



Federation of Euro-Asian Stock Exchanges

THE STATUTE

Founded: May, 1995
Revised: November 20, 2014

Table of Contents

ARTICLE 1 CREATION AND THE NAME OF THE FEDERATION.....	3
ARTICLE 2 PURPOSE	3
ARTICLE 3 DURATION AND HEAD OFFICE.....	3
ARTICLE 4 MEMBERSHIP.....	3
ARTICLE 5 APPLICATIONS FOR MEMBERSHIP	4
ARTICLE 6 WITHDRAW FROM MEMBERSHIP, SUSPENSION AND TERMINATION OF MEMBERSHIP	4
ARTICLE 7 DUTIES OF MEMBERS.....	5
ARTICLE 8 GENERAL ASSEMBLY	5
ARTICLE 9 EXECUTIVE BOARD	6
ARTICLE 10 WORKING COMMITTEE.....	7
ARTICLE 11 CHAIRPERSON AND VICE CHAIRPERSON	8
ARTICLE 12 SECRETARIAT	8
ARTICLE 13 FISCAL ISSUES AND AUDIT	10
ARTICLE 14 AMENDMENTS TO THE STATUTE AND DISSOLUTION OF THE FEDERATION	10
ARTICLE 15 FINAL DISPOSITIONS	10

PREAMBLE

The Federation of Euro-Asian Stock Exchanges was established on May 15 1995 in Istanbul by 12 founding Exchanges with the objective of facilitating the development of domestic markets, promoting cooperation and emphasizing harmonization within the markets of Europe, Asia and the Mediterranean Basin.

ARTICLE 1 CREATION AND THE NAME OF THE FEDERATION

A non-profit international organization was founded under the law dated 7/4/1987, numbered 3335. The Federation is known as the Federation of Euro-Asian Stock Exchanges, and is abbreviated as FEAS.

ARTICLE 2 PURPOSE

The purpose of the Federation is to contribute to the cooperation, development, support and promotion of capital markets (the term “stock exchanges” within the name of FEAS shall not exclude commodity, currency or derivatives exchanges) in the Euro-Asian Region(i.e. Europe, Asia and the Mediterranean Basin).

ARTICLE 3 DURATION AND HEAD OFFICE

1. The Federation is established for an indefinite time.
2. The Headquarters of the Federation shall be in Istanbul, Turkey.

ARTICLE 4 MEMBERSHIP

1. Membership in the Federation shall take the form of full, affiliate, associate or observer membership. Exchanges are defined as full members and non-exchanges are defined as affiliates. Exchanges from outside the Euro-Asian Region shall be admitted as associates. Full members, affiliates and associates are collectively referred to as members.
2. All Members are entitled to vote at the General Assembly. A full member’s vote is counted as two votes and an affiliate’s or associate’s vote is counted as one vote when voting on the amendments of the statute or the dissolution of the Federation. In elections, full members may vote on positions for full members; and affiliates and associates may vote on positions for affiliate and associate members on the Executive Board. All members have equal voting rights when electing the Working Committee Chair and selecting the Secretary General.
3. Bilateral membership may be established with other federations and capital market institutions based on a spirit of mutual cooperation **upon an Executive Board decision. Executive Board can create an observer status with no membership rights for an applying party whom to be considered bringing value to the work of the Federation. This status shall not exceed three years.** Such members shall not have the right to vote.

ARTICLE 5 APPLICATIONS FOR MEMBERSHIP

1. All applications for membership shall be addressed to the Chairperson. The vetting of applicants will be carried out according to the criteria approved by the General Assembly.
2. Acceptance or rejection of an application for membership shall be a matter for the decision of the General Assembly as recommended by the Executive Board, which shall not be obliged to give any reason for its decisions.
3. Membership shall become effective following acceptance by the General Assembly and after the applicant has accepted and countersigned The Statute of FEAS and paid the admission fee.
4. The admission fee, for all members, is equal to the annual affiliate's dues. The 'admission fee' will accrue in the year of admittance by the General Assembly.
5. Membership dues for applicants will begin accruing in the calendar year following the year of admittance.
6. Bilateral membership **and observers** will not accrue any fees, unless the General Assembly decides otherwise.

ARTICLE 6 WITHDRAW FROM MEMBERSHIP, SUSPENSION AND TERMINATION OF MEMBERSHIP

1. Membership shall be terminated by a declaration of withdraw from membership or by termination. Any declaration of intention to withdraw from membership must be addressed to the Chairperson by a registered letter and shall become effective at the next General Assembly Meeting as long as the letter is received 30 days before such meeting, otherwise it will be considered for the first General Assembly Meeting.
2. Suspension or termination of membership from the Federation is decided by the General Assembly after allowing the member to defend itself in a given period as determined by the General Assembly. The General Assembly sets the terms and conditions for termination. It is the responsibility of the Executive Board to propose to the General Assembly cases for suspension and terms and conditions or termination of members. The Executive Board shall review annually the position of suspended members and report to the General Assembly their recommendation. Decisions on suspension or termination shall take immediate effect unless the General Assembly decides otherwise.

