



AMEDA

Africa & Middle East Depositories Association

AFRICA & MIDDLE EAST DEPOSITORIES ASSOCIATION (AMEDA)

BYLAWS

Approval

These Bylaws were adopted by the General Assembly of AMEDA at a meeting held in the city of Dubai in the United Arab Emirates on 23 September 2013.

*The President
(Mr. Mohamed Abdel Salam)*

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CHAPTER 1: INCORPORATION OF THE ASSOCIATION

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Article 1 – Incorporation and Name

Pursuant to a resolution adopted at its first meeting held prior to the CSD8 Conference held on 27 April 2005 in New York, the Africa and Middle East Depositories Association (hereinafter referred to as “the Association”) was established. The name of the Association shall be “Africa and Middle East Depositories Association” with the acronym being “AMEDA”. The Association is a non-profit organization comprising of organizations performing post-trade related activities within the Africa and Middle East region and other regions.

Article 2 – Objectives

The main objective of the Association is to create a forum for the exchange of information and experiences among its Members within a spirit of mutual cooperation, reciprocity and harmony, in order to develop and promote recommendations for best practices in services such as depository, clearing, settlement, efficiency and risk management and other areas, as well as supporting the Members in their efforts to adopt market regulations and practices, while considering their specific circumstances, and serving as a dialogue channel with other global organizations or associations.

In this context, the following objectives of the Association have been defined:

- 2.1 Develop and recommend common standards and best practices in clearing, settlement and depository services for the region and encourage the local markets to put them into practice, with due consideration to the specific situation of each market;
- 2.2 Promote efficiency and cost effectiveness in the clearing, settlement and depository services provided in the region;
- 2.3 Provide a forum to declare best practices for clearing, settlement and depository services seeking market harmonization;

- 2.4 Cooperate with the regulatory authorities of each country to achieve best practices related to clearing, settlement and depository services;
- 2.5 Promote risk management as well as the development of sound and efficient systems for clearing, settlement and depository services;
- 2.6 Share the experiences and information among the Members with the aim of obtaining a wide range of solutions to specific topics within the respective markets as well as within the context of globalization;
- 2.7 Foster a spirit of cooperation and integration among its Members in order to promote the development and improvement of their clearing, settlement and depository services for the mutual benefit of their markets;
- 2.8 Establish working groups and committees, whether permanent or temporary, to coordinate tasks and carry out the basic activities of the Association in the pursuit of its objectives;
- 2.9 Develop channels for dialogue with other international organizations or associations when deemed appropriate; and
- 2.10 Provide input and feedback on behalf of the Members to international bodies such as, the World Forum of Central Securities Depositories (WFC), International Securities Services Association (ISSA), and the Committee on Payment and Settlement Systems and the Technical Committee of the International Organization of Securities Commissions (CPSS-IOSCO) projects.

Article 3 – Legal Authority

- 3.1 The Association shall have the legal authority required for the undertaking of its objectives, in accordance with the laws of the country where its headquarters are located.
- 3.2 The Association shall not take any action or endorse any position that might be detrimental to any of its Members or the Association itself.
- 3.3 Any matter that has material or serious consequences to the Association must be referred to the General Assembly for consideration and decision.
- 3.4 The Association is an entity separate from its Members, and does not have the authority, capacity or mandate to bind or act in the name, on behalf, or as agent of any Member.

- 3.5 The Members must be informed of the contracts and other actions taken by or on behalf of the Association.

Article 4 – Duration and Headquarters

- 4.1 The Association is established for an indefinite period of time and maybe registered in accordance with the Egyptian laws. These Bylaws and the Association itself shall be subject to the Egyptian laws.
- 4.2 The permanent headquarters of the Association shall be located in the city of Cairo in Egypt.

CHAPTER 2: MEMBERSHIP OF THE ASSOCIATION

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Article 5 –Categories of and Eligibility for Membership

There are (two) categories of membership available in the Association, namely:

5.1 Full Membership

- a. Central securities depositories and clearing houses located within the Africa and Middle East region, which are duly recognized as such by the competent authorities in their countries of domicile, can become the Full Members of the Association, if they meet the requirements laid in these Bylaws.
- b. Full Members are liable for the membership fees, and can attend, participate and vote at all the General Assembly meetings.

