

BYLAWS  
**African Pharmaceutical Distribution Association (APDA)**  
/  
**Association de Distribution Pharmaceutique Africaine (ADPA)**  
*Adopted by The General Assembly held on October 10th, 2019 in Casablanca*

**ARTICLE I: NAME**

The name of the organization shall be the African Pharmaceutical Distribution Association (APDA), or in French, Association de la Distribution Pharmaceutique Africaine (ADPA). APDA is a not-for-profit Association, governed by the provisions of dahir No. 1.58.376 of 15/11/1958, regulating the law of Associations, as amended and completed.

**ARTICLE II: OBJECTIVES**

To advance the health standards of the people of Africa by convening representatives from the countries of Africa in:

1. defending and promoting the common business interest of its members;
2. developing and sharing best practices, ethical standards and quality objectives within the storage and distribution of healthcare products
3. acquiring, interpreting and disseminating for use of its members and others concerned for public health such information as may prove of value to them;
4. assisting in the development of more effective and efficient means of distributing pharmaceutical and health related products for the benefit of the general public;
5. advocating the pharmaceutical distribution channel to governments, manufacturers, suppliers and medicine dispensing entities in the distribution of drugs and health related items; and
6. co-operating with and contributing expertise to national and multinational organizations, both public and private, to promote the common interests of its members.
7. leading initiatives to secure healthcare supply chains and prevent the infiltration of falsified or counterfeited products
8. support efforts to establish national associations of wholesalers and distributors in Africa

The Association is a non-religious, non-political body and will not engage in or address such issues.

**ARTICLE III: MEMBERSHIP**

Section 1. Classes of Members

- a) Voting Members - The voting membership of the Association shall consist of formally and legally established national or regional associations of pharmaceutical wholesale / distribution companies and individual companies engaged in pharmaceutical distribution in Africa.

Each Association voting member shall have one (1) vote. In the case of the existence of multiple associations in a given country, these associations shall have one (1) vote in total, determined by a majority votes of those associations. If no majority exists, the vote shall not be applied until a majority is reached.

Should a country not have an established Association, a pharmaceutical distribution company - or group of companies - may act as an Association - with all the same rights and obligations - for a period not to exceed one (1) year; to provide an opportunity for a national association to be established.

A company engaged in pharmaceutical wholesale / distribution activities can elect to become a direct Company member, upon approval by the Board; such company will pay the specific associated membership fees for the category and shall have one (1) vote.

b) Non-Voting Members – There shall be one type of non-voting member:

- Affiliates. Affiliates are those companies that are supportive of the pharmaceutical distribution industry. Entities including manufacturers, service providers, and others are eligible.

## Section 2. Admission of Members

Applications for admission to the Association shall be considered by the Board of Directors, which shall be the sole and final judge of an applicant's qualifications and fitness for membership. Approval by a 2/3<sup>rd</sup> majority of directors is required for admission.

Each request for admission must be in the form of an appropriate application to the Director General at the Association's headquarters. The application must be endorsed by a majority of directors representing the applicant's geographical area, as defined herein, prior to the Board of Directors considering the merits of the application.

## Section 3. Resignation of Membership

Any member, by giving written notice, by post or electronic means, of such intention to the Director General at Association headquarters, may withdraw from membership. If such written notice is not given at least six months before the end of the year, the withdrawing member shall be responsible for any dues paid or payable for that year.

## Section 4. Termination of Membership

Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the By-Laws or any lawful rule or practice duly adopted by the Association, or any conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by unanimous vote of the Board of Directors provided that a statement of the charges shall have been mailed by registered post or by electronic means via the Internet or facsimile to the last recorded address of the member at least sixty (60) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors, at which the charges shall be considered; the member shall have the opportunity to appear and present any defense against such charges before action is taken thereon.

## **ARTICLE IV: ORGANIZATION**

The organization of the Association shall be a not-for-profit entity which consists of:

- the Membership
- the General Assembly
- the Board of Directors
- the Officers

## **ARTICLE V: THE GENERAL ASSEMBLY**

### Section 1.

One representative from each voting member organization constitutes the General Assembly. The General Assembly shall have the power to elect Regional Directors, oversee the Board of Directors, approve the annual budget, approve modifications to the bylaws and other governing documents, and to dissolve the Association, if necessary.

