funds and property in the possession of the Association for the attainment of the aims and objects of the Association on such terms and conditions as the Executive Committee may determine from time to time.
 - (c) To take advantage of the information and record available with the Association under such limitations as the Executive Committee may determine.
 - (d) To obtain a copy of the annual report and statement of accounts of the Association.
 - (e) To obtain a copy of all the publications of the Association, either free of cost or at such prices as may be fixed by the Executive Committee from time to time.
 - (f) To cause any Ordinary or Extraordinary General meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.

- (g) To participate in the General Meetings of the Association.
 - (h) To stand or propose or second members for election to the Executive Committee of the Association.
 - (i) To stand for election as a representative of the Association on any non-political public or private body.
 - (j) To seek assistance of the Association for securing all reasonable facilities for the development of his trade/industry.
 - (k) To inspect or examine books of accounts and other documents, registers or records of the Association, subject to any rules, conditions or limitations that may be laid down in this behalf under the relevant law or by the Executive Committee or by a resolution of the Association in General Meeting.
 - (l) To entitle to such other privileges as may be specified by the Executive Committee from time to time.
11. The members shall perform the following duties:
- (a) To make every effort to carry out the aims and objects of the Association as laid down in the Memorandum of Association.
 - (b) To act upon and carry out all the rules and regulations of the Association.
 - (c) To bring to the notice of the Association, and the Office Bearers concerned any act or matter likely to cause loss to any individual member or members of the Association.
 - (d) To report to the Association and its office bearers all information considered necessary for promoting and/or achieving the aims and objects of the Association.

VOTING RIGHTS

12. (a) Every member shall have one vote and shall have equal rights and privileges except as provided for in these Articles.
- (b) every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with his/her photograph indicating his/her 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 a Multi-National company, as the case may be.

- (c) Neither postal ballot nor proxy will be allowed.
- (d) No member shall be entitled to vote at any meeting of Association unless all moneys due from him on account of subscription or otherwise have been paid to the Association by the due date.
- (e) No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the association.
- (f) The Chairman or whosoever is presiding over a meeting shall, in the case of equality of votes, have a second casting vote except in the matter of any election of the Association.
- (g) A member shall be eligible to vote in election of the Association after completion of two year of membership provided the member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if ay has been notified to the Secretary General with the approval of Executive Committee as the case may be at least three months prior to the announcement of election schedule.

REGISTER OF MEMBERS

13. (a) A register of a members shall be maintained at the registered office of the Association in which shall be set forth the names and addresses of all the members, for the time being and in which shall be recorded all changes in membership taking place from time to time there shall also be an entry in the register indicating the nature of business carried on by each member, N.T.N. and Sales Tax Registration Number, Telephone Number, Fax Number, E-mail address together with the name of the representative of the member authorized to participate in the business of the Association.
- (b) Every member shall have the right to have the names of his/its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and the representatives has been circulated for the purpose of the elections of the Association until after the holding of the elections.
- (c) The proprietor, partner or director of the member firm or company concerned 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 his/her vote at the time of election only if his or her name has already been registered with the Secretary General and his name appears on the list of voters. However, in the case of Association Bodies, Associations of persons, a

society or a trust etc., the member may be represented by an authorized person who is member of its Governing Body.

DISQUALIFICATION OF MEMBER

14. A member shall be deemed to have been disqualified and his membership shall cease if he:
- (a) Withdraws from the Association.
 - (b) Has been deprived of his license by the government after due process of law.
 - (c) Is an undercharged insolvent or is adjudged by a competent court of law to be of unsound mind or if he is convicted for an offence involving moral turpitude.
 - (d) Violates or contravenes any of the aims and objects of the Association.
 - (e) Commits a breach of the TradeOrganizations Act 2013, TradeOrganizations Rules 2013 or instructions given by the Federal Government in pursuance of the said law.
 - (f) Is expelled by the Executive Committee from the membership rolls of the Association on charges of indulging in unethical business practices or acting in a manner prejudicial to the interest of the Association.

