

**CONSTITUTION
OF
THE AMERICAN BUSINESS COUNCIL OF DUBAI AND THE
NORTHERN EMIRATES**

ARTICLE I

NAME & OFFICE

This organization shall be known as the American Business Council of Dubai and the Northern Emirates and is hereinafter referred to as "the Council". Its office shall be located in the city of Dubai.

ARTICLE II

OBJECTIVES

The Council is a not-for-profit voluntary association of individuals and companies whose objectives are:

To promote the development of commerce and investment between the United States of America and Dubai and the Northern Emirates (Ajman, Fujairah, Ras Al Khaimah, Sharjah and Umm Al Quwain).

To be a direct liaison with the Chamber of Commerce of the United States and other chambers of commerce and business organizations, and to express the views of the local American business community to public and private interests in the United States.

To provide a forum in which American business executives in Dubai and the Northern Emirates and business executives with American interests may identify, discuss and pursue common interests regarding their activities.

To work with individuals and organizations in Dubai and the Northern Emirates on matters of mutual interest.

To heighten awareness of Dubai's commercial position in the Middle East

among the American business community.

The Council may do all lawful things which may be incidental or conducive to the attainment of the foregoing objectives. The Council shall not attempt to restrict or in any manner interfere with any lawful activity undertaken by any member in Dubai and the Northern Emirates. The Council shall not engage in any political activity in the United Arab Emirates nor allow its funds or facilities to be used for political purposes in the U.A.E.

ARTICLE III

MEMBERSHIP

SECTION A. Categories of Membership

American Business Membership

Membership in this category shall be open to American businesses with a presence in Dubai and/or the Northern Emirates either independently or in affiliation with a U.A.E. national.

American Individual Membership

Membership in this category shall be open to American citizens and green card holders who are working in Dubai and/or the Northern Emirates, except individuals who would qualify as the representative of an American Business Member.

U.A.E. Business Membership

Membership in this category shall be open to companies or major operating units thereof with a presence in Dubai and/or the Northern Emirates and which carry on, as a major business, an agency, distributorship, franchise or other representation for an American business, or a joint venture or management contract with an American business, or a business which is managed or operated substantially by American professionals in accordance with American standards, or which otherwise has a special nexus with the American business community.

Non-Resident Membership

Membership in this category shall be open to companies and individuals which (a) do not have a presence in Dubai or the Northern Emirates, (b) would otherwise qualify for American Business Membership, American Individual Membership, or U.A.E. Business Membership, and (c) have a significant business

interest in Dubai and/or the Northern Emirates.

U.A.E. National Membership

Membership in this category shall be open to individual United Arab Emirates nationals having an interest in U.S./U.A.E. commercial relations who are recommended by a Business Member or an Individual Member.

Executive Membership

Membership in this category shall be open to executives of American Business Members, UAE Business Members and Non-Resident Members, other than the resident chief executive officer, who are neither American citizens nor green card holders and who are nominated by their member company employer, provided that the Board of Directors may specify in the By-Laws the number of such executives that may be nominated by each category of member employers.

Ex-Officio Membership

Membership in this category shall be offered to U.S. and U.A.E. government and Chamber of Commerce officials occupying such positions as are designated by the Board of Directors and specified in the By-Laws.

American Community Membership

Membership in this category shall be open to American citizens and green card holders who are resident in Dubai and/or the Northern Emirates, who do not regard themselves as businessmen or members of the business community, but who nevertheless regard themselves as members of the broader American community and wish to maintain contact with the American Business Council in relation to issues affecting Americans generally and Americans overseas in particular.

Honorary Membership

Membership in this category shall be limited to select distinguished persons who are invited by the Board of Directors to be honorary members and have the unanimous consent of the Board.

SECTION B. Determination of Membership

1. The acceptability of any application of membership, or for change in classification of membership, shall be determined by the Board of Directors. The By-Laws may establish guidelines for determining standards of membership so

long as such guidelines are not inconsistent with this Article. In the event of a change in the definition of a category of membership, or the creation of a new category of membership set forth in this Article, the Board of Directors may authorize any then current member to retain its then current classification for the current and subsequent terms of membership.

2. Applications for membership shall contain the name, address, and business activity and/or occupation of the applicant, and such other information as may be requested by the Board of Directors.

3. Membership shall be for one year, subject to renewal, except that the Board of Directors may provide for a partial year membership for new members with all the rights and benefits of full year membership.

4. The Board of Directors shall determine and specify in the By-Laws the membership fees applicable to each category of membership, and may establish one or more subcategories of membership and fees within each category.

SECTION C. Right to Vote

1. American Business Members, U.A.E. Business Members, American Individual Members and Non-Resident Members may vote. Except as may be determined by the Board of Directors and specified in the By-Laws with respect to individual sub-categories of American Business Members, each American Business Member is entitled to two votes. Each U.A.E. Business Member, each American Individual Member, and each Non-Resident Member is entitled to one vote. Other categories of members shall not be entitled to vote.

