

CHARTER
of the Tashkent City Association of Representative Offices of Foreign
Pharmaceutical Companies and Manufacturers
(New edition)

*The Association was registered in the state register on June 13, 2003, under No. 344,
and re-registered on September 24, 2014.*

Tashkent – 2017

I. GENERAL PROVISIONS

1.1. The Tashkent City Association of Representative Offices of Foreign Pharmaceutical Companies and Manufacturers (hereinafter referred to as the "Association") is a self-governing organization established on a voluntary basis by initiative persons, uniting legal entities and individuals related to its activity, which does not pursue the making of income (profit) as the main purpose of its activity and does not distribute the income (profit) received among its participants (members).

1.2. The Association is established for the purpose of protecting the rights and legitimate interests of its members (participants) and other democratic values, achieving social, cultural and educational goals, satisfying spiritual and other non-material needs, carrying out charitable activity, as well as for other socially useful purposes.

1.3. The official name of the Association:

- in Uzbek: Toshkent shahar chet el farmatsevtika kompaniya va ishlab chiqaruvchilar vakolathonalari uyushmasi;
- in Russian: Ташкентская городская Ассоциация представительств зарубежных фармацевтических компаний и производителей;
- in English: Tashkent city Association of representatives of foreign farm companies and product producers.

1.4. The Association carries out its activity in accordance with the Constitution of the Republic of Uzbekistan, the laws "On Non-Governmental Non-Profit Organizations," "On Guarantees of Activity of Non-Governmental Non-Profit Organizations," as well as other regulatory legal acts related to this sphere, and this Charter.

1.5. The Association is deemed a legal entity from the moment of its state registration in the established procedure, and has an independent balance sheet, property, accounts in national and foreign currencies with banking institutions, a round seal bearing its official name and a corner stamp, symbols, and an official website.

1.6. The Association independently determines the economic, technical and development direction of its activity, may possess property and personal non-property rights, as well as bear obligations, and be a plaintiff and defendant in court.

1.7. The Association may establish territorial units in the districts of the city of Tashkent, registered with the justice authority in the established procedure, with or without the status of a legal entity. Territorial units of the Association carry out their activity in accordance with this Charter and the Regulation approved by the General Meeting, and represent the interests of the Association in the relevant territory.

1.8. The Association is not liable for the obligations of the state, and the state is not liable for the obligations of the Association. The Association may carry out any type of activity not prohibited by legislation, within the scope of the purposes established by this Charter.

1.9. The state may assist certain socially useful programs of the Association. Interference by state authorities and their officials in the activity of the Association, as well as interference by the Association in the activity of state authorities and their officials, is not allowed.

1.10. The organizational and legal form of the Association is an Association (uyushma).

1.11. The term of activity of the Association is unlimited.

1.12. The territory in which the Association carries out its activity is the city of Tashkent.

1.13. The location (postal address) of the governing body of the Association: city of Tashkent, Mirabad district, Nukus Street, house 16.

1.14. In the event of a change in the location of the governing body of the Association, it shall notify the body that registered it accordingly, in the established procedure.

II. THE MAIN PURPOSE AND OBJECTIVES OF THE ASSOCIATION

2.1. The main purpose of the Association's activity: close cooperation with relevant organizations in creating an open, modern, ethical pharmaceutical market; formation of a unified policy of the Association's members on issues of meeting the demand for medicines; and assistance in the exercise of public control over compliance with ethical standards of activity in the pharmaceutical market.

