



# Circassian National Assembly (CNA)

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## CONSTITUTION

### Article 1. Name and seat.

1. The name of the Association is: The name of the Association is: Circassian National Assembly In short: **CNA.**
2. The Association has its seat in the municipality of Rotterdam

### Article 2 Objects

1. The objects of the Association are:
  - a. to defend the historical rights of the Circassian people and to provide a safe environment in which they can continue their existence in the best way;
  - b. to defend the right of the Circassian people to ensure the geographical-integrity of its historical homeland and to have the right of return and-the right to self-determination;
  - c. defending, preserving, and developing the Circassian people's national–existence, identity, culture, heritage, language, and historical rights;
  - d. to protect, disseminate, and develop human rights defined in international conventions;
  - e. to develop equal relationships with all institutions and organizations that prioritize the problem of the national existence of the Circassian people and give importance to the unity of forces with these institutions and organizations;
  - f. to establish relations at the highest level with states, governments, parliaments, assemblies, diplomatic missions, political parties, international institutions, and organizations; and to perform any act relating or conducive to the above objects.
2. **The Association shall endeavour to achieve its objects by:**
  - a. carrying out all kinds of studies and activities to improve awareness of the Circassian people's history, language, culture, and national identity;
  - b. developing policies that will increase the political consciousness of the Circassian people and reveal its organized power at the highest level. For this purpose, to encourage the existing Circassian

institutions in all countries to become Members of the Association; to encourage Circassian Institutions that are not Members of the Association send observers to the Association's activities.

- c. using all legitimate bases and means to eliminate current and potential obstacles against the protection and development of the Circassian people's language, culture, identity, and national existence;
- d. establishing of schools, institutes, and cultural centers; for the organization of local, regional, and international seminars, workshops, conferences, and educational programs; for the preservation of the language, music, folklore, and all other cultural heritage; for taking all measures to ensure the survival of the Circassian people;
- e. developing the existing relations and cooperation between Circassians living in the homeland and in the diaspora and for the right of those living in the diaspora to return to their homeland based on dual citizenship, without any conditions in a way that will enable them to exercise their free will as they wish;
- f. correcting the demographic structure of the Circassian people in their historic homeland, which has deteriorated to their detriment;
- g. cooperating with institutions (universities, foundations, institutes, etcetera) operating in the fields of history, culture, economy, and politics related to the Circassian People and the homeland geography, to encourage academic studies on all subjects related to Circassians, to make an inventory and to turn them into statistics and to create an archive;
- h. documenting the historical consequences and aftermath of the Circassian Genocide and the expulsion from their historical homeland and create a comprehensive legal document. Furthermore, document the current situation of Circassians across the Globe;
- i. carrying out all kinds of activities and organizations to ensure that the results of these studies are known at the international level;
- j. closely following the developments regarding the Circassian issues, to ensure that decisive, effective, preventive action and reaction are given in the fastest way in the face of adverse developments in the homeland and diaspora;
- k. working against all kinds of decisions and practices of the Russian Federation incompatible with human rights, freedom, and democratic principles and threaten the existence and future of the Circassian People;
- l. protecting Circassians living in countries outside the Russian Federation from extinction and assimilation and to resist all decisions and practices that threaten their ethnocultural existence;

- m. protecting and develop historical and cultural ties with other related peoples of the Caucasus and to encourage cooperation in every field;
- n. establishing communication channels with all countries, including Russia, and international organizations (UN, UNPO, ECRE, etc.) for the Circassian people to gain the right to self-determination; to turn the Circassian national cause into a global human rights cause; to carry out activities that will receive the support of international institutions and organizations;
- o. sharing and exchanging ideas with other endangered ethnic groups across the Globe on how to survive and preserve their ethnic identity, including language, heritage, and rights, and cooperate when necessary;
- p. raising the level of awareness of the historical and disastrous Genocide that the Circassian people are facing at the hands of the Russian Empire, working to legitimize all documents related to the Genocide, seeking recognition from the international community, and asking the Russian Federation to recognize it and acknowledge compensation for all material and moral damages, including the right of return, concerning this fact;
- q. carrying out works that will enable qualified and professional Circassians to participate in projects that serve the Circassian cause;
- r. providing material and financial assistance to those damaged during natural disasters and wars; to support successful students with scholarships;
- s. ensuring the creation of a solid Circassian media group that can actively use all media platforms to realize the above objectives and serve the interests of the Circassian people; to prepare and publish electronic and printed publications;
- t. establishing a Circassian national fund with the participation of all Circassians to successfully carry out the tasks defined above and achieve concrete results.

