

## ARTICLES OF ASSOCIATION

Swiss Turkish Business Council  
Conseil d'Affaires Turco Suisse

A. Name, seat, object

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### **Art. 1 Name, seat**

An incorporated association within the meaning of Article 60 et seq. of the Swiss Civil Code has been formed under the name “Swiss Turkish Business Council (Conseil d’Affaires Turco-Suisse)”, hereinafter referred to as “the STBC”, and having its seat in Zurich.

The association’s legal relations shall be governed by the provisions of the Swiss Civil Code save as otherwise provided in the following articles of association.

### **Art. 2 Object**

The STBC is neutral both in terms of politics and religion.

The STBC’s activities are not-for-profit. The STBC does not engage in commercial transactions of any kind.

The object of the STBC is to promote, in accordance with the principles of mutuality, business and trade links between Switzerland and Turkey, in particular by means of

- a) cooperation in promoting and facilitating trading, industrial and financial links through the mutual exchange of information on opportunities for economic development. Providing initial advice and arranging the assistance of experts in connection with legal issues.
- b) improving and extending economic, industrial and technical cooperation between Switzerland and Turkey in collaboration with private entities and public institutions having the same or a similar object.
- c) promoting the exchange of technologies and know-how and supporting efforts to establish joint ventures in all areas (economic areas).
- d) organising reciprocal visits with a view to promoting cooperation between Turkey and Switzerland.

## B. Services

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### **Art. 3 Terms**

Depending on their nature, the association's services are made available to members on preferential terms. The STBC may decline to provide services to non-members.

## C. Membership

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### **Art. 4 Active members**

Active members can be either individuals or corporate entities endowed with legal capacity, which have an involvement or interest in bilateral economic links.

### **Art. 5 Founder members**

Founder members can be individuals or corporate bodies who have distinguished themselves by their special contributions in connection with the founding of the STBC or in its first year of existence. A founder member is also an active member.

### **Art. 6 Honorary members**

Honorary member status will be conferred on those to whom the STBC owes a special debt. It shall be a matter for the board to decide whether to confer honorary member status on a party. Honorary members shall be exempt from the payment of membership dues.

### **Art. 7 Acquisition and loss of membership**

Membership commences upon admission. Applications for membership shall be submitted in writing. Whether an application is accepted is a matter for the board. There is no right to admission. No reasons need be given explaining why an application for membership has been rejected.

Membership ceases upon death, dissolution, insolvency, resignation or expulsion.

Resignations can take effect only as of the end of a corporate year and subject to three months notice.

If a member should fail to observe its duties under Art. 8 or if its membership dues are outstanding for more than six months, it may be expelled from the association by resolution of the board. Any such resolution passed by the board shall set out the grounds on which it is based. A member who has been expelled shall have a right of appeal to the next ordinary general meeting, such right being exercisable by written notice to that effect.

### **Art. 8 Duties of members**

The members shall assist the STBC in the pursuit of its aims and objects. They undertake to observe the articles of association and to comply with the resolutions passed by its governing bodies.

References to STBC membership for promotional purposes, in particular on headed notepaper, business cards or in advertisements, shall be permitted only with the prior written consent of the STBC.

### **Art. 9 Membership dues**

The annual membership dues shall be fixed by the general meeting and notified to all members. The general meeting may fix different membership dues for different members or categories of members, based on objective criteria. The annual membership dues shall not exceed CHF 1000.00 and shall fall due on 28 February each year. Should the general meeting fail to fix the membership dues in respect of a given year, the dues for that year shall be the same as for the preceding year.

D. Organisational structure (general meeting /board/secretariat/  
accountant/corporate year)

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### **Art. 10 General meeting**

The body exercising ultimate authority in the STBC is the general meeting.

### **Art. 11 Ordinary general meeting**

The ordinary general meeting shall be held not later than six months after the close of the corporate year. The matters to be dealt with by the ordinary general meeting shall include, in particular, the following:

- a) Approval of the board's annual report, the annual accounts and the budget.
- b) Granting of a discharge to the board and to the other governing bodies of the STBC.
- c) Election of board members. The president and vice-president shall be elected individually, for a three-year term of office, whereas the remaining board members shall be elected as a group.
- d) Election of the auditors and their deputies, for a three-year term of office.
- e) Fixing of membership dues.

- f) Amendment of the articles of association.
- g) Dissolution of the association.

### **Art. 12 Extraordinary general meeting**

An extraordinary general meeting may be called at any time by a requisition in writing setting out the grounds on which it is based and supported by not less than one fifth of members' votes.

### **Art. 13 Calling of meetings**

General meetings shall be convened by the board. The notice of meeting shall be given in writing. It shall be dispatched not less than 21 days prior to the date of meeting.

The notice of meeting shall set out the order of business to be dealt with at the meeting.

### **Art. 14 Chair / Voting rights**

The president of the STBC or, if he is unavailable, one of the vice-presidents or another member of the board, shall chair the general meeting.

Each member shall have one vote at the general meeting. Corporate bodies and organisations shall exercise their voting rights through an authorised representative.

