

Articles of Association (AOA) March 9, 2023

1-Establishment and Name:

There shall be established in Dubai—UAE a non-profit Association, the Middle East Paints and Coatings Association (MEPCA), whose address is: Dubai Association Centre, 2nd Floor, Office Two, One Central Dubai, Dubai World Trade Centre, Dubai, UAE, hereinafter referred to as the Association.

2-Registered Office:

The registered office of the Association shall be Dubai in the United Arab Emirates. The Association shall be licensed by Dubai Chamber to carry out its activities in Dubai and the Northern Emirates according to these Articles of Association (AOA) and under the umbrella of Dubai Chamber.

3- Definitions:

The following words and expressions shall have the meanings opposite to each, unless the context otherwise requires:

The Chairman, Vice Chairman and Treasurer: elected roles of Board members, who will make up the MEPCA Executive Committee

The General Secretary: An employee of the Association, based at the Dubai Association Centre

The Chamber: Dubai Chamber of Commerce & Industry

The Director: The President and CEO of the Chamber

Board of the Association/Managing Board: Board of Directors of the Association

The General Assembly: The general assembly of the Association

The License: The License issued by the Director for the Association to conduct its activities in accordance with the provisions of the by-laws and resolutions issued by the Chamber

4- Language:

Arabic is the official language of the UAE, however association business will be conducted in English. Other languages may be included as official languages if considered appropriate and beneficial to the members of the Association.

5-Objectives:

MEPCA exists to represent the paints and coatings industry:

- (i) An independent, neutral body to be the coatings industry voice and liaison to authorities across the Middle East
- (ii) Promotes continued professionalisation and standardisation of the sector
- (iii) Facilitates members to collaborate on common industry standards and specifications
- (iv) Liaises with governments to improve and in some cases create a regulatory structure for the coatings industry
- (v) Helps the industry prosper – removing where possible barriers to trade across the Middle East
- (vi) Promotes the sustainability credentials of the industry

- (vii) Links the coatings industry with other relevant stakeholders in the supply chain
- (viii) Further develop the positive reputation of the coatings industry, with governments and other external stakeholders

6-Membership:

A member of the Association once admitted, shall:

- (i) follow and observe all rules and regulations including code of conduct, mandatory guidelines issued by the Association.
- (ii) pay membership fees regularly and on time,
- (iii) make efforts to promote the objects of the Association and not do or cause to be done any act which is detrimental to the credit, welfare, reputation or interest of the Association.
- (iv) Other duties and obligations of members shall be indicated in the by-laws, to be issued by the Managing Board.

7- Categories of Membership:

- (i) Corporate Member:
Any corporation that manufacturers paints and/or coatings, and has sales, marketing or manufacturing operations in the Middle East (countries in scope to be agreed by the Managing Board) can apply for this type of membership.
- (ii) Honorary Member:
The Managing Board can nominate some UAE nationals or personalities of other nationalities, to be Honorary members. Honorary members do not pay membership fees and do not have the right to vote.

The Association can add other categories of Membership if it deems that fit.

8- Cessation of Membership:

A member of the Association shall cease to be a member in the following circumstances:

- (i) if the Corporate Member legal entity goes into administration, becomes bankrupt or ceases to trade
- (ii) if an individual member, on death
- (iii) upon tendering their resignation in writing, provided that he will be liable to pay monies due and payable by him to the Association, according to these AOA.
- (iv) upon failing to pay the membership fees.
- (v) upon expulsion from membership as per the by-laws appended to these AOA.

9-Board of the Association/ Managing Board (the Board):

The management of the Association shall be vested in a managing board composed of (from 5—15 directors). Three of these directors shall be office-bearers namely, Chairman, Vice-Chairman and Treasurer (they are also elected as the Executive Committee of MEPCA) and the rest member /members.

The elections of the Board and the functions of the office-bearers shall be according to the provisions indicated in the by-laws appended to these AOA.

The board, Chairman, Vice Chair & Treasurer take their positions for a maximum of 2 years.

The board will have a right to have an alternate director nominated for each company to help ensure a quorum at each meeting.

10-Powers of the Board:

The Board shall be responsible for the overall management of affairs of the Association and shall exercise all such powers and do all such acts and tasks that are incidental or conducive to the attainment of the objects of the Association.

11-Filling of Casual Vacancy of Office Bearers and Board members:

Upon resignation or casual vacancy of an office bearer or member of the Board, the Board shall be entitled to co-opt any member of the Board in case of an office bearer and any member of the Association in case of a member of the Board, to fill such vacancy in an acting capacity till the date of the elections by the members in the next General Meeting.

12-Functions of the Board:

The Board shall be responsible for the overall management of the affairs of the Association and shall exercise all such powers and do all such acts and tasks that are incidental or conducive to the attainment of the objectives of the Association.