2.2. To achieve the purposes, it has set for itself, the Association carries out the following objectives:

- close cooperation with local and foreign pharmaceutical companies and manufacturing enterprises, their representative offices and branches, as well as other state and public organizations, their voluntary association, and exchange of information and experience with them;
- protection of the rights and interests of the members of the Association, providing them with comprehensive assistance;
- attracting foreign pharmaceutical firms, associations and other organizations to the Republic of Uzbekistan in order to carry out the objectives established by the Charter, concluding mutually beneficial agreements with them, and establishing close cooperation;
- participation, in the procedure established by law, in the development of legislative acts relating to the activity, submission of relevant proposals to draft legislative acts relating to problems in the field of healthcare and the provision of medicines, and participation in various state projects and programs;
- promotion of a healthy lifestyle among the population, cooperation with relevant state organizations in the formation of tax, customs and pricing policy in the field of the provision of medicines;
- establishment of business structures to achieve the purposes established by the Charter and to ensure self-financing, and establishment of publishing houses to cover its activity;
- assistance in the organization and holding of republican and international forums, conferences, exhibitions, campaigns and other events on the territory of the city of Tashkent, as well as sending representatives to participate in activity-related events held in the regions of the republic and abroad;
- engaging in entrepreneurial activity within the scope corresponding to the purposes of this Charter, subject to obtaining the relevant license, in accordance with legislation.

The Association may also carry out other objectives not prohibited by legislation.

III. RIGHTS AND OBLIGATIONS OF THE ASSOCIATION

3.1. The Association has the following rights:

- to represent and protect the rights and legitimate interests of its members and participants;
- to put forward initiatives on various issues of public life, and to submit proposals to state authorities and administration bodies;
- to participate, in the procedure provided for by legislation, in the development of decisions of state authorities and administration bodies;
- to disseminate information about its activity;
- to establish mass media and carry out publishing activity in the established procedure;
- to establish business structures to carry out the purposes and objectives established by the Charter;
- to establish its own symbols;
- to hold meetings, conferences and other similar events on issues relating to its activity;
- to open representative offices and establish branches in accordance with legislation.

The Association also has other rights provided for by legislation.

3.2. The Association has the following obligations:

- to comply with the legislation of the Republic of Uzbekistan and this Charter;
- to ensure freedom of access to information on the use of its property and monetary funds;
- to coordinate the events, it holds with the registering authority in the established procedure, to submit information on participation in events held abroad in the established procedure, and to provide the representative of the registering authority with free access to the events it holds;
- to coordinate, in the established procedure, with the registering authority the issue of receiving property and other funds from international and foreign organizations or from other persons on their instructions;
- to submit reports on its activity to the registering, tax and statistical authorities in the established form and within the established time limits.

The Association also bears other obligations provided for by legislation.

IV. MEMBERS (PARTICIPANTS) OF THE ASSOCIATION, THEIR RIGHTS AND OBLIGATIONS

4.1. Local and foreign pharmaceutical companies and manufacturing enterprises, their representative offices and branches, as well as state and public organizations, and other legal entities and individuals, may voluntarily become members (participants) of the Association.

4.2. Local and foreign pharmaceutical companies and manufacturing enterprises, their representative offices and branches, as well as state and public organizations, and other legal entities and individuals that recognize this Charter, may be admitted as members (participants) of the Association individually or collectively.

4.3. Admission to membership (participation) is carried out on the basis of an application submitted to the head of the Association, and, in the case of collective admission, on the basis of an application from the collective. An agreement may be formalized in the established procedure with legal entities that are members (participants). This agreement covers issues related to entrance and membership fees.

4.4. The issue of admitting individuals or collectives to membership (as participants) of the Association is considered and decided by the Board of the Association. The issue of expulsion

from membership of the Association is decided on the basis of a decision of a meeting of the Board of the Association.

4.5. Members (participants) of the Association are deemed to have equal rights. Issues of admission to membership (as participants) and expulsion therefrom are decided only on the basis of a decision of a meeting of the Board.

4.6. Members (participants) of the Association have the following rights:

- to receive information about the activity of the Association;
- to participate in events held by the Association;
- to submit proposals relating to its activity to the governing bodies of the Association and to have them considered;
- to voluntarily withdraw from membership.