### 3. **The Association is:**

- a. an independent non-governmental organization;
  - b. against war, violence, terrorism, racism, and religious and linguistic discrimination and favours peace
  - c. is bound by the rules adopted by international conventions;
4. The Association shall not be entitled to distribute any profit among its Members.

## **Article 3. Definitions.**

1. Unless otherwise provided or apparently otherwise envisaged in this Constitution, the following definitions shall apply for the purposes of this-Constitution:
- the Association: the Association named in Article 1;

- Member(s): full member(s) but not honorary member(s);
  - the Board of Directors: the Association's Committee;
  - the General Meeting: the Association's General Meeting as a constituent body and also the meetings held by that constituent body;
  - **Book 2: Book 2 of the Netherlands Civil Code;**
  - **the Audit Committee: the committee as defined in Section 48, subsection 2 of Book 2.**
2. The terms "written" and "in writing" as used in this Constitution shall include: communications sent by e-mail or by any other means of telecommunication capable of transmitting written text.

#### **Article 4. Members, honorary Members, commencement of Membership.**

1. The Association shall have full Members.
- Full Members can only be non-governmental Circassian organizations which operate internationally, that have a legal entity and adopt the objectives and working issues of the Association.
- The Association may also have honorary Members. Honorary Members are not official Members. Only natural persons can be honorary Members.
2. Full Members shall be those who, on submission of such information and-documents as the General Meeting may require, have applied for Membership to the Board of Directors and who have been admitted as such to the Association by the General Meeting.
- The Board of Directors shall make a recommendation to the General Meeting on the admission to Membership of those who apply for Membership.
3. Honorary Members shall be those natural persons, on account of their exceptional commitment to the Association or their exceptional achievements in the field in which the Association operates, have been appointed as such by the General Meeting on the recommendation of the Board of Directors and who have accepted such appointment.
4. The General Meeting can pass a resolution as referred to in this Article only by a majority of at least two thirds of the number of votes cast.

#### **Article 5. Nature of Membership.**

Membership and honorary membership shall be personal and hence be nontransferable and non-assignable; no restricted rights can be created thereon.

#### **Article 6. Termination of Membership.**

1. Membership shall terminate:

- a. if a member dies. If a body corporate is a Member of the Association, Membership shall terminate if such body corporate ceases to exist, even if this is the consequence of a merger or split-up;
  - b. if a member withdraws from Membership;
  - c. if the Association gives notice to terminate Membership;
  - d. if a member is expelled.
2. Notice of termination by a Member must be given in writing, subject to no-less than four weeks' notice, and shall take effect at the end of a financial-year of the Association.

If notice of termination of Membership is not given within the specified time limit, Membership shall continue until the end of the following financial year.

3. Notwithstanding the provisions in the preceding Paragraph, a member can terminate his Membership with immediate effect by giving notice in writing if such Member cannot reasonably be required to allow his Membership to endure.

A Member shall also be entitled to terminate his Membership with immediate effect by giving notice in writing within one month of such Member becoming aware or being notified of a resolution to convert the Association into another legal form or to proceed with a merger or split-up.

4. A Member shall not be entitled to terminate Membership with immediate effect, and thereby to render a resolution as referred to in this Paragraph inoperative with respect to himself, after he has become aware or has been-notified of a resolution by which his financial obligations or any other obligations which can be imposed on him under or by virtue of this Constitution are increased or by which the rights conferred on him under or by virtue of the Constitution are augmented.

