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## Minutes for the MEPCA formation meeting

Tuesday 13<sup>th</sup> September 2022 2-4 pm,

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**Location: Dubai Association Centre, 2nd Floor, Office Two, One Central Dubai, Dubai World Trade Centre, UAE**

### **Board Members Present**

Jasbir Gill  
Franck Derouen  
Martin Rosocha  
Laurence Brown  
Esben Hersve  
Samer Sayegh  
Olga Kolevatova  
Anthony Reaidy  
Abubaker Sheibani

### **Company**

AkzoNobel  
Axalta  
Caparol Paints L.L.C  
Hempel  
Jotun U.A.E. Ltd (LLC)  
National Paints  
PPG  
RAR Holding  
Sheibani Group

### **In Attendance**

Tom Bowtell  
Nadine Saxon  
Juergen Nowak  
Nasir Fahmeed

BCF/WCC (Chairman)  
BCF/WCC (Secretary)  
Vincentz (Honorary MEPCA Member)  
Quali Middle East Association

### **Apologies**

Joseph Eapen  
Asian Paints (Berger Paints Emirates)

- 1. Welcome and introductions, apologies for absence - Tom Bowtell, President, World Coatings Council (WCC) and CEO of British Coatings Federation (BCF)** TB welcomed attendees to the meeting and noted apologies from Asian Paints. He welcomed Olga Kolevatova, new regional head for PPG and Anthony Reaidy, RAR (deputising for Rabih Reaidy) to their first meeting. A full introduction around the table of all in attendance was given. It was noted that Laurence Brown was standing in for Mark Rees from Hempel.

TB – welcomed Nasir Fahmeed (NF) from Quali ME to the meeting and thanked him for his support in helping to set up the MEPCA association. He also thanked JN and Vincentz for kindly hosting the pre-meeting lunch.

**2. Meeting code of conduct – agree to Competition Law Do’s and Don’ts for MEPCA**

The Competition Law Do’s and Don’ts were introduced by TB and proposed to the board members for adoption. JG asked if the association should have a lawyer attend the meetings. A short discussion took place, and it was agreed that for regular meetings and topics, the group does not need legal support, but this could be considered on a case-by-case basis depending on the subject matter.

**DECISION: The Do’s & Don’ts were adopted for the association**

**ACTION: NS to add a copy of the code of conduct into the minutes. (See the appendix at the end of these minutes).**

**3. Approval of previous minutes of the MEPCA meeting held 17<sup>th</sup> May 2022**

Actions from the previous meeting were reviewed. AS invited TB to become an honorary member of the MEPCA board. TB was honoured to be invited and accepted but with the proviso to not be so hands-on. It was also confirmed that JN, Vincentz Network, continues to stand as an honorary member as agreed at the meeting in May.

**DECISION: TB to become an honorary member of MEPCA**

It was noted that the action for members to network and influence local companies in Saudi and other countries to join the association had not been closed and would be carried forward to the next meeting.

**ACTION: All C/F action for MEPCA board members to network and influence contacts in local companies in Saudi and other countries to join MEPCA**

With no further matters arising, the Minutes from the Board meeting held on 17<sup>th</sup> May 2022 were unanimously approved.

**4. Preview and agree draft Articles of Association (AoA) for MEPCA**

Draft MEPCA AoA were circulated to Board members before the meeting. These were built from a standard template from the Dubai Association Centre. A review of the AoA key points took place, and several actions were recommended.

**Key Points - Two membership types**

- **Corporate** – for paint/coatings manufacturers with sales, marketing or manufacturing operations in the Middle East, *commitment to pay agreed membership subscriptions and abide by code of conduct*
- **Honorary** – at discretion of board – any company or individual, no membership fee or voting rights

**Board composition**

- 5 to 15 directors (This may need to be more as the association expands)
- Quorum 51% of the board members at a board meeting (30% of members at a General Meeting)
- Three office bearers – Chairman, Vice Chairman and Treasurer suggest a two-year term
- Minimum frequency of three board meetings per year

