



GOVERNMENT OF PAKISTAN
DIRECTORATE GENERAL OF TRADE ORGANIZATIONS
MINISTRY OF COMMERCE
State Life Building No. 7, 2nd Floor, Blue Area,
Islamabad

By Courier



F. No: 18(112)/2008 TO

Islamabad, the 12th May 2026

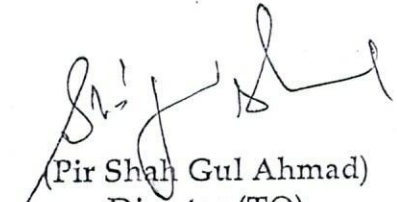
Secretary General,
Pakistan Chemist & Druggists Association
504, 5th Floor, Mashriq Centre,
Near Civil Centre, Gulshan e Iqbal,
Karachi.

Subject:- SUBMISSION OF COMPLIANCE REPORT AND AMENDMENTS TO
MEMORANDUM AND ARTICLES OF ASSOCIATION.

Reference to Pakistan Chemist & Druggists Association's letter No. PCDA/DGTO/0506/20260 dated 05-05-2026 on the subject cited above and to enclose herewith and endorsed copy of Memorandum and Articles of Association (M&AoA) in respect of your Association. You are directed to get it endorsed from General Body and SECP and submit a copy thereof duly verified by Security & Exchange Commission of Pakistan to this Office for record.

2. Please note that any clause(s) found not covered under Trade Organizations Act, 2013 and Trade Organizations Rules, 2013 will be treated as having no legal effect.

Encl: as Above.


(Pir Shah Gul Ahmad)
Director (TO)

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
PAKISTAN CHEMISTS AND
DRUGGISTS ASSOCIATION (PCDA)**

Licensed by the Government of Pakistan as a Trade Organization
Registered with the Directorate General of Trade Organizations (DGTO),
Ministry of Commerce, Government of Pakistan,
under Trade Organizations Act & Rules 2013 (Act No. II of 2013)

Incorporated as an Association and setup under
section 42 of the Companies Act, 2017 (Act No. XIX of 2017)

PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)
Registered Central Office: Suit No. 504, 5th Floor, Mashriq Centre, Near Civic Centre, Gulshan Iqbal Block 14,
Karachi, Pakistan

**MEMORANDUM OF ASSOCIATION OF THE
PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)**





(I) **NAME**

The name of the **Trade Organization** shall be the **"PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION"**(acronym **"PCDA"**), hereinafter called **"The Association"**.

(II) **OFFICES**

(1) The **Registered Head Office** of the **Pakistan Chemists and Druggists Association (PCDA)** shall be situated at **Suit No. 504, 5th Floor, Mashriq Centre, Near Civic Centre, Gulshan Iqbal Block 14, Karachi, Pakistan.**

(2) The **Zonal Offices** of the **Pakistan Chemists and Druggists Association(PCDA)** shall be two in number to be known as **"Southern Zone"** covering the provinces of **Sindh and Baluchistan** and **"Northern Zone"** covering the provinces of **Punjab, and Khyber Pakhtunkhwa and Federal Area** and shall be situated in **Karachi and Peshawar** respectively.

(3) The **Regional Office** or **Offices** may be set-up at such place or places only within the jurisdiction of respective **Zonal Offices**, over and above existing offices as the concerned **Zonal Committee** may determine from time to time.

(III) **AIMS & OBJECTIVES**

The objects for which the **Pakistan Chemists and Druggists Association(PCDA)** is established are:

- a) To represent the **Body of Chemists & Druggists, Retailers & Wholesalers, Distributors, Importers, Exporters & Indenters of Drugs & Medicines**, whether under the **Allopathic, Homeopathic or Biochemic system, and Herbal medicine, Ayurvedic/Natural Herbs and crude form of Botanical Plants and allied chemicals** (All sort of pharmaceutical preparation of any nature what-so-ever); or of **Bactericide, Germicide, Insecticides, Disinfectants, Diagnostic kits and chemicals, Laboratory Chemicals, Equipment & Glass wares & allied items; or of Surgical Accessories, Surgical gloves, syringes, dressings & plaster; or of Dental Medicines & Equipment and other requisites and analogues items, products, compounds, extracts and composition, Electro medical and Hospital Equipment & Requisites, & or of Essential Oils Flavors & Perfumeries, Food Colors (edible & non-edible and FDA approved).**
- b) To acquire, protect and promote the rights, interests and privileges of persons, firms and companies engaged in the business of purchase and sale (wholesale and/or retail) of medicines, drugs, all sort of pharmaceutical preparation and laboratory and hospital equipment in all part of Pakistan.
- c) To promote cordial relations and cooperation amongst the members of the Association with a view to their adopting a common policy and collectively taking such steps as may be deemed necessary or expedient for the furtherance of its objects and safe-guarding the interest of the trade and to settle all disputes amicably by mediation, arbitration of the like methods, whether inter se or with third parties.
- d) To co-operate or enter into any arrangement with and make official representation to the **Federal, Provincial and/or Local Governments, advisors to the Governments, statutory and regulatory authorities, officials public or private institutions like Chamber of Commerce or their Federation, on any matter that may be conducive to all or any of the objects of the Association or which are likely to effect the trade or its members.**



- e) To promote, support, discuss or oppose, any legislative or other measures affecting the trade or the interests of the members of the Association.
- f) To promote, maintain and ensure an efficient and economical pharmaceutical service to the community and a high standard of conduct and public confidence in those engaged in the trade of pharmaceuticals and in pharmacy.
- g) To publish or print and publish, official journals, advertisements, pamphlets, brochures, statics, books or literature to give prominence to the aims, objects and activities of the Association or for the dissemination and propagation of knowledge and information useful to the members in particular and public at large as may be deemed desirable from time to time.
- h) To commence, prosecute, appear in, defend, compromise, or give up all or any suit or proceedings (whether, civil, criminal, administrative, arbitration, quasi-judicial, inquiry etc.) before any court, tribunal, commission, administrative body, official or person for the protection or assistance of the members or of the objects of the Association.
- i) To accept any gift, donation or property whether subject to any trust, condition or otherwise for anyone or more of the objects of the Association and to accept deposits of money or goods for any object of the Association as may be deemed fit.
- j) To acquire, purchase, take on lease, or in exchange or otherwise any moveable or immovable property rights, privileges, trademarks, patents, or other Intellectual property rights as may be deemed needful or convenient for any purpose and objects of the Association.
- k) To improve, develop, manage, lease, exchange, sell, mortgage, pledge, hypothecate, dispose off or otherwise deal with all or any of the properties, rights, titles, interests, privileges etc., of the Association; and to construct, alter, maintain or repair the properties of the Association.
- l) To prescribe and recover annual, periodical and/or occasional fees/subscriptions from the members and to take any such steps by personal or written appeals as may from time to time be deemed desirable for procuring contributions to the funds from any social or humanitarian purpose, in the shape of donation, contribution or otherwise.
- m) To borrow or raise funds and ensure re-payment thereof (with profit, mark-up, interest or otherwise), as may be required for the purpose of the Association in such manner as the Association may think for the time being.
- n) To invest or otherwise deal with the funds of the Association in such manner as from time to time be determined for the betterment of the Association and its members as contemplated hereunder.
- o) To subscribe or become a member of and cooperate with the Federation of Pakistan Chambers of Commerce and Industry in Pakistan which a member of the Federation, and procure from and communicate with any incorporated organization of trade and industry such information as may be likely to forward and promote the objects of the Association.
- p) To sign, seal, execute and deliver all instruments, deeds, documents, writing, and/or receipts as may be necessary, expedient or proper under any law, rule, usage or condition that may be binding upon the Association, from time to time.



- q) To collect and circulate statistics and other important and relevant notifications, press-notes, circulars, resolutions, orders and directives issued by the Government or other authorities concerned from time to time, which may be relating to or connected with the Trade or interest represented by the Association.
- r) To undertake special inquiry and make action for securing redress of legitimate grievances of the members of the Association.
- s) To sign, seal, execute and deliver all instruments, deeds, documents, and writing whatsoever that may be found to be necessary or expedient in realization of the objects of the Association or conduct of its affairs.
- t) To frame from time to time, such rules and laws as the Association may deem fit or proper for all or any of the objects, and to comply with all the requirements of the 2007 Ordinance, 2007 Rules, the Companies Ordinance and all other applicable laws for the time being in force.
- u) To provide for help and encourage study and training in technical and commercial matters by granting scholarships, awarding prize-stipends or giving other monetary aids to institutions through such other ways and means as may be determined time to time.
- v) To run and operate sections or departments including those relating to exports, imports, statistics, publicity and publications as may be determined from time to time.
- w) To arrange international exhibitions in Pakistan or abroad and / or to participate in international exhibitions or forums in accordance with the aim and objectives of the Association.
- x) To canvas, publicize, propagate and take all steps in the interest of the Association and to consider, recommend and support all actions directed towards improvement in the condition of the trade.
- y) To enter into any arrangements with Government and public authorities, Municipal, Port, Railways, local or otherwise which may support, foster and consolidated the objectives of the Association or any of them whether individually or collectively for advancement of the interest of the trade.
- z) To lend, advance or borrow or raise monies or secure the payment of such monies in such manner as the Association may think fit and in particular manner by creation and issue of debenture stocks, perpetual or otherwise, charged upon all or any of the properties of the Association, present or future to purchase redeem or pay such security or securities. It is however hereby declared that the Association shall not engage in banking or the business of an investment company, leasing company, insurance company or any unlawful business and that nothing in the object clauses shall be construed as enabling it to engage in such business.
- aa) To urge, support or oppose legislative or other measures and procure change of law or practice affecting the common interest of business community.
- bb) To seek affiliation with the Federation of Pakistan Chambers of Commerce and Industry, any other such trade organization (s) as may be required under the applicable laws or deemed fit by the association.



cc) To subscribe to and become and continue to remain member of Federation of Pakistan Chambers of Commerce and Industry, and to procure from and communicate to any organization of Trade and Industry in Pakistan or abroad such information as may be conducive to the attainment of the objects of the Association.

dd) To subscribe to any local or other charity and to grant any donation for any public purposes and to provide provident or superannuation fund or funds for the servants of the Association or otherwise to assist any such servants, their widows and children;

AND generally, to do or cause to be done all that may be conducive necessary or incidental to the attainment of all or any of the objects of the Association, this general statement of objects being deemed as enabling and not in any way as restrictive of the foregoing objects.

(IV) TERRITORIAL JURISDICTION

The territories to which the objects of the Association shall extend to the whole of Pakistan.

(V) LIABILITY

The liability of the members is limited.