3. A member who withdraws, who is suspended or who has their membership terminated shall not be entitled to any assets of the Federation. A member who is suspended, terminated or who is seeking withdraw from membership will be obliged to discharge all financial obligations for which it is liable at the date when the suspension, termination or withdraw from membership becomes effective.
4. Deferment and write-off of membership dues as well as the status of suspended members will be decided on a case by case basis by the General Assembly.

ARTICLE 7 DUTIES OF MEMBERS

1. All members shall make such financial contributions to the Federation as are set by the General Assembly.
2. In the case of suspension, termination or withdraw from membership during the Federation's financial year, no refund will be made for paid-up financial contributions.
3. Member responsibilities include but are not limited to:
 - a. participation in Federation meetings and events
 - b. participation in surveys, research, projects and statistical works;
 - c. cooperation on various subject areas for the purpose of information sharing, and;
 - d. other activities as approved by the General Assembly.

ARTICLE 8 GENERAL ASSEMBLY

2. The General Assembly is composed of all members of the Federation and is the ultimate governing body of the Federation. In particular the General Assembly is the competent body for:
 - a. amendments to the Statute;
 - b. dissolution of the Federation;
 - c. admission to, suspension and termination from membership and the deferment and writing off of membership dues;
 - d. approval of the budget and the accounts;
 - e. appointment of the auditor;
 - f. fixing of financial contribution of members,
 - g. election and removal of the Chairperson, Vice Chairperson, Working Committee Chair, Executive Board Members, and;
 - h. appointment of the Secretary General.

The above mentioned powers may not be delegated.

3. The General Assembly shall meet at least once every calendar year. The notice of a meeting is issued by the Chairperson via the Secretariat indicating time and place at least sixty days prior to the date of the meeting.
4. An extraordinary meeting of the General Assembly shall be convened by the Chairperson at his/her own initiative or when one third of full members have submitted, to the Chairperson, a request to this effect. In the latter case, this General Assembly must take place within sixty days of the receipt of such request and shall be convened by the Chairperson who shall fix the place and the date. The notice for the extraordinary meeting is issued thirty days prior to the date of the meeting and accompanied by an Agenda.
5. The Chairperson of the Federation may permit any non-member person(s) to take part in the work of the General Assembly.
6. If a member is not represented at the General Assembly, it may authorize another member with an open proxy or may vote on their own behalf with a self designated proxy.
7. Quorum for the General Assembly shall exist when half or more of the full members, in the Federation, are present or represented by proxy at the meeting.
8. Decisions will be taken by a simple majority of votes of the members present or represented by proxy at the meeting unless the Statute requires certain decisions to be taken by qualified majority. If deemed necessary by the Chairperson, or if quorum is not met, such voting can be accomplished through circular resolution. Proxies and votes via circular resolution may be made by mail, or any form of secure electronic communication.
9. Thirty days before the General Assembly the Secretariat will send out requests to members to submit their nominations for the positions which are to be voted on during the upcoming meeting. Nominations for all elected positions must be submitted to the Federation Secretariat fifteen days before the General Assembly. Before actual voting takes place, all members will be informed of the nominations which were received.
10. Voting in the General Assembly shall be open. In case a secret ballot is requested by a member and supported by half or more of the members present or represented at the meeting, a secret ballot will be affected.
11. When a vote concerns suspension, withdraw from membership or termination, the member in question shall not be entitled to vote.
12. The decisions of the General Assembly are recorded in the minutes by the Secretariat.

ARTICLE 9 EXECUTIVE BOARD

1. The Executive Board is comprised of eleven members, as follows; six elected full members, two elected affiliate and/or associate members, the Chairperson and Vice Chairperson. The Working Committee Chair will be an ex-officio member. All elected positions are held in the name of the exchange. If a member is elected as Chairperson, Vice Chairperson or Working Committee Chair they may not stand for election on the Executive Board. All elected positions may only be elected

for two successive terms. Persons representing the elected full member must have the status of the chairperson or chief executive of the Exchange.

2. Executive Board members are elected for a term of two years by the General Assembly. Outgoing members can be re-elected.
3. The Executive Board is presided over by the Chairperson. The Executive Board may meet whenever three or more members of the Board or the Chairperson deems necessary, but at least 3 times per year.
4. A quorum for meetings is six Board members. Decisions can be taken by a simple majority of the members present. Board meetings may be conducted via electronic or digital means.
5. The Chairperson may invite representatives of other members to attend the meetings, as well as any other persons s/he deems necessary.
6. The responsibilities of the Executive Board include:
 - a. development of the Federation policies,
 - b. determination of the tasks and projects for the Working Committee and Secretariat,
 - c. recommendations to the General Assembly for membership in the Federation and suspension or termination,
 - d. recommendation to the General Assembly for the position of the Secretary General;
 - e. recommendation to the General Assembly on Federation membership dues and budget, and;
 - f. develop and define procedures for elections.