### Section 2.

The General Assembly shall meet every year, unless waived by the Board of Directors; at the direction of the Board of Directors; or at the request of the majority of the voting members. Convening notices must be sent to the headquarters of each voting member at least sixty (60) days in advance of the meeting. The place of the meeting, the date, and agenda will be determined by the Board of Directors

### Section 3.

The General Assembly will be presided over by the Chairman, or in his absence the Vice Chairman.

### Section 4.

A quorum of the General Assembly shall consist of a majority of the voting members, present or represented by proxy.

### Section 5.

All decisions of the General Assembly shall be made by simple majority except for revisions to the bylaws and other governing documents, which requires a two-thirds (2/3) majority.

## **ARTICLE VI: BOARD OF DIRECTORS**

### Section 1.

The Board of Directors shall consist of two classes of Directors: Regional Association Directors and Regional Company Directors.

### Section 2.

Regional Association Directors shall consist of ten (10) executives of voting members who hold senior

positions in national or regional pharmaceutical wholesale Associations. Two (2) directors shall be elected among members attending or being represented in the General Assembly from each of the following five (5) geographical regions: North; South; Central; East & West Africa.

Section 2.1.

Regional Association Directors representing a given geographical region, as defined above and illustrated in the attendance Sheet in Appendix 1, shall be selected and nominated by the voting members from that geographical region.

Section 2.2.

Regional Association Directors shall take office after their election has been ratified by the General Assembly either in session or by mail ballot (post or electronic) and shall serve for a term of two years, or until a successor is duly elected and qualified.

Section 3.

Regional Company Directors shall consist of up to a maximum of five (5) executives of voting members who hold senior positions in a pharmaceutical distribution company active in Africa. One (1) directors shall be elected from each of the following five (5) geographical regions: North; South; Central; East & West Africa.

Section 3.1.

Regional Company Directors representing a given geographical region, as defined above and illustrated in Annex 1, shall be selected and nominated by the voting members from that geographical region.

Section 3.2.

Regional Company Directors shall take office after their election has been ratified by the General Assembly either in session or by mail ballot (post or electronic) and shall serve for a term of two years, or until a successor is duly elected and qualified.

Section 3.3

The same company, or a company and affiliate, may not hold more than 1 seat on the Board of Directors in total.

Section 4.

Vacancies on the Board of Directors may be filled by the Board of Directors for the balance of the term thereof or until a Director is duly elected or appointed.

Section 5.

The Board of Directors shall have the power to establish the annual dues amounts assessed to members (within the approved budget), direct and deploy Association resources, appoint and oversee staff, establish strategic objectives and approve new members.

Section 6.

The Board of Directors shall meet at the time and place of the meeting of the General Assembly. The Board of Directors shall also meet at the request of the Chairman at such times and places as he or she

may designate or shall be called to meet upon agreement of a majority of the directors. Notice of all meetings of the Board of Directors shall be sent to each director at least thirty (30) days in advance of such meetings.

#### Section 7.

A majority of the Board of Directors shall constitute a quorum for any official decision of the Board of Directors. Each director has one vote. Actions of the Board of Directors shall be by a simple majority, except for the approval of new members which requires a two-thirds (2/3) majority. In case of equality of votes, the Chairman shall have an additional vote. At the request of the Chairman, votes may be recorded and decisions taken by correspondence.

#### Section 8.

All members of the Board of Directors shall serve for a period of 2 years, with no limitations on the number of terms, consecutive or otherwise, that may be served in total. However, directors must continue to hold an active position within a Voting Member organization at all times to serve on the Board of Directors.

### **ARTICLE VII: OFFICERS**

#### Section 1.

The officers of this Association shall be a Chairman of the Board of Directors ("Chairman"), two Vice-Chairmen, a Director General, and other offices that the Board of Directors may deem appropriate. The Chairman and Vice Chairman shall be elected by the Board of Directors and shall not be representatives from the same region. Election shall be by ballot, in print or electronic form, and a majority of the votes cast shall elect.

The Director General shall be appointed by the Board of Directors.

#### Section 2.

Each officer shall take office immediately and shall serve for a term of two years or until a successor is duly elected or appointed and qualified. Officers may be re-elected or re-appointed.

#### Section 3.

Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.