(VI) INCOME, PROPERTY, SUBSCRIPTION & ASSETS

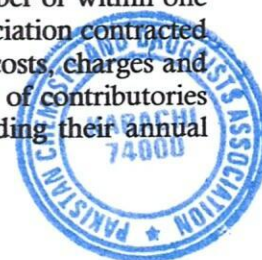
(a) The income and property of the Association whatsoever derived shall be applied solely towards the promotion of the objects of Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to persons who at any time have been members of the Association or to any of the them or to any person claiming through them.

PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration or allowances to any officer or employee of the Association or to any member thereof or other persons in return for any service actually rendered to the Association or the payment of interest on money borrowed from any person or persons or any member of the Association.

(b) Annual subscription shall be payable in advance every year. The subscription amount, every year, will be determined/ revised as deemed appropriate by the Executive Committee ratified by General Body and enforced/implemented with the approval of Regulator (TO).

(c) Every member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he/she 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/she ceases to be a member and of the costs, charges and expenses of winding up the same and for adjustment of the rights of contributories amongst themselves, such amount as may be required, not exceeding their annual subscription.

(VII) CHANGES IN MEMORANDUM & ARTICLES





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 shall have been previously submitted to and approved by the Regulator.

PROVIDED THAT amendments shall also be made when required by the Government in public interest.

(VIII) WINDING UP/ DISSOLUTION

If upon the winding or dissolution of the Association, any surplus assets or property, after the satisfaction of all the debts and liabilities, shall not be paid to, or divided amongst the members of the Association, but shall be given or transferred to some other Muslim Institution or Association having objects similar to the objects of the Association, established under Section 3 of the Trade Organizations Act 2013 and setup under Section 42 of the Companies Act, 2017 and with the approval required under the relevant provisions of the Income Tax Act, 2001 and under intimation to the Directorate General of Trade Organizations, Government of Pakistan and Securities and Exchange Commission of Pakistan.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association.



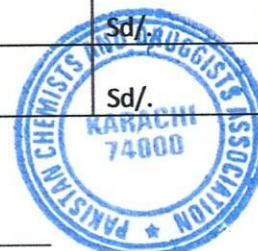


PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION(PCDA)

Company Name	Authorized Person	Signature
M/s. East Health Care, B-10, Zeenat Medicine Market, Denso Hall, Karachi.	Mr. Salahuddin	Sd/.
M/s. Organ Pharma, Off: 02, 2 nd Floor, 50-D Khayaban e Ittehad, Muslim Commercial, Phase-6, DHA, Karachi.	Mr. Saif ur Rehman	Sd/.
M/s. Health Supplement Inc. SA-38, Second Floor, Shahnaz Arcade, Block-3, Main Shaheed e Millat Road, Karachi.	Mr. Iqbal Yousuf Haq	Sd/.
M/s. Millenium Pharmaceutical Co. SF-13, 5 th Floor, Shahnaz Arcade, Block-3, Main Shaheed e Millat Road, Karachi.	Mr. Shahzad Saleem	Sd/.
M/s. Najam Brothers, AVQ Society, Block-10, Gulshan e Iqbal, Rashid Minhas Road, Karachi.	Mr. Shahabuddin	Sd/.
M/s. Trading Brand Limited (TBL), Gulshan e Iqbal, Rashid Minhas Road, Karachi.	Mr. Muhammad Zeeshan	Sd/.
M/s. Saad Sales Services, C-6, Block-8, Salman Terrace, shop No.2, Clifton, Karachi.	Ms. Shabana Billoo	Sd/.
M/s. Genome Pharmaceutical (Pvt.) Ltd. Plot-16/1, Phase IV, Industrial Estate Hattar, District Haripur.	Mr. Siraj Uddin	Sd/.
M/s. Asasa Distributor, E-Block, Gull Plaza, Charsadda Road, Peshawer.	Mr. Salman Ahmad	Sd/.
M/s. A.H Enterprises, Lancy Plaza, Saddar, Peshawer.	Mr. Najeeb Ullah	Sd/.
M/s. Adil Medicose, Abdul Market, Namak Mandi Peshawer.	Mr. Adil Hussain	Sd/.
M/s. Alliance Pharmaceuticals (Pvt.) Ltd. 112-A, Hayatabad, Industrial Area, Peshawer.	Mr. Abid Salam	Sd/.
M/s. Asia Trading Company 2 nd Floor, Qudrat Ellahi Market, Namak Mandi Peshawer,	Mr. Naved Salam	Sd/.
M/s. Ibad Enterprises, 21, Al- Hayat Medicine Market , Namak Mandi Peshawer.	Mr. Ibadur Rehman	Sd/.
M/s. Madni Enterprises, Naz Medicine Market, Namak Mandi, Peshawer.	Mr. Riyaz Hussain	Sd/.
M/s. S.M.Traders, Naz Medicine Market, Namak Mandi, Peshawer.	Mr. S. Meraj Uddin	Sd/.
M/s. Xpert Pharma Marketing, Room-13, Al Jalil Market, Namak Mandi, Peshawer.	Mr. Khalid Saeed.	Sd/.



Secretary General



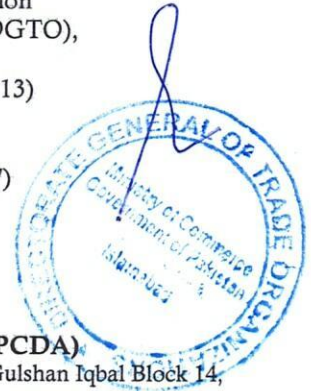
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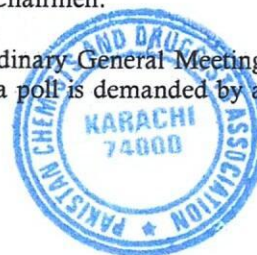
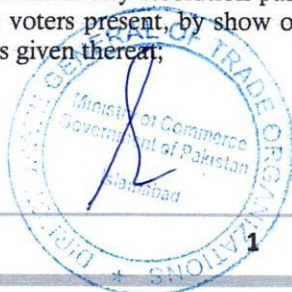
**ARTICLES OF ASSOCIATION OF THE
PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)**



PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

(1) DEFINITIONS

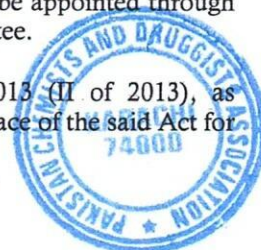
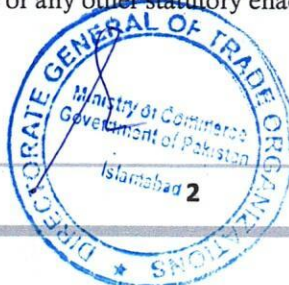
- (a) In these Articles, unless there is anything repugnant in the subject or context:
- (i) "Annual General Meeting" means annual meeting of General Body, wherein decision would be on the basis of sitting/present majority;
- (ii) "Association" or "The Association" means the "Pakistan Chemists and Druggists Association, hereinafter called PCDA.
- (iii) "Business Concern" shall mean – a proprietorship, partnership, an association of persons (AOP), a corporate entity or a multinational corporation engaged in trade, industry or services;
- (iv) "Bye-Laws" means the Bye-laws of the Association for the time being in force and enacted with the due approval of the Executive Committee and General Body keeping in view the PCDA's Memorandum and Articles of Association;
- (v) "Election Commission" shall mean the Election Commission appointed by the Executive Committee under Article 41;
- (vi) "Election Schedule" shall mean the schedule of election prepared and circulated by PCDA Head Office for the election of members of "General Body", as "Executive Committee" and "Office Bearers", under Article 39;
- (vii) "Elections" shall mean an act of electing members, biennially, from General Body for Executive Committee/Managing Committee" and "Office Bearers", under Article 38;
- (viii) "Extra Ordinary Resolution" shall have the meaning assigned to it by the Companies Act 2017;
- (ix) "General Body" means all Members of PCDA.
- (x) "General Meeting" means a "Meeting of the General Body" whether Ordinary or Extraordinary.
- (xi) "Human Resource Committee" means the committee constituted in terms of Rule 24 of the Trade Organizations Rules 2013.
- (xii) "Member" means a "MEMBER OF THE ASSOCIATION".
- a) "Associate Member" means a member of PCDA which is not a body corporate or a multinational or a Sales-Tax registered manufacturing concern or a Sales-Tax registered business concern having annual turn-over of not less than 50 million Rupees;
- b) "Corporate Member" means a member of PCDA which is either a body corporate or a multinational corporation with its Head Office or Branch Office in Pakistan or a Sales-Tax registered manufacturing concern or a Sales-Tax-registered business concern having annual turn-over of not less than 50 million Rupees;
- (xiii) "Northern Zone" means the provinces of Punjab and Khyber Pakhtunkhwa and Federal Area.
- (xiv) "Office Bearers" means Chairman, Senior Vice-Chairman and Vice-Chairmen.
- (xv) "Ordinary Resolution" shall mean any resolution passed at any Ordinary General Meeting by a simple majority of the voters present, by show of hands, or if a poll is demanded by a simple majority of the voters given thereat;





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

- (xvi) "Plan of Activities" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization provided in rule 23 of the Trade Organizations Rules 2013;
- (xvii) "Provisional Membership" means that the Member shall not have any right to vote or to contest any elections and attend or call any meeting of the Association. They will not have any right to ask for explanation or clarification regarding the affairs of the Association and they shall not interfere into the day-to-day affairs of the Association. However, such members shall be eligible to avail all the services offered by the Association upon grant of Provisional Membership.
- (xviii) "Register" means the Register of Members of the Association required to be kept in pursuance of the section 119 of the Companies Act 2017 and Rule 22(c) of Trade Organizations Rules 2013, Annexure-I of Schedule-B;
- (xix) "Regulation" means a Regulation under these Articles;
- (xx) "Regulator (TO)" means Regulator of the Trade Organizations appointed under the Trade Organization Act, 2013;
- (xxi) "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of the Companies Act 2017;
- (xxii) "Seal" means the common seal of the Association for the time being in use;
- (xxiii) "Southern Zone" means the provinces of Sindh and Baluchistan.
- (xxiv) "Special Resolution" shall have the meaning assigned to it by the Companies Act 2017;
- (xxv) "Term" shall mean fixed period i.e. (October 1st to September 30th) of the Election Tenure for which an Office Bearer or Executive Committee" members are elected;
- (xxvi) "The Articles" means these Articles of Association of PCDA.
- (xxvii) "The Chairman" means the Chairman of the Association.
- (xxviii) "The Commission" shall mean the Securities and Exchange Commission of Pakistan;
- (xxix) "The Committee" means the Executive Committee of the Association elected under these Articles.
- (xxx) "The Companies Act" means the Companies Act, 2017 (XIX of 2017); or any other statutory enactment in place of the said Act for the time being in force.
- (xxxi) "The Memorandum" means these Memorandum of Association of PCDA.
- (xxxii) "The Rules" means Trade Organizations Rules, 2013, as revised from time to time, for the time being in force.
- (xxxiii) "The 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 its day-to-day operations and in his capacity as such, shall be the custodian of all records pertaining to the Association, possessing appropriate qualifications, to be appointed through a Human Resource Committee, to be constituted by Executive Committee.
- (xxxiv) "Trade Organization Act" means the Trade Organizations Act, 2013 (II of 2013), as amended from time to time; and/or any other statutory enactment in place of the said Act for the time being in force.