**Action: TB/NS add the updates below to the MEPCA AoA**

Article 3- Definitions - Add “Executive Committee” to section 3 Definitions – will be made up of Chairman, Vice Chairman and Treasurer
Article 4 – Language - add in that Arabic is the official language of the UAE but the association will be conducted in English
Article 9 – The Board - Chairman, Vice Chairman and Treasurer – add that “they are elected as the Executive Committee of MEPCA.”
Article 9 – The Board - Chair, Vice Chair & Treasurer take their positions for a maximum of 2 years
Article 9 – The Board - Add : “The board will have the right to have an alternate director nominated for each company to help ensure a quorum at each meeting”.
Article 14 – Powers of the board - move “consider and approve the audited financial statements” to simple majority vote section
Article 14 – Powers of the board - Add the Chairman shall have a casting vote.
Article 15 – AGM - amend the wording 15i to read “AGM shall be sent by post/email <b>and</b> displaying it on the Association’s website (old wording said OR).
Article 15 – AGM – allow proxy voting

**Action: AS – Article 14, Powers of the Board - clarity on which items need a simple majority or two thirds majority to be reviewed by the Executive Committee.**

**Action: Executive Committee (AS, MR, JG) to fine-tune the AoA on receipt of the updated draft from TB/NS**

**Action: The consensus in the room was that having a supplier category (ie Associate member category) may be useful in the future, but not in the first year or two whilst the association is forming**

**Action: Board members to nominate an alternate director to represent them on the Board if they cannot attend (instead of a proxy vote). Please give this name to NS**

*Note - two alternate directors were confirmed at the meeting today - LB from Hempel and AR from RAR Holdings.*

EH asked for clarification on company declarations for multinationals and status of subsidiary companies. For subscriptions, turnover declarations should relate to the countries listed in agenda item 7 below. TB confirmed all company subsidiaries can and should be listed in MEPCA’s membership list. EH also asked for clarity on who is legally responsible for the association. TB confirmed the board are legally responsible for the association.

**Action: Members to compile a list of all subsidiary companies in the region (as defined in item 7) for the next meeting.**

NF confirmed that the articles need to be submitted to the Dubai Chamber of Commerce. It was agreed that a revision will be circulated to be signed off within two weeks and sent to NF

**Action: NF to send the AoA to the Dubai Chamber of Commerce to support MEPCA's application process once the Executive Committee has approved the updated version from NS/TB.**

**5. MEPCA Byelaws**

A discussion took place regarding Byelaws for MEPCA. The Byelaws will give members guidance and information regarding procedures and regulations and in conjunction with the MEPCA's Articles of Association, these rules will contribute to the smooth operational running of MEPCA. The Byelaws can be updated with more ease than the articles. TB shared a slide with suggested details (see slides sent out with these minutes).

**ACTION: TB/NS to draft the Byelaws and circulate them to the Executive Committee for review and fine-tuning before being shared with the Board for approval.**

**6. Appointment of the first Chairman, Vice Chairman & Treasurer of MEPCA**

Based on nominations and discussions with those nominated, proposal for MEPCA's first office bearers were put forward to the board:

**Chairman** – Abubaker Sheibani, Al Takamol International - Sheibani Group

**Vice Chairman** – Martin Rosocha, Caparol Paints L.L.C

**Treasurer** – Jasbir Gill, AkzoNobel

**DECISION: The board members unanimously agreed the appointment of the office bearers**

AS thanked the board with a short speech which can be seen in an appendix at the end of the minutes. TB thanked AS for his excellent speech. AS, MR and JG form the first Executive Committee for MEPCA.

**7. Scope for countries to be included in MEPCA**

A discussion on countries to be included in MEPCA took place based on the discussions in the last meeting. The MEPCA Board agree to include countries in the GCC, plus Yemen, Egypt, Iraq, and the Levant. All countries included should be specifically listed in the Byelaws (with the exception of the Levant, which will be listed as such with no detail).

**Action: TB/NS to list the countries within MEPCA Territory in the Byelaws**

**8. MEPCA Website**

The Board members agreed on the domain name MEPCA.NET which JN has already secured. A discussion took place on the creation of a website for MEPCA and JN agreed to take the action to set up a slim website and a MEPCA LinkedIn page ready to

start the recruitment process. JN will also set up an [info@mepca.net](mailto:info@mepca.net) email address for anyone visiting the website and [applications@mepca.net](mailto:applications@mepca.net) to receive emails for recruitment

**ACTION: JN create MEPCA Website**

**ACTION: JN create MEPCA LinkedIn page**

**ACTION: JN to set up email addresses for MEPCA and share access with Jotun for recruitment process for the applications@ email address**

**ACTION: JN draft press release send to the MEPCA board for approval**

**ACTION: ALL connect profiles to LinkedIn page once set up**

#### 9. MEPCA General Secretary Job Description and Recruitment

The Job Description for the MEPCA General Secretary was circulated to Board members before the meeting. Members were happy with the document and discussed the recruitment process.

