



# **ADDO PROVIDERS ASSOCIATION MODEL CONSTITUTION**





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## Article 1: Name, Objects and Purpose of the Association

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### Section 1.1 Name of Association

1.1.1 The name of the incorporated association shall be known as -----  
-----ADDO Providers Association.

1.1.2 The address of the association shall be-----

1.1.3 The registration number of the association is-----

### Section 1.2 Objects and Purpose

The objectives and purpose of the association are as follows:-

- (a) To give the ADDO providers a voice on various issues concerning the sector;
- (b) To empower the members economically;
- (c) To promote self-regulation and compliance to standards ;
- (d) To promote good working relations among ADDO providers for mutual benefits;
- (e) To build institutional networks for collaboration and partnership with other stakeholders towards development of the sector;
- (f) To promote safe medicines use by the population and buying of medicines from legitimate providers only;
- (g) To enjoy the fellowship of like-minded individuals in the sector.

## Article 2: Membership

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### Section 2.1 Minimum Number of Members

The association must have at least 10 (ten) members to be registered.

### Section 2.2 Charter Members

Charter members, either full or associate, shall be those persons attending the first meeting of the association, who have presented their membership application at the meeting.

### Section 2.3 Full Membership

Full membership is open to those licensed as ADDO owners or dispensers.

### Section 2.4 Associate Membership

Associate membership shall be granted to individuals, associations or organisations that share the aspirations of the ADDO providers association.

## Section 2.5 Application for Membership

To apply to become a member of the association, a person must:-

- (a) Submit a written application for membership to the Executive Committee in a form approved by the Committee; and signed by the applicant and two members referred to in Section 2.5(b) below;
- (b) be proposed by one member and seconded.

## Section 2.6 Approval of Application for Membership

2.6.1 The Executive Committee must consider any application made at the next available Executive Committee meeting and must accept or reject the application at that meeting.

2.6.2 If an application is rejected, the applicant may appeal against the decision by giving a written notice to the Executive Committee within 14 days after being informed of the rejection.

2.6.3 If an applicant gives a notice of an appeal against the rejection of his or her application, the Executive Committee must reconsider the appeal at the next Executive Committee meeting upon receipt of the appeal.

2.6.4 If, after reconsidering the appeal, and the Executive Committee reaffirms its decision to reject the application, the decision is final.

## Section 2.7 Entrance Fee

2.7.1 If an application for membership is approved by the Executive Committee, the applicant becomes a member on payment of the entrance fee.

2.7.2 The entrance fee is either:-

- (a) A *pro rata* annual fee based on the remaining part of the financial year; or
- (b) An amount determined from time to time by resolution at a general meeting.

## Section 2.8 Annual Membership Fee

2.8.1 The annual membership fee is the amount determined from time to time by resolution at a general meeting.

2.8.2 There shall be a different rate for annual fee for associate members determined from time to time by resolution at a general meeting.

2.8.3 Each member must pay the annual membership fee to the treasurer by the first day of each financial year or another date determined by the Executive Committee.

2.8.4 A member, whose annual membership fee is not paid within 3 months after the due date, ceases to be a member unless the Executive Committee determines otherwise.

## **Article 3: Rights of Members**

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### **Section 3.1 Basic Rights**

3.1.1 Subject to Section 3.2 (3.2.2), a member may exercise his or her membership rights when his or her name is entered in the membership register.

3.1.2 The rights of a member:-

- (a) Cannot be transferred another person; and
- (b) Cease to exist with termination of membership whether by death, resignation or non-payment of membership fee.

### **Section 3.2 Voting**

3.2.1 Subject to subsection (3.2.2), each member has one vote at every general meeting of the association.

3.2.2 A member is not eligible to vote until 10 working days after his or her application has been accepted.

### **Section 3.3 Notice of Meetings and Special Resolutions**

- (a) The Secretary shall provide notice of meeting and special resolutions to all members as shall be directed by the Executive Committee;
- (b) The Secretary must give notice to all members of the general meetings and special resolutions in the manner and time determined by the Executive Committee.

### **Section 3.4 Access to Information on Association**

The following must be available for inspection by members.

- (a) A copy of the Constitution;
- (b) Minutes of general meetings;
- (c) Annual and financial reports.