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

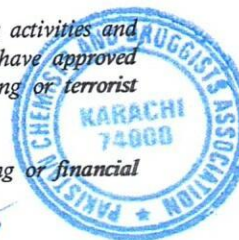
- (xxxv) "Women Entrepreneur" shall have meaning assigned to it by rules of the Trade Organisation Rules, 2013;
- (xxxvi) "Year" means a year reckoned:
- a) For the purpose of accounting from 1st July to 30th June.
 - b) For the purpose of term of office from 1st October to 30th September.
 - c) For the purpose of membership from 1st April to 31st March.
- (xxxvii) "Zonal Office(s)" and "Regional Office(s)" mean Zonal Office(s) and Regional Office(s) established as per clause II(2) and II(3) of the Memorandum of Association.
- (b) All other expressions defined in the Trade Organizations Act, 2013, being in force, as amended from time to time.
- (c) When any provision of the Trade Organizations Act, 2013 is referred to, the reference shall be to such provision as modified by any statutory enactment for the time being in force.
- (d) For purpose of registration, the minimum number of membership threshold of the Association is to be declared 150; provided, however, that the Executive Committee when it deems fit, may register an increased number of members.
- (e) The Association is established for the purposes expressed in the Memorandum and Articles of the Association.

(2) MEMBERSHIP OF THE ASSOCIATION

- (1) Any business concern shall be eligible for grant or renewal 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, engaged in business of chemists and/or druggists in Pakistan, shall be eligible to become a Member of the Association.
 - b) the prospective member has no criminal conviction; and
 - c) the prospective member has a valid national tax number and sales-tax registration, if applicable.
 - d) the application for grant of membership has been proposed by one and seconded by another existing Member of good standing;
- (2) The application for seeking membership of the Association shall be required to be seconded by an existing member whereupon the Executive Committee shall decide the matter of his admission as member or otherwise within ninety days of making of such application. No minor or lunatic shall be admitted as a member of the Association.
- (3) Every person/ Applicant, upon applying for admission to membership, shall submit to the Association an undertaking / covenant on the stamp paper of appropriate value that:

Covenant

- a) I/We have not been associated with any money laundering or terrorist financing activities and neither have approved receipt of nor received such monies and likewise neither have approved disbursement of nor disbursed such monies in any manner for money laundering or terrorist financing purposes; and
- b) I/We have not been associated with any illegal banking business, deposit taking or financial dealings or any other illegal activities.





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

c) I, as Authorized Representative do hereby solemnly undertake and state on oath that I/We are engaged in legal business and I/We shall abide by Memorandum & Article of Association of PCDA, all the Policies, Rules & Regulations, Charter, Code of Conduct / Ethics of PCDA, all laws of Pakistan, thereof.

- (4) The Executive Committee/ Membership Scrutiny Committee shall subject to the Articles, **accept** or reject any application for admission to membership.
- (5) The Regulator, if satisfied that a prospective member meets the eligibility criteria under **sub-rule** (1) above, may direct the Association for the purposes of enrolling any such person as **member** upon the application of such prospective member having filed a complaint with the Regulator on the grounds of delay or refusal in obtaining membership in the Association.
- (6) Membership may be cancelled or such membership be disqualified, in addition to the grounds provided under the Memorandum and Articles of Association, if the member breaches any provision of the Trade Organizations Act, 2013 & Trade Organizations Rules 2013.
- (7) The membership of the Association shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership.
- (8) The membership shall be renewable on annual basis subject to fulfilment of following conditions, namely: -
 - a) payment of prescribed subscription within the time stipulated in the memorandum, which shall not be later than 31st of March; and
 - b) proof of filing return of income tax and sales tax, if applicable, for the preceding year.
- (9) The Regulator, if satisfied that the renewal of 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.

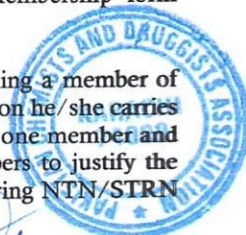
(3) CLASSIFICATION OF THE MEMBERSHIP

There shall be two classes of memberships in the Association.

- a) "ASSOCIATE MEMBER" - a member of PCDA which is not a body corporate or a multinational or a Sales-Tax registered manufacturing concern or a Sales-Tax registered business concern having annual turn-over of not less than fifty million Rupees;
- b) "CORPORATE MEMBER" - a member of PCDA which is either a body corporate or a multinational corporation with its Head Office or Branch Office in Pakistan or a Sales-Tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees;

(4) QUALIFICATION FOR MEMBERSHIP

- (i) 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, engaged in business of Chemists and/or Druggists in Pakistan, shall be eligible to become a Member of the Association.
- (ii) Every application for membership shall be made in triplicate on the Membership form prescribed by the Association.
- (iii) Every business individual, Firm or Joint Stock Company desirous of becoming a member of the Association shall submit to the Central or Zonal Office in whose jurisdiction he/she carries on business, the prescribed Membership Application Form duly proposed by one member and seconded by another, and shall also submit on demand any document/papers to justify the request which may include certificate from the Income Tax Department bearing NTN/STRN





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Numbers, Name and complete address of the applicants, business profile, **proof of nationality of the Proprietor / Partners / Directors / authorized Representatives, rent receipt or proof of ownership of the business, justification supporting his/her engagement in the chemists and/or druggists business, application on PCDA Membership form with specimen signature card, copies of paid utility bill in the name of applicant company/person/aop etc. Bankers certificate, Partnership deed in case of partnership and Memorandum & Articles of Association in case of corporation etc.**

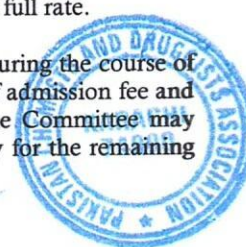
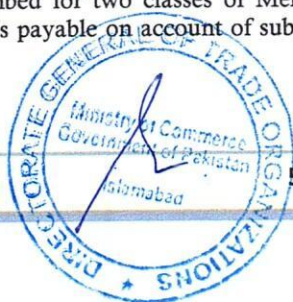
- (iv) The application so received shall be placed before the next meeting of the **Executive Committee** which may accept or reject the same within 30 days of filing the application **failing** which he shall be deemed to be become a member of the Association.
- (v) In case of rejection of membership application and the fees paid by the applicant **shall be refunded**. The applicant may reapply for membership removing the cause of rejection for reconsiderations.
- (vi) The membership of the Association shall be for a period of one-year renewable every year on furnishing proof of filing of a return of income or statement for the latest preceding assessment year by the member, not later than 31st March, whether business individual, firm or company.
- (vii) The members of the Association who are exempt from payment of income tax or if their income falls below the taxable limit will be allowed to produce exemption certificate or copy of tax coupons etc., in lieu of filing of return of income or statement.

(5) REPRESENTATION OF MEMBER

Not more than one representative of a member shall be entitled to take part in and vote at the meetings of the Association. Such representative shall be the Proprietor, Partner or Director of the member firm or a company/concern or a person not below the rank of General Manager **authorized** by the Board of Directors of a public limited or a multi-national company and shall be entitled to cast his/her vote at the time of election but only if his or her name has already been registered with the Secretary General and his name appears on the list of voters.

(6) ADMISSION FEE AND ANNUAL SUBSCRIPTION & RENEWAL

- (I) Every member will be required to pay admission fee and subscription/ renewal fee at the **rate** determined by the Executive Committee from time to time, notifying with endorsement of General Body and approval by the Regulator (TO).
- (II) Any firm being a member of the Association shall have on changing the firm's name or on change of constitution of the firm to put in a fresh application for membership; however, **no** admission fee shall be charged; provided the applicant has accepted the assets and liabilities of the original firm.
- (III) That the Association reserves to itself the right to vary the Admission Fee, Subscription & Renewal Fee chargeable from each class which shall be fixed by the Executive Committee, endorsed by the General Body and subject to the approval of Regulator. The Executive Committee may also decide and approve any services charges in respect to any services to the members and non-members.
- (IV) If a member is admitted during the course of the year, he shall pay the full amount of the subscription of the accounting year of the Association including the month in which the member is admitted. Such a member nevertheless pays the admission fee at full rate.
- (V) If an associate member is approved for admission as Corporate Member during the course of the year, he shall pay to the Association the difference between the rates of admission fee and subscription fee prescribed for two classes of Members provided that the Committee may reduce the amount thus payable on account of subscription proportionally for the remaining months of the year.





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(VI) If a Corporate Member wants to become Associate Member during the course of the year, no refund shall be made to him on account of admission fee and subscription fee for the year.

(VII) For the time being the Fee Structure in force is given as below:

	Class of Member	Admission Fee	Annual Subscription
(i)	Corporate Class	Rs. 25,000/--	Rs. 25,000/--
(ii)	Associate Class	Rs. 10,000/--	Rs. 10,000/--

(7) MEMBERSHIP REGISTER, CERTIFICATE, PCDA MEMBER IDENTITY CARD

- 1) A manual as well as computerized and online register of members, in the form specified in Annex-I of Schedule-B of the Trade Organization Rules 2013, shall be maintained at the Central/ Head Office of Association in which business name, name of the authorized representative, addresses and other relevant information about all Members shall be entered class wise and all changes shall be recorded in this regard whenever it takes place.
- 2) The Executive Committee may decide necessary particulars for entry in the Register, from time to time. All changes in the address or particulars of the members will be intimated by the members in writing to the Secretary General and also to the Secretary (North Zone/ South Zone) concerned.
- 3) Every Member shall have the right to have the name of authorized representative changed, whenever so desired, but no such change shall be affected after 03 days of the announcement of the Election Schedule. This restriction shall not to apply to members who are not eligible to vote.
- 4) Every Member has the right to inspect the Register and shall be entitled to obtain a certificate of membership under the seal of the Association and member's identity card.