The Executive Committee will become the recruitment panel and the Board will meet for approval of the final two or chosen candidates if one is clearly the most suitable.

The salary was discussed, and it was agreed that more benefits and a higher salary than proposed in the MEPCA cost model must be built in to attract candidates. A car and other benefits should be discussed. SS and EH agreed to give feedback and advice on the likely salary and benefits needed to recruit someone to the calibre of the job description as drafted. EH also offered access to Jotun's HR team to help sort and filter applications to 5 or 10 candidates. Thereafter the process will need to be taken forward by the MEPCA Executive Committee to interview candidates.

TB offered two weeks training in the UK to the successful candidate as part of their induction to the position.

**Action: Executive team, (AS,MR, JG), to start the recruitment process, AS to connect with EH**

**Action: EH offered help from Jotun to help with the recruitment process - he will give AS access to Jotun's HR Manager**

**Action: SS/EH to give feedback on the salary MEPCA should pay to attract applications to fit the job description**

**Action: ALL If any members have any potential candidates they can think of, can they let the Executive Committee know**

#### 10. Confirmation of fee structure for year 1

A discussion took place on the fee structure. Two options were put forward, option 1 was agreed in May, option 2 will be needed if the General Secretary role demands a higher salary as per the above agenda item discussion. Many of the Board felt that option 1 would not attract a sufficiently capable person.

Cost structure	Option 1		Option 2	
	AED	USD	AED	USD
Full time employee, based in World Trade Centre	200,000	\$ 54,496	400,000	\$ 108,992
Travel costs	20,000	\$ 5,450	20,000	\$ 5,450
Office rental for one desk in shared space	20,000	\$ 5,450	20,000	\$ 5,450
Annual association licence fee	5,000	\$ 1,362	5,000	\$ 1,362
Meeting / event costs (10 meetings, avg 15 people per mtg)	22,500	\$ 6,131	22,500	\$ 6,131
Statistics programme	60,000	\$ 16,349	60,000	\$ 16,349
Consultants costs (eg on specification work)	60,000	\$ 16,349	60,000	\$ 16,349
Website/marketing costs	15,000	\$ 4,087	15,000	\$ 4,087
Accounting/admin costs	10,000	\$ 2,725	10,000	\$ 2,725
	412,500	\$ 112,398	612,500	\$ 166,894

Annual membership cost proposal per company (net sales in the region as defined in item 7)

Turnover	Option 1	Option 2
Over \$500m	\$ 25,000	\$ 40,000
\$250-500m	\$ 15,000	\$ 22,500
\$100-250m	\$ 10,000	\$ 15,000
\$50-\$100m	\$ 5,000	\$ 7,500
\$25m-\$50m	\$ 2,500	\$ 3,750
\$10-\$25m	\$ 1,000	\$ 2,000
Under \$10m	\$ 500	\$ 750

TB proposed the fee collection start on January 1<sup>st</sup> 2023. The Board suggested the Executive Committee come back to them once they have an indication of the salary benchmark for the General Secretary role. It was confirmed that Turnover used to calculate member fees would be based on sales within the region as defined (GCC, plus Yemen, Egypt, Iraq, and the Levant) and this will be a member self-declaration known only to the General Secretary, who is responsible for raising invoices. At the next meeting, the fee structure should be formalised and adopted.

**ACTION: All - Finalise MEPCA's fee structure at the next Board meeting**

#### 11. Administration to establish MEPCA

A discussion took place on the steps for submission of documents to the Dubai Chamber of Commerce which NF will continue to support until the end of October, when he moves to a new role in Switzerland with Qualicoat. The Letter of Intent will be signed and sent to the Dubai Chamber of Commerce along with the details of all the founding members to evaluate the application. The annual fee for the DAC license is 5,000 AED and this will need to be paid in October or before the issuance of the license. The MEPCA accommodation contract at the DAC is 20,000 AED and will need paying in October or before the issuance of the license, as the lease agreement is a required document for the issuance of DAC License. This annual amount 20,000 AED is for a desk and there is the opportunity to pay 225AED per square feet for an office which the board might want to consider based on the availability. The admin fees of DAC HR is 10,000 AED per person per annum, which shall be paid upon hiring the General Secretary for the association.