5. The Association can similarly terminate Membership only with effect from-the end of a financial year. The Board of Directors shall give such notice in-writing, subject to no less than four weeks' notice. The Association can terminate Membership only in the instances provided for by law. The provisions in the last sentence of Paragraph 2 and the first sentence of Paragraph 3 of this Article shall apply by analogy.

6. a. A Member can be expelled from Membership only if he acts contrary-to or in breach of the Constitution, regulations, decisions or resolutions of the Association, for example if a member fails to pay his annual Membership fee in good time or fails to pay it at all, in spite of being-reminded to do so, or if a Member harms the Association without good reason.

b. Notice of expulsion shall be given by the Board of Directors, which shall notify the Member in question of its decision in writing without undue delay, stating the reasons for expulsion. The Member in question shall have the right to appeal to the General Meeting against the decision within one month of receipt of such notice.

During the period in which an appeal can be lodged and pending the appeal, the Member concerned shall be suspended from Membership.

The provisions in the last two sentences of Article 4, Paragraph 3 shall apply by analogy.

7. If Membership terminates in the course of a financial year, the annual Membership fee shall nevertheless be payable by the Member in full.
8. The General Meeting can pass a resolution as referred to in this Article only by a majority of at least two thirds of the number of votes cast.
9. For the purpose of this article an honorary membership shall be considered-equal to a full membership.

### **Article 7. Suspension.**

1. Any Member acting or failing to act contrary to or in breach of the Constitution, regulations, decisions or resolutions of the Association or harming the Association without good reason may be suspended by the Board of Directors for a period not exceeding three months, which suspension may be renewed once only, for a maximum period of three months.

The Board of Directors shall notify the Member in question of its decision in writing without undue delay, stating the reasons for suspension.

The Member in question shall have the right to appeal to the General Meeting against the decision within one month of receipt of such notice. The provisions in the last two sentences of Article 4, Paragraph 3 shall apply by analogy.

2. If a suspended Member is also a member of a constituent body of the Association, his suspension shall automatically entail suspension from the post he holds in such constituent body.
3. For the purpose of this article an honorary membership shall be considered-equal to a full membership.

### **Article 8. Observers.**

1. Every non-governmental organization of fraternal people that has legal entity and supports the goals and working issues of the Association and its mission of unity and solidarity between North Caucasian peoples may become observer upon the proposal of the Board of Directors and approval of the General Meeting.
2. Observers may participate in the meetings of the Association and express opinions and advice but cannot vote.
3. Upon the proposal of the Board of Directors and approval of the General Meeting, the observership ends. The observership ends automatically if the observer ceases to exist.

## **Article 9. Financial resources.**

1. The financial resources of the Association shall comprise the annual Membership fee payable by the Members, contributions made by donors,-any admission fees, subsidies, property inherited, bequests and legacies, gifts and any other income and revenue.
2. The Membership fee shall vary depending on the following categories:
  - Members with less than ten (10) Members;
  - Members with ten (10) or more but less than one hundred and (100) Members
  - Members with one hundred and (100) or more but less than two hundred and (200) Members;
  - Members with two hundred and (200) or more but less than three hundred and (300) Members;
  - Members with three hundred and (300) or more Members;
  - Members which are federations of their own.

## **Article 10. Members' obligations.**

1. Each full Member shall be required to pay an annual Membership fee to the Association, the amount of which shall be fixed by the General Meeting on-the recommendation of the Board of Directors.  
Unless the General Meeting explicitly decides that the aforesaid obligation to pay an annual Membership fee applies equally to honorary members, they shall be released from such obligation.
2. The General Meeting may determine, on the recommendation of the Board-of Directors, that new full Members are required to pay an admission fee. If the General Meeting decides to do so, it shall also stipulate the amount of the admission fee, on the recommendation of the Board of Directors.
3. Additional obligations can be imposed on the Members in regulations or by resolutions passed by a competent constituent body, with the proviso that such obligations are conducive to the objects of the Association.