A member may by writing appoint another member as his proxy. No member may hold more than one proxy.

Any general meeting duly convened shall be validly constituted for the purpose of passing resolutions. Resolutions may be passed only in respect of matters appearing on the order of business of a meeting. Resolutions shall be passed by a simple majority of members entitled to vote who are present in person or by proxy, save where the articles of association call for a qualified majority. Resolutions concerned with the matters referred to under Art. 11 f) and g) shall require a qualified majority of 2/3 of the votes present.

Members of the board shall not be entitled to vote on motions concerning their discharge.

Voting shall be conducted by open ballot or, if the general meeting so resolves, by secret ballot.

### **Art. 15 Board, composition, term of office**

The board shall consist of not more than 10 members, including the president and one or two vice-presidents. The board shall reflect the structure and interests of the members.

The board shall be elected by the general meeting every three years.

If a member of the board should resign during his term of office the board may co-opt a replacement subject to the ratification of his appointment at the next following general meeting.

#### **Art. 16 Functions of the board**

The board's functions are:

- a) Convening general meetings.
- b) Overseeing the day-to-day business of the STBC and taking all necessary measures with a view to the smooth functioning of the STBC.
- c) Establishing the secretariat.
- d) Fixing the remuneration of the secretariat.
- e) Appointing an accountant for a term of office of one year. The office of accountant may be held by a corporate body (trust company).
- f) Giving effect to the resolutions passed by the general meeting.
- g) Drawing up an order of business where necessary.
- h) Assigning specific duties and functions within the STBC to particular board members.
- i) Deciding on the admission of new members and its expulsion.
- j) Designation of founder members and honorary members.

#### **Art. 17 Representation by the board**

The STBC shall be externally represented by its board and the president or vice-presidents shall each have authority to sign for and bind the association. The board may by resolution confer similar signing powers on the accountant with a view to his discharging the financial obligations of the STBC.

#### **Art. 18 Board emoluments**

The members of the board shall receive no emolument for the performance of their office.

#### **Art. 19 Calling of meetings, quorum**

Meetings of the board shall be convened by the president. A meeting of the board shall be validly constituted where a quorum of one half of its members is present. Board meetings may be conducted by means of telephone conferences.

Board meetings shall be chaired by the president or, in his absence, by one of the vice-presidents or by another member of the board.

Resolutions of the board shall be passed by a simple majority. In the event of a tie, the president shall have a casting vote.

## **Art. 20 Committees**

The board may form committees, to which may be appointed members who do not sit on the board as well as non-members.

## **Art. 21 Secretariat**

The secretariat shall be established by the board (see Art. 16 c). Its functions are as follows:

- a) To conduct the day-to-day affairs of the association.
- b) To assure the smooth functioning of the STBC in liaison with organisations at home and abroad having similar aims, e.g. DEIK (Foreign Economic Relations Board of Turkey) or the CCIST (Chamber of Commerce and Industries Switzerland-Turkey).

The secretariat shall be subordinate to the board and shall report directly to the president. A representative of the secretariat shall attend all board meetings.

## **Art. 22 Accountant**

The accountant shall have the following functions:

- a) Supervising the receipt and application of:
  - membership dues
  - voluntary donations
  - remuneration and fees for services
  - interest income from investments
  - other monies due to the STBC
- b) Implementing board resolutions concerning the association's finances.
- c) Preparing the annual accounts and the budget in collaboration with the secretariat and the board.

## **Art. 23 Corporate year**

The association's corporate year shall commence upon its formation and end with the calendar year, the first corporate year thus ending on 31 December 2001.

## **E. Auditors**

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## **Art. 24 Election, duties**

Each year, two auditors and two deputy auditors shall be elected by the general meeting from among the active members. Incumbent auditors and deputy auditors shall be entitled to stand for re-election. A recognised audit firm may be elected to serve as auditor. Members of the board, the accountant and members of the secretariat shall all be ineligible.

It shall be the duty of the auditors to verify the annual accounts and the books of account. They shall submit their report in writing to the board for the attention of the ordinary general meeting.

### **Art. 25 Liability**

The association's debts are guaranteed only by the association's assets. No personal liability shall attach to its members.

## **F. Final provisions**

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### **Art. 26 Amendments to articles of association**

Amendments to the articles of association shall be a matter for the general meeting (see Art. 11 f)).

Motions to amend the articles of association may be proposed by the board or by one fifth of the active members. At the extraordinary general meeting called to consider the proposed amendments, the resolutions shall be carried if not less than two thirds of the members present in person or by proxy vote in favour.

### **Art. 27 Dissolution of the STBC**

The STBC can be dissolved only by resolution of an extraordinary general meeting called for that purpose.

A resolution dissolving the association shall require the support of not less than two thirds of all the active members of the STBC.

In that event, the general meeting shall decide how best to liquidate the association.

The present version of the articles of association was approved by the members of the STBC in general meeting on 13. September 2001 and thereby entered into force. The German version of the Articles of Association is the official and relevant document, this English version is an unofficial translation of it.