4.7. The obligations of members (participants) consist of the following:

- to comply with the Charter of the Association, the decisions of its governing bodies, and the requirements of legislation on non-governmental non-profit organizations;
- to pay entrance and membership fees (if established);
- to actively participate in carrying out the purposes and objectives of the Association.

4.8. Members (participants) of the Association are prohibited from disseminating false information about the activity of the Association, causing disputes among members (participants), or disseminating information that damages the reputation of the Association, including through the mass media (the internet).

4.9. Members (participants) who fail to comply with this Charter and the laws on non-governmental non-profit organizations, and who violate clause 4.8 of the Charter, shall be expelled from membership (from the ranks of participants) in the established procedure.

4.10. The Association may have honorary members (participants). The title of honorary member (participant) of the Association is awarded to permanent members (participants) of the Association who have actively participated in its work, comprehensively supported its activity, and contributed to the fulfillment of the purposes and objectives established by the Charter of the Association. The issue of designating an honorary member (participant) is considered at a meeting of the Board of the Association. An honorary member (participant) of the Association may be exempted from paying membership fees.

V. THE SCOPE OF AUTHORITY OF THE GOVERNING BODIES OF THE ASSOCIATION AND THE PROCEDURE FOR THEIR FORMATION

5.1. The governing bodies of the Association are:

- the General Meeting;
- the Board;
- the Audit Commission.

5.2. The supreme governing body of the Association is the General Meeting.

5.2.1. The General Meeting is held as necessary, but not less than once every 3 years. Extraordinary General Meetings may be convened on the initiative of the Board of the Association or the Audit Commission. Decisions of the General Meeting are adopted by open voting. In the event of a tie vote, the deciding vote belongs to the director of the Association.

Decisions of the General Meeting are deemed valid if at least 60 percent of the members of the Association take part in it and the decisions are adopted by a simple majority, i.e., 51 percent, of the votes. Members of the Association are notified in writing of the convening of the General Meeting no less than 15 days in advance, and of an extraordinary General Meeting no less than

10 days in advance. The notice of convening the General Meeting must include the text of the issues included in the agenda. The procedure and conditions for convening and holding the General Meeting are carried out by the Board of the Association.

5.2.2. The powers of the General Meeting include:

- adopting and approving the Charter of the Association;
- introducing amendments and additions to the Charter of the Association and approving them;
- adopting a decision on the reorganization and liquidation of the Association;
- exercising control over the activity of the Association;
- determining the main directions of the Association's activity;
- considering other important issues relating to the Association's activity;
- electing the director of the Association, his deputy, and the members of the Board;
- forming the Audit Commission of the Association, electing the chairman and members of the Audit Commission;
- hearing and approving the reports of the director and the Audit Commission.

5.2.3. In the period between General Meetings, the leadership of the Association's activity is exercised by the Board of the Association.

5.3. The Board of the Association.

5.3.1. Members of the Board are elected by the General Meeting by a majority vote of the participants, in a composition of not less than 5 persons, for a term of 3 years. The director of the Association, his deputy, and the executive director are simultaneously members of the Board.

5.3.2. Meetings of the Board are held at least once a year, but extraordinary meetings may be convened as necessary on the initiative of the director of the Association. Decisions of the Board are adopted by open voting, by a simple majority, i.e., 51 percent, of the votes of the members taking part; in the event of a tie vote, the vote of the director of the Association is deciding. A meeting of the Board is deemed valid if at least 60 percent of the members of the Board participate in it.