(8) MEMBERS' PRIVILEGES

- 1) Every member shall conform to and be bound by the Memorandum and Articles of Association for the time being in force, as well as the Bye-Laws that may be framed from time to time in pursuance of the powers given under these Articles.
- 2) The rights and privileges of members are not transferable. Every member of the Association, subject to clearance of all outstanding dues, if any, shall be entitled:
 - i. To vote at all General Meetings of the Association and on all matters coming before the General Body of Members; provided a member has over 02-years membership standing in the Association;
 - ii. To be elected as an Office-Bearer or as a representative of the Association on any public or other body whereon the Association be entitled to be represented or be a member of any Committee or Sub-Committee of the Association;
 - iii. To take part in the elections, in compliance with these Articles, and cast his/her vote to elect Executive Committee Members;
 - iv. To take advantage of the information and record available with the Association under such limitation/restrictions as the Executive Committee may prescribe;
 - v. To obtain a copy of the Annual Report of the Association;

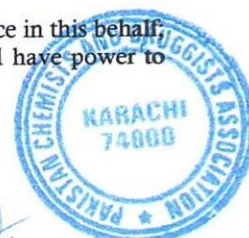
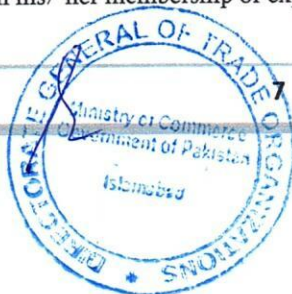


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- vi. To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive Committee from time to time;
- vii. To cause an Ordinary or Extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles;
- viii. To participate in the General Meeting(s) of the Association;
- ix. To stand or propose or second members for election to the Executive Committee of the Association in his own class or category of membership;
- x. To stand for election as a representative of the Association, subject to the approval of Association, on any non-political, non-religious, non-governmental, public or private body;
- xi. To seek assistance of the Association for securing all reasonable facilities for the development of his trade/ industry;
- xii. To inspect or examine books, documents, registers or records of the Association subject to any rules, conditions or limitation 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 a General Meeting;
- xiii. To be entitled to such other privileges as may be specified by the Executive Committee from time to time;
- xiv. To avail at special discounted/reduced rates for publication of Advertisement on PCDA's website, magazines, directories or newsletters, etc.;
- xv. To avail complimentary services or on special rates being offered by the Association for the chemists and druggists businesses; participation in PCDA's flagship events & exhibitions.
- xvi. To avail all other privileges which may be conferred on the members by the Association from time to time.

(9) TERMINATION OF MEMBERSHIP

- I. In the case of a business individual, his/her death shall terminate his/her membership; but in the case of a firm company or other corporation, death of any partner or member therein shall not terminate membership which shall be deemed to continue so long as other members of the firm, company or corporation continue doing business in the same name.
- II. A member shall cease to be a member of the Association:
 - a) In case of a business individual, if he/she is an undischarged insolvent, or if he/she is adjudged by a competent Court to be of unsound mind; or if he/she is convicted of an offence involving moral turpitude;
 - b) In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude;
 - c) In the case of a company or corporation, when it is wound up;
 - d) If he/she fails to discharge his/her subscription or other dues despite notice in this behalf, provided that the Executive Committee, if it deems fit and proper, shall have power to extend time for payment;
 - e) If he/she ceases to operate the business of chemists and/or druggists;
 - f) Member resigns from his/ her membership or expelled from membership;





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- g) On the expiry of a notice of one month given by him/her in writing to the **Secretary General**, declaring his/her intention to withdraw from the Association;
 - h) Violation of articles, rules, regulations, code of conduct/ethics or bye-laws of the Association and that of Trade Organization Act and Rules 2013 and other statutory laws;
 - i) He/she is declared by a Court of competent jurisdiction to have committed a **fraud**, or to be bankrupt, or to be insane or otherwise incompetent; or
 - j) He/she shall become ineligible under section 153 of the Companies Act 2017.
 - k) He/she is held by the Executive Committee of the Association to have been guilty of any act discreditable to a member of the Association or Secretariat's staff; or
 - l) He/she is acting or is threatening to act in a **manner** prejudicial to the objects, interest or functioning of the Association or any other **institute**, body corporate, society, association or institution in which the Association has an **interest**.
- III. Any member who shall by any means cease to be a **member** shall remain liable for and shall pay to the Association, all dues which at the time of such member ceasing to be a member may be due from his/her to the Association.
- IV. A Member whose name has been removed from the **Register**/ or his/her membership has been ended due to failure of payment of membership renewal fee by 31st March may be eligible for re-enrolment on payment of full admission and annual subscription afresh and completing eligibility requirements.

(10) APPEAL TO GENERAL BODY

- I. A Member shall not be removed/disqualified/expelled/~~terminated~~ or membership shall not be cancelled by the Executive Committee unless the **Member** has been given an opportunity to explain his/her position in writing and/or in person. **The Member** so removed/ cancelled shall have the right to appeal, within one month from the **date** of expulsion to the General Body of the Association.
- II. The Association in General Meeting may, on an appeal of the aggrieved member and after giving an opportunity of hearing, annul or modify the **decision** of the Executive Committee with regard to expulsion of the member by resolution supported by two-thirds majority. The person expelled shall be reinstated as a member from the **date of the** resolution of the General Meeting annulling the decision of the Executive Committee.
- III. In case an appeal is made by the Member to the General Body, the Executive Committee shall convene a meeting of the General Body within 30 days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final;

Provided further that the aggrieved person shall have the right to appeal to the Regulator, whose decision shall be binding.

(11) DUTIES AND OBLIGATIONS OF MEMBERS

Every member shall have the following duties and obligations: -

- i. To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association;
- ii. To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time;





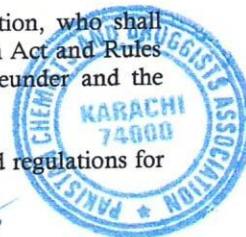
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- iii. To abide-by and ensure compliance of the Trade Organizations Act and Rules 2013 and all other laws of the Land;
- iv. To ensure compliance to the charters, policies, rules, procedures and regulations of the Association, Code of Conduct/ Ethics promulgated by the Executive Committee to streamline the affairs of the Association jointly signed by authorized Office Bearers;
- v. To report to the Association, if witnessed, any unfair, illegal and unlawful activities of any other member or members;
- vi. To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner;
- vii. To pay the membership fee of the Association regularly;
- viii. To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Organizations Act or any rules, regulations, instructions or directions issued there under;
- ix. To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association as an all-Pakistan-based Association;
- x. To take part in the deliberations of the meetings of the Association which he/she is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time;
- xi. To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned;
- xii. The proceedings of the Association will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rules requiring proceedings of the Association to be treated as confidential, the Association may in writing call upon such member to resign from the Association.

(12) ADMINISTRATION AND MANAGEMENT

The administration and management of the affairs of the Association, in terms of Rule 24 of the Trade Organizations Rules 2013 shall be vested in:

- (i) The Executive Committee and the Office Bearers;
- (ii) The Executive Committee, may at any time nominate/ designate, Advisor/ Coordinator / Honorary Secretary in the Association for the smooth running and administration of the Association;
- (iii) The Association, under Rule 24 of the Trade Organizations Rules 2013, shall appoint a Secretary General through a Human Resources Committee formed under and consisting of three members of the Executive Committee with subsequent endorsement of Executive Committee.
- (iv) The Secretary General shall be In-charge of the Secretariat of the Association, who shall exercise his powers and perform his functions, under the Trade Organization Act and Rules 2013, the Companies Act 2017 and the Rules and Regulations made thereunder and the Memorandum and Articles of Association of PCDA.
- (v) The Secretary General shall assist the H.R. Committee to frame the rules and regulations for hiring and service rules for Secretary General and other staff;





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- (vi) The signatures of the secretary general shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.
- (vii) The termination of services of the Secretary General, under Rule 24 of Trade Organizations Rules 2013, shall be through a resolution of the Executive Committee.
- (viii) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resources Committee.
- (ix) Any other staff or professional management shall be appointed through a process to be defined in the Association's Human Resource Policy.

(13) ORGANISATIONAL STRUCTURE OF THE ASSOCIATION

- 1) The Association, in accordance with the Rule 21 of the Trade Organizations Rules 2013, shall comprise of Chairman, Senior Vice Chairman, Vice Chairman, Executive Committee, and a General Body.
- 2) Tenure of all the elected Office Bearers and Executive Committee members shall be two years.
- 3) On completion of term, the Office-Bearers and members of the Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Association for the next two years (next term).
- 4) The Chairman and Senior-Vice Chairman shall not be from the same province as per Rule 21(2) of the Trade Organizations Rules, 2013.
- 5) All the Members of the Association, both from the north and south zones, shall constitute its General Body.
- 6) The General Body, in addition to the functions and responsibilities assigned to it in the Memorandum and Articles of Association of the Association, shall, under sub-section (5) and sub-section (7) of section 10 of the Trade Organizations Act 2013, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the Executive Committee.
- 7) The electoral college of the Chairman, Senior Vice Chairman and Vice Chairman shall be the elected members of the Executive Committee.

(14) EXECUTIVE COMMITTEE (FORMATION & ELECTION)

- (i) The Executive Committee, in terms of sub-rules 5 and 6 of the Rule 21 of Trade Organizations Rules 2013, shall be composed of the following 21 members: -

Chairman	01 (included in 18 Members)
Senior Vice Chairman	01 (included in 18 Members)
Vice Chairman	01 (included in 18 Members)
Remaining Elected Executive Committee Members	15
01 Women Entrepreneur Elected from each Zone	02
Immediate Past Chairman as Ex-Officio Member without voting right	01
Total Executive Committee Strength	21

- (ii) At least 50% members of the Executive Committee shall be from the Corporate Members.

- (iii) Executive Committee will decide the number of seats of the Executive Committee from Associate Class members while approving election schedule, keeping in view their strength in membership, in terms of Articles 14 & 15 of these Articles, with prior approval of the General Body and the Regulator.