REMOVAL OF A MEMBER

15. (a) The Association shall have the right to expel, remove or suspend any member from the Association in case he has acted against the interests of the Association or has failed to abide by the rules and regulations thereof, has contravened the code of conduct or has in any manner acted against the aims and objects of the Association or for any legitimate reason considered reasonable and proper by the Association.
- (b) The Executive Committee of the Association shall allow an opportunity of explaining his position, in writing, or in person, and if the member fails to do so, or the Executive Committee is not satisfied with his (member concerned) explanation he shall be expelled, by a majority of the Executive Committee vote in favor of his expulsion. In all disciplinary proceedings, principals of natural justice shall be observed.
- (c) A member whose license has been cancelled by the Government of Pakistan shall cease to be member of the Association, only after exhausting all legal remedies available to him.

ORGANIZATION SET-UP

16. The Association shall comprise of a Chairman, Senior Vice Chairman, Vice Chairman, the Executive Committee and General Body.

17. The Members of the Association eligible to vote shall constitute its General Body, Which shall in addition to the functions and responsibilities assigned to it by the Memorandum & Articles of Association shall serve as electoral college for election of the Members of the Executive Committee, except for the election of office bearers and seats reserved for women for which the electoral college shall be the Executive Committee. Provided that the Electoral College for each class of members of Executive Committee shall be the members of General Body from the respective class.

18. The affairs of the Association shall be managed and administered by the Executive Committee which shall include of the Chairman, Vice Chairman (men), and such number of members not less than ten and more than thirty, as may be determined by the general body from time to time. The representation of corporate members in the Executive Committee shall not be less than fifty percent.

19. (1) In addition to the number of seats mentioned in Article 18 above there shall be reserved two seats for women entrepreneurs in the Executive Committee.

(2) In addition to the seats mentioned in Article 18 and Clause (1) hereof the immediate past Chairman of the Association shall be ex-officio member of the Association without voting right.

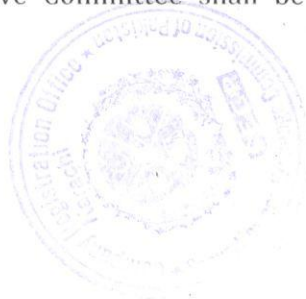
20. If any seat reserved for any of the specified categories remains vacant, it shall not be filled with members from other category. The seat remaining so vacant shall not be counted towards determination of quorum.

21. In the event that the General Body of the Association comprises of at least fifty percent Members from Associate Members, there shall be rotation of office of the Chairman between Associate and Corporate Members.

22. Where there is a rotation of office of the Chairman and Senior Vice Chairman shall not be from the same class of Members.

23. The tenure of all elected office Bearers shall be one year.

24. The tenure of the members of Executive Committee shall be two years subject to the following:



- i. Fifty percent members of the Executive Committee shall retire every year;
 - ii. After the first election of the Executive Committee under the Trade organizations Act 2013, a draw shall be made to determine the fifty percent members who shall retire after expiry of one year.
25. Notwithstanding Article-23, but subject to Article 19 (2), on completion of the term the Chairman and Vice Chairmen and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one year. Provided that the immediate past Chairman shall be ex-officio member of the executive committee without voting right.
26. The affairs of Zonal Office North, shall be managed and administered by Committee called Zonal Committee which shall consist of the Following:

Zonal Head	01
Zonal Members	02

The affairs of zonal office South shall be managed and administered by committee called zonal committee which shall consist of the following:

Zonal Head	01
Zonal Member	02

Both Zones will work under and elected by the Executive Committee from amongst its members.

PROCEDURE FOR ELECTION OF OFFICE BEARERS AND THEIR TERM OF OFFICE

27. (i) The members shall be entitled to elect only such number of representative from amongst themselves as is fixed for them for representation on the Executive Committee.
- (ii) The election of the Association shall be conducted between the first day of July and 30th day of September of a respective year and shall be held by secret ballot and election of representatives shall be completed before, and the final result announced at, the General Meeting of the General Body of the Association called for this purpose within 15 days of the date of polling but not later than 30th September of the Respective Years.