### **Section 3.5 Raising Grievances and Complaints**

3.5.1 A member may raise a grievance or complaint about a committee member, the Executive Committee or another member of the association.

3.5.2 The grievance or complaint must be dealt in line with the procedures set out in Article 12.

### **Section 3.6 Associate Members**

An associate member:-

- (a) Must not vote but may have other rights as determined by the Executive Committee or by resolution at a general meeting;
- (b) Shall participate in general or extraordinary meetings of the association;
- (c) Shall participate in special meetings but only when invited by the Executive Committee or by resolutions at a general meeting;
- (d) Shall participate in the association's social, public or fund-raising activities as may from time to time be organised by the association.

## **Article 4: Termination, Death, Suspension and Expulsion**

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### **Section 4.1 Termination of Membership**

Membership of the association may be terminated by:-

- (a) A notice of resignation addressed and posted to the Executive Committee or given personally to the Secretary or another committee member;
- (b) Non-payment of the annual membership fee within the time allowed under section 2.8; or
- (c) Expulsion in accordance with the provision of the constitution;
- (d) No longer being involved in ADDO business, either willingly or by a directive from a regulatory authority.

### **Section 4.2 Death or Disappearance of a Member**

If a member dies, or his or her whereabouts is not known, the Executive Committee shall terminate his or her membership.

### **Section 4.3 Suspension or expulsion of Members**

4.3.1 If the Executive Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Executive Committee must give a written notice of the proposed suspension or expulsion to the member.

4.3.2 The notice must be:-

- (a) In writing and include the time, date and place of the Executive committee meeting at which the suspension or expulsion will be decided; and details of the conduct; and
- (b) Given to the member not less than 30 days before the date of the Executive Committee meeting referred to in Section 4.3.2(a) above.



4.3.3 At the meeting, the Executive Committee must give the member reasonable time to be heard or to make a presentation. The presentation through:-

- (a) A written explanation by the member;
- (b) Representation by a lawyer chosen by the member;
- (c) Submission of documents of evidence or eye-witness to support his or her case.

4.3.4 The Executive Committee may suspend or expel or decline to suspend or expel the member from the association, and must give the member a written notice of the decision and the reason for it.

4.3.5 Subject to section 4.4, the decision to suspend or expel a member takes effect 14 days after the day on which a written notice of the decision is given to the member.

#### **Section 4.4 Appeals Against Suspension or Expulsion**

4.4.1 A member who is suspended or expelled under section 4.3 may appeal against that suspension or expulsion by giving a written notice to the Secretary within 14 days upon receipt of the Committee's decision.

4.4.2 The appeal must be considered at a general meeting of the association and the member must be given reasonable time to be heard at the meeting or to make a presentations in writing prior to the general meeting for circulation to members.

4.4.3 The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Executive Committee to suspend or expel the member.

4.4.4 The member is not suspended or does not cease to be a member until the decision of the Executive Committee to suspend or expel the member is confirmed by a resolution of the general meeting.

## Article 5: Powers of Association and the Constitution

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### Section 5.1

In order to achieve its objectives and purpose, the association has the powers conferred to it by respective sections of the constitution.

### Section 5.2

Subject to this constitution, the association may do all things necessary or convenient for carrying out its objectives or purpose, and in particular, may:-

5.2.1 Acquire, hold and dispose of real or personal property.

5.2.2 Open and operate accounts with financial institutions.

5.2.3 Invest in any security in which the association's financial resources may lawfully be invested.

5.2.4 Raise and or borrow money on terms and conditions it considers appropriate.

5.2.5 Secure repayment of the money raised or borrowed, or payment of a debt or liability.

5.2.6 Appoint agents to transact business on its behalf.

5.2.7 Enter into any other contract it considers necessary or desirable.

### Section 5.3 Effect of Constitution

This Constitution binds every member and the association to the same extent as if every member and the association had signed and sealed this constitution and agreed to be bound by it.

### Section 5.4. Inconsistency Between Constitution and the Governing Act

If there is any inconsistency between this constitution and the Act governing associations, the Act shall prevail.

### Section 5.5. Amending the Constitution

5.4.1 The association may amend this constitution by a special resolution but not otherwise.

5.4.2 If the constitution is amended, the association shall follow the new constitution as soon as it is approved by the general or special meeting.

5.4.3 If the constitution is amended, the Secretary shall ensure that the amendments are consistent with the Governing Act.