It is not possible to open a company bank account until the company licence is issued (probably October 2022) therefore it will need a member to fund the process which will be reimbursed once the associations bank account is open, and first fees collected. AS offered to fund the process. TB thanked AS for his support in funding the start up.

**Action: AS to fund the association start-up process (to be reimbursed once the bank account is set up)**

**Action: JG to ensure reimbursement of funds to AS once the bank account is set up**

**12. Official signing of the MEPCA formation letter (Letter of Intent)**

Founding Members of the MEPCA Board signed the Letter of Intent.

Joseph Eapen (JE) from Asian (Berger) Paints will need to sign the letter in the coming days, NF offered to meet with JE to sign. The Letter of Intent will then be sent to the Dubai Chamber of Commerce to support the associations application.

**Action: TB/JE TB to contact JE to sign the Letter of Intent**

**Action: NF to send the Letter of Intent to the Dubai Chamber of Commerce**

***(post meeting note – the Letter of Intent has now been signed and submitted to the Chamber of Commerce)***

**13. Any other business (to be pre-notified)**

TB discussed World Coatings Council (WCC) membership and representation from MEPCA. He agreed to confirm the cost of joining the WCC and come back to the MEPCA board.

He also encouraged members to look at the Coatings Summit taking place 5-7<sup>th</sup> December in Miami. The event is for senior coatings executives from around the world and is an opportunity for senior industry executives to network. It could also be an opportunity for someone from MEPCA to be a speaker at the Summit. Speakers at the summit have 2 hotel nights and participation at the event covered by the summit. It would be good to have a local company consider the offer.

**Action: TB will confirm the cost of joining the WCC and come back to the Board**

**Action: AS as Chairman to consider representing MEPCA and attending as a speaker, and will let JN know as soon as possible if he is able to attend**

**14. Next meeting date and communication plan for the launch**

The next meeting will take place on October 21<sup>st</sup> 2022. It will need to be during the afternoon due to morning prayers. Members may send an alternate if they are not available.

**Action: NF to book a meeting room for the MEPCA board, NS to coordinate agenda**

Appendix 1. Meeting Code of Conduct

**Competition Law  
Checklist for Meetings**



Ensure the following:

**Oversight/supervision**

1. Provide each attendee with copy of this checklist, keep copy available as a checklist
2. Limit meeting to discussion of the agenda topics
3. Consult with appropriate counsel on all questions which might be related to competition law

**Record keeping**

1. Have an agenda that is relevant and specific to the meeting
2. Keep minutes which accurately reflect the matters that occur
2. Ensure that agenda and minutes are reviewed by appropriate staff or counsel prior to distribution
3. Have agreed terms of reference for the council, committee, group, panel or task force and ensure these are adhered to

**Vigilance**

1. Stop any discussion or meeting activity that violates the checklist and disassociate yourself from any such discussion or activity
2. Record any such discussion or activity in the minutes

This checklist is not exhaustive

**Competition Law  
Checklist for Meetings**



MEPCA's role is to promote and protect the interests of its members and to provide a forum for industry discussions and development of policies. It will abide by the laws of free and fair competition at all times and will continue to advise and guide members as to rules and conduct under existing competition laws.

In the pursuance of this, members will agree NOT to:

1. Fix purchase or selling prices or other trading conditions
2. Limit or control production, markets, technical development or investment
3. Apportion markets or supply sources between themselves
4. Apply different trading conditions to equivalent transactions, thereby placing some parties at a competitive disadvantage
5. Make contracts subject to unrelated conditions
6. Enter into any other agreements or decisions

In this way members will continue to derive benefit from involvement in MEPCA meetings and discussions and other activities and services of the Federation in the knowledge that this code of conduct is being, at all times, strictly applied.



## **Appendix 2. Abubaker Sheibani Speech**

"" My Fellow Directors :

At the outset , let me express my sincere appreciation for the honour I have been given to be elected the first Chairman of the association.

I am humbled to be chosen by such an esteemed Group of Giants.

Allow me to remind you all that your contribution and support is paramount to the achievement and success of our newly born association and its continuity.

Myself , Martin and Jasbir ( the Elected executive committee ) are honoured by your trust and confidence. We shall do our best to serve the purpose of the association and be the voice for our industry and ensure our voice is heard and well delivered all over the Middle East.