(iii) Casual vacancies of the Association shall be filled by the Executive Committee from amongst its existing members and the resultant vacancy of the member (s) Through Election, Provided no vacancy shall be filled under this clause during the first 90 days, as well as 270 days after holding of annual election.

Explanation: The term "Casual Vacancy" shall include all vacancies occurring for any reason, after announcement of the result of the annual election.

(iv) A candidate who desires to stand for election must be proposed by one member and seconded by other.

(v) Accidental error or omission to send any notice, nomination papers, etc., to any member shall not invalidate the ballot or election.

(vi) The candidate who receives the largest number of votes shall be deemed to have been elected.

(vii) In the event of equality of votes between two or more members the case shall be decided by drawing a lot. The members in whose favor the lot is drawn shall be declared to have been elected in the presence of candidates or their authorized representative/polling agents of such candidates and a record of a result thereof shall be made.

(viii) Two representatives of any one member shall not be eligible to stand for election.

(ix) The member who has not paid the subscription before the election takes place shall not be eligible to stand for election or to exercise his right of vote.

(x) The election schedule of the Association shall be approved by the Executive Committee and issued by the Secretary General, who shall within two days of its approval cause the election schedule to be displayed at:

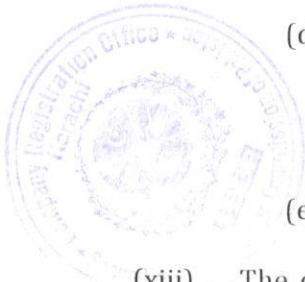
- (a) The notice board of the head office and zonal offices of the Association;
- (b) The website of the Association; and
- (c) Submitted to the Regulator.

(xi) Simultaneously with the approval of the election schedule the Executive Committee shall appoint an election commission, subject to the following conditions; namely:

- (a) The commission shall comprise of three members;



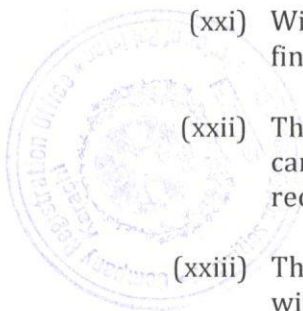
- (b) The members so appointed have submitted their consent in writing to their appointment as such;
 - (c) The member of the commission so appointed had not held any office of the Association for the preceding two years;
 - (d) The members of the commission shall not be entitled to become a candidate in the election, they are conducting;
 - (e) The members of the commission shall be independent, impartial and non-partisan; and
 - (f) The members of the commission shall not canvass for any of the candidates or panels contesting the election, they are conducting.
- (xii) 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 tentative voters' list by the Secretary General for the purpose of inviting objections;
 - (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 provisions of the Memorandum and Articles of Association and instructions of the Federal Government or the Regulator the case may be; and
 - (e) Counting of votes and announcement of results.
- (xiii) The changes, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General of the Association along with necessary proof of eligibility within three days of the announcement of the election schedule.
- (xiv) The Secretary General of the 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:
- (a) The notice board of the head office and zonal office of the Association; and
 - (b) The website of the Association;
- (xv) The members who have any objection to the entries / changes in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the said list.



- (xvi) The Secretary General will intimate action on the objections or changes sent by members within seven days from the last day under preceding clause.
- (xvii) In case of any dispute pertaining to the eligibility of a member the matter may be referred to the election commission by any person aggrieved by the decision of the Secretary General of the Association within three days, which will decide the case within three days.
- (xviii) Within three days of the decision of the election commission any person aggrieved by the decision of the commission may appeal to the Regulator, whose decision in this regard shall be final.
- (xix) Within two days of the decision of the Regulator, the Secretary General, shall cause a final list of voters to be displayed at:
 - (a) The notice board of the head office and zonal offices of the Association;
 - (b) The website of the Association; and
 - (c) Submitted to the Regulator.