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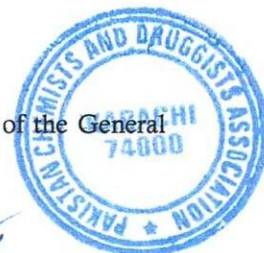
- (iv) If the General Body of the Association comprises at least fifty per cent members from associate class, there shall be rotation of office of the Chairman between the Associate and Corporate members:
- (v) Where there is rotation of office of chairman under Article 14(iv), the Chairman and the Senior Vice-Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11 of the Trade Organization Rules 2013.
- (vi) The elected members of the Executive Committee and the two (02) women entrepreneurs shall then elect from amongst themselves, the Office Bearers of the Association.
- (vii) The Chairman and Senior Vice Chairman shall not be from the same province as per Rules 21(2) of the Trade Organization Rules 2013.
- (viii) In addition to the seats under Article 14, the immediate past Chairman shall be an *Ex-officio* member of the Executive Committee without voting right.
- (ix) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other category:
- Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.
- (x) The office term of the Chairman, Senior Vice-Chairman and Vice-Chairman of the Association shall deem to have automatically expired and they shall be deemed to have been retired from their respective offices on completion of their Two-Years Term of office.
- (xi) One women entrepreneur shall be elected by each zone in the election year for a period of two years by the Executive Committee.
- (xii) If it is considered necessary or desirable at any time to appoint Advisory Councils, Standing Committees or Sub-Committees for any specified purposes or for safeguarding the interests of various sections of business of the Association, the Executive Committee shall be competent to appoint such Advisory Councils or Committees within their respective fields with such powers and duties as may be defined and ratified by the Executive Committee from time to time. The Executive Committees may appoint Chairman and Members of any of the Advisory Councils and Standing Committees.
- (xiii) The Chairman, or in his absence the Senior Vice-Chairman, or in the absence of both of them, Vice Chairman or even in the absence of Vice Chairman, any member of the Executive Committee elected for the time being by a majority of votes, shall preside at the meetings of the Committee.
- (xiv) The Annual General meeting and election of the Association will be held in accordance with provisions of the Rule 18 of Trade Organizations Rules-2013.

(15) POWERS AND DUTIES OF THE CHAIRMAN

The Chairman of the Association vest in him, as vested in CEO in terms of the Companies Act 2017, and such powers and functions as Executive Committee deem fit in relation to the management and administration of the affairs of the Association subject to their general supervision and control and in accordance with the Trade Organizations Act & Rules 2013.

a) The Chairman shall have the following powers and duties:

- (i) To preside at the meetings of the Executive Committee and/or meetings of the General Body.
- (ii) To control and maintain decorum and discipline at the meetings.





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- (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.
 - (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 Meeting/Special Meetings of the Committee or General Body.
 - (vii) To countersign cheques issued by the Secretary General/ Secretary.
 - (viii) To incur expenditure to the extent of Rs.100,000/- (Rupees One Hundred Thousand only) in case of emergency.
 - (ix) To adjourn or disperse an unruly and undisciplined meeting.
 - (x) To lead the delegations and the deputations in Pakistan and abroad or to nominate/ appoint any other Office Bearers or Executive Committee Member or any former Chairman, to represent him/her or the Association;
- b) To represent the Association in any court, departmental authority, sign and file any document and to appoint or remove any advocate, attorney or initiating defending any proceedings.
- c) AND GENERALLY, he shall have such powers and duties as may be incidental to the Office of the Chairman.

(16) POWERS AND DUTIES OF THE SENIOR VICE CHAIRMAN

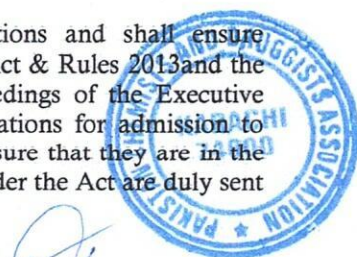
In the absence of the Chairman, the Senior Vice Chairman, shall perform all the functions as the Acting Chairman. He will also perform other tasks as assigned by the Executive Committee.

(17) POWERS AND DUTIES OF THE VICE CHAIRMAN

In the absence of the Chairman and Senior Vice Chairman, the Vice Chairman shall perform all the functions as the Acting Chairman. He will also perform other tasks as assigned by the Executive Committee.

(18) POWERS AND DUTIES OF THE SECRETARY GENERAL/ SECRETARIES

- 1) The Secretary General shall be the Incharge of the Secretariat and Head Office of the Association and responsible for its day to day operations and in his capacity as such shall be of the custodian of all record of the Association who shall exercise his powers and perform his functions under the Trade Organizations Act & Rules 2013, also as Company Secretary in terms of the Companies Act 2017 and the Memorandum & Articles of Association of PCDA.
- 2) The Association, in accordance with the Rule 24 of the Trade Organizations Rules 2013, shall appoint a Secretary General through its Human Resource Committee formed by the Executive Committee and shall consist of three members of the Executive Committee. The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- 3) The Secretary General shall be responsible for all secretarial functions and shall ensure compliance with respect to requirements of the Trade Organizations Act & Rules 2013 and the Companies Act 2017 concerning the meetings and record of proceedings of the Executive Committee, and the general meeting of members, review the applications for admission to membership and the recommendations accompanying the same to ensure that they are in the form prescribed, ensure that all notices required by these Articles or under the Act are duly sent



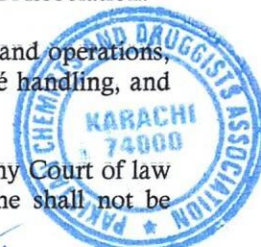
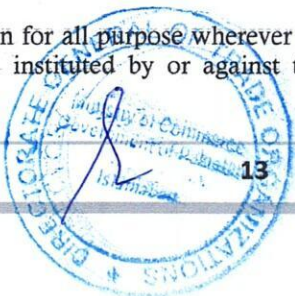


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and that all returns required under the Companies Act 2017 are duly filed with concerned Association Registration/Central Office.

4) The Secretary General/ Secretaries shall generally, perform the following functions and duties.

- a) To extend the Secretarial support from Central/Head Office, through his Zonal Office/ Regional Office, to the Chairman, Office Bearers, Executive Committee and General Body members;
- b) To issue notices, circulars, memos, agenda for the meetings of the Committee(s), Advisory Councils and the General Body.
- c) To carry out the decisions and implement the resolutions of the General Body and the Executive Committee as the case may be.
- d) To keep the office record properly and carry on correspondence on behalf of the Association.
- e) To record or cause to be recorded the minutes of the meetings of the General Body and Executive Committee as the case may be.
- f) To prepare annual reports and accounts of the Central Office or of the Zonal Offices / Regional Offices as the case may be.
- g) To compile charters, policies, procedures, rules, regulations, code of conduct/ethics, SOPs, memoranda, proposals for the Executive Committee or Standing/ Sub-Committee and implement/ enforce after ratification, and submit to all concerned;
- h) To prepare annual reports/ reviews, oversight of the accounts of Association, and budget for coming year;
- i) To sign all documents, bills and letters either singly or jointly with any other office-bearer as may be decided by the Executive Committee. However, financial instruments including cheques will be signed with mandatory signature of Secretary General jointly with any other Office-Bearer(s) as may be decided by the Executive Committee.
- j) To incur urgent and necessary expenses to the extent of Rs.50,000/- (Rupees fifty thousand only)
- k) To place and present the report of any Standing/ Sub-Committee before the Executive Committee.
- l) To keep contact with and co-ordination amongst the Zonal Offices& Central Office.
- m) To keep proper accounts of the income and expenditure of the Association at the Central Office or Zonal Offices/Regional Offices.
- n) To collect all dues of the Association and grant receipts.
- o) The Secretary General shall handle affairs and meet the reporting requirements of the Securities and Exchange Commission of Pakistan (SECP), and the Directorate General of Trade Organizations, Ministry of Commerce, Government of Pakistan.
- p) The Secretary General will also act as the Returning Officer in the elections of Association.
- q) Policy advocacy, public relations, governmental relations, general activities and operations, effective administration and management, disciplinary control, communiqué handling, and perform and relevant affairs.
- r) To represent the Association for all purpose wherever action arises before any Court of law in any suit or proceedings instituted by or against the Association, but he shall not be





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competent to compromise any suit or proceedings without the sanction of the Executive Committee.

- s) The Secretary General may delegate all or any of his functions to any competent & qualified management staff/ Secretary (South or North zone) of the Association's Secretariat, provided that the Secretary General shall remain responsible to the Executive Committee for acts done on his behalf by such management staff.
- t) To publish PCDA's reports, magazines, trade bulletins, newspapers, articles, write-ups, research papers, study reports, attend/ participate in the local and foreign conferences, exhibitions, events, etc., on behalf of the Chairman, Office Bearers, Executive Committee Members and General Body Members;
- u) To maintain administrative and disciplinary control over the Head Office and staff of the Association in accordance with Trade Organization Act and Rules 2013, the Companies Act 2017, Memorandum and Articles of Association, rules and regulations, charters, policies, and bye-laws framed in this behalf by the Executive Committee.
- v) To hold charge of all papers and documents, furniture and all other properties, movable and immovable belonging to the PCDA, in the name of Association and maintain register/record, accordingly;
- w) AND GENERALLY, exercise such powers and duties as may be incidental to the office of the Secretary General as prescribed in the Trade Organization Act and Rules 2013, the Companies Act 2017, Memorandum and Articles of Association, rules and regulations, charters, policies and bye-laws.

(19) POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee, under the provisions of the Memorandum of Association, mainly under section I and section II(I) of the Memorandum of Association, shall conduct and manage all the business affairs of the Association, exercise all the powers, authorities and discretion of the Association, obtain or oppose the application by others for all concessions, grants, charters and legislative acts and authorization from any government or authority, enter into such contracts and do all such other things as may be necessary for carrying on the business of the Association, except only such of them as under the statutes and Articles are expressly directed to be exercised by general meetings and (without in any way prejudicing or limiting the extent of such general powers) shall have the following special powers and duties:

- 1) To carry out all the aims and objects of the Association.
- 2) To govern and administer the Association and its affairs in the light of Trade Organization Act and Rules 2013, the Companies Act 2017, Memorandum and Articles of Association, charters, policies, rules, procedures, regulations, Bye-laws from time to time.
- 3) To look after and manage all the property, movable and immovable, held by the Association at the Central Office or any of the Zonal Offices/ Regional Offices.
- 4) To approve and to keep regular/genuine/ proper records of the activities of the Association.
- 5) To appoint/nominate/designate the members of the Advisors, Coordinators to the Chairman, Office Bearers and the Association, Conveners and Members of the Advisory Councils, Standing and Sub-Committees;
- 6) To appoint and terminate the Secretary General as per prescribed procedures in the Trade Organizations Rules 2013;
- 7) To approve opening of Bank Accounts for Head Office and Zones and appoint signatories;