5.3.3. The powers of the Board include:

- monitoring the implementation of decisions of the General Meeting;
- approving the staffing table of the Association's employees, the internal labor regulations, and the distribution of duties;
- approving cooperation programs, plans of events and other similar documents aimed at implementing the purposes and objectives established in the Charter of the Association;
- approving current plans and monitoring their implementation;
- forming and approving the structure (system) of the Association;
- disposing of the property and monetary funds of the Association;
- determining the amount of entrance and membership fees in the Association, and adopting a decision on exemption from payment of membership fees;
- admitting to membership (into the ranks of participants) of the Association, and expelling therefrom;
- considering and approving the symbols, description and Regulation of the Association;
- establishing, in the procedure established by law, units of the Association (branches and representative offices) and business entities, approving their founding documents, appointing their heads, and removing them from office ahead of schedule;

- preparing and submitting issues relating to the General Meeting, and approving the agenda;
- approving the general annual work plan on the Charter's activity of the Association;
- convening regular and extraordinary General Meetings.

The Board may also consider other issues related to the Association's activity that do not fall within the exclusive competence of the General Meeting, within the framework of this Charter.

5.3.4. The powers of the director of the Association include:

- general leadership of the day-to-day work of the Association;
- appointing and removing the Executive Director of the Association;
- acting on behalf of the Association without a power of attorney;
- concluding agreements and carrying out other legally significant actions;
- determining the scope of authority of the deputy director and the executive director, and approving their job descriptions;
- signing and maintaining documents related to the Association's accounting, and approving estimates, balance sheets, and budget documents;
- rewarding employees of the Association, determining the amount and procedure of rewards, and bringing them to disciplinary responsibility;
- monitoring the implementation of the decisions of the governing body and ensuring their execution within the established time limits;
- conducting day-to-day work and monitoring the fulfillment of tasks with regard to the execution of decisions adopted by the General Meeting and the Board.

The director of the Association independently, in accordance with the requirements of the current legislation of the Republic of Uzbekistan, resolves issues of hiring and dismissal of employees of the Association's apparatus, issues relevant orders, and signs labor contracts.

5.3.5. In the absence of the director of the Association, his duties are performed, on the basis of an order of the director, by his deputy or the executive director.

Other powers and duties of the deputy director and the executive director are determined in their job descriptions.

5.4. The Audit Commission of the Association:

5.4.1. Members of the Audit Commission of the Association are elected by the General Meeting by a majority vote of the participants, in a composition of not less than 3 persons, for a term of three years.

5.4.2. The chairman of the Audit Commission is elected from among its members.

5.4.3. The chairman of the Audit Commission of the Association participates directly in the activity of the Association.

5.4.4. The Audit Commission of the Association exercises general control over the financial and economic activity of the Association, over the implementation of the decisions of the General Meeting and the Board, and over the fulfillment of the objectives established by this Charter, as well as over the accounting of the results of the Association's financial activity.

5.4.5. The financial and economic activity of the Association must be audited by the Audit Commission not less than once a year, at the end of the reporting year.

5.4.6. During the audit, all documents and information necessary and related to the financial and economic activity of the Association must be submitted to the Audit Commission.

5.4.7. The Audit Commission may study applications and complaints received by the Association from individuals and legal entities, adopt relevant decisions, and submit relevant proposals to the Board of the Association.

5.4.8. The Audit Commission shall submit a written report on the results of the audit to the meeting of the Board no later than within one month, and shall submit summarized information to the General Meeting and report to it.

5.4.9. A member of the Audit Commission may not simultaneously be a member of another governing body of the Association.

VI. LABOR RELATIONS

6.1. The laws of the Republic of Uzbekistan on labor, as well as the laws on the social security and social insurance of workers, apply to the employees of the Association's apparatus.

6.2. The labor relations of the Association's employees are determined by the internal labor regulations and the collective agreement.

VII. ACCOUNTING AND REPORTING OF THE ASSOCIATION

7.1. The Association keeps records of the results of its activity and submits reports to the registering, tax and statistical authorities in the established procedure.

7.2. The financial and economic activity of the Association is inspected, within their competence, by the tax, financial and other state bodies in the procedure established by current legislation, including, when necessary, by auditors.

7.3. The Association is independent in its activity from state authorities and administration bodies, does not report to them, and is not subject to their control, except in cases provided for by legislation.