Provided that if no appeal has been filed with the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the election commission under Sub-Article (xvii) of Article 27.

- (xx) Within four days of the issuance 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 Article of Association or rules of the Association.
- (xxi) Within twenty four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (xxii) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty four hours of the last date of receipt of nomination papers.
- (xxiii) The objections, if any, to the nomination of the candidates can be filed with the election commission within twenty four hours of the issuance of the list of candidates, which shall be decided by the election commission within two days.
- (xxiv) Any candidate aggrieved by the decision of the election commission may file an appeal with the Regulator within two days, whose decision shall be final.



- (xxv) Within two days, of the decision of the RegulatorCommission will issue a final list of candidates:
Provided that if no appeal has been filed with the Regulator, the final list of candidates shall be issued within eleven days of the decision of the election commission.
- (xxvi) The polling shall be held within five days of the display of the final list of candidates.
- (xxvii) The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the polling officer before the issuance of the ballot papers to him / her.
- (xxviii) It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport or any other mode of identification of the voter and write the number thereof on the counterfoil.
- (xxix) After comparing the signatures and photographs with the specimen signature cards the polling officer shall hand over the ballot paper to the voters.
- (xxx) The ballot paper shall be signed by the Secretary General or an officer of the Association duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (xxxi) The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his/her ballot paper in the box placed before the presiding officer/polling officer and polling agents of the candidates.
- (xxxii) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (xxxiii) Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
- (xxxiv) The challenged voters shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (xxxv) The commission or an officer duly authorized by the commission in this regard shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.



(xxxvi) Counting of votes shall take place immediately after the polling hours, under the supervision of polling officer in the presence of polling agents of the candidates, if any, at the designated sites.

(xxxvii) The polling shall be held simultaneously at the Head Office, at Zonal Offices and the provisional results may be declared by the commission immediately after the counting of votes in completed.

(xxxviii) Having completed the counting and compilation of results, the record pertaining to the election 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.

(xxxix) The record of election shall be opened for inspection upon an application made in his behalf by the candidate within seven days of the date of polling and approved by the Regulator.

(xl) The final election result announced in the general meeting shall be displayed:

- a. The notice board of the Head Office and Zonal Offices of the Association;
- b. The website of the Association; and
- c. Submitted to the Regulator within seven days.

APPOINTMENT OF AUDITORS

28. (i) At each Annual General Meeting, the Executive Committee shall recommend to the Members to appoint an Auditor or Auditors according to the provision of the Companies Ordinance. The Auditor or the auditors so appointed shall audit the accounts of the Association at the Zonal Offices and the Head Office. Each Zonal Office shall send to the Head Office at Karachi, Audited Statement of the Accounts soon after it is adopted by the Zone Committee concerned.

(ii) Zonal Office shall retain out of its total income one-third for its upkeep and management and shall transfer the remaining two-thirds to the Head Office after every quarter.

POWERS AND DUTIES OF CHAIRMAN

29. (i) To preside at the meetings of the Committee and/or meetings of the General Body.

(ii) To control and maintain decorum and discipline at the meeting.

(iii) To look after and supervise the working and activities of the Association or of the Zonal offices of the Association.

(iv) To use his casting vote in case of equality of votes except in election matters.

- (v) To give precedence to any item of the agenda and to give rulings on points that may be raised in meetings.
- (vi) To direct the Secretary General to call special or Extra-Ordinary Meeting of the Executive Committee or General Body.
- (vii) To incur expenditure to the extent of 25,000.00 in case of emergency.
- (viii) To adjourn or disperse on unruly and undisciplined meeting.
- (ix) To lead delegations and deputations.

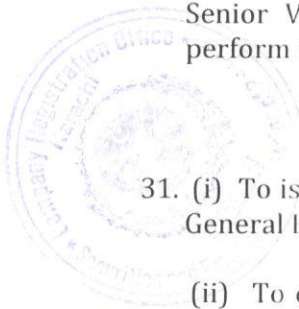
30. Power of the Senior Vice Chairman and Vice Chairman

The Senior Vice Chairman and Vice Chairman shall assist the Chairman. Any one of them shall perform the functions of Chairman, to the extent authorized by the Chairman and or the Executive Committee while the Chairman is not available.

