

ARTICLE I PURPOSES

The purposes of the Council are:

1) To advance the development of the retail industry in the Middle East and North Africa (which for the purposes of these By-laws shall be deemed to be: Algeria, Bahrain, Egypt, Iran, Iraq, Jordan, Kuwait, Lebanon, Libya, Morocco, Oman, Palestine, Saudi Arabia, Syria, United Arab Emirates, Tunisia, Pakistan, Azerbaijan, Georgia, Kurdistan, Tajikistan, Kyrgyzstan, Kazakhstan, Uzbekistan and Yemen) and to establish the retail industry as a major institution in the community through:

- a) Promoting the role of retailers, retail professionals, e-commerce, food & beverage, entertainment, recreation, leisure and retail real estate in the marketing retail experiences and the sale of consumer goods and services.
- b) Establishing codes of fair business ethics and dealing with all in the retail industry including retailers, e-commerce businesses, retail professionals and consumers and with government and public agencies.
- c) Encouraging research into the promotion, development, leasing and marketing of the retail industry, e-commerce, overall architecture and design of shopping centers and the development of the most current management and maintenance methods in the retail industry.
- d) Collecting and disseminating information among members and the public at large pertaining to techniques of profitable operation which can serve to improve retailers, e-commerce, retail professionals, retail real estate and the retail industry.
- f) Studying local, regional and global economic, digital marketing and promotional conditions affecting the retail industry.
- g) Promoting the prestige and standing of our members as reputable professionals and specialists in the field of the retail industry overall including, retailers, e-commerce, real estate development, leasing, marketing, operations and management.
- h) Promoting education, professional competency and industry recognition through industry leading, content rich and relevant educational programs.

ARTICLE I (a.) CHAIRMAN/CHAIRPERSON

The Board has full power and authority to manage the Chairperson of the MECSC. Once the candidate(s) are selected by the Board to become the Chairperson, the Board will vote. The Board has the right to remove the Chairperson through a special resolution which will be voted on by the Board. For a candidate to become Chairperson or removed from the role, a majority of votes by the Board are required. Regular or Special Meetings can be used when managing the Chairperson.

ARTICLE II NON PROFIT

The Council shall be a non-profit making organization, with its headquarters in Dubai, U.A.E.

ARTICLE III MEMBERS

Section 1. Regular Members

Regular members are individuals, engaged in the retail industry. Retailers, e-commerce, retail professionals, and digital platforms in the development, ownership, leasing, marketing, operations or management in the retail industry. Each Regular Member shall be entitled to exercise all privileges and rights of the membership.

Section 2. Merchant Members

Merchant Members are individuals, who operate a business as a retailer, e-commerce business, tenant or potential tenant in the retail industry. For the purpose of the By-Laws, merchants shall be defined as individuals that, personally or through an incorporated firm, operate retail outlets, e-commerce business, lease or occupy space in retail real estate projects, or are primarily engaged in the business of selling goods or services directly to the consuming public. Each Merchant Member shall be entitled to exercise all the privileges and rights of the membership.

Section 3. Retail Professional Members

Retail Professional Members are individuals in a trade, profession or any industry allied to the retail industry. Each Retail Professional Member shall be entitled to exercise all the privileges and rights of the membership.

Section 4. Public/Academic Members

Any government employee or elected public official, any Educator or Administrator with a recognized educational institution shall be eligible for Public/ Academic Membership. Each Public/ Academic Member shall be entitled to exercise all the privileges and rights of membership.

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<p>Section 5: Corporate Members Corporations are entities whose employees are employed in the activities described under Regular Members or Merchant Members. Corporations whose activities are reflected under the above sections may seek a Corporate Membership and enroll multiple employees under such terms and conditions established from time to time by the MECSC. Membership purchased through a Corporate Membership Program will be issued to named individuals, and can be transferable between persons employed in the same corporation. When the employee leaves the employment of the Corporate Member a new employee in the Corporation may take up the vacant membership.</p>
<p>Section 6: Honorary Members The Board of Directors may designate any person an Honorary Member of this Council on account of distinguished and meritorious services rendered.</p>
<p>Section 7: Retired Members Individuals who have been members of the Council for at least five (5) years, who have retired from their business activities and are not active participants in the retail industry, shall be eligible to be Retired Members at the discretion of the Board of Directors.</p>
<p>Section 8: Student Members Any full-time student at a recognized educational institution shall be eligible to be a Student Member.</p>
<p>Section 9: Founding Members The following individuals shall also be known as Founding Members: Fardan Hassan Al Fardan, Mustafa Al Fardan, Walter Kleinschmit, Simon Thomson, Philip McArthur, Ishwar B. Chugani, Abdulla bin Eisa Alserkal, Ali Hassan, Majid Saif Al Ghurair, Peter Arbuckle and Steve Sell and shall be entitled to recognition and such other benefits as may be designated from time to time by the Board of Directors.</p>
<p>Section 10: Voting and Other Rights Each member shall be entitled to one vote on each matter submitted to a vote of the members. All members shall be eligible to attend meetings, educational courses and conventions of the Council and to receive other services, all in such manner and at such charges as the Board of Directors may from time to time determine.</p>
<p>Section 11: New Members All applicants for membership shall file with the Council an application either on-line or hard copy in such form as the MECSC team and the Board of Directors shall, from time to time determine. An applicant shall remit with the application the amount of dues and assessments, if any, as required by these By-Laws or resolution of the Board of Directors.</p>

Section 12: Termination of Membership

The Board of Directors or of any Committee appointed by the Board of Directors thereby for such purpose may, in its discretion, suspend or expel a member for cause or for any reason at its discretion after an appropriate review. Membership may also be terminated for non-payment of dues or assessments.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Council will be administered by a Board of Directors of at least four (4), and not more than eight (8) elected members. The Board of Directors may elect its officers who hold a President, Vice President and Treasurer position. Officers shall hold any position for up to two years.