ARTICLE 10 WORKING COMMITTEE

1. The Working Committee shall consist of all members. The members will assign a permanent delegate/contact person and some alternate delegates for representation at the meetings.
2. The Working Committee Chair will be elected from among the members. The term shall be for two years.
3. The Working Committee shall:
 - a. make proposals for research and projects to the Executive Board,
 - b. create task forces upon the approval of the Executive Board, with a clearly defined objective and time frame. Their progress will be reported to the Working Committee Chair for follow-up and guidance,
 - c. provide for a forum for the exchange of information and discussion of topical subjects; and
 - d. shall report to the Executive Board on all tasks assigned.

4. The Working Committee shall be convened by the Working Committee Chair as often as he/she deems necessary, but at least one time per year.
5. The Working Committee's Chairperson may allow other non-members to be present at the meetings.
6. The Working Committee Chair is responsible for steering the actions of the Working Committee.

ARTICLE 11 CHAIRPERSON AND VICE CHAIRPERSON

1. The Chairperson and the Vice-Chairperson shall be elected from among the full members by the General Assembly for a term of two years.
2. In the absence of the Chairperson, the Vice Chairperson, or in the absence of both, the representative of a member elected by the General Assembly shall preside over the General Assembly Meeting. In the case of the Executive Board Meetings, the Chairperson, in the absence of the Chairperson, the Vice Chairperson, or in the absence of both the representative of a Board member as selected by the Executive Board shall preside over the meeting.
3. The duties of the Chairperson include:
 - a. chairing of the Executive Board and General Assembly Meetings,
 - b. submission for approval to the General Assembly the audited accounts of the previous year, the auditor's report and the budget for the following year,
 - c. overseeing the work of the Secretary General,
 - d. initiating voting via circular resolution, when required,
 - e. recommending to the members changes to this statute,
 - f. receipt of applications for membership and applications for withdraw; and
 - g. acting as a spokesperson of the Federation.
 - h. other duties as are delegated by the Executive Board

ARTICLE 12 SECRETARIAT

1. The administration of the Federation is entrusted to the Secretary General, whose appointment is recommended by the Executive Board and approved by the General Assembly. The Secretariat shall be at the registered office of the Federation.
2. The Secretary General is required to attend all Federation Meetings, including but not limited to Working Committee, Executive Committee and General Assembly Meetings. In case of absence, the Secretary General shall be substituted by the Deputy Secretary General.

3. The Secretariat is responsible for monitoring of the activities or reports with which a member or any other person may have been entrusted.
4. The Secretariat shall keep the records of the Federation, and is responsible for preparing the accounts for the external auditor's review. To this end, the Secretariat shall be responsible for the budget process, including its execution.
5. The Secretary General reports directly to the Chairperson.
6. The Federation shall be bound by the signature of the Secretary General.

ARTICLE 13 FISCAL ISSUES AND AUDIT

1. The accounts of The Federation shall be audited by an external auditor as appointed by the General Assembly on the proposal of the Executive Board for a term of one year and may be extended for up to a maximum of 5 years as decided by the General Assembly. The General Assembly also determines their remuneration.
2. The auditors shall examine and audit the financial situation and the annual accounts of the Federation and the regularity of the operations recorded in its accounts.
3. The Federation's financial year closes on 31st December of each year.
4. The annual audited accounts of the Federation will be submitted to the Chairperson within 6 months after the end of the year.
5. The Chairperson is under obligation to submit the annual audited accounts of the previous year to the General Assembly for approval.

ARTICLE 14 AMENDMENTS TO THE STATUTE AND DISSOLUTION OF THE FEDERATION

1. Any proposal aiming at the dissolution of the Federation must be made by the Chairperson or by one third of the members. The proposing members must inform the members of the Federation, stating the reasons, at least three months prior to the General Assembly, which will decide upon this proposal.
2. Any proposal aiming at the amendment of the Statute of the Federation can be made by the Chairperson or by one fourth of the members. The Chairperson will inform the members of such a proposal, stating the reasons, at least thirty days before the General Assembly meeting. The ensuing decision by the General Assembly will be communicated to members within one month following the General Assembly.
3. The decision to make any amendments in the Statute of the Federation has to be made by more than two thirds of the members.
4. The decision to dissolve the Federation has to be made by more than three fourths of all members.
5. In the event of the dissolution of The Federation, its bodies shall continue to function for the purpose of its liquidation.

ARTICLE 15 FINAL DISPOSITIONS

1. The dispositions of the Statute are subject to the laws of the host country. In case of dispute, the Courts of the host city's administrative district are solely competent.
2. The official language of the Federation is English and therefore, the working documents shall be available in English.
3. For the interpretation of the present Statute, only the English version shall be the binding text.