## **Article 6: Executive Committee**

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### **Section 6.1 Roles and Powers**

6.1.1 The business of the association must be managed by or under the direction of an executive committee.

6.1.2 The Executive Committee may exercise all the powers of the association except those matters that this constitution requires to be determined through a general meeting.

6.1.3 The Executive Committee may appoint and remove staff.

6.1.4 The Executive Committee may establish one or more subcommittees consisting of the members of the association it considers appropriate.

### **Section 6.2 Composition of the Executive Committee**

6.2.1 The Executive Committee shall consist of:-

- (a) A Chairperson
- (b) A Vice-Chairperson;
- (c) A Secretary;
- (d) A Treasurer; and
- (e) Any other member as shall be determined by the general meeting.

### **Section 6.3 Delegation**

6.3.1 The Executive Committee may delegate to a subcommittee or senior staff any of its powers and functions other than:-

- (a) This power of delegation; or
- (b) A duty imposed on the Executive Committee by this constitution.

6.3.2 The delegation must be in writing and may be subject to conditions and limitations the Executive Committee considers appropriate.

6.3.3 The Executive Committee may, in writing, revoke the delegation, either wholly or in part.

## Article 7: Tenure of Office

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### Section 7.1 Eligibility of Executive Committee Members

7.1.1 An Executive Committee member must be 18 years old or above.

7.1.2 A Executive Committee member must also meet the criteria established and agreed upon by members.

7.1.3 A member shall be elected to the Executive Committee at an annual general meeting or appointed under section 7.8.

### Section 7.2 Nominations for Election to the Executive Committee

7.2.1 A member is not eligible for election to the Executive Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.

7.2.2 The nomination must be signed by:-

- (a) The nominator and a seconder; and
- (b) The nominee to declare his or her willingness to stand for election.

7.2.3 A person, who is eligible for election or re-election under this clause, may:-

- (a) Propose or second himself or herself for election or re-election; and
- (b) Vote for himself or herself.

### Section 7.3 Retirement of Executive Committee Members

7.3.1 An Executive Committee member holds office for three full years from the date of the annual general meeting on which he or she was elected, unless the member vacates office under Section 7.6 or is removed under Section 7.7.

7.3.2 In the event that any position in the Executive Committee becomes vacant, the position shall be filled through an election at an appropriate general meeting.

7.3.3 The Chairperson of the outgoing Executive Committee must preside over the annual general meeting until a new member is elected as Chairperson.

7.3.4 Members may serve consecutive terms in the Executive Committee as long as they are voted in by the members at a general meeting.

## Section 7.4 Election by Default

7.4.1 If the number of persons nominated for election to the Executive Committee under section 7.2 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to have been duly elected as members of the Committee at the annual general meeting.

7.4.2 If vacancies remain in the Executive Committee after the declaration under subsection 7.4.1, additional nominations of committee members may be accepted from the floor of the annual general meeting.

7.4.3 If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to have been duly elected as members of the Executive Committee.

7.4.4 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Executive Committee in accordance with section 7.8.

## Section 7.5 Election by Ballot

7.5.1 If the number of nominees exceeds the number of vacancies in the Executive Committee, the vacancies shall be filled through a ballot;

7.5.2 The ballot must be cast in a manner determined from time to time by resolution at a general meeting.

7.5.3 The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Executive Committee.

## Section 7.6 Vacating Office

The office of an Executive Committee member becomes vacant if:-

- (a) The member
  - (i) is disqualified from being a committee member under the constitution;
  - (ii) resigns by giving a written notice to the Executive Committee;
  - (iii) dies or is rendered permanently incapable of performing duties of his or her office due to mental or physical ill-health;
  - (iv) ceases to be a resident of the area in which the association is registered to operate; or
  - (v) ceases to be a member of the association;
- (b) The member is absent for more than
  - (i) three consecutive Executive Committee meetings; or

- (ii) three Executive Committee meetings in the same year without an apology, and the Committee resolves to declare the office vacant; or
- (c) in any of the circumstances provided for by the constitution.

### **Section 7.7 Removal of Executive Committee Member**

7.7.1 The association, through a special general meeting of members through a simple majority vote, may remove any committee member before the member's term of office ends.