The Board of Directors may appoint sub-committees and invite any Member of the Council to assist the Board of Directors or serve on a sub-committee.

The Board of Directors may engage staff and obtain office and other facilities as considered necessary, where the costs of which shall be paid out of membership fees, donations, education program, networking events, and conferences.

The Board of Directors may establish and update its own rules for the conduct of its business and may vary such rules from time to time at its discretion.

Section 2: Election of the Board

The Board of Directors will be elected from amongst nominated representatives at the Annual General Meeting.

The term of office of all elected Board Members shall be two (2) years. No member of the Board of Directors shall be eligible to serve more than four (4) consecutive years. Any Board Member not re-elected to the Board shall not be eligible for re-election until two (2) years have elapsed from time of completion of such Board Member's last period of service.

Nominations for membership of the Board of Directors will be invited from the members of the Council when giving notice of the Annual General Meeting. All nominations must be received in writing not less than three weeks before the date of the Annual General Meeting. Every nomination shall be supported by at least two members of the Council. The list of nominations will be circulated to members not less than two weeks prior to the Annual General Meeting.

Election will be by highest vote. Proxy votes and advanced internet based voting will be permitted upon such terms as the Board of Directors may establish.

Quorum will be established with fifty (50) percent of the Board of Directors Members, plus 1.

ARTICLE V: BOARD ADVISORY COMMITTEE

The Board Advisory Committee will be appointed by the Board of Directors for the purposes of advising on matters. Members of the Board Advisory Committee will provide advice on the strategic direction of the Council and any other matter requested by the Board of Directors. Members of the Board Advisory Committee will be entitled to recognition and such other benefits as the Board of Directors may from time to time determine.

ARTICLE VI: REGIONAL REPRESENTATIVES

Each Country or Metropolitan Area within the territory of the MECSC may have a Regional Representative. Regional Representatives will be responsible for providing strategic and operational advice to the Board of Directors and MECSC Employees on issues of particular interest to their local members and promoting the interests of the MECSC in their region. The Board of Directors will appoint Regional Representatives for a term of two (2) years.

ARTICLE VII: Meeting of Members

Section 1: Annual General Meeting

An Annual General Meeting of the members shall be held at such time designated by the Board of Directors, for the purpose of electing new members of the Board of Directors; where a vacancy exists or at the end of the tenure of the Board, for the approval of the report of the auditor, for the delivery of the Board of Directors report on prior year business and for the transaction of such other business as may come before the meeting.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by the request of the President of the Board or at least twenty-five (25) percent of the Board of Directors members.

Section 3: Place of Meeting

Notice of any Special Meeting stating the place, day and hour of any meeting shall be delivered to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting. In case of a Special Meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice.

Section 4: Quorum

The members holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

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Section 5: Proxies

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing or electronically by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Proxies will be considered in the determination of Quorum.

ARTICLE VIII: BOOKS AND RECORDS

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Council may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Council shall begin on the first day of January and end on the last day of December in each year, unless altered at the discretion of the Board of Directors.

ARTICLE X: DUES

Section 1: Annual Dues and Assessments

The Board of Directors may determine from time to time the amount of annual dues assessments, if any, payable to the Council by its members. Dues may be annual or for multiple year periods.

Section 2: Payment of Dues

Dues for the twelve month membership period shall be payable in advance on the first day of the month in which a Member was admitted to membership. Any assessment shall be paid at such time or times as the Board of Directors may determine.

Section 3: Non-Payment and Termination of Membership

When any member shall be delinquent in the payment of dues or assessments after the date they are due and payable, such member shall cease to receive membership services. Members will be given 30 days' notice prior to membership expiry.

ARTICLE XI: ASSETS AND LIABILITIES

Section 1: Interest of Members

All interest of any member in the funds, investments and other assets belonging to the Council shall immediately terminate if the membership of such member shall expire or terminate for any reason. In the event of such expiry or termination, such member and his, her or its representatives shall have no claim on account of such assets against the Council or against the other members or their representatives or any of them.

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Section 2: Distribution of Assets Dissolution

Upon the dissolution of the Council, and after payment of all indebtedness, any remaining funds, investments and other assets shall be divided among the then members in proportion to the amount of dues paid by them respectively during the five (5) calendar years preceding the calendar year in which such dissolution takes place.

ARTICLE XII: INDEMNIFICATION

The Council shall indemnify all officers, directors, employees and agents to the fullest extent permitted under the U.A.E. law.

ARTICLE XIII: AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new by-laws may be adopted by a vote of fifty (50) percent, plus 1 of the Board of Directors present at any regular meeting or at any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting, and provided further that this Article of the By-Laws may not be amended or repealed except by a majority of vote of the members at a regular Board Meeting or special meeting thereof.