## **Article 11. Board of Directors, Membership.**

1. The Board of Directors shall as soon as possible after its incorporation consist of eleven (11) natural persons (Directors), who shall appoint a President, a Vice-President, a Secretary and a Treasurer from amongst their number.
2. The Directors shall be appointed by the Members from the following regions:
  - Turkey, four (4) Delegates;
  - Rest of Europe, two (2) Delegates;
  - Israel, one (1) Delegate;
  - Jordan, one (1) Delegates;
  - Syria, one (1) Delegate;

- Canada, one (1) Delegate;
- United States of America, one (1) Delegate.

The articles 15, 16 and 17 shall apply to the meeting of Members of a certain region and its decision making.

3. Directors may be suspended and removed from office by the General Meeting at any time. A resolution to suspend or remove a Director shall be passed by the General Meeting by a majority of at least two thirds of the votes cast.
4. If a Director has been suspended and the General Meeting fails to pass a resolution ordering his removal from office within three months, the suspension shall end. A suspended Director shall be given an opportunity-to account for his actions at the General Meeting and may be assisted by a legal adviser at such meeting.
5. Directors shall be appointed for a period not exceeding two years. For the purposes of this Paragraph, a year shall be understood to mean the period between two successive annual General Meetings. Any vacancies shall be filled as soon as possible.
6. a. If one or more Directors are absent or unable to act, the remaining Director or the only remaining Director shall be charged with the management of the Association.
  - b. If all the Directors are absent or unable to act, one or more persons appointed for that purpose by the General Meeting shall temporarily be charged with the management of the Association. The provisions of these Articles of Association relating to the Board of Directors and its-Directors shall apply by analogy to such person or persons.
  - c. The General Meeting shall be entitled to appoint one or more persons-as referred to above in clause b. of this Paragraph to act as auxiliary manager/managers if one or more but not all the Directors are absent or unable to act.

## **Article 12. Board of Directors, duties and powers.**

1. The Board of Directors shall be charged with the management of the Association, subject to the restrictions imposed by these Articles of Association.
2. Each of the Directors shall be under an obligation to the Association to duly perform the duties assigned to him. In the discharge of their duties, the Directors shall be guided by the interests of the Association and the business carried on by the Association.
3. The Board of Directors shall be required to keep accounting records of the financial position of the Association and everything relating to the



Association's activities, in accordance with the requirements pertinent to such activities, and to keep the appropriate books, records and other data carriers in such a way that the rights and obligations of the Association are known at all times.

4. The Board of Directors shall also be entitled, subject to the provision of Paragraph 5 of this Article, to conclude agreements to acquire, dispose of or encumber registered property and to conclude agreements by which the Association binds itself as guarantor or as joint and several debtor, warrants performance by a third party or undertakes to provide security for a third party debt.

The Board of Directors shall pass resolutions on such matters by a majority of at least two thirds of the number of votes cast.

5. The Board of Directors shall require the approval of the General Meeting:
- a. enter into agreements by which the Association binds itself as guarantor or as joint and several debtor, warrants performance by a third party or undertakes to provide security for a third-party debt;
  - b. to enter into agreements by which a credit is granted to the association;
  - c. to grant and raise loans, with the exception of drawdowns under a credit facility granted to the association with the approval of the General Meeting;
  - d. to acquire direct or indirect participating interests in another legal entity, company or partnership and to change or divest such participating interests;
  - e. f. to perform any juristic acts other than those referred to in the preceding clauses of this Paragraph representing a value or interest in excess of an amount of ten thousand and euro (€ 10,000.00) and accrued in excess of an amount of fifty thousand and euro (€ 50,000.00) a year or such other amounts as the General Meeting shall set and notify to the Board of Directors.
6. Non-compliance with any requirements specified in the two preceding Paragraphs of this Article shall not affect the power of representation of the Board of Directors or Directors.

### **Article 13. Board of Directors; representation.**

1. The Board of Directors shall represent the Association.
2. Furthermore, the President - acting jointly with the Secretary or the Treasurer - and the Secretary - acting jointly with the Treasurer - shall be entitled to represent the Association.
3. The Board of Directors may pass resolutions authorising one or more Directors and others, jointly and individually, to represent the Association-within the limits of such authorisation.