7.7.2 If a vacancy arises through removal under Section 7,7.1, an election must be held to fill the vacancy. The election of the new office bearer shall be filled through a simple majority vote.

### **Section 7.8 Filling Casual Vacancy on Committee**

7.8.1 In case of a vacancy in the Executive Committee after the application of Section 7.4 or if a particular office in the Committee becomes vacant under Section 7.6, the Executive Committee may appoint any member of the association to fill that vacancy and later report to the general meeting.

7.8.2 However, if the office of public officer becomes vacant, a person must be appointed by the committee and reported later to the general meeting

## **Article 8: Duties of Executive Committee Members**

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### **Section 8.1 Collective Responsibility**

8.1.1 As soon as one becomes a member of the Executive Committee, he or she must be familiar with this constitution and regulations governing activities of the association.

8.1.2 The Executive Committee is collectively responsible for ensuring that the entire membership of the association complies with this constitution.

### **Section 8.2 Chairperson and Vice-Chairperson**

8.2.1 Subject to sections 8.2.2 and 8.2.3, the Chairperson shall preside over all general and Executive Committee meetings.

8.2.2 If the Chairperson is absent from a meeting, the Vice-Chairperson shall preside at the meeting.

8.2.3 If the Chairperson and the Vice-Chairperson are both absent, the person presiding over that meeting must be:-

- (a) A member elected by other present members, if it is a general meeting; or
- (b) An Executive Committee member elected by other present committee members, if it is an Executive Committee meeting.

### **Section 8.3 Secretary**

The Secretary shall:-

- (a) Be responsible for all correspondence of the association;
- (b) Ensure minutes of all general meetings, as well as proceedings of all Executive Committee meetings are correctly recorded and safely kept;
- (c) Maintain the register of members of the association;
- (d) Keep custody of all books, documents, records and registers of the association, other than those required by Section 8.4 to be kept by the Treasurer; unless members resolve otherwise at a general meeting;
- (e) Perform any other duties as directed by this constitution.

### **Section 8.4 Treasurer**

8.4.1 The Treasurer shall:-

- (a) Receive funds paid to or received by the association and issue receipts for those funds in the name of the association;
- (b) Deposit received funds into the account of the association within 5 working days upon receiving the funds.
- (c) Make any payments authorised by the Executive Committee or by a general meeting of the association; and
- (d) Ensure cheques are signed by him or her and the Chairperson or his deputy. The treasurer's and the chairperson's shall be of group A, and therefore mandatory signatures. That of the vice-chair shall be of group B. For a cheque to be approved, two signatures are mandatory. They can both be of group A or one from A and another from B;
- (f) Prepare financial reports and submit them to the Executive Committee and the general meeting and making sure that accounts are properly audited;
- (g) Ensure the accounting records of the association are kept in accordance with accounting requirements;
- (h) Keep custody of all books of accounts and documents of financial nature records unless members resolve otherwise at a general meeting;
- (i) Perform any other duties as directed by this constitution.

## **Article 9: Executive Committee Meetings**

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### **Section 9.1 Frequency and Calling of Meetings**

9.1.1 The Executive Committee shall meet at least four times every year to discuss the business of the association. Even though such meetings are exclusive, the committee may invite a member for a special reason. Such a person so invited shall have no voting rights in the meetings.

9.1.2 The Chairperson shall conduct a special meeting of the Executive Committee on condition that at least half of the committee members are present.

9.1.3 A special meeting may be convened to deal with an appeal under Section 4.4 of this constitution.

### **Section 9.2 Voting and Decision-making**

9.2.1 Each committee member present at the meeting has a deliberative vote.

9.2.2 A question arising at any Executive Committee meeting must be decided by majority vote.

9.2.3 If there is no majority vote:-

- (a) There shall be further discussion to reach a consensus;
- (b) If no consensus is reached, the matter shall be taken to the general meeting;  
and
- (c) If the matter is urgent, a special general meeting shall be convened to decide on the matter through a simple majority vote.

### **Section 9.3 Quorum**

For the Executive Committee meeting, one-half of the committee members constitutes a quorum.

### **Section 9.4 Procedure and Order of Business**

9.4.1 The procedure to be followed at a committee meeting must be determined from time to time by the Executive Committee.

9.4.2 The order of business at the general or special meetings shall be determined by the members present at the meeting.