5.2 Associate Membership

- a. Non-central securities depositories and non-clearing houses located within the Africa and Middle East region, and performing custodian, clearing and other post-trade functions, can become the Associate Members of the Association, if they meet the requirements laid in these Bylaws. Further, central securities depositories and clearinghouses incorporated in countries outside of the AMEDA region can become Associate Members of the Association, if they have received permission from their regional Associations and they meet the requirements laid in these Bylaws.
- b. Associate Members are liable for the membership fees, and but may not attend the Meetings of the General Assembly, however, they may attend and participate at the events of the General Assembly. Notwithstanding anything to the contrary contained in these Bylaws, constructive input and remarks by the Associate Members should be taken into consideration.

Article 6 – Admission, Rights and Obligations

6.1 Application for Membership

Applications for membership in the Association must be submitted in writing to the Secretary and must, where applicable, contain the following:

- a. An application letter signed by the applicant, stating the category of membership applied for;
- b. The legal provisions and/or regulations governing its activities in its country of domicile;
- c. A certification that the applicant is recognized as a legal entity in its country of domicile, through the submission of the relevant documents evidencing its incorporation;
- d. A certification that the applicant has been authorized by the competent authority in its country of domicile, to operate as a central securities depository, clearing house or otherwise, which authorization remains in force as of the date of their application;
- e. A certification by the authority in sub-clause (d) above that the applicant is in good standing with such authority;
- f. A list of the applicant's Board Members and Executive Officers;
- g. A legal document granting one or more of the officers listed in the sub-clause (f) above, the authority to represent the applicant before the Association;
- h. Acknowledgement of receipt of the Association's Bylaws by the Applicant's representative in sub-clause (g) above; and
- i. In the case the Applicant is located outside of the Africa and Middle East region, a written permission by the relevant regional association, giving the applicant permission to apply for membership in the Association must be attached.

The Secretary may request additional documentation or information from the applicant.

6.2 Admission and Register

- a. Upon receipt of the application, the Secretary must send the application to the Full Members (the General Assembly), President and Vice-President for their review and consideration. The President and Vice-President may make recommendations to the General Assembly as he or she deems appropriate.
- b. The vote to approve the application for membership shall be decided on, at the next meeting of the General Assembly, by a resolution of the Full Members present. The Secretary must serve a formal written notification of the General Assembly's resolution of the membership admission to the applicant.
- c. Following the resolution of membership admission by the General Assembly, a new Member shall be invited to make a presentation to the General Assembly. The new Member must also pay the applicable membership fees, if any, within sixty (60) days after admission.
- d. The Secretary must enter the relevant details of the new member into the register of members of the Association. The register of Members of the Association must be maintained by the Secretary, and shall contain the following information:
 - i. The name of the Member;
 - ii. Date of admission;
 - iii. Address, specifying the city and country of domicile;
 - iv. The name and contact details of a person authorized to represent the Member before the Association;
 - v. State whether the Member is a Full or Associate Member;
 - vi. Nature of business, specifying whether a Member is a central securities depository, clearing house or otherwise; and
 - vii. Membership status, specifying whether membership is active or terminated.

6.3 Fees and Expenses

- a. The Full Members and Associate Members must pay the applicable membership, annual fees and such other fees and charges set by the General Assembly within sixty (60) days of receiving an invoice.
- b. The General Assembly may accept reduced membership fees, within the agreed parameters.

- c. The Members and invitees are responsible for their own expenses relating to travelling, accommodation and incidental expenses while attending the meetings and/or events of the Association.

6.4 *Rights and Obligations of the Members*

- a. The rights of the Members:
 - i. All Members have the right to be treated fairly, without discrimination;
 - ii. All Members have the right to be timely notified about the events of the Association, and to attend and participate thereat;
 - iii. All Members have the right to be informed about the work and the affairs of the Association;
 - iv. All Members have the right to receive copies of or have electronic access to all reports, including financial reports of the Association;
 - v. Only the Full Members have the right to attend, participate at and vote at the Meetings of the Association;
 - vi. All Members have a right to request the formation of working groups and committees to address matters of interest to the Association; and
 - vii. Only the Full Members have the right to nominate the candidates for election as President and/or Vice-President, and to elect the President and/or Vice-President from among the nominated candidates.

- b. The obligations of the Members:
 - i. All Members have the obligation to abide by the Bylaws and resolutions of the General Assembly;
 - ii. All Members have the obligation to contribute to the purpose, activity, work and affairs of the Association;
 - iii. All Members have the obligation to cooperate with, and provide the General Assembly with any documents or information as may be required;
 - iv. All Members have the obligation to notify the Secretary of any important or material changes in their status as soon as these changes take effect;
 - v. All Members have the obligation to regularly update their own profile or details in the Association's website;
 - vi. All Members have the obligation to actively participate in the activities of the Association; and
 - vii. All Members are liable to pay the applicable membership fees, annual fees and such other fees and charges set by the General Assembly.