## **Article 14. Board of Directors; procedures.**

1. The President and no fewer than two of the remaining Directors acting jointly shall be equally entitled to call a meeting of the Board of Directors.
2. Meetings of the Board of Directors shall be called in writing by the persons referred to in the preceding Paragraph or by the Secretary on their behalf, subject to a minimum of seven days' notice, excluding the date on which the meeting is called and the date on which the meeting is held; the convening notice shall specify the business to be transacted.
3. Meetings of the Board of Directors shall be held at the venue designated by the party who called the meeting or who had the meeting called.
4. If any provision of the preceding two Paragraphs has been contravened, the Board of Directors can nevertheless pass valid resolutions, provided that the Directors not attending the meeting declared prior to the meeting that they did not oppose the passing of resolutions.
5. A Director may arrange, by means of a proxy in writing, to be represented-at the meeting by a fellow Director.

A Director may only represent one other Director at the meeting.

6. Directors shall each have one vote at Board of Directors meetings.

Unless this Constitution stipulates a larger majority, all resolutions shall be passed by the Board of Directors by an absolute majority of the votes cast. Unless this Constitution stipulates a larger quorum, resolutions may only be passed by the Board of Directors if at least more than half of the Directors are present or represented.

If the votes regarding a motion not concerning persons are equally divided, the motion shall be defeated. If the votes are equally divided at an election of persons, lots shall be drawn to decide the issue.

If at an election of persons, the vote is taken between more than two candidates and none of the candidates secures an absolute majority, another vote shall be taken between the two candidates who have secured the largest number of votes, where necessary after an interim vote.

7. The President shall preside over the meetings of the Board of Directors; in-his absence the Vice-President shall preside over the meetings of the Board-of Directors; in both their absence the meeting shall appoint its own Chairman.
8. A Director shall not participate in the deliberations and decision-making on any matter in respect of which his direct or indirect personal interests conflict with the interests referred to in Paragraph 2 of Article 12. The Director in question shall be obliged to notify the Chair of the Board of Directors without delay of a conflict of interests as referred to in the preceding sentence. If the Board of Directors cannot pass a resolution as a result of a conflict of interests as referred to above, the resolution shall be passed by the General Meeting.

9. The Chairman of the meeting shall determine the method by which votes are to be taken at the meeting, with the proviso that votes concerning persons shall be taken by secret ballot if one or more of the Directors so demand.

10. The opinion expressed at a meeting by the Chairman of the meeting concerning the outcome of a vote shall be final.

The same shall apply to the subject matter of a resolution that has been passed, in so far as the motion voted on was not recorded in writing.

11. The business transacted during the meetings of the Board of Directors shall be recorded in minutes kept by the Secretary or by the person so designated by the Chairman of the meeting.

The minutes shall be confirmed at the same or the following meeting and shall in evidence of that confirmation be signed by the Chairman and the Secretary of that meeting.

12. The Board of Directors may also pass resolutions without holding a meeting, provided that all Directors are given the opportunity to cast their votes and none of them opposes this method of passing resolutions. In that case a resolution shall be passed if the absolute majority or such larger majority of the Directors as may be required has voted for the motion.

Any resolution passed without a meeting having been held shall be announced at the following meeting, which announcement shall be recorded in the minutes of that meeting.

13. The Board of Directors may adopt further written regulations to govern its procedures. In these regulations the Board of Directors may:

- a. assign specific tasks and responsibilities to each of the Directors, this also includes the possibility of establishing an Executive Board of Directors responsible for the day-to-day affairs of the association;
- b. determine that one or more of the Directors can legally decide on matters that belong to their respective duties.

The decisions of the Board of Directors regarding the adoption and amendment of the regulations referred to above in this Paragraph may, insofar as they relate to the provisions of the previous sentence, only be taken in the manner that is also required for amendments to the articles of association, one and others as if it concerns an amendment to the articles of association.