9.4.3 No other issue shall be discussed at a special meeting other than the agenda of the meeting.



## Section 9.5 Disclosure of Interest

9.5.1 Any Executive committee member, who has direct or indirect pecuniary interest in a contract or proposed contract with the association, must disclose the nature and extent of the interest to the Committee.

9.5.2 The Secretary must record the disclosure in the minutes of the meeting.

9.5.3 The Chairperson must ensure a committee member who has direct or indirect pecuniary interest in a contract, or proposed contract, does not vote on the decision.

## Article 10: General Meetings

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### Section 10.1 Convening General Meetings

10.1.1 The Association must hold its first annual general meeting within 18 months of formation.

10.1.2 The Association must hold all subsequent annual general meetings within 5 months after the end of the association's financial year.

10.1.3 The Executive Committee:-

- (a) Shall convene a special general meeting as necessary;
- (b) Shall convene a special general meeting, with 30 days after the Secretary has received a written notice in line with Section 4.4 of this constitution to deal with the appeal to which the notice relates; and
- (c) Shall, within 30 days upon receipt of a request as per Section 10.2.1, convene a special general meeting for the purpose specified in the request.

### Section 10.2 Special General Meetings

10.2.1 Half the number of members constituting a quorum for a general meeting. Members may make a written request to the Executive Committee for a special general meeting.

10.2.2 The request must state the purpose of the special general meeting, and be signed by the members making the request.

10.2.3 If the Executive Committee fails to convene a special general meeting within the time allowed:

- (a) For Section 4.4, the appeal against the decision of the Executive Committee is upheld; and
- (b) For clause 10.2.1, the members who made the request may convene a special general meeting as if they were the Executive Committee.

10.2.4 If a special general meeting is convened under Section 10.2.3 (b) the association must meet any reasonable expenses of convening and holding the special general meeting.

10.2.5 The Secretary must give all members a notice of not less than 21 days for a special general meeting.

10.2.6 The notice must specify:-

- (a) When and where the meeting is to be held; and
- (b) The particulars of and the order in which the meeting shall be conducted.

### **Section 10.3 Annual General Meeting**

10.3.1 The Secretary must give all members a notice of not less than 30 days for an annual general meeting as provided in this constitution.

10.3.2 The notice must specify:-

- (a) When and where the meeting is to be held; and
- (b) The particulars of and the order in which the meeting shall be conducted.

10.3.3 The order of business for each annual general meeting shall be as follows:

- (a) Discussion of accounts and reports of the Execution Committee;
- (b) Election of new Executive Committee members;
- (c) Any other business of interest to the annual general meeting.

### **Section 10.4 Special Resolutions**

10.4.1 A special resolution may be moved at any general meeting of the association.

10.4.2 The Secretary must give all members a written notice of not less than 21 days for a meeting at which a special resolution is to be proposed.

10.4.3 The written notice must include the proposed resolution and the intended purpose.

### **Section 10.5 Notice of Meetings**

10.5.1 The Secretary must give a written notice to members: –

- (a) Personally by hand; or
- (b) Through the member's postal address documented in the members register.

10.5.2 If a written notice is sent by post as per Section 10.5.1(b) above, sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary pre-paid mail.

## Section 10.6 Quorum at General Meetings

At any annual general meeting, the number or the proportion of members present should not be less than 50% of the total number of registered members. This includes written proxies.

## Section 10.7 Lack of Quorum

10.7.1 If quorum for a general meeting is not met within one hour after the specified time in the written notice:-

- (a) For an annual general meeting or special general meeting, the meeting stands adjourned until the following week same day, time and place;
- (b) For a meeting convened to hear an appeal of a member in accordance with Section 4.4, the members present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) For a meeting convened under written of a group of members for a special general meeting, the meeting lapses.

10.7.2 If quorum is not met within 1 hour after the time allocated as per Section 10.5.1(a) for resumption of an adjourned general meeting a quorum is not, the members who are present in person or by proxy may proceed with the business of that general meeting as if there is a quorum.

10.7.3 The Chairperson may, with the consent of members, shall adjourn the general meeting to another date, time and place, if the quorum for the meeting is not met.

10.7.4 The general meeting shall not change the agenda of the adjourned meeting in its subsequent meeting to address the unfinished business.