Without prejudice to the generality of the foregoing, the Board shall have the following powers:

- (i) To manage the funds of the Association, open, operate and close all types of Bank accounts in the name of the Association. The Board may designate the Chairman or Vice-Chairman or any of the office bearers, in addition to the Treasurer to operate and manage such Bank account.
- (ii) To appoint the General Secretary for MEPCA, and agree on terms of employment
- (iii) to appoint sub-committees from among its members or other members of the Association and to delegate to them such functions as it deems fit and according to the provisions in the by-laws pertaining to this.
- (iv) to renew the license of the Association, carry out all administrative affairs of the Association and for this purpose may engage staff, fix their remuneration, obtain office facilities and other related services.
- (v) to represent the Association before Judicial Authorities, Ministries, Government Departments, Police, Municipalities and Chambers of Commerce and Industry in the United Arab Emirates or abroad.
- (vi) to receive sponsorship, grants as per the Laws and Regulations of Dubai and UAE. If the grant is from other than the members of the Association, the consent of the Chamber would be needed.
- (vii) to establish its own by-laws and guidelines for the conduct of its business and amend the same from time to time as needed.

13- Meetings of the Board:

- (i) Meetings of the Board shall be called at least three times a year. The Chairman and/or Secretary on his own motion or upon a request in writing made by any three members of the Board shall call a meeting of the Board.
- (ii) Notice of every meeting of the Board containing the agenda to be transacted shall be sent to each member of the Board, at least five days before the meeting. Any urgent or Extraordinary meeting may be called by a shorter notice.
- (iii) The draft minutes of every meeting shall be prepared and circulated by the General Secretary within ten days from the date of the meeting. The minutes shall be approved at the next meeting and signed by the Chairman of that meeting.

14-Powers of the Board:

The Board shall have the following powers, to be exercised by either by two third or simple majority. The following powers shall be exercised by two third majority:

- (i) Expulsion and/or suspension of the membership of a member of the Board or the Association.
- (ii) to approve notice for convening an Extraordinary General Meeting
- (iii) to decide matters relating to the interpretation of the provisions of these AOA
- (iv) to make changes to the countries within the MEPCA territory (as listed in the Byelaws)

The following powers shall be exercised by a simple majority:

- (i) fill a casual vacancy in the Board or a sub-committee
- (ii) to prepare and approve the Annual Report of the association
- (iii) to consider and approve the audited financial statements
- (iv) to appoint the Election Officer
- (v) to transact any other business, other than the above mentioned
- (vi) The Chairman shall have the casting vote

15-Annual General Meetings:

- (i) The Annual General Meeting (AGM) of the Association shall be held in Dubai within 3 months of the close of the financial year.
- (ii) The venue, date, and time shall be proposed by the Executive Committee of the Board and a notice thereto shall be sent to all the members by the Chairman or General Secretary not less than 21 days in advance. Such notice shall also contain the agenda, which shall include:
 - a. to receive and adopt the Annual Report of the affairs of the Association
 - b. to receive and adopt the audited financial statements of the Association,
 - c. to appoint the Auditors,
 - d. to elect the office-bearers,
 - e. to transact any other matters that may brought up, with the permission of the Chairman.

- i. notice of the AGM shall be sent by post/email or displaying it on the Association`s website. Once displayed on the website, this shall be deemed as compliance with the notice requirement.
- ii. unless otherwise provided for elsewhere in these AOA, all resolutions at the AGM shall be passed by a simple majority.
- iii. Each company will be allowed a proxy vote.
- iv. the auditors shall have the right to attend the AGM and be heard on any matter that concerns them.

16- Extraordinary General Meeting (EGM):

- (i) EGM can be called if matters of importance to the Association arise which require the members to vote.
- (ii) EGM may be convened by the Board at any time on its own accord or upon receipt of requisition of holding such meeting in writing by 30% of the members of the Association. The requisition should state clearly the purpose of the meeting and the business to be transacted thereat. No other business will be discussed.
- (iii) When deciding to convene the meeting as above –mentioned, the Board shall do that within 15 days and give 7 days notice to the members before the date of the meeting.

17- Quorum :

- (i) 51% of the members of the Board shall constitute the quorum for a meeting of the Board.
- (ii) 30 % of the members present shall constitute the quorum for any General Meeting.

If there is no quorum, the meeting shall be adjourned for two weeks. The members who will be present at the adjourned meeting, shall form the quorum.

18- Accounts and Audit:

- (i) the accounts of the Association shall be maintained in accordance with international standards. The Board shall approve the accounting policies to be followed .The auditor shall present his report to the members of the Association at the AGM.
- (ii) the books of accounts shall be maintained under the supervision of the Treasurer and shall always be available for inspection by the members of the Board.

19- Interpretation of the AOA:

The ruling of the Board shall be decisive in all matters relating to interpretation of provisions of these AOA, unless otherwise specifically provided in these Articles or the by-laws.

20-Amendments to the AOA:

Any amendments to these AOA shall be approved by a majority of two thirds of the members present and are entitled to vote at the General Meeting where such motion is proved for approval.

21-Winding Up/ Dissolution:

In case of winding up or dissolution of the Association, any funds or property remaining after satisfaction of debts shall be disposed of as per the decision of the members at an EGM and under the guidance of the Board.

22-Governing Law:

These AOA are made in Dubai and are therefore subject to the laws and regulations of Dubai and the UAE.