

CONSTITUTION

OF

THE AMERICAN BUSINESS GROUP OF

ABU DHABI

DOING BUSINESS AS

“AMCHAM ABU DHABI”

A MEMBER OF THE GLOBAL NETWORK OF THE
AMERICAN CHAMBERS OF COMMERCE

APRIL 17, 2013

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CONSTITUTION

of

THE AMERICAN BUSINESS GROUP OF ABU DHABI

ARTICLE I NAME & OFFICE

This organization shall be known as the American Business Group of Abu Dhabi and is hereinafter referred to as “AmCham Abu Dhabi”. The office of AmCham Abu Dhabi shall be located in the city of Abu Dhabi.

ARTICLE II OBJECTIVES

The AmCham Abu Dhabi is a