10.7.5 If a general meeting is adjourned for a period of 30 days or more, the Secretary must give a written notice to members for the subsequent meeting, as if it a fresh general meeting.

## Section 10.8 Voting

10.8.1 Subject to Section 3.2.2, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

10.8.2 At the general meeting:-

- (a) An ordinary resolution (a resolution related to routine business of the association) put to the vote is decided by majority vote made in person or by proxy; and

(b) A special resolution (resolution related to major issues such as change of the constitution or an economic venture) put to vote is considered passed, if three-quarters of the members who are present in person, vote in favour of the resolution.

10.8.3 A poll may be called by the Chairperson or by three or more members present in person or by proxy.

10.8.4 If called, the poll must be conducted immediately in a manner agreed upon by the members present.

### **Section 10.9 Proxies**

A member may appoint in writing, another member as his or her proxy at a general meeting. However, the proxy shall not have voting right at the meeting, but the decision of the meeting shall be binding on the member represented by the proxy.

## **Article 11: Financial Management**

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### **Section 11.1 Financial year**

The financial year of the association shall be December 31 of each year.

### **Section 11.2 Funds and accounts**

11.2.1 The association must open an account with a financial institution through which all its financial transactions shall be made.

11.2.2 The Executive Committee shall approve any expenditure, which is within the budget approved by the general meeting.

11.2.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed in accordance with Section 8.4.1(d & e);

11.2.4 All funds of the association must be deposited in the association's bank account not later than five working days upon receipt of the funds;

11.2.5 With approval of the Executive Committee, the Treasurer may keep some petty cash for routine expenditures of the association. However, such petty cash shall only be accessed through the association's bank account and not otherwise. All records of the routine transactions must be properly kept.

### **Section 11.3 Auditing of Accounts**

The Executive Committee shall ensure compliance with all financial regulations and procedures of the association relating to:-

- (a) Keeping of all books of accounts;
- (b) Preparation and presentation of financial statements of the association, to the general meeting;
- (c) Auditing of the association's accounts.

## **Article 12: Disputes and Grievances**

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### **Section 12.1 Procedures for resolving disputes and grievances**

12.1.1 This clause applies to disputes between:-

- (a) A member and another member; or
- (b) A member and the Executive Committee.

12.1.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter, and if possible, resolve the dispute.

12.1.3 If the parties are unable to resolve the dispute at a meeting, or if either of the parties fails to attend the meeting, then the parties must, within 10 days of the meeting, hold another meeting in the presence of a mediator.

12.1.4 The mediator must be:-

- (a) A person chosen by agreement between the parties; or
- (b) In the absence of an agreement,
  - (i) for a dispute between a member and another member – a person appointed by the Executive Committee;
  - (ii) for a dispute between a member and the Executive Committee – a person appointed by the relevant council authority.

12.1.5 A member of the association can be a mediator.

12.1.6 The mediator shall not be a party to the dispute.

12.1.7 The parties to the dispute, shall, in good faith, try to resolve the dispute by mediation.

12.1.8 The mediator, in resolving the dispute, shall:–

- (a) Give the parties in dispute, equal opportunity to be heard;
- (b) Consider any written presentation made by the parties; and
- (c) Ensure natural justice is accorded to the parties in dispute throughout the mediation process.

12.1.9 The mediator must not determine the dispute.

12.1.10 If the mediation process does not resolve the dispute, the parties may seek legal redress in a court of law.

## **Article 13: Miscellaneous**

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### **Section 13.1 Common Seal**

13.1.1 The common seal of the Association must not be used without the express authority of the Executive Committee and every use of that common seal must be recorded by the Secretary.

13.1.2 The Secretary shall be responsible for affixing of the common seal in accordance with Section 13.1.1.

13.1.3 The common seal of the association must be kept in safe custody of the Secretary or any other member of the Executive Committee appointed by the Committee.

### **Section 13.2 Distribution of Surplus Assets upon Winding Up**

13.2.1 Any surplus assets left after settling all debts and liabilities of the association must not be distributed to members upon dissolution of the association.

13.2.2 The surplus assets shall be transferred to another association incorporated to take over the business of the dissolved association. The incorporated association shall:–

- (a) Have similar objects and purpose as the dissolved association;
- (b) Not distribute the profits of the association to individual members;
- (c) Be determined by resolution of the members.





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