We shall endeavour to create an environment of trust between the member Companies which would lead to joint positions on the common issues , and shall treat all members fairly and equally , ensuring a level playing field.

Since the last meeting we had in May of this year , the “ Bread & Salt” and today’s meeting , is a start of a new link / bond between us all based on shared objectives despite it being between competitors. We shall concentrate on the issues that unite us.

The last meeting and today’s meeting as well as the work prior and during carried out by Tom and Juergen had culminated in the successful establishment of our Association MEPCA.

Our sincere thanks and appreciation to both Tom and Juergen and to their esteemed organisations for the outstanding efforts and input without which we would not have reached where we are today. Due thanks to Nadine for her professionalism and valued input.

Due thanks also to the World Coatings Council for their letter of endorsement and support.

We are no doubt grateful to the UAE , and particularly Dubai under the Stewardship of his Highness Sheikh Mohammed Bin Rashid Al Maktoum , Vice President and prime Minister of the UAE and Ruler of Dubai for affording us the opportunity to establish our Association in a very safe, positive, and well organised environment. For making Dubai the best & safest city in the world, very welcoming to us all and making us feel at home. Due thanks to the Dubai Chamber of Commerce and its Director for facilitating the process , and for the support.

Thanks are also due to Nasir Fahmeed for his valued input.

I wish our Association great success and count on everyone’s support - LETS GET THE BALL ROLLING AND START THE GOOD WORK - May Allah / God bless our Association , bless us all and our collective efforts. “



### Appendix 3. Letter of Intent

To  
PRESIDENT & CEO  
**DUBAI CHAMBER OF COMMERCE & INDUSTRY**  
P.O. Box 1457, Dubai  
United Arab Emirates

13<sup>th</sup> September 2022

Dear Sir,

We are pleased to inform that the **World Coatings Council** organized the **Middle East Paints and Coatings Association (MEPCA)** formation meeting on 17<sup>th</sup> May 2022 in Dubai, United Arab Emirates which was attended by several colleagues from the Middle East Paints and Coatings Industry. It was unanimously agreed by the attendees to move forward with setting up the **Middle East Paints and Coatings Association (MEPCA)** with the Dubai Association Centre (DAC) as per the Law No. 9 of 2012 Concerning the Organisation of Dubai Chamber of Commerce and Industry. The undersigned delegates were agreed to be the Founding Members of the Association.

**Mr. Abubaker Sheibani**, holder of British Passport No. 511102424, will be assigned as the Designated Director to establish the **Middle East Paints and Coatings Association (MEPCA)** with the Dubai Association Centre (DAC).

We would highly appreciate your support towards the registration process of the association.

With regards,

#### Founding Members

**Middle East Paints and Coatings Association (MEPCA)**  
(see overleaf for signatures)



A collection of approximately ten handwritten signatures in black ink, arranged in two rows. The signatures are varied in style, including initials and full names. Some are accompanied by small handwritten notes or marks.



MIDDLE EAST  
PAINTS & COATINGS  
ASSOCIATION



MIDDLE EAST  
PAINTS & COATINGS  
ASSOCIATION

<p><b>Jasbir Gill</b> Regional Director Middle East and Africa <b>Akzo Nobel</b></p> 	<p><b>Abubaker Sheibani</b> Group CEO <b>Al Takamol International</b></p> 	<p><b>Franck Derouen</b> Business Director <b>Axalta</b></p> 
<p><b>Martin Rosocha</b> Managing Director ME &amp; Africa <b>Caparol Paints</b></p> 	<p><b>Mark Rees</b> Group Vice President and Area Director <b>Hempel</b></p> 	<p><b>Esben Hersve</b> Vice President ME, India &amp; Africa <b>Jotun</b></p> 
<p><b>Samer Sayegh</b> Managing Director <b>National Paints</b></p> 	<p><b>Olga Kolevatova</b> General Manager Middle East, Egypt, Turkey, Russia <b>PPG</b></p> 	<p><b>Rabih Reaidy</b> Chairman <b>RAR Holding</b></p> 
<p><b>Joseph Eapen</b> Associate Vice President – APPL International <b>Berger Paints Emirates Ltd</b> (Asian Paints)</p> 	<p><b>Juergen Nowak</b> Global Business Director <b>Vincentz Network</b> (Honorary Founding Member)</p> 	