AND GENERALLY they will have such powers and duties as may be incidental to the office of the Chairman.

In the absence of the Chairman, the Senior Vice Chairman and in absence of the Senior Vice Chairman, the Vice Chairman shall exercise the above powers and perform the duties.

POWERS AND DUTIES OF THE SECRETARY GENERAL

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31. (i) To issue notices of agenda for the meetings of the Executive Committee and the General Body.
- (ii) To carry out the decisions of the General Body, Executive Committee and the Zonal Committee, as the case may be.
- (iii) To keep the office record properly and carry on correspondence on behalf of the Association.
- (iv) To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee and the Zonal Committee, as the case may be.
- (v) To prepare annual reports and accounts of the Head Office or of the Zonal offices, as the case may be.
- (vi) To prepare the budget for the coming year.
- (vii) To sign all documents, bills and letters either singly or jointly with the other office-bearer as may be decided by the Executive Committee or the Zonal Committee, as the case may be.

- (viii) To incur urgent and necessary expense to the extent of Rs. 10,000.00 (Rupees Ten Thousand only) and keep an imp rest account of an amount of Rs. 10,000.00 (Rupees Ten Thousand only) for Petty expenses.
- (ix) To place and present the report of any Sub-Committee before the Executive Committee or the Zonal Committee.
- (x) To keep contact with and coordinate among the Zonal Offices and the Head Office of the Association.
- (xi) To keep proper account of the income and expenditure of the Association at the Head Office or Zonal Office.
- (xii) To collect all dues of the Association and Zonal Office concerned, and grant receipts thereof.
- (xiii) The Secretary General of the Association along with the issuance of the election schedule shall display a list of all members eligible to vote along with their national tax number and the names of their representatives.

AND GENERALLY exercise such powers and duties as may be incidental to the office.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

32. Ordinary the Executive Committee shall have the following powers and duties:

- (i) To carry out all the rules, aims and objects of the Association.
- (ii) To look after and manage all the property, moveable and immovable, held by the Association at the Head Office or any of the Zonal Offices.
- (iii) To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered/recognized associations.
- (iv) To approve and to keep regular record of the activities of the Association.
- (v) To appoint, suspend or dismiss any paid employee of the Association.
- (vi) To cooperate with other person or persons or association in the interest of the Association.
- (vii) To settle differences of opinion between members of any Zonal Committee, between two Zonal Committees, and to hear appeals whenever such appeals lie to the Executive Committee under these Articles.

- (viii) To recommend to the General Body to close enrolment or to change conditions for new enrolment.
- (ix) To convene Meetings of the General Body and to place proposals relating to the common problems of the trade concerned.
- (x) To convene conferences on All Pakistan basis to consider common problems confronting the trade and to invite delegates to those conferences.
- (xi) To issue instruction and directions, delegate powers and render advice to the Zonal Offices.
- (xii) To interpret the articles.
- (xiii) To sign all cheques of expenditure jointly by any two of the Executive Committee Members.

AND GENERALLY to decide all questions of policy affecting the Association.

POWER AND DUTIES OF THE ZONAL COMMITTEES

33. Ordinarily the Zonal Committee shall have the following powers and duties:

- (i) To duly carry out all the rules, aims and objects of the Association.
- (ii) To carry out directions and instructions of the Executive Committee regarding the affairs of the Association or any Zonal Office.
- (iii) To appoint, suspend or dismiss any paid employee of the Zonal Office concerned.
- (iv) To frame rules and bye-laws for the conduct of its own affairs or for the business of any standing or sub-committee.

AND GENERALLY to do all acts, deeds and things incidental to the nature and field of activity under its competence.