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- 8) To oversight and approve all activities and affairs of the Zonal & Regional Offices functional under the Central Office of the Association;
- 9) To compile, approve and enforce the Human Resource Policy and Services Rules, and to appoint, suspend or dismiss or delegate to any paid employee of the Association and to determine the terms and conditions of employment of the employees;
- 10) To defray expenses, subject to availability of funds of delegates selected and deputed by the Association to represent it at any conference in Pakistan or abroad;
- 11) To co-operate with other person or persons or Association in the interest of the Association.
- 12) To recommend to the General Body to close enrolment or to change conditions for new enrolment of members.
- 13) To convene meetings of the General Body and to place reactions relating to the common problems of the industry concerned.
- 14) To convene conferences on all Pakistan basis to consider common problems confronting the industry and to invite delegates to these conferences.
- 15) To issue instructions and directions, delegate powers and render advice to the Zonal Offices.
- 16) To interpret these Memorandum & Articles of Association of PCDA.
- 17) To present to the general meeting of the association, any matters which the Executive Committee feels are material to the Association, its objects or interests or affecting the interests of members and make suitable recommendations regarding such matters.
- 18) To regulate, through the memorandum and articles of Association, the admission of members.
- 19) To appoint, remove or suspend the legal advisors, bankers, or other officers on such terms and conditions as they shall think fit and as may be agreed upon.
- 20) To determine the remuneration, terms and conditions and powers of such appointees and from time to time, revoke such appointments and name another person of similar status to such office except for the auditor in which case the relevant provisions of the Act shall be followed.
- 21) To delegate, from time to time, to any such appointee all or any of the powers and authority of the Executive Committee and to reconstitute, restrict or vary such delegations.
- 22) To appoint any qualified person as a first auditor(s)/ Auditor subject to provisions of the Trade Organizations Act 2013 & the Companies Act 2017;
- 23) To agree upon and pay any expenses in connection with the Association's objects and undertakings and pay all the expenses incidental to the formation and regulation of the Association.
- 24) To constitute from time-to-time Advisory Councils, Standing Committees, Sub-Committees from among themselves, appoint their Chairmen/Convenors, or co-opt other persons for the purpose and delegate to them such functions and powers as the Executive Committee may deem fit to carry out the objects of the Association.
- 25) To convene meetings of the General Body and to place reactions relating to the common problems of the industry concerned;
- 26) To issue instructions and directions, delegate powers and render advice to the Executive Committee Members, Advisors, Coordinators, Convenors, from time to time;



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- 27) To commence, institute, prosecute and defend all such actions and/or suits on behalf of the Association as may be deemed necessary or expedient, and to compromise or submit to arbitration any action, suit or dispute or differences;
- 28) To communicate, discuss, negotiate, deal with federal/ provincial government, regulatory authority, local/ international agencies/ organizations, private individuals and any other stakeholder of the industry in any matter concerning on affecting the members interest and commercial activities aimed at achieving the objectives and benefits of the Association;
- 29) AND GENERALLY, to decide all questions of policy affecting the Association, and exercise all powers and authority for smooth functioning in accordance with the provision of the Memorandum and Articles of Association, the Companies Act 2017 and Trade Organization Act and Rules 2013.

(20) VACANCY / CEASURE OF EXECUTIVE COMMITTEE MEMBERSHIP

If any member of the Executive Committee does not attend five consecutive meetings or all meetings of the Committee for a continued period of three months, whichever is longer, without leave of absence, the Committee shall have power to declare his seat vacant and he shall thereupon cease to be a member of the Committee.

(21) FILLING OF VACANCY

- 1) If for any reason, any member of the Executive Committee resigns or the seat falls vacant for any other reason during the operational year of the term, the Executive Committee meeting must be convened to formally acknowledge the vacancy and after notifying the Regulator, the Secretary General shall review the certified results of the preceding elections and after identifying, shall formally invite and offer the candidate from the same class as the outgoing member belonged who has secured the highest number of votes among the unsuccessful candidates to fill the vacant seat in order to reconstitute the Executive Committee to ensure full spectrum of representation and strength of the Executive Committee. The co-opted member of the Executive Committee shall complete the remainder of the original term.
- 2) If for any reason, any Office Bearer resigns from the office but retains the seat as a member of Executive Committee during the operational year of the term, the Secretary General must convene an emergent Executive Committee meeting to conduct election of Office Bearer as per sub-rule (11) of rule 21 of the Rules, as to receive nominations from amongst the members of the Executive Committee in its full constitutional strength from the same class as the outgoing Office Bearer has resigned. The elected Office Bearers shall hold the office during the tenure to complete the remainder of the original term.
- 3) If for any reason, any Office Bearer resigns from the office as well as from the Executive Committee or the seat falls vacant for any other reason during the operational year of the term, the vacant seat of the Executive Committee shall be filled as per sub-clause (1) above and after reconstitution of the full strength of Executive Committee, the Office Bearer shall be elected as per sub-clause (2) above. If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other category.
- 4) Provided that, any seats remaining vacant in any category shall not be counted towards determination of quorum.
- 5) The vacant seat of the Executive Committee shall be filled within a period of sixty (60) days after it falls vacant. Provided that, any such vacancy shall be not filled when election schedule of the Association is announced by the Executive Committee.

(22) PROCEEDINGS OF THE EXECUTIVE COMMITTEE





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- I. The Executive Committee shall meet at least once in each quarter of every year, subject thereto meetings of the Executive Committee shall be held at such time as the Members shall think fit. All meetings of the Executive Committee shall be held at the registered office of the Association or at such other place as the Executive Committee shall from time to time determine. The meetings of the Executive Committee shall be called by the Chairman on his own accord or at the request of any three members of the Executive Committee by giving at least seven days' notice to the members of the Executive Committee.
- II. At least one-third ($1/3^{\text{rd}}$) of the total number of Executive Committee Members or nine (9) Executive Committee Members, whichever is higher, for the time being of the Association, present personally or through video-link, shall constitute a quorum.
- III. Save as otherwise expressly provided in the Companies Act 2017, every question at meetings of the Executive Committee shall be determined by a majority of votes of the Members present in person or through video-link, each Member having one vote. In case of an equality of votes or tie, the Chairman shall have a casting vote in addition to his original vote as a Member.
- IV. The Member shall cause records to be kept and minutes to be made in book or books with regard to—
- all resolutions and proceedings of general meeting(s) and the meeting(s) of Members and committee(s) of Members, and every member present at any general meeting and every Member present at any meeting of Members or Committee of Members shall put his signature in a book to be kept for that purpose;
 - recording the names of the persons present at each meeting of the Members and of any Committee of the Member, and the General Meeting; and
 - all orders made by the Members and Committee(s) of Members:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately rendered into writing as part of the minute books according to the said regulations.

(23) RESOLUTION THROUGH CIRCULATION

A resolution in writing signed by Executive Committee Members for the time being entitled to receive notice of the meeting of Executive Committee or affirmed by them in writing shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

(24) COMMITTEES

The Executive Committee may delegate any of their powers to Standing/ Sub-Committees consisting of such member or members of their body as they think fit and they may from time to time revoke such delegation. Any Committee(s) so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Executive Committee. The Standing/ Sub-Committees shall submit to Executive Committee all meeting proceedings, discussions and decisions for ratification in the next Executive Committee meeting.

(25) CHAIRMAN OF COMMITTEE MEETINGS

The Chairman shall chair the Executive Committee meetings. The Executive Committee, as the case may be, nominate Chairmen for Standing/ Sub-committee to head and preside over the meetings, but, if no such chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same or is unwilling to act as Chairman, the members present may choose one of them to be the Chairman of the meeting.

(26) PROCEEDINGS OF COMMITTEE MEMBERS



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The Executive Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairman shall have and exercise a second or casting vote.

(27) MINUTE BOOKS & RECORDS

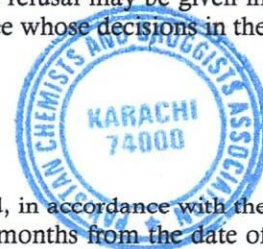
- 1) The Executive Committee shall cause records to be kept and minutes to be made in book or books with regard to—
 - i. all resolutions and proceedings of general meeting(s) and the meeting(s) Executive Committee, and every member present at any general meeting and Executive Committee Member present at any meeting of Executive Committee shall put his signature in a book to be kept for that purpose;
 - ii. recording the names of the persons present at each meeting of the Executive Committee Member and the general meeting; and
 - iii. all orders made by the Executive Committee.

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately recorded into writing and made part of the minute books according to the said regulations.

- 2) All the Committees shall keep or cause to be kept proper books of account in which shall be entered full, true and complete accounts of the affairs and transactions of the Association whether at the Central Office or the Zonal Offices, especially the following:
 - i. Maintain Minutes Book for Meetings of the General Body.
 - ii. Maintain Minutes Book for Meetings of the Executive Committee, Advisory Councils, Standing Committees and Sub-Committees.
 - iii. Maintain Register of Members correctly showing their registered addresses including names of their authorized representatives and all changes made therein from time to time.
 - iv. Maintain Register of Members of the Executive Committee showing the names and addresses and all changes made therein from time to time.
 - v. Cash Book, Ledger and Journal.
- 3) Every member shall be entitled to inspect the account books and other documents which shall be kept at the Central Office and the Zonal Offices/ Regional Offices concerned to such an extent as the Executive Committee may from time to time determine. The Committee or the Chairman or Senior Vice-Chairman or Vice-Chairman shall have powers 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.

(28) GENERAL MEETINGS AND PROCEEDINGS/ AGM

- 1) A General Meeting to be called Annual General Meeting, shall be held, in accordance with the provisions of Section 132 of the Companies Act 2017, within sixteen months from the date of incorporation of the Association and thereafter once at least in every calendar year within a





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period of four (4) months following the close of its financial year as may be determined by the Executive Committee.

- 2) The Annual General Meeting shall be held every year, presided over by the Chairman at the Central/Head Office, connecting the Zonal and Regional Offices through Video-link or at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the Executive Committee and the audited yearly account of the Association shall be submitted for confirmation. Copies of the Audited Statements of Accounts and Balance Sheet shall be sent to the members and also by the Zonal Offices to the Central Office in advance.

(29) OTHER GENERAL MEETINGS

All other meetings of the members of the Association other than an Annual General Meeting shall be called Extraordinary General Meetings.

(30) EXTRAORDINARY GENERAL MEETINGS

- 1) The Executive Committee may, whenever think fit, call an Extraordinary General Meeting, and Extraordinary General meeting shall also be called on such requisition(s), as is provided by section 133 of the Companies Act 2017.
- 2) The Extraordinary General Meeting may be convened either for purposes of transacting any special business or for placing before the members a review of the activities in preceding months.

(31) NOTICE OF GENERAL MEETINGS

- i. Twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided by the Companies Act for the general meeting, to such persons as are, under the Companies Act or the Articles of the Association, entitled to receive such notices from the Association but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.
- ii. 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.
- iii. The non-receipt of a notice convening any General Meeting and /or Special General Meeting by any member shall not invalidate the proceedings of any such meeting.

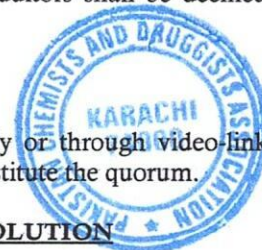
(32) SPECIAL BUSINESS

All business that is transacted at an Extraordinary General Meeting and that is transacted at an annual general meeting with the exception of the consideration of the financial statements and the reports of the Executive Committee/ Director and Auditors, the election of Directors/ Executive Committee, the appointment of and the fixing of remuneration of the auditors shall be deemed special business.