#### Section 4.

Chairman of the Board of Directors -- The Chairman shall be the chief executive officer of the Association and shall preside at meetings of the Association and of the Board of Directors and shall be a member ex-officio of all committees, sections and forums. He or she shall also, at meetings of the General Assembly and at such other times as he shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are incident to the office of Chairman or as may be prescribed by the Board of Directors.

#### Section 5.

Vice Chairman -- or Vice-Chairmen shall act in the absence of the Chairman, or by his delegation, with

the same rights and duties as indicated in Section 4.

#### Section 6.

Director General -- The Director General, under the direction of the Chairman, shall be the chief operating officer and assumes full responsibility for all activities of the Association. He or she shall consult freely with the Chairman and the Board of Directors on matters of policy of the Association and on such matters, shall carry out their instructions. He or she shall be an ex- officio member of all standing and special committees, sections and forums. He or she shall supervise the collection of annual dues, membership fees and subscriptions and shall supervise the keeping of an account of all monies received and expended for the use of the Association and shall make disbursements authorized by the Board of Directors and such other officers as the Board of Directors may prescribe. The Director General shall see that all sums received are deposited in the bank or banks approved by the Board of Directors and shall make a report at meetings of the Board of Directors or when called upon by the Chairman. Funds may be drawn only upon the signature of the Chairman, Vice Chairman, Director General, the Directors or such other person or persons as the Board of Directors may designate. The funds, books and vouchers in his hands shall be subject to periodic verification and inspection of the Board of Directors. He or she shall prepare an annual report of the transactions and condition of the Association; and generally, devote a best effort to advancing the interests of the Association.

### **ARTICLE VIII: HEADQUARTERS**

The Current Headquarters of the Association has been designated by the Board of Directors, on October,10<sup>th</sup> 2019 in Casablanca Morocco. The address in full is as follows: Rue Abdelmoumen Immeuble 2 Hamza Bnou Abdelmoutalib Derb Ghellef Casablanca.

### **ARTICLE IX: LANGUAGE**

The official languages of the Association shall be English and French. While translations and interpretation services may be offered into other languages all official governing documents, position statements and Minutes of convenings will be in the official languages.

### **ARTICLE X: CURRENCY**

The Association bank account or accounts to be opened in Morocco will be in Moroccan Dirhams (MAD). The budget, the dues as well as the transactions report will be set up in US Dollars, or in other currency decided by the Board of Directors.

### **ARTICLE XI: COMMITTEES**

The Chairman may appoint standing and special committees, sections and forums as needed, wherein he may be represented by the Vice-Chairmen or by reporters.

### **ARTICLE XII: DUES OR SUBSCRIPTIONS**

#### Section 1.

Dues, subscriptions, or other monies, which the Board of Directors finds necessary to conduct the

affairs of the Association, shall be determined by the Board of Directors and levied equitably on the members of the Association. Payment of all monies shall be transmitted promptly on demand.

#### Section 2.

The Board of Directors shall arrange for an annual audit by a qualified independent organization.

#### Section 3.

Member organizations that fail to pay their dues, subscriptions, or assessments within sixty (60) days from the time such become due shall be notified by the Director General of their delinquency. At the same time, the Director General shall notify the Board of Directors of any such delinquency for any action the Board of Directors may deem necessary.

### **ARTICLE XIII: ACTIVITY YEAR**

The activity year shall be the calendar year.

### **ARTICLE XIV: AMENDMENTS**

These By-Laws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of the General Assembly provided that a copy of the amendment proposed for consideration shall be mailed by post or by electronic means to the last recorded address of each voting member at least thirty (30) days prior to the date of the meeting, and any action taken shall be reported to each voting member. The By-Laws may also be amended by post or by electronic means with ballot returnable within 60 days.

### **ARTICLE XV: LIMITATION OF LIABILITIES**

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under the By-Laws, except for acts or omissions to act arising out of his willful misfeasance.

### **ARTICLE XVI: DISSOLUTION**

The APDA Association, being a non-for-profit association, shall use its assets only to accomplish the objectives and purposes specified in the By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association or to any private individual. On dissolution and liquidation of the Association, as decided by the General Assembly, any assets remaining shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, scientific or educational purposes, as identified by the Board of Directors.

### **ARTICLE XVII: EFFECTIVE DATE**

The present By-Laws take effect upon their adoption by the General Assembly, held in Casablanca/Morocco on October, 10<sup>th</sup> 2019.