### **Article 15. General Meeting; calling a meeting.**

1. The Board of Directors shall call a General Meeting as frequently as the Board of Directors deems such a meeting desirable.

2. If no fewer than such a number of Members as are authorised to cast one tenth of the votes at a plenary General Meeting submit a request to that effect in writing, the Board of Directors shall be required to call a General-Meeting within a period not exceeding four weeks.

If the request does not meet with a response within fourteen days, the petitioners themselves may call a General Meeting.

3. A General Meeting shall be called by written notification to the Members and honorary members, subject to a minimum of fourteen days' notice. General Meetings shall be held in Istanbul (Turkey) or in the municipality-where the Association's seat is located. To be determined by the person(s) conveying the General Meeting.

If the meeting is called pursuant to the provision in the last sentence of the preceding Paragraph, however, it can be called by means of an advertisement in a newspaper which has a wide readership at the place where the Association has its seat.

The convening notice shall specify the business to be transacted.

If the meeting is called by means of an advertisement, it shall suffice to state the location or locations where people who are entitled to attend the meeting can take note of the business to be transacted at the meeting.

4. If so stated in the notice of meeting, each Member and therefor its delegates and honorary members may participate in, address and – if he has voting rights – vote at the General Meeting, either in person or through a proxy duly appointed in writing, by using an electronic means of communication, with the proviso that the electronic means of communication allows the identity of the holder of meeting rights to be established and enables him to follow the proceedings at the meeting in real time and to participate in the deliberations.
5. The General Meeting is authorised to impose conditions on the use of the electronic means of communication by means of regulations. If the General Meeting has made use of this power, the conditions will be announced at the time of the convocation.
6. If a General Meeting was not called in accordance with the provisions of the Paragraph 3 of this Article, the General Meeting shall be able to pass valid resolutions nevertheless, with the proviso that no less a number of persons who are entitled to cast one half of the number of votes that may be cast at a plenary meeting are present at the meeting and that none of them–nor the Board of Directors opposes the passing of resolutions.

If a General Meeting was called subject to a shorter notice period than prescribed, the General Meeting may pass valid resolutions nevertheless, unless such a number of those present as are entitled to cast a minimum of one tenth of the votes at such a meeting oppose the passing of resolutions.

The provisions in the first sentence of this Paragraph shall apply by analogy to resolutions passed by the General Meeting with regard to business not stated on the agenda.

## **Article 16. General Meeting, admission, voting.**

1. Members and honorary members, who have not been suspended, those persons making up the constituent bodies of the Association as well as those who have been invited by the Board of Directors and/or the General-Meeting shall be entitled to attend a General Meeting. They may send one or more delegates in accordance with the following:

- Members with less than ten (10) Members, one (1) delegate;
- Members with ten (10) or more but less than one hundred and (100) Members, two (2) delegates;
- Members with one hundred and (100) or more but less than two hundred and (200) Members, three (3) delegates;
- Members with two hundred and (200) or more but less than three hundred and (300) Members, four (4) delegates;
- Members with three hundred and (300) or more Members, five (5) delegates;
- Members which are federations of their own have three (3) delegates.

Each member shall inform the Board of Directors in writing regarding the designation, duration and termination of a designation of a delegate. A delegate shall be entitled to represent the body corporate vis-à-vis the Association in all respects by virtue of the constitution or the articles of association of the member in question and/or as per power of attorney.

Such person shall be equally eligible for appointment to posts in the Association as a natural person who is a Member.

2. The delegates of a suspended Member shall be entitled to attend the General Meeting at which a resolution is to be passed on the suspension of that member and to address the meeting on that matter.

3. The Members – but not the honorary members - shall be entitled to vote at a General Meeting.

They shall each one or more votes in accordance with the following:

- Members with less than ten (10) Members, one (1) vote;
- Members with ten (10) or more but less than one hundred and (100) Members, two (2) votes;
- Members with one hundred and (100) or more but less than two hundred and (200) Members, three (3) votes;

- Members with two hundred and (200) or more but less than three hundred and (300) Members, four (4) votes;
- Members with three hundred and (300) or more Members, five (5) votes;
- Members which are federations of their own have three (3) votes.