(33) QUORUM

- I. Twenty Five Percent (25%) of the total members present personally or through video-link when the meeting proceeds to business, and entitled to vote shall constitute the quorum.

(34) EFFECT OF QUORUM NOT BEING PRESENT & VOTING ON RESOLUTION



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- I. If within half an hour appointed for the Annual General Meeting or Extraordinary General Meeting, a quorum of members is not present, the meeting, if convened on the requisition of members, shall be dissolved and 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 a Muslim Public Holiday determined by the Association, in which case the meeting shall take place at the same time and 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 in person or through video-link, whatever be their number, shall be a quorum.
- II. Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.
- III. At every general meeting a resolution put to the vote to the meeting shall be decided on a show of hands and a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- IV. In the case of an equality of votes, the Chairman shall have and exercise a second or casting vote.
- V. In general meetings votes may be given by the members either personally or through video-link or by proxy or by means of postal ballot or e-ballot.
- VI. In general meetings no objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given and tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

(35) CHAIRMAN OF GENERAL MEETING

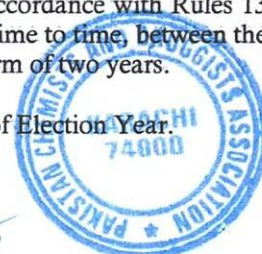
The Chairman of the Association, shall preside as Chairman at every general meeting of the Association, but if he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act as Chairman, any of the other Office Bearer or Executive Committee Member, present may be elected to be the Chairman of the said meeting and if none of the Office Bearers & Executive Committee Members present is willing to act as Chairman of the said meeting, the members present shall choose one of their Member to chair the meeting.

(36) ADJOURNMENT

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(37) BIENNIAL ELECTION

- 1) Members of the Executive Committee shall be elected biennially, in accordance with Rules 13 to 21 of Trade Organizations Rules 2013, as and when amended from time to time, between the 1st day of July and 30th day of September of a due election year, for a term of two years.
- 2) Newly elected Members/ Office Bearers will take over on 1st October of Election Year.
- 3) Neither postal ballot nor proxy will be allowed.





(38) ANNOUNCEMENT OF ELECTIONS SCHEDULE

- 1) The election schedule of the PCDA shall be approved by the Executive Committee and issued by the Secretary General in the first half of July of Election Year.
- 2) Within two days of its approval by the Executive Committee, the election schedule shall be:
 - a) Displayed at the Notice Board of the Central office and Zonal offices,
 - b) Displayed at the website of the PCDA; and
 - c) Submitted to the Regulator, Trade Organizations.

(39) ELIGIBILITY TO VOTE

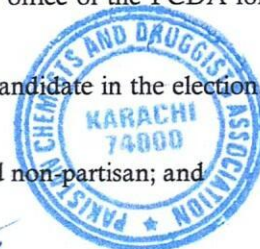
- 1) Subject to provisions of Section 10 of the Trade Organizations Act 2013, the eligibility of a member of PCDA to vote at the elections shall be subject to following conditions:
 - a) the member has completed two years of valid membership of PCDA as on the date of announcement of election schedule by the Executive Committee;

Provided that old members at the time of renewal of membership which has been discontinued due to non-payment of subscription dues shall be eligible to vote on completion of one year of their re-enrolment and payment of all dues.
 - b) the member has fulfilled the conditions of membership and renewal thereof under sub-rule (5) of Rule 11 of the Trade Organizations Rules 2013.
- 2) 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 a multi-national corporation, as the case may be.
- 3) 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 appears on the list of voters.

(40) APPOINTMENT OF ELECTION COMMISSION

Simultaneously with the approval of the election schedule, the Executive Committee of the PCDA shall appoint an Election Commission, in terms of Rule 16 of the Trade Organizations Rules 2013, to the following conditions, namely:

- a) the Election Commission comprises of 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 PCDA for the preceding two years;
- d) the member of the commission shall not be entitled to become a candidate in the election, he is conducting;
- e) the members of the commission shall be independent, impartial and non-partisan; and





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f) the members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

(41) FUNCTIONS OF ELECTION COMMISSION

The Election Commission, in terms of Rule 17 of the Trade Organizations Rules 2013, shall be In-charge of all arrangements connected with the conduct of elections including but not limited to:

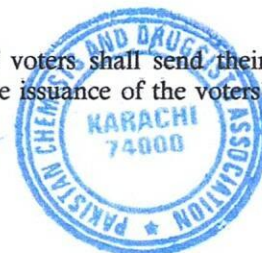
- a) appointment of polling staff;
- b) ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objection as provided in Sub-Rule (3) of Rule 18 of the Trade Organizations Rules 2013;
- c) examination of and decision on the objections received on the voters' list as provided in Sub-Rule (6) of Rule 18 of the Trade Organizations Rules 2013; and
- 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 in this regard; and
- e) counting of votes and announcement of results.

(42) ELECTION PROCEDURE

- 1) The election of the PCDA shall be conducted, in accordance with the Rule 18 of the Trade Organizations Rule 2013, to the following:
 - a) The election of the Members of Executive Committee and Office Bearers shall be held by secret ballot,
 - b) Neither postal ballot nor proxy shall be allowed; and
 - c) the polling shall be held simultaneously at the Central office, Zonal offices or where the number of voters exceeds fifty at the regional offices of the PCDA:

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 a public place such as a community hall or hotel.

- 2) Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.
- 3) The Secretary General of PCDA shall display within seven days of the announcement of election schedule the provisional 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 Central office and Zonal offices of the PCDA; and
 - b) the website of the PCDA
- 4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters' list.





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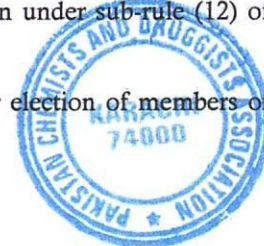
- 5) The Secretary General of PCDA shall, within five days from receipt of objections under sub-rule (4) of Rule 18 of Trade Organizations Rules 2013, intimate action on the objections or changes, if any.
- 6) Any person aggrieved by the decision of the Secretary General may within three days of receipt of the decision, make a representation to the Election Commission which shall decide the representation within three days.
- 7) Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-rule (6) of Rule 18 of Trade Organizations Rules 2013, may, within three days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (6) of Rule 18 of Trade Organizations Rules 2013, make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.
- 8) Within two days of the decision of the Regulator the final voters' list shall be:
- a) displayed at the notice board of Central office and Zonal offices of PCDA;
 - b) displayed at the website of the PCDA, and
 - c) submitted to the Regulator:

Provided that if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the Election Commission under Sub-Rule (6) of Rule 18 of Trade Organizations Rules 2013.

- 9) Within four days of the 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 PCDA.
- 10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- 11) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- 12) 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.
- 13) Within two days of decision of the Election Commission or in case the Election Commission fails to decide within the stipulated time provided in sub-rule (12) of Rule 18 of Trade Organizations Rules 2013, any candidate aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (12) of Rule 18 of Trade Organizations Rules 2013, may file an appeal to the Regulator, who shall decide it within seven days and his decision in this regard shall be final.
- 14) Within two days of the decision of the Regulator the Election Commission shall issue final list of candidates:

Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the Election Commission under sub-rule (12) of Rule 18 of Trade Organizations Rules 2013.

- 15) Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.



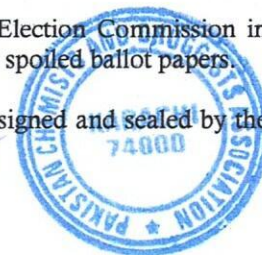


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- 16) Within two days of the polling as provided in sub-rule (15) of Rule 18 of Trade Organizations Rules 2013, any person elected as member of Executive Committee, shall send, to the Election Commission for election as an Office Bearer, his/her nomination duly proposed and seconded by an Elected Executive Committee's member and signed by the candidate.
- 17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.
- 18) Within two days of display of final list of candidates, the polling for election of office bearers shall be held.
- 19) The final result of the election of members of Executive Committee and Office Bearers shall be officially announced at the Annual General Meeting called for this purpose within fifteen days of the date of polling under sub-rule (18) of Rule 18 of Trade Organizations Rules 2013 but not later than 30th September of the year.
- 20) The announcement of election results in the Annual General Meeting under sub-rule (19) of Rule 18 of Trade Organizations Rules 2013 shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Trade Organizations Act, 2013.
- 21) The final election results announced in the Annual General Meeting shall be:
- a) displayed at the notice board of the head office and zonal/regional offices within two days;
 - b) displayed at the website within two days; and
 - c) submitted to the Regulator within seven days.

(43) CONDUCT OF ELECTIONS

- 1) In terms of Rule 19 of the Trade Organizations Rules 2013, 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.
- 2) 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 PCDA, the passport and the driving licence. The polling officer shall, on the counterfoil, enter the number of identification document.
- 3) After satisfying himself with regard to identity of the voter, the polling officer shall hand over the ballot paper to the voter.
- 4) The ballot paper shall be signed by the Secretary General or an officer of the PCDA duly authorized by the Election Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- 5) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting his vote in the ballot box.
- 6) Adequate arrangements shall be made to maintain the secrecy of the polls.
- 7) Proper account shall be maintained by an officer designated by the Election Commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- 8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.





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- 9) The Election Commission or an officer designated by the Election Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- 10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- 11) 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.
- 12) Provisional results may be declared by the Election Commission immediately after the counting of votes is completed.
- 13) 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.
- 14) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the Election Commission or any officer designated by the Election Commission and the Secretary General/ Secretary and shall be handed over to the Secretary General/ Secretary for safe custody.

(44) INSPECTION OF RECORD OF ELECTIONS

As per sub-rule 15 of Rule 19 the Trade Organizations Rules 2013, upon an application made in this behalf by the candidates within seven days of the date of polling and with approval of the Regulator, record of elections shall be opened for inspection by the applicant in presence of the Election Commission.

(45) REPORTING REQUIREMENTS. -

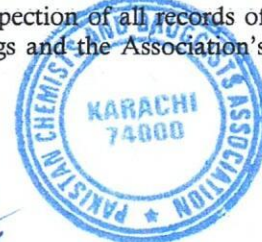
Notwithstanding the requirements under the Companies Act, 2017, the PCDA, as per Rule 22 of Trade Organizations Rules 2013, shall annually submit by 31st December, to the Regulator:

- annual financial statements as prepared by the Auditors and approved by the Executive Committee;
- plan of activities for the next year as provided in Rule 23 of the Trade Organizations Rules 2013; and
- a soft and hard copy of list of members as on November 30, in the format at Annexure-I of Schedule B of the Trade Organizations Rules 2013.