34. The Executive Committee at the Head Office and the respective Committees at the Zonal offices shall approve, keep or cause to be kept proper books of accounts in which shall be entered full, true and complete accounts of properties, receipts and expenditure and the affairs and transactions of the Association, whether at the Head Office or the Zonal Offices, specially the following:-

- (a) Minutes Book for Meetings of the General Body.
- (b) Minutes Book for Meetings of the Executive Committee, Standing Committee and Sub-Committee.
- (c) Register of Members correctly showing their registered addresses including the name of the one authorized representative of each member, and other particulars as decided by the Committee concerned.

(d) A Register of members of the Executive Committee and Zonal Committee showing the names and addresses and all changes made therein from time to time.

(e) Cash Book, Ledger and Journal.

35. Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head Office and the Zonal Office concerned to such and extent as the Executive Committee at the Head Office and the Zonal Committee at the Zonal concerned may from time to time determine. The Executive Committee or the Chairman/Vice Chairmen shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee, whose decisions in the matter shall be final.
36. If any member of the Executive Committee or the Zonal Committee does not attend three consecutive meetings or all meetings of the Committee concerned for a continued period of three months, whichever is longer, without leave of absence, the Executive Committee shall have power to declare his seat vacant and he shall thereupon cease to be a member of the Committee.

ANNUAL GENERAL MEETING

37. (a). An Annual General Meeting of the members shall be held every year at such time and place as the Executive Committee may consider convenient at which a Report of the activities and performance of the Association, proceedings of the Executive Committee and the Audited yearly accounts of the Head office shall be submitted for confirmation. Copies of Audited Statement of accounts and the Balance Sheet shall be sent to the Zonal Offices.
- (b) An Annual General Meeting shall be held every year to each Zonal Office at such place and time as the Zonal Committee concerned may consider convenient at which a Report of the Proceedings of the Committee and the Audited yearly accounts of Zone concerned shall be submitted for confirmation. Copies of the Audited Statement of Accounts and Balance Sheet shall be sent to the members and also to the Head Office in advance.
- (c) The first General Meeting shall be held at Head Office within six months from the date of its incorporation.
38. The Executive Committee, whenever it thinks fit, will convene Special General Meeting either for purposes of transacting any special business or for placing before the members a review of the activities in the preceding months.

39. A Special General Meeting shall be convened by the Committee concerned at any of the Zonal Offices upon the requisition of not less than one-third of the members of the Zone concerned. The requisition so made shall state the object of the Special General Meeting proposed to be called and shall be presented to the Secretary of the Zonal Office where the meeting is proposed to be called.
40. Upon receipt of the requisition under the preceding Article, the Committee concerned shall forthwith proceed to convene a Special Meeting.
41. Notice of twenty-one clear days shall be given of a Special General Meeting to place before the Members a review of the activities of the Committee or to consider any important matter on which the Committee may desire to consult the members. In the event of an emergency, Extraordinary Meeting can be called at a shorter notice, but in any case, at least three days clear notice shall be necessary.
42. Notwithstanding the provisions of preceding Articles and subject to the provisions of the Ordinance as to the power to alter regulations by Special Resolution twenty one day's notice, at least, specifying the place, the day and hour of the meeting and of the nature of the Special Business shall be given of any Special Meeting convened revise, alter or amend the regulations of the Association as contained in these Articles of Association.
43. The non-receipt of a notice for convening the Special Meeting and/or Special General Meeting by any member shall not invalidate the proceedings of any such meeting.
44. (a) The quorum for the meetings of the Executive Committee shall be 1/3 and Zonal Committee shall be 2 members present in person.
- (b) One Third members present personally and entitled to vote at the Annual General Meeting and Special General Meeting shall constitute a quorum. Any person representing different members shall be entitled to one vote only.
45. If within half an hour appointed for Special General Meeting, a quorum of members is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the following week at the same time and place. Provided that if it falls on the Public Holiday the meeting place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number.
46. Every question referred to a General Meeting shall be decided by the majority of the members present and voting at such meeting.