2. Each American Business Member and each U.A.E. Business Member shall nominate its chief executive officer residing in Dubai and/or the Northern Emirates to be its representative in the Council. A Non-Resident Member, other than an individual, may nominate a representative of its choice.

3. An American Business Member representative or a U.A.E. Business Member representative may authorize any other representative of the business to vote on behalf of the business at any meeting of the membership of the Council. Notice of such alternate's authorization must be received in writing by the Board of Directors prior to the time of the meeting. No alternate representative may be designated by an American Individual Member or a Non-Resident Member, but an American Business Member, American Individual Member, U.A.E. Business Member or Non-Resident Member may designate, by written notice received by the Board of Directors prior to the time of the meeting, any voting member of the Council as a proxy for voting purposes only.

SECTION D. Privilege to Hold Office

Any voting member or representative may hold elective office in the Council.

ARTICLE IV

MEETINGS OF THE COUNCIL

SECTION A. Annual General Meeting

1. An Annual General Meeting shall be held in the month of November every year. Written notice of such meetings shall be given to the membership at least one month before each Annual General Meeting.

2. The following business shall be conducted at the Annual General Meeting:

- a. Report of the Board of Directors;
- b. Report of the previous year's accounts;
- c. Election of Officers and members of the Board of Directors.
- d. Other matters which are properly placed on the agenda.

SECTION B. General Meetings

1. There shall be at least four General Meetings each year, and no more than four months shall pass without a General Meeting, except in either case as otherwise decided by the Board of Directors.

2. Notice of all General Meetings must be given to the membership at least two weeks before each meeting.

3. Any member who wishes to place an item on the agenda of a General Meeting may do so provided he or she gives notice in writing to the President at least one week before the meeting.

SECTION C. Quorum and Voting

1. The quorum for the Annual General Meeting shall be thirty percent (30%) of the voting membership of the Council, and the quorum for all other General Meetings shall be those present. A quorum shall be required at all times during meetings if official actions are taken. All votes cast at an Annual General Meeting

or in respect of any matter on which a vote is taken at an Annual General Meeting shall be considered in determining the quorum.

2. In the event of there being no quorum present at any Annual General Meeting, the meeting shall be adjourned to the following month at a place, date and time to be appointed. Notice of such meeting and a copy of the agenda shall be sent to all members at least two weeks before the rescheduled meeting.

3. Should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any proposed resolution appearing on the agenda of the adjourned Annual General Meeting.

4. Voting shall be by simple majority of all votes cast unless otherwise specifically stated in this Constitution.

ARTICLE V

OFFICERS

SECTION A. Designation of Officers

The officers of the Council and their nationalities and membership categories shall be the following:

President	United States Citizen, and American Business Member or American Individual Member
Executive Vice President	United States Citizen, and American Business Member or American Individual Member
Vice President, Membership	No citizenship requirements, American Business Member or American Individual Member
Vice President, Programs	No citizenship requirements, American Business Member or American Individual Member
Vice President, Legal Affairs and Secretary	No citizenship requirements, American Business Member or American Individual Member
Vice President, Financial Affairs and Treasurer	No citizenship requirements, American Business Member or American Individual Member

SECTION B. Duties of Officers

1. The President shall exercise general supervision over the affairs of the Council and shall represent the Council in external relations. The President shall preside over all meetings of the Council and the Board of Directors and shall be responsible for implementing the decisions of the Board of Directors.
2. The Executive Vice President shall perform the duties and responsibilities assigned by the President or the Board of Directors, and shall preside over meetings in the absence of the President.
3. The Vice President, Membership shall be responsible for membership development and membership services, and shall perform other duties and responsibilities assigned by the President or the Board of Directors.
4. The Vice President, Programs shall be responsible for the programs of meetings and events of the Council and shall perform other duties and responsibilities assigned by the President or the Board of Directors.
5. The Vice President, Legal Affairs and Secretary shall be responsible for all documents and records of the Council and all relationships with legal counsel or legal consultants, and shall perform other duties and responsibilities assigned by the President or the Board of Directors.
6. The Vice President, Financial Affairs and Treasurer shall be responsible for all financial receipts, disbursements, accounts, financial records and reports, and shall perform other duties and responsibilities assigned by the President or the Board of Directors.

SECTION C. Designation of Board of Directors

1. The Board of Directors shall consist of the following:
2. The six officers;
3. Five members elected annually by the membership;
4. The immediate Past President of the Council, who shall serve ex-officio, with full rights of participation in all activities and deliberations of the Board of Directors, but shall have no vote.

SECTION D. Nominating Committee and Nominations

1. There shall be a Nominating Committee consisting of five members.
2. The Nominating Committee shall be appointed by the Board of Directors and shall be announced at a General Meeting at least two months before the Annual General Meeting.
3. The Nominating Committee shall nominate at least one qualified and consenting candidate for each office and for each elective position on the Board of Directors, and shall announce its nominations at the General Meeting immediately preceding the Annual General Meeting. At the close of that General Meeting, nominations shall be closed. No person shall be nominated for more than one of the six designated offices
4. Members of the Nominating Committee shall not be candidates. However, this limitation shall not apply to the first Nominating Committee, whose duties shall terminate after the first Annual General Meeting.
5. For the nomination and election of officers and members of the Board of Directors at the first Annual General Meeting, the Board of Directors may waive any of the requirements in this Section D of Article V and substitute alternative procedures in lieu thereof.