All persons entitled to vote may authorised, in writing, another person entitled to vote to cast their vote.

A person entitled to vote may not act as proxy for more than two Members.

4. A unanimous resolution passed by all those who are entitled to vote at a General Meeting, even if they are not assembled at a meeting, shall have the same force as a resolution passed by a General Meeting, provided that it is passed with the prior knowledge of the Board of Directors.
5. Directors shall as such act in an advisory capacity at the General Meeting.

### **Article 17. General Meeting; procedures.**

1. General Meetings shall be chaired by the President of the Board of Directors or, in the latter's absence, by the Vice-President; in both their absence by a person to be designated by the Board of Directors, whether from its number or otherwise. The meeting shall appoint its own Chairman if no Directors are present.

The General Meeting shall appoint a Clerk.

2. The Chairman shall determine the method by which votes are taken at the General Meeting.
3. All resolutions for which the law or this Constitution prescribes no larger majority shall be passed by an absolute majority of the votes cast, in a meeting where at least a number of Members is represented that may cast half of the votes.

If the votes regarding a motion not concerning persons are equally divided, the motion shall be defeated.

If the votes are equally divided at an election of persons, lots shall be drawn to decide the issue.

If at an election of persons, the vote is taken between more than two candidates and none of the candidates secures an absolute majority, another vote shall be taken between the two candidates who have secured the largest number of votes, where necessary after an interim vote.

4. The opinion expressed at the General Meeting by the Chairman concerning the outcome of a vote shall be final. The same shall apply to the subject matter of a resolution that has been passed, in so far as the motion voted on was not recorded in writing.
5. The business transacted during a General Meeting shall be recorded in minutes kept by the Clerk. The minutes shall be confirmed at the same or a subsequent meeting and shall in evidence of that confirmation be signed by the Chairman and the Clerk of that meeting.

6. If these Articles of Association provide that the validity of a resolution depends in part on the proportion of the Members which are represented at the General Meeting and if such proportion was not represented at the General Meeting, a second General Meeting may be convened and held - except as otherwise provided in these Articles of Association with

respect to a specific matter - at which the resolution may be passed regardless of the proportion of the Members which are represented at that General Meeting.

The notice of such a second General Meeting must state that and why a resolution may be passed regardless of the proportion of the Members represented at that General Meeting.

Notice of such a second General Meeting may not be given until after the close of the first General Meeting.

The second meeting must be held within six weeks of the close of the first General Meeting.

### **Article 18. General Meeting; financial year, Annual Meetings, Audit Committee.**

1. The financial year of the Association shall run concurrent with the calendar year.
2. At least one General Meeting, the Annual Meeting, shall be held each year within six months of the end of the financial year, unless the General Meeting extends this time limit with four months at most.
3. The Board of Directors shall present its Board of Directors' report at the Annual Meeting on the activities undertaken by the Association and the policy pursued. The Board of Directors shall present the balance sheet and a statement of income and expenditure, together with notes to these annual-accounts, at the Annual Meeting for approval by the meeting.

These documents shall be signed by the Directors; a note shall be made and the reason stated if the signature of one or more of them is missing.

4. Each year the General Meeting shall appoint an Audit Committee to audit the documents referred to in Paragraph 3 of this Article. The Audit Committee shall consist of no fewer than two Members, who may not sit on the Board of Directors of the Association.

The Board of Directors of the Association shall make the documents available to the Audit Committee no later than one month before the date of the General Meeting at which these documents are to be discussed. The Audit Committee shall examine the documents and report to the General Meeting on its audit.

The Board of Directors of the Association shall be required to furnish to the Audit Committee, for the purpose of its audit, all information required by the Audit Committee and to allow the Audit Committee to inspect the cash-position, the assets and the books and records of the Association.

5. The General Meeting may appoint an auditor as defined in Section 393, subsection 1, Book 2 to audit the balance sheet and the statement of income and expenditure. If an auditor is appointed, he shall

report to the Board of Directors on his audit and shall present the findings of his audit in an opinion. This opinion shall be submitted to the General Meeting by the Board of Directors.