(46) PLAN OF ACTIVITIES AND PERFORMANCE REVIEW

- The Association, in accordance with the Rule 23 of the Trade Organizations Rules 2013, shall prepare a three years plan of activities which shall be approved by the Executive Committee following distribution amongst its members and cover among other matters the proposed future activities, finances and outcome of such activities intended by the Association during the said three years' period.
- The 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 Association to include but not be limited to minutes of meetings and the Association's plan of activities.

(47) WEBSITE





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

The Association, in accordance with the Rule 25 of the Trade Organizations Rules 2013, shall create and maintain a website at all times which shall include all relevant information such as:

- a) Up-to-date list of Office Bearers with contact details, Executive Committee members, management and members of the General Body;
- b) Memorandum and Articles of Association as well as bye-laws, if any;
- c) Plan of Activities and statement of Vision;
- d) Schedule of Executive Committee Meetings and Minutes of such meetings; and
- e) Schedule of elections, voters' list and election's results during the election period as provided in these Articles above.

(48) MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

As per the Rule 26 of the Trade Organizations Rules 2013, Memorandum and Articles of Association, including but not limited to the organisational structure, and any byelaws of the Association shall be within the provisions of Trade Organization Act & Rules 2013, the Companies Act, 2017, SRO 525(I)/2016 and the public notices issued by the Federal Government from time to time:

Provided that any amendment made in Memorandum of Association and by-laws shall be subject to prior approval of the Regulator Trade Organizations:

Provided further that the Federal Government may rescind, amend or otherwise modify any provision of Memorandum and Articles of Association in case it is observed to be in conflict with the provisions of the Trade Organizations Act and Rules 2013 and the Companies Act 2017 and public notices issued by the Federal Government from time to time.

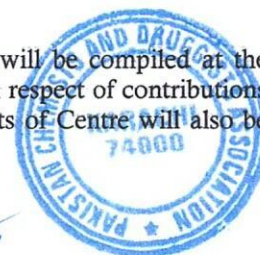
(49) PROFESSIONAL DEVELOPMENT

The Office Bearers of the Association, in accordance with the Rule 27 of the Trade Organizations Rules 2013, shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office and in view of the provisions of the Trade Organizations Act and Rules 2013 and as reflected under the Memorandum and Articles of Association or as notified by the Ministry of Commerce, Government of Pakistan, from time to time.

(50) AUDIT

- 1) Auditors shall be appointed and their duties regulated in accordance with Sections 246 to 253 of the Companies Act 2017.
- 2) Accounting year will close on 30th June each year. The financial statements of each zone, central office and consolidated report shall be audited by a firm of Chartered Accountants, who will be appointed as Auditor at the Annual General Meeting every year.
- 3) A copy of audited financial statements along with list of members as on 30th June shall be furnished by the Association to the Regulator, on or before 31st day of December every year.
- 4) Audited Statement of Accounts will be circulated to all members.
- 5) The consolidated audited accounts of Head Office and both Zones will be compiled at the Head Office at Karachi and tax returns shall be filed by Head Office in respect of contributions received from the zones concerned. The consolidated audited accounts of Centre will also be circulated to the members.

(51) NOTICE





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

Notice shall be given by the Association to Members and Auditors of the Association and other persons entitled to receive notice in accordance with section 55 of the Companies Act 2017.

(52) FUNDS

- 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 the Executive Committee, be invested in Securities. Such securities shall not be sold or dealt with except at the discretion of the Executive. The current accounts at the Bank or Banks at the Central Office or at the Zonal Offices / Regional Offices shall be jointly operated upon by the Chairman / Senior Vice-Chairman / Vice-Chairman with the Secretary General.
- II. The property, capital, funds and all the assets relating to Central Office or Zonal Offices will remain in the ownership of Head Office; and may be transferable only on specific approval of General Body.
- III. The funds of the Association shall be applied in defraying the expenses and shall be applicable in or towards the acquisition by purchase, lease or otherwise and furnishing and maintenance of suitable premises and assets for the use of the Association and shall be subject to the general control, direction and approval of the Executive Committee.
- IV. No person, except persons duly authorized by Executive Committee and acting within the limits of the authority as conferred, shall have authority to sign any cheque or to enter into any contract so as thereby to impose any liability on the Association or to pledge the assets of the Association.
- V. To collect contribution and any other sort of funding for any of the purpose of Association and its defraying/ utilizing shall be subject to the approval of Executive Committee.

(53) BOOKS OF ACCOUNT

The Executive Committee shall cause to be kept proper books of account as required under Section 220 of the Companies Act 2017 so that such books of account shall be kept at the Registered Office or at such other place as the Executive Committee may think fit as provided in the said section 220 and shall be open to inspection by the Executive Committee during business hours.

(54) INSPECTION BY MEMBERS

The Executive Committee shall from time to time determine the time and places for inspection of the accounts and books of the Association by the members and no member shall have any right to inspect any account and book or papers of the company except as conferred by law or authorized by the Executive Committee Members or by the Association in General Meeting.

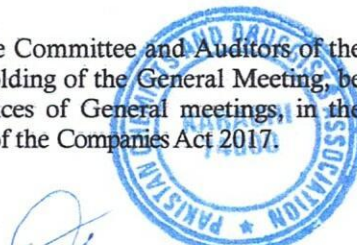
(55) ANNUAL ACCOUNTS/ ANNUAL FINANCIAL STATEMENTS

The Executive Committee Members shall as require by section 223 of the Companies Act 2017 cause to be prepared and to be laid before the Association in Annual General Meeting such financial statements duly audited and reports of the auditors and the Executive Committee as are required under the Companies Act 2017.

(56) COPY OF ACCOUNTS TO BE SENT TO MEMBERS

A copy of financial statements along with the reports of Executive Committee and Auditors of the Association shall, at least twenty-one (21) clear days before the holding of the General Meeting, be sent to all the members and the persons entitled to receive notices of General meetings, in the manner in which notices are to be given as provided in section 55 of the Companies Act 2017.

(57) SEAL





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

- 1) The Executive Committee shall as soon as practicable provide a Common Seal for the Association. The Seal shall be deposited with the Secretary General and shall never be affixed to any document except in the presence of the Chairman/ Senior Vice-Chairman/ Vice-Chairman and in pursuance of a resolution of the 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/ Senior Vice-Chairman/ Vice-Chairman and countersigned by the Secretary General.
- 2) The Executive Committee shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and two Executive Committee Members or one Executive Committee Member and the Secretary of the Association shall sign every instrument to which the seal shall be affixed.

(58) INDEMNITY

Every officer or agent for the time being of the Association may be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the Association, except those brought by the Association against him in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 492 of the Companies Act 2017 in which relief is granted to him by the Court.

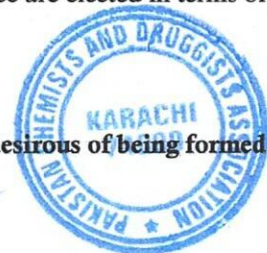
(59) SECRECY

Every Executive Committee Member, Secretary General or Secretaries, Auditor, Trustee, officer, employee, servant, agent, accountant, or other person employed in the business of the association shall observe strict secrecy representing all transactions of the Association, and the state of account with individuals and in matters relating thereto and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Executive Committee or the Association in general meeting or by a Court of Law, and except so far as may be necessary in order to comply with any of the provisions hereincontained.

(60) GENERAL

- 1) 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.
- 2) Provisions of the Table F to the First Schedule of the Companies Act 2017 shall apply where no similar provisions are made in these Articles of Association and that the provisions of the said Table F shall be deemed to have been excluded to the extent to which provisions have been made in these Articles of Association.
- 3) The Members who have subscribed to the Memorandum and Articles of Association shall constitute the Ad-hoc Committee of the Association and shall exercise all the powers of the Executive Committee until such time as Office Bearers of the Committee are elected in terms of these Articles after the registration of the Association.

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





PAKISTAN CHEMISTS AND DRUGGISTS ASSOCIATION (PCDA)

Company Name	Authorized Person	Signature
M/s. East Health Care, B-10, Zeenat Medicine Market, Denso Hall, Karachi.	Mr. Salahuddin	Sd/.
M/s. Organ Pharma, Off: 02, 2 nd Floor, 50-D Khayaban e Ittehad, Muslim Commercial, Phase-6, DHA, Karachi.	Mr. Saif ur Rehman	Sd/.
M/s. Health Supplement Inc. SA-38, Second Floor, Shahnaz Arcade, Block-3, Main Shaheed e Millat Road, Karachi.	Mr. Iqbal Yousuf Haq	Sd/.
M/s. Millenium Pharmaceutical Co. SF-13, 5 th Floor, Shahnaz Arcade, Block-3, Main Shaheed e Millat Road, Karachi.	Mr. Shahzad Saleem	Sd/.
M/s. Najam Brothers, AVQ Society, Block-10, Gulshan e Iqbal, Rashid Minhas Road, Karachi.	Mr. Shahabuddin	Sd/.
M/s. Trading Brand Limited (TBL), Gulshan e Iqbal, Rashid Minhas Road, Karachi.	Mr. Muhammad Zeeshan	Sd/.
M/s. Saad Sales Services, C-6, Block-8, Salman Terrace, shop No.2, Clifton, Karachi.	Ms. Shabana Billoo	Sd/.
M/s. Genome Pharmaceutical (Pvt.) Ltd. Plot-16/1, Phase IV, Industrial Estate Hattar, District Haripur.	Mr. Siraj Uddin	Sd/.
M/s. Asasa Distributor, E-Block, Gull Plaza, Charsadda Road, Peshawer.	Mr. Salman Ahmad	Sd/.
M/s. A.H Enterprises, Lancy Plaza, Saddar, Peshawer.	Mr. Najeeb Ullah	Sd/.
M/s. Adil Medicose, Abdul Market, Namak Mandi Peshawer.	Mr. Adil Hussain	Sd/.
M/s. Alliance Pharmaceuticals (Pvt.) Ltd. 112-A, Hayatabad, Industrial Area, Peshawer.	Mr. Abid Salam	Sd/.
M/s. Asia Trading Company 2 nd Floor, Qudrat Ellahi Market, Namak Mandi Peshawer,	Mr. Naved Salam	Sd/.
M/s. Ibad Enterprises, 21, Al- Hayat Medicine Market , Namak Mandi Peshawer.	Mr. Ibadur Rehman	Sd/.
M/s. Madni Enterprises, Naz Medicine Market, Namak Mandi, Peshawer.	Mr. Riyaz Hussain	Sd/.
M/s. S.M.Traders, Naz Medicine Market, Namak Mandi, Peshawer.	Mr. S. Meraj Uddin	Sd/.
M/s. Xpert Pharma Marketing, Room-13, Al Jalil Market, Namak Mandi, Peshawer.	Mr. Khalid Saeed.	Sd/.