Article 7–Termination and Reinstatement of Membership

7.1 Termination of Membership

- a. Before the General Assembly makes a decision to terminate the membership in the Association, an opportunity must always be given to the affected Member to defend itself as it deems necessary. The Secretary must communicate a decision to terminate membership to the Member concerned and also to all Members.
- b. Membership in the Association may be terminated in any of the following circumstances:
 - i. Receipt by the Association of Member's written resignation; and
 - ii. A resolution of the General Assembly to terminate membership under the following circumstances:
 - aa. Loss of eligibility or non-compliance with the Association's membership requirements;
 - bb. Where a Member fails to pay the applicable fees set by the General Assembly, for three (3) consecutive years, after being notified to do so;
 - cc. Where Member fails to attend the General Assembly's meetings for three (3) consecutive years, without a valid excuse;
 - dd. Where a Member fails to abide by the Bylaws or the resolutions of the Association, or acted to the detriment of the Association or other Members; or
 - ee. Where a Member is dissolved or liquidated.
- c. The expelled or former Member ceases to be a Member on the day of expulsion, and shall lose all the rights and obligations attaching to the Membership in the Association. The expelled or former Member shall not have any right whatsoever over the assets or equity of the Association.
- d. The expelled or former Member shall be liable for the prorated membership fees for the corresponding year of termination.

7.2 Re-instatement of Membership

Former Members who have lost their membership may rejoin the Association by submitting a new membership application in accordance with Article 6, and must meet the requirements set in these Bylaws. A Former Member must also pay any outstanding fees owing to the Association prior rejoining.

CHAPTER 3: GOVERNANCE OF THE ASSOCIATION

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The Association is governed by a General Assembly as stated below.

Article 8 – General Assembly

The General Assembly is the governing body of the Association consisting of the full Members of the Association. It defines the general policy guidelines that the Association shall follow. The General Assembly is led by the President assisted by the Vice-President and the Secretary.

8.1 Authority and Responsibilities of the General Assembly

The General Assembly shall exercise all the powers and perform all the functions necessary to further the objectives of the Association, including:

- a. Elect the President and/or Vice-President from the candidates nominated by the Members;
- b. Establish working groups and committees;
- c. Define and approve the Bylaws and the rules and policies of the Association, and any amendments thereto;
- d. Accept or reject applications for membership in the Association, in accordance with these Bylaws;
- e. Decide on the termination of membership, in accordance with these Bylaws;
- f. Authorize declarations on best practices resolutions and recommendations for the Members, having regard to the unique circumstances of a Member;

- g. Appoint auditors; and
- h. Approve the annual budget, including investments, annual financial statements, and membership fees and other fees payable.

8.2 Meetings of the General Assembly

a. The Meetings

- i. Only the Full Members may attend, participate and vote at the meetings of the General Assembly.
- ii. The meetings of the General Assembly shall among other things, deliberate on, and make resolutions or decisions of the General Assembly in terms of these Bylaws.

b. Frequency and Notices

- i. The General Assembly shall endeavor to meet at least twice a year.
- ii. The Secretary must send a meeting invitation to all Members at least thirty (30) days prior to the date of the meeting.
- iii. The meeting invitation must state the date, time, place and registration fee for the meeting.
- iv. The meeting invitation must be accompanied by all relevant information or documents, including the agenda.
- v. The Members may request additional information or documents.
- vi. The President may, at a Member's request, add other items to the agenda.

c. Venue and Attendance

- i. Each Member shall designate in writing at least one (1) representative to attend the meeting.
- ii. A Member may authorize another Member in writing, to attend the meeting and to vote on its behalf.
- iii. All the Members must agree on the date, venue and agenda of each meeting.
- iv. The meetings of the General Assembly may be held through written, electronic or other means communication which would allow effective communication and participation by the Members and the authenticity of the resolutions. The resolutions passed in a non-physical meeting must be confirmed in writing.

d. Quorum, Voting and Resolutions

- i. A quorum for all General Assembly meetings shall be at least a simple majority (50% + 1) of the Full Members present or duly represented.
- ii. Voting shall be by a secret ballot, and each Member shall have one (1) vote.
- iii. Subject to clause 15.1 below, the decisions of the General Assembly shall be decided by at least a simple majority (50% + 1) of the votes of the Full Members present and voting.

e. Minutes and Resolutions

- i. Minutes of the meetings and resolutions must be recorded in a Minute Book.
- ii. The Minutes may be approved at the same General Assembly meeting or via round robin. The Minutes must be signed by the President, the Secretary and any two (2) Full Members present.
- iii. The Secretary must timeously send the minutes and resolutions to all the relevant Members.

Article 9 – Events of the Association

- 9.1 All the Members of the Association (including Associate Members) are invited to attend and participate at the events of the Association.
- 9.2 The relevant international organizations may be invited to attend and participate at the events of the Association as observers. Observers are not the Members of the Association, they are not liable for any fees in the Associations, and they may not attend the meetings of the General Assembly.
- 9.3 The events of the Association shall deal with matters of mutual benefit to the Association and its Members and the region, including, education, sharing of experiences and information and making recommendations.
- 9.4 All Members and invitees are encouraged to delegate their relevant operational and other personnel, to attend and participate at the events of the Association, in order promote education and the sharing of experiences and information.
- 9.5 For the sake of convenience, the events of the Association shall be convened at the dates and venue where the meetings of the General Assembly are held. An invitation to attend the events of the Association must conform to clause 8.2(b) above.

Article 10– The Officers of the Association

10.1 The Structure

The General Assembly shall be led by the President, assisted by the Vice-President and the Secretary.

10.2 Nomination of the President and Vice-President

- a. Only the Full Members shall nominate in writing, the candidates for election as a President and/or Vice President. The nomination (including the election) of a candidate shall be based upon the credentials or expertise of an individual and not that of the Full Member an individual belongs to.
- b. The candidates for election as President and/or Vice-President must:
 - i. belong to the Full Members located within the Africa and Middle East region,
 - ii. at least hold senior management positions within their respective Full Members,
 - iii. each have received at least three (3) nominations from other Members,
 - iv. if he or she nominates himself or herself, must send a written motivation of such self-nomination to the Secretary, which must be circulated by the Secretary to the Members before the meeting,
 - v. have attended at least all previous three (3) meetings of the Association, and
 - vi. his or her Full Member must have no outstanding fees in the Association.

10.3 Election of the President and Vice-President, and Term of Office

- a. Any Full Member that has no candidate running for the election shall have the right to designate a lawyer and/or other representatives to facilitate the election process.
- b. The General Assembly shall by a simple majority (50% + 1) of votes of the Full Members present, elect the President from among the nominated eligible candidates. In case of tied votes, a new election must be held between the tied candidates with the highest, or second highest number of votes where necessary.
- c. The candidate with the highest number of votes shall become the President, while the candidate with the second highest number of votes shall become the Vice-President.
- d. For the sake continuity in leadership, when the President's terms of office comes to an end or in case the President vacates office before the end of the term, the Vice-President shall become the President.

- e. In case the Vice-President vacates office before or after the end of the term, the General Assembly must nominate and elect a new Vice-President, in accordance with clauses 10.2 and 10.3.
- f. The term of office for the President and Vice-President shall be limited to three (3) years, and they are eligible to be re-elected for a second term, but may not serve for more than two (2) consecutive terms.
- g. The filling of a vacancy abandoned before the end of the term shall not count as an elected term.
- h. The General Assembly must appoint a Secretary, who shall serve for an indefinite period until he or she resigns or is removed by the General Assembly.

10.4 Authority and Role of the President, Vice-President and Secretary

Subject to these Bylaws, or any conditions set by a resolution of the General Assembly, the President, Vice-President and Secretary shall have the authority to deal with any matter in the pursuit of the Association's objectives, however, they shall not have the power to decide on, or bind the Association on, any matter that has material or serious consequences on the Association. Such matters must be referred to the General Assembly for consideration and decision. Their authority and powers shall only be limited to the administrative matters affecting the Association, but they shall propose all matters for consideration and decision by the General Assembly.

a. The role of the President

The role of the President is to provide leadership to the Association in the pursuit of its objectives, and to preside over the General Assembly's meetings. The President is also the legal representative of the Association in front of all forums.

b. The role of the Vice-President

The role of the Vice-President is to assist the President in his or her role and to act as President in his or her absence.

c. The role of the Secretary

The role of the Secretary is to keep the records of the Association, and to coordinate the meetings and events of the Association. The Secretary must timeously distribute notices, agendas, resolutions, minutes, and other information to the Members.

10.5 Meetings of the President, Vice-President and Secretary

- a. The President, Vice-President and Secretary may hold meetings as may be necessary and agree on their meeting procedures.
- b. For the sake of convenience, physical meetings may only be held in conjunction with the General Assembly meetings. Non-physical meetings may be held at any convenient time.

10.6 Removal of President and Vice-President

- a. The President and Vice-President may be removed by a resolution of the General Assembly under the circumstances including the following:
 - i. If he or she commits or executes acts or actions that seriously affect or compromise the assets and/or the interests of the Association;
 - ii. In case of clear negligence or abandonment of the duties inherent to his/her position; or
 - iii. In case the Full Member he or she belongs to, losses its membership in the Association.
- b. In any event, before there is a vote on the removal, the individual must be given the opportunity to defend himself or herself as he or she deems necessary before the General Assembly.

Article 11 – Working Groups and Committees

- 11.1 The General Assembly may form working groups or committees when it deems appropriate, to perform certain tasks in the pursuit of the objectives of the Association.
- 11.2 The Secretary must give notice of the creation of a working group or committee, its mandate, its members and deliverables to all Members.
- 11.3 Each working group or committee shall determine the manner in which it conducts its own meetings and activities.
- 11.4 The working groups and committees must keep the minutes of their meetings and report on their activities to the General Assembly.

CHAPTER 4: ASSETS AND BUDGET OF THE ASSOCIATION

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Article 12: Assets and Budget of the Association

Article 13: Financial Assistance to the Members

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Article 12 – Assets and Budget of the Association

The assets of the Association shall consist of the following:

- 12.1 Ordinary fees which include the annual membership fees to be paid by Full Members and Associate Members, as determined by a resolution of the General Assembly. The Secretary shall inform such Members of the ordinary fees and shall issue such Members with payment invoices. Such Members shall have sixty (60) days after receipt of such invoice, to pay the fees;
- 12.2 Extraordinary fees which include possible temporary charges to be paid by the Full Members and Associate Members, as determined by a resolution of the General Assembly. The quantum of the extraordinary fees must not exceed the quantum of the ordinary fees in any given year. The Secretary shall inform such Members of the extraordinary fees and shall issue such Members with payment invoices. Such Members shall have sixty (60) days after receipt of such invoice, to pay the fees;
- 12.3 Income earned by the Association for services provided to its Members and to third parties;
- 12.4 Other income and other assets received by the Association from sponsorships, events, and donations or through any other means from third parties, may they be natural persons or legal entities, national or foreigners, or those of an international nature; and
- 12.5 The profits that might be derived from assets or institutional resources.

Article 13– Financial Assistance to the Members

- 13.1 In respect of the hosting of the Association's meetings and events, the Association may provide a hosting Member with financial assistance, to cover the costs associated with the hosting such meeting or event.

- 13.2 The quantum of financial assistance must be agreed by a resolution of the General Assembly.

Article 14– Remuneration

- 14.1 The President and Vice-President, or any member of any working group or committee, shall not be entitled to any remuneration for the services rendered to the Association.
- 14.2 The Secretary is entitled to remuneration for his or her services rendered to the Association. The quantum of the Secretary's remuneration must be agreed by a resolution of the General Assembly.

CHAPTER 5: DISSOLUTION OF THE ASSOCIATION

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Article 15: Dissolution and Winding-Up of the Association

Article 15– Dissolution and Winding-Up of the Association

- 15.1 The dissolution of the Association shall be decided by a special resolution of the General Assembly, supported by at least seventy five percent (75%) of the votes of all the Members, including Associate Members.
- 15.2 The assets of the Association shall be distributed among Members at that time, in proportion to the fees they have paid, after satisfaction of creditors of the Association.
- 15.3 The General Assembly shall by resolution, decide on the manner of distributing any remaining assets of the Association, to third parties, after liquidation.

CHAPTER 6: GENERAL PROVISIONS

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- Article 17: Official Languages
- Article 18: Method of Communication and Notices
- Article 19: Amendments to the Bylaws

Article 16– Calculation of days

All time periods indicated in these Bylaws shall mean successive days or calendar days, which shall include non-business days.

Article 17– Official Languages

The official language of communication in the Association shall be English, however, translations to Arabic and French may be provided where appropriate.

Article 18– Method of Communication and Notices

18.1 Any notices, reports and other information required to be sent to the Members in terms of these Bylaws may be sent via:

- a. An ordinary mail, to the Member's chosen postal or mailing address; or
- b. Electronic media, to the Member's chosen e-mail address, telefax or other media of electronic communication.

18.2 Any notice or communication in terms of these Bylaws, sent or addressed to a Member's nominated representative in clause 6.1(g) above, shall be deemed to have been duly sent to and received by such Member.

Article 19– Amendments to the Bylaws

These Bylaws may be amended from time to time, subject to approval by the General Assembly.