6. If the General Meeting exercises the right conferred on it in the preceding-Paragraph, it may similarly decide that no Audit Committee shall be appointed.

### **Article 19. Amendments to the Constitution.**

1. The Constitution can be amended only by a resolution passed by the General Meeting which shall be called with the announcement that an amendment to the Constitution shall be proposed at the meeting.
2. The parties calling the General Meeting to discuss a motion for amending the Constitution must make a copy of the motion, containing the literal text of the proposed amendment, available for inspection by the Members at an-appropriate location no later than five days before the date of the meeting until the end of the day on which the meeting is held.
3. The General Meeting can pass a resolution to amend the Constitution only-by a majority of at least two thirds of the number of votes cast, in a meeting were at least a number of Members are represented which may cast two thirds of the votes.
4. An amendment to the Constitution shall take effect only after it has been laid down in a notarial deed. The Board of Directors and the Directors authorised to represent the Association shall be authorised to have the deed witnessing the amendment to the Constitution executed. The General Meeting may also authorise others to do so.
5. The provisions of Paragraphs 1 and 2 of this Article shall not apply if all the holders of voting rights attend or are represented at the General Meeting and the resolution to amend the Constitution is passed unanimously.
6. The Directors shall be required to lodge an official certified copy of the deed witnessing the amendment to the Constitution and a full text of the Constitution, as worded after the amendment, at the offices of the Trade Register in which the Association is listed.

### **Article 20. Regulations.**

1. Subject to the provisions of Article 14, Paragraph 11, the General Meeting-may adopt and amend one or more sets of regulations which regulate matters not provided for (fully) by this Constitution.
2. Regulations must not contain any provisions which contravene the law or this Constitution.
3. The provisions of Article 19, Paragraphs 1, 2 and 5, shall apply by analogy to resolutions by which regulations are adopted or amended.

### **Article 21. Dissolution and liquidation.**



1. The provisions of Article 19, Paragraphs 1, 2, 3 and 5, shall apply by analogy to a resolution passed by the General Meeting to dissolve the Association.
2. In its resolution referred to in the preceding Paragraph, the General Meeting shall determine how the liquidation surplus is to be allocated, which allocation shall be in accordance with the objects of the Association as far as possible.

3. The Directors shall liquidate the Association.

If they suspect that the liabilities of the Association are likely to exceed its assets, they shall apply for a compulsory liquidation order, unless all the known creditors agree, when requested, with the continuation of the liquidation without applying for a compulsory liquidation order.

4. The Association shall continue to exist after it has been dissolved, in so far as this is necessary for liquidation of its assets.

The provisions of this Constitution shall remain in force as far as possible during liquidation. The words 'in liquidatie' (in liquidation) must be added to the Association's name in documents and notices issued by the Association.

5. The Association shall cease to exist at such time as no further assets - of which the Association or the liquidators are aware - remain. The liquidators shall have an entry made in the registers in which the Association is listed-to the effect that the Association has ceased to exist.
6. The books and records of the dissolved Association shall remain in the custody of the person appointed as custodian by the liquidators for the period of seven years after the completion of the liquidation.

The custodian must notify the offices of the registers in which the Association was listed of his name and address within eight days of commencement of his custodial duty.

## **Constitutional Constituent Assembly**

### **The following Persons contributed to drafting the Founding the Assembly:**

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2. Mr. Orfan Shouakar-Stash, Canada
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4. Mr. Mohammad Hamzouq, Amman, Jordan
5. Mrs. Emine Arslanok Sezgin, Istanbul, Turkey.
6. Mrs. Günsel Şurdum Avcı, Istanbul, Turkey.
7. Mr. Nusret Baş; Istanbul, Turkey
8. Mr. Faidi Omar Mahmoud; Nuremberg, Germany.
9. Mr. Zakaria Nabso; Kfar Kama, Isreal.
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The constitution in English is an office translation of the original Dutch version.