SECTION E. Term and Vacancies

1. All officers and members of the Board of Directors shall serve for terms of one year, or until their successors take office.
2. Vacancies in any offices or elective positions on the Board of Directors shall be filled by the Board of Directors. The Board shall determine when a vacancy exists and shall fill every vacancy within four months.

ARTICLE VI

BOARD OF DIRECTORS

SECTION A. Duties

The Board of Directors shall set the policies for the day-to-day operations of the Council, reflecting the objectives of the membership expressed at General Meetings, and shall make all decisions on matters affecting the Council when the

General Meeting is not sitting, subject to other provisions of this Constitution.

SECTION B. Meetings

1. The Board of Directors shall meet at least once before each General Meeting.
2. The quorum for all meetings of the Board of Directors shall be a simple majority and all actions shall be taken by a simple majority vote of those present, unless otherwise provided in the By-Laws of the Council.
3. The Board of Directors shall establish rules of procedure which shall be stated in the By-Laws of the Council.

ARTICLE VII

AUDIT

Prior to the fifteenth day of June following each Annual General Meeting, the Board of Directors shall appoint an Audit Committee. The Audit Committee shall audit, or shall appoint independent auditors to audit, all accounts of the Council and shall present a report to the next Annual General Meeting. The President or the Board of Directors may require the Audit Committee to audit the Council accounts for any period, at any time, and make a report to the Board of Directors.

ARTICLE VIII

FORMATION OF THE COUNCIL

1. The Council shall be formed by the unanimous adoption of the Constitution by the founding members.
2. Upon the adoption of the Constitution, the founding members shall elect the first officers of the Council, who shall serve until the elections at the first Annual General Meeting.
3. The first officers of the Council shall constitute its first Board of Directors, who shall also serve until the elections at the first Annual General Meeting.
4. After its adoption, the Constitution may be amended by a vote of not less than two-thirds (2/3) of the Board of Directors at any time until the first Annual General Meeting. Thereafter such amendment shall be made in accordance with Article IX.

5. The first Board of Directors shall take all actions and secure all approvals and clearances from the Governmental authorities of the Emirate of Dubai necessary for the establishment of an office of the Council.

ARTICLE IX

AMENDMENT OF THE CONSTITUTION

No amendment of this Constitution shall be made unless it is approved by vote at a General Meeting after the precise text of the amendment has been distributed to all members at least two weeks before the vote. No amendment shall be effective unless ratified by the signatures of at least 50 percent of the general members within two months after adoption.

ARTICLE X

BY-LAWS

Voting members of the Council acting at any General Meeting, or the Board of Directors at any meeting may make, alter, supplement and repeal the By-Laws of the Council, as long as such actions are properly on the agenda of the meeting and do not conflict with this Constitution or with the laws of Dubai and the U.A.E. All members will be promptly notified of changes in the By-Laws.

ARTICLE XI

DISSOLUTION

SECTION A. Means of Dissolution

The Council shall not be dissolved, except with the written consent of not less than three-fifths (3/5) of the voting members.

SECTION B. After Dissolution

1. In the event of the Council being dissolved, all debts and liabilities legally incurred on behalf of the Council shall be fully discharged, and the remaining

assets shall be donated to such local charitable organizations as the voting members shall have decided.

2. Notice of dissolution shall be given to the members by the most efficient means available.

As adopted 27 November 1985
As amended 29 January 1986 [change of name]
As amended 17 September 1986 (Art. V.D.6)
As amended 26 February 1988 (Arts. III.A.3, III.A.4, III.B.1, III.B.3, III.C.1, III.C.2, III.C.3, IV.A.1 and V.A) [UAE Business Membership and Non-Resident Membership, miscellaneous]
As amended 7 November 1990 (Arts. III.A.6, III.C.1, IV.C.1) [UAE Individual Member]
As amended 17 November 1993 (Arts. III.A.2, III.C.1, III.C.3, V.A.3, V.A.4, V.A.5, and V.A.6) [green card holders]
As amended 28 November 1995, effective 17 November 1996 (Arts. V.A.1, V.A.2, and V.C.2)
[enlarge board; allow President and Exec.V.P. to be individual members]
As amended 17 November 1996 (Arts. III.A.1-9, III.B.4, and III.C.1-3 and conforming amendments)
[general revision of membership categories]
As amended 7 December 2010 (Arts IV(B)(1), IV(C), V(D), and VII)
[scheduling of General Meetings, quorum requirements, role of the Nominating Committee and date for appointment of auditors]

Verified the _____ by

President

Vice President, Legal Affairs and Secretary