VOTE OF MEMBERS

47. Every member shall be entitled to one vote only:

Provided further that in the meeting of Executive Committee or General Body of the Association or Zone concerned, the Chairman or whatsoever be presiding over a meeting, in case of equality of votes, shall be entitled to exercise a casting vote except in the matter of election.

48. Association shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its members and cover among others matters the proposed future activities, finances and outcome of such activities intended by the trade organization during the said three year period.

49. Association shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the trade organization to include but not be limited to minutes of meetings and the trade organization's plan of activities.

FUNDS

50. (i) The funds of the Association shall be deposited in an approved Bank or Banks and such part thereof as shall not be required for the current expenses may, at the discretion of Executive Committee, in the case of the Head Office and at direction of Zonal Committee concerned, in the case of Zonal Offices, be invested in suitable securities. Such securities shall not be sold or dealt with except with the consent of the Executive Committee in the case of Head Office and of the concerned Zonal Committee in the case of Zonal Offices.

(ii) Accounting year of the Association will be closed on 30th June each year and the books of accounts shall be audited by the Chartered Accountant.

SEAL

51. 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 and shall never be affixed to any document except in the presence of Chairman/Vice Chairmen and in pursuance of a resolution of Executive Committee deeds, bonds and other documents to be made under the Seal shall be deemed to have been duly executed on behalf of the Association, if sealed with the Common Seal of the Association and signed by the Chairman/Vice Chairmen and countersigned by the Secretary General or the person acting as Secretary General.

GENERAL

52. (a) Zonal Offices shall refer their controversies and disputes and matters relating to the interpretation of these articles to the Executive Committee at the Head Office and in such matters, the decision of the Executive Committee shall be final and binding.
- (b) Provisions of the table A to first schedule of the Ordinance shall apply where no similar provisions are made in these Articles of the Association and that the provisions of the said table A shall be deemed to have been excluded to the extent to which provisions have been made in these Articles of Association.
53. The Members who have subscribed to the Memorandum and Articles of Association shall be constitute the Ad-Hoc Committee of the Association and shall exercise all the powers of Executive Committee until such time its office-bearers of the Committee are elected in terms of these Articles after the registration of the Association.
54. Amendments to these Articles of the Association shall be subject to the approval of the Federal Government and shall also be made when required by the Government in public interest.

WINDING UP

55. The Provisions of Companies Ordinance, 1984 as amended from time to time regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.

SETTLEMENT OF DISPUTES

56. To resolve, settle and dispose of all disputes among members of the Association, which remain unresolved by conciliation, arbitration and negotiation may be referred to the Regulator whose decision shall be binding on the Association.

We, the following persons whose name and address are subscribed below, are desirous of being formed into an Association in pursuance of the Memorandum of the Association.

S. No.	Name of Subscriber	Address & Description of Subscribe	Signature
01	Mr. Shakeel Ahmed Shaikh	M/s Sure Bio – Diagnostics and Pharmaceuticals, Karachi	
02	Mr. Siraj Uddin	M/s Roche Pakistan Limited, Karachi	
03	Mr. Muhammad Younus Biloo	M/s Sind Medical Stores, Karachi	
04	Dr. Zaffar Hashmi	M/s B. Braun Pakistan (Pvt.) Ltd, Karachi	
05	Mr. Masood Ahmed	M/s Hospicare systems, Karachi	
06	Ms. Asma Zuberi	M/s Johnson & Johnson Pakistan (Pvt.) Ltd, Karachi	
07	Mr. Rafi Ullah Sheikh	M/s Muslim Trading Agencies, Lahore	
08	Mr. Chaudary Muhammad Naeem	M/s Med Lab Services, Rawalpindi	

Dated: the 13 day of October 2016

Witness to above signatures:

Name: NIFT (PVT) Limited

Address: 5th Floor, AWT Plaza, I.I. Chundrigar Road, Karachi.

Certified to be True Copy
[Signature]
Joint Registrar of Companies