VIII. SOURCES OF FORMATION OF THE ASSOCIATION'S MONETARY FUNDS AND OTHER PROPERTY

8.1. Buildings, structures, dwellings, equipment, inventory, monetary funds, including monetary funds in foreign currency, securities and other property are the property of the Association;

- the Association may acquire, lease or use free of charge property that is not of a technical/production nature;
- on the basis of a decision of the Board, the Association may sell, lease, transfer for temporary use, or lend various movable or immovable property at its disposal to enterprises, institutions, organizations and individuals;
- in the established procedure, in accordance with the body of legislation of the Republic of Uzbekistan, the Association may receive all types of loans and credits from banks, enterprises and other organizations, including foreign organizations.

8.2. The property of the Association is protected by law.

8.3. The Association is liable for its obligations with the property to which, in accordance with legislation, a claim may be directed.

8.4. The sources of formation of the Association's property may consist of the following:

- entrance and membership fees;
- one-time and regular contributions from the founders, participants (members);
- voluntary property contributions and donations;
- income (profit) received from entrepreneurial activity, used exclusively for the purposes of the Charter;

- subsidies, grants and social orders allocated by state and non-state organizations, which may also take such forms;
- other receipts not prohibited by legislation.

8.5. Territorial units of the Association may open accounts with banking institutions under a power of attorney issued by the director of the Association.

IX. TERRITORIAL UNITS OF THE ASSOCIATION AND THEIR RIGHTS TO MANAGE PROPERTY

9.1. Territorial units of the Association may carry out their activity in the relevant territories of the city of Tashkent from the moment of their registration with the justice authority in the established procedure.

9.2. If territorial units are established as legal entities, they may have property and a separate balance sheet, which must be recorded on the balance sheet of the Association in the established procedure. The monetary funds and property of the units may not be written off, sold, or transferred to other persons without a decision of the Board of the Association.

9.4. The legal status, purposes and objectives, rights and obligations of the territorial units of the Association, their governing bodies and the procedure for their formation, issues of membership therein, the procedure for conducting financial activity, and other issues related to the activity of the territorial units, are determined in the Regulations of the territorial units of the Association, approved by the Board of the Association.

X. THE PROCEDURE FOR REORGANIZATION, LIQUIDATION AND TERMINATION OF THE ASSOCIATION'S ACTIVITY

10.1. Reorganization of the Association may be carried out, on the basis of a decision of the General Meeting, by way of merger, accession, division, spin-off, or transformation.

10.2. Amendments and additions introduced into the founding documents of the Association are subject to state registration in the same procedure and within the same time limits as the state registration of the Association itself.

10.3. Liquidation of the Association is carried out on the basis of a decision of the General Meeting or by court order.

10.4. The body that adopted the decision of the General Meeting of the Association, or another decision on liquidation, shall appoint a liquidation commission or a liquidator, in agreement with the justice authority that carried out the state registration.

10.5. Liquidation of the Association is carried out in the procedure provided for by the Civil Code of the Republic of Uzbekistan and other legislative acts.

10.6. In the event that the Association violates the requirements of legislation, its activity may be suspended by a court.

10.7. Property remaining after the satisfaction of creditors' claims may not be distributed among the participants (members) of the organization, or among the members of its governing bodies or the employees of the Association, and shall be used in the established procedure.

XI. THE PROCEDURE FOR INTRODUCING AMENDMENTS AND ADDITIONS TO THE CHARTER

11.1. Amendments and additions to the Charter of the Association are introduced on the basis of a decision of the General Meeting, in the procedure established by law.

11.2. Amendments and additions introduced into the Charter enter into legal force after the re-registration of the Association with the state, in the procedure established by legislation.

XII. FINAL PROVISIONS

12.1. Issues not provided for in this Charter are regulated in accordance with the legislation of the Republic of Uzbekistan.

DIRECTOR OF THE ASSOCIATION

M.A. ASKAROVA