

THE CONSTITUTION OF THE TURKISH BUSINESS COUNCIL

The council is known as “Turkish Business Council” (hereinafter referred to as “TBC”). The Council’s head office is located in Dubai, United Arab Emirates. It functions under the umbrella of Dubai Chamber of Commerce and Industry.

ARTICLE 1 – OBJECTIVES

OBJECTIVES

TBC is a non-profit making organisation of companies and individuals. TBC is a corporate body financed through membership fees and by way of social activities organised by TBC. The Council’s principal objectives are:

- A) TO PROMOTE COMMERCIAL INTERESTS OF TURKEY AND TURKISH BUSINESSMEN IN THE UAE,**
- B) TO PROMOTE TURKISH COMPANIES AND THEIR GOODS AND SERVICES IN THE UAE,**
- C) TO STRENGTHEN TRADE RELATIONS BETWEEN TURKISH COMPANIES, TURKISH BUSINESSMEN AND OTHER COMPANIES IN THE UAE,**
- D) TO CONTRIBUTE TO AN INCREASING TRADE VOLUME BETWEEN TURKEY AND THE UAE.**

To achieve these objectives, the Council shall:

- a) represent the interests of its Members at UAE government departments and other public and private organisations;
- b) prepare and distribute printed material to promote TBC and its Members;
- c) make known by way of advertisement and news letters the objectives of TBC;
- d) enhance social, cultural and business relations among its Members;
- e) organize on a regular basis meetings and seminars along with participating in and contributing to the organization of trade fairs;
- f) encourage Turkish companies to make investments with or without local partners in the UAE;
- g) create an awareness among local and international companies in the UAE about business opportunities in the Turkish market and encourage them to make investments in Turkey;
- h) promote Turkish companies and Turkish goods and services in the UAE and other Gulf countries and thus expanding the regional awareness of Turkey and the Turkish business community;

- i) act as an information office for Turkish companies preparing to start business in the UAE or help to establish an information office to this end;
- j) develop and increase cooperation with other associations and organisations with similar objectives;
- k) monitor business and legal developments in the region and inform its Members about these developments.

The above-mentioned objectives may be expanded by a decision of the General Assembly.

ARTICLE 2 - TERRITORY

2. TERRITORY

The principal region where TBC shall conduct its activities shall be Dubai and the U.A.E.

The Executive Committee may decide to take up initiatives in Turkey or in any other country in compliance with the objectives outlined in this document.

ARTICLE 3 – MEMBERSHIP

3.1 Eligibility

The following companies and individuals shall be eligible for membership:

- a) Companies conducting business in the UAE with at least one partner being a Turkish citizen,
- b) Local branches of Turkish companies,
- c) Local agents, distributors or representatives of Turkish companies,
- d) Companies having regular business activities with Turkish companies,
- e) Turkish citizens and individuals of Turkish origin working as a professional in the UAE.
- f) Companies which are based in Turkey and conducting regular business activities in the UAE.

The Executive Committee shall be authorized to evaluate and to approve/reject membership applications in accordance with the rules and regulations stated in the memorandum. For this purpose the Executive Committee may request further information and documents qualifying the applicant as an eligible member.

Any person who had been convicted of a criminal offence, for which a term of imprisonment was imposed as a penalty, in accordance with the UAE's and Republic of Turkey's Penal Code, shall not be a Member of TBC.

3.2 Membership Categories

3.2.1 Corporate Membership

Organisations or companies subject to the stipulations of Article 3.1, clauses (a), (b), (c) or (d), can apply as Corporate Members.

Companies applying for Corporate Membership shall have the right to appoint up to two (2) individuals as representatives of their companies ("Corporate Member Representatives") to the Secretary General. Each representative shall have one vote at meetings of the General Assembly. Corporate Member Representatives shall either be employed by or shall be a partner / director of the the Company they represent.

Corporate Members may change their Corporate Member Representatives by giving notice in writing to the Secretary General. In case of such a replacement no additional membership fees shall be charged.

3.2.2 Individual Membership

Any individual person subject to the stipulations of Article 3.1 clause (e) can apply to be an Individual Member. An Individual Member has one vote at meetings of the General Assembly.

An Individual Member may not work for companies outlined in Article 3.1 (a), (b), (c) or (d). However, he shall be an employee with a valid residential permit in the UAE.

3.2.3 Membership from Abroad

Turkish companies not registered in the UAE, subject to the stipulations of Article 3.1 clause (f), may apply for Membership from Abroad, indicating in a letter to the Executive Committee their commercial interests in the UAE.

The Executive Committee shall be entitled to approve Members from Abroad. Upon approval, Members from Abroad shall – like Corporate Members - nominate up to two (2) individuals as their Corporate Member Representatives to the Secretary General.

Members from Abroad shall have no Voting Rights at the General Assembly. However, they shall be notified of and their Representatives shall have the right to attend all meetings, including the General Assembly. Otherwise, Members from Abroad shall enjoy the same rights and privileges like other Members.

A Member from Abroad, who after becoming Member, change his status and turn into an eligible Member in accordance with the stipulations under Article 3.1, shall automatically become Corporate Member after informing the Executive Committee in writing. No additional membership fee shall be charged until the end of the paid term.

3.2.4 Honorary Membership

3.2.4.1 Honorary Members are members of diplomatic and consular missions of Republic of Turkey, Commercial and Tourism Attachés and the representatives of Turkish Airlines, in the United Arab Emirates.

3.2.4.2 The Executive Committee shall issue invitations, to become Honorary Member to those, who in the opinion of the Executive Committee, should be beneficial in achieving the objectives outlined in Article 1 due to their position or social status as well as to individuals or companies who have highly committed to these goals in the past.

3.2.4.3 Honorary Members shall be entitled to the same rights and privileges like other members, but they shall not have voting rights.

3.2.4.4 Honorary Members shall not pay any membership fee.

3.3 Application by New Members

Candidates applying for membership shall complete an application form approved by TBC and submit it with other relevant documents to the Secretary General.

The applications shall be evaluated and approved or rejected by the Executive Committee in accordance with the criteria that is laid down in this text. The Secretary General shall observe the application procedure to be finalized by the Executive Committee within two months.

Membership of an individual and a company commence after the payment of the membership fee.

3.4 General Provisions with regard to Membership

3.4.1 Any Member may resign at any given time upon a notice in writing to the Secretary General. Membership fees are non-refundable.

3.4.2 Membership shall not be transferable.

3.4.3 The membership of any Member who was convicted of a criminal offence for which a term of imprisonment had been imposed as a penalty, in accordance with the UAE's and Republic Of Turkey's Penal Code, is automatically cancelled. The dismissal shall be announced by the Executive Committee. The remaining balance of membership fees shall be refundable.

3.4.4 If, in the opinion of the Executive Committee, any Member's conduct or business activity adversely affects the interests of TBC and its objectives, as outlined under Article 1, the Executive Committee shall have the right to ask the Member to submit a written statement with respect to his conduct. In case the explanation is not to the satisfaction of the Executive Committee, the Member shall be advised to resign. If the Member does not comply with submitting a written statement or resigning from TBC within 15 days, the Executive Committee shall cancel his membership and inform the concerning person as well as the Members of TBC in writing. Both the request for a statement in writing and the dismissal from membership have to be decided with 75%majority of the Executive Committee. Reinstatement of cancelled membership shall take place with unanimous vote of the Executive Committee. The remaining balance of membership fees shall be refundable.

3.4.5 If a Member of the Executive Committee is subject to the stipulations of Article 3.4.3, both the request for a written statement and the dismissal from

membership have to be decided with 75% majority of the Executive Committee Members, excluding the Member subject to the dismissal. In case of dismissal of an Executive Committee Member, one of the Reserve Members shall be appointed.

ARTICLE 4 – FINANCIAL YEAR

FINANCIAL YEAR

The financial year of TBC shall commence each year on January 1 and end on December 31. The General Assembly may change the financial year, which shall be effective after three months of the resolution.

ARTICLE 5 – MEMBERSHIP FEES

MEMBERSHIP FEES

The Executive Committee announces the Membership Fees from time to time. Current membership renewals and new membership applications are made based on the announced Membership Fees. Members, that already have paid the membership fees prior to the announcement of such change, are not affected of changed membership fees.

The Executive Committee shall announce the fees for “Corporate Membership”, “Individual Membership” and “Membership from Abroad” categories separately.

Membership fees shall be paid as “entrance fees” and “annual fees”.

Honorary Members shall not be required to pay Membership Fees.

New Members joining TBC during the first eight months of a financial year shall pay the full entrance fee and the full annual fee of that year; new Members joining during the last four months of a financial year shall pay the full entrance fee and half of the annual fee of that year.

For the following years, all members shall receive a reminder for the payment of next year’s annual fee, from the Secretary General during the last month of the fiscal year. The annual fee shall be paid during the first month of the financial year. Members who fail to pay their annual fees within that period shall receive a notice from the Secretary General. Membership of Members, who fail to pay the annual fee within 15 days after receiving the reminder, shall be subjected to cancellation, at the discretion of the Executive Committee. The Executive Committee shall announce those Members.

Former Members, who want to re-apply for Membership, shall pay the entrance fee and the annual fee of that year.

ARTICLE 6 – ANNUAL MEETINGS

6.1 Ordinary General Assembly Meetings

- 6.1.1 TBC shall each year in the second month of the financial year hold its Ordinary General Assembly. The Chairman of TBC shall call the General Assembly with at least 21 days' and at most 30 days' notice.
- 6.1.2 The quorum for any Ordinary General Assembly Meeting shall be 40% of the Voting Members. Members may appoint another Member of the General Assembly as proxy to attend and vote in their place at the Ordinary General Assembly. Approval of resolutions shall be adopted with 50% + 1 vote of the Members present and represented by proxy.
- 6.1.3 The fixed agenda of the Ordinary General Assembly Meeting is:
- a) Election of Chairperson
 - b) Reading of the audit report of the previous financial year
 - c) Releasing the budget of the previous financial year
 - d) Releasing of the Executive Committee of the previous financial year
 - e) Approval of the annual budget prepared by the incumbent Executive Committee
 - f) Election of new Executive Committee Members
 - g) Election of new Auditors
 - h) Miscellaneous and closing remarks

Any issue proposed by Voting Members and approved by the Chairperson may be added to the Agenda.

6.2 Extraordinary General Assembly Meetings

- 6.2.1 6.1.1Extraordinary General Assembly Meetings may be called with at least 75% of the Executive Committee Members. Extraordinary General Assemblies shall be held with at least 14 days' and at most 21 days' notice.
- 6.2.2 The Executive Committee shall call an Extraordinary General Assembly Meeting if more than 50% of the General Assembly Members with Voting Rights submit a joint declaration in this respect in writing to the Secretary General. The Executive Committee shall announce this request within 7 days. The Extraordinary General Meeting shall be held at least after 7 days, at most after 14 days after announcement.
- 6.2.3 The Group calling for an Extraordinary General Assembly shall announce the agenda before the Meeting. The first issue on the agenda of the Extraordinary General Assembly shall be the Election of a Chairperson.
- 6.2.4 The quorum for an Extraordinary General Assembly Meeting shall be 50% of the Voting Members. Members may appoint another Member of the General Assembly as proxy to attend and vote in their place at the Extraordinary General Assembly. Resolutions shall be adopted with 50% + 1 vote of Members present and represented by proxy.

6.3 General Provisions Concerning Ordinary General Assemblies and Extraordinary General Assemblies

- 6.3.1 Members who did not receive an invitation to a General Assembly Meeting should not invalidate the proceedings of the meeting.
- 6.3.2 If, within 45 minutes from the time appointed for the meeting, a quorum was not present, the meeting should be adjourned for 14 days. If, at the subsequent meeting, there is no quorum, then those present shall constitute a quorum.
- 6.3.3 The Chairperson shall chair the General Assembly.
- 6.3.4 The Chairperson shall have no votes except in cases outlined in article 6.3.7.
- 6.3.5 Resolutions put to vote at the General Assembly shall be decided on a show of hands or by reading of names, unless at least half of the Voting Members present at the Meeting request a poll. Polls shall take place with secret ballots.
- 6.3.6 For any individual voting, if the ratio of abstentions is equal or more than 30% of the vote of the Members present and represented by proxy, then the Chairperson shall request the spokespersons of groups that voted "YES" and "NO" to explain their stands. Afterwards, a second vote shall take place. For the second vote, the abstentions shall count as "NO" vote.
- 6.3.7 In case of an equality of votes, a second voting shall take place. If equality of votes is obtained again, the Chairman shall have a casting vote.
- 6.3.8 Members may appoint another Member as proxy to attend and vote in their place at a General Assembly Meeting. The Member being appointed as proxy shall hand over a signed statement to the Chairman at the beginning of the General Assembly with the following wording:

"I/We being a Voting Member of TBC hereby appoint as my/our proxy to attend and vote for me/us on my/our own behalf at the General/Extraordinary General Assembly to be held on ..__/__/200 .

Date and signature"

6.4 Voting Rights

- 6.4.1 Voting Rights of each Member category is enlisted under "Article 3 – Membership".
- 6.4.2 Candidate Members who have applied but whose applications have not been finalized may participate in the General Meeting as an observer without having Voting Rights.

ARTICLE 7 – EXECUTIVE COMMITTEE

7.1 Management of TBC

- 7.1.1 TBC shall be managed by an Executive Committee to be elected at an Ordinary General Assembly Meeting for the duration of one year.
- 7.1.2 The Executive Committee comprises the following positions: 1 Chairman, 10 Executive Committee Members (in total 11 members). Additionally, 2 Reserve Members shall be invited to take over the duties of the vacant post.

Within one week of Executive Committee is been elected, the Committee shall appoint one or two Vice Chairmen and one Treasurer from within the elected Executive Committee Members. Such appointment shall be communicated to the members of TBC and Dubai Dubai Chamber of Commerce and Industry immediately.

- 7.1.3 Candidates for the Executive Committee shall present a list of 9 persons (7 for the Executive Committee and 2 as Reserve Members) to the Chairperson of the General Assembly. The Executive Committee shall be elected with a secret ballot poll by the General Assembly Members with Voting Rights (Corporate Member Representatives or Individual Members), by voting to one of the lists declared as candidate. In case where more than two lists contest for election and non of them obtain the majority of the valid votes then the election be re-held between two lists that obtain the bulk of the valid votes, in this case the list that receives most of the votes shall be elected.
- 7.1.4 All Management Committee Members At least 6 of the 9 enlisted candidates of the Executive Committee shall be those, who represent a Corporate Member, with a valid trade license issued in the UAE. All candidates shall be the General Assembly Members with Voting Rights (Corporate Member Representatives or Individual Members).
- 7.1.5 All Executive Committee Members shall be the nationals of the Republic of Turkey, who are at least 25 years of age.
- 7.1.6 The Executive Committee shall meet at least once every two months. Ordinary Executive Committee meetings shall deal with the previous two months' cash accounts expenditures, with upcoming two months' social and business activities and membership applications waiting for approval.
- 7.1.7 Quorum of Executive Committee meetings shall be 50% of its Voting Members. Unless otherwise stated in the constitution, decisions at the Executive Committee meeting shall be taken by 50% of its Members.
- 7.1.8 In Executive Committee meetings where the Chairman is not present, the Deputy Chairman shall chair the Meeting.

7.2 Executive Committee Structure

7.2.1 Chairman

The Chairman shall represent TBC and preside over the Executive Committee meetings as well as call for Ordinary General Assemblies.

The Chairman shall be eligible to preside for a maximum of three terms.

7.2.2 Deputy Chairman

The Deputy Chairman shall deputize for the Chairman, including the representation of the TBC against third parties.

7.2.3 Treasurer

The Treasurer shall be in charge of preparing a budget and shall monitor these spending are according to the budget. He shall coordinate the collection of membership fees. Furthermore, he shall monitor the Council's banking transactions and petty cash payments for minor daily items.

7.2.4 Executive Committee Members

The Executive Committee Members shall assign the responsibilities and toles for the activity year upon the appointment by the General Assembly.

7.2.5 Secretary General

The Executive Committee employs a Secretary General. The Secretary General shall be managing the Council's head office keeping membership records and be responsible of staff working for the Council (including issues like remuneration).

The Secretary General shall be communicating with Members on behalf of the Executive Committee and shall submit applications of candidate members to the Executive Committee.

In coordinating preparations of social, cultural and business meetings, he shall cooperate with respective Executive Committee Members.

7.2.6 Secretariat

The Executive Committee shall employ the required number of secretarial personnel to be able to perform its duties.

7.2.7. Committees Consultative Committee

This is the highest advisory board. The previous Chairmen and Vice-Chairmen of the Council are natural members of the Advisory Committee. The Advisory Committee Members must be Business Council Members with voting rights. Any Executive Committee Member who is a natural member of the Advisory Committee shall act as an Executive Committee Member and not be a part of

Advisory Committee as long as his Executive Committee membership continues.

The Advisory Committee members are elected for a two year term. Therefore, their assignment is not affected of the election of the new Executive Committee during the General Assembly of the following year of their assignment. Each Advisory Committee member can hold the position for a maximum of two

The Committee consists of a chairman, a secretary and minimum three members. The Advisory Committee appoints its Chairman and Secretary upon the assignment and informs the Executive Committee of such assignments.

If at any term, the number of natural Advisory Committee members do not sum up to five, then the General Assembly shall appoint the missing number of members from within the Council Members with voting rights.

The Advisory Committee Members shall from time to time be invited to the Executive Committee Meetings. They may voice their comments about the Executive Committee meeting agenda articles, however, they do not vote for the decisions.

Advisory Committee meets at least twice a year and prepares a recommendation report to be presented to the Executive Committee.

Main functions of the Consultative Committee are:

- 7.2.7.1 To make recommendations to the Executive Committee on the strategies in order to achieve the objectives of the Council.
- 7.2.7.2 To review the the annual activities of the Council in terms of the effectiveness and conformity with the objectives and make recommendation measures and precautions if and when needed.

The recommendations and comments of the Consultative Committee are of consultative nature and does not bind the decisions or actions of the Executive Committee.

7.3 Auditing

The annual Ordinary General Assembly shall appoint two assessors auditors from among Members with Voting Rights. They shall be nominated by at least one Voting Member and be approved by the General Assembly.

Auditors shall make due spending according to the budget, document expenses and audit the Council's book accounting system. Furthermore, at the end of each financial year, within the first month of the following year, auditors shall examine the accounts of the previous year and submit an audit report to the General Assembly for release.

7.4 General Rules and Regulation Concerning the Executive Committee

- 7.4.1 The Chairman or the Deputy Chairman may represent TBC against third parties with a single signature on issues that do not involve material spending.
- 7.4.2 For all payments on behalf of TBC involving cheques, letters of guarantee, two signatures by Members of the Executive Committee, at least one of whom should be the Chairman, Deputy Chairman or Secretary General of TBC, shall be required.
- 7.4.3 Daily petty cash payments can be made by the Secretary General, Deputy Chairman or Chairman.
- 7.4.4 Minutes of all Executive Committee meetings shall be kept, signed by those present at the meeting, attached and sealed to a book for this purpose.
- 7.4.5 In order to remain on the Executive Committee, Executive Committee Members must attend at least 3 of the 6 ordinary Executive Committee Meetings. In the event that any Member does not perform the minimum attendance, as stated above, the Member shall automatically be regarded as dismissed with the fourth meeting not attended and the records of the minutes shall take immediate effect. An Executive Committee Reserve Member shall be appointed by the Executive Committee to the vacant position until the end of the financial year.
- 7.4.6 The Executive Committee shall make rules regulations and/or by-laws in conformity with this Constitution.

ARTICLE 8 – FINANCIAL AFFAIRS

- 8.1 Membership fees and any other revenue of TBC shall be subject to due spending as foreseen in the approved budget and only be used in line with the objectives of TBC.
- 8.2 The annual budget shall include for daily expenses and any unforeseen expenditure a reasonable sum of money as petty cash to be used by the Secretary General, Deputy Chairman or Chairman. Actually made payments together with their receipts shall be submitted to the first Executive Committee Meeting and recorded in the minutes.
- 8.3 For the purpose of book accounting, cashbooks shall duly be kept under the supervision of the Secretary General or the Treasurer. On demand, the cashbooks have to be made available to the auditors without delay.
- 8.4 Annual audit reports shall be prepared as outlined under "7.3 Executive Committee – Auditing".

8.5 Dissolution of TBC

- 8.5.1 If upon the dissolution of TBC there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed or sold among Members of TBC. Instead, they shall be donated to charity institutions acknowledged by the UAE or official educational

institutions. The Executive Body shall decide to which institutions the donations shall be made.

ARTICLE 9 – AMENDMENTS OF CONSTITUTION AND GOVERNING LAW

- 9.1 Any addition, deletion or amendment to the Constitution shall only be made by 30% of Voting Members of TBC at an Ordinary or Extraordinary General Assembly Meeting.
- 9.2 This constitution shall be governed by the laws and regulations of Dubai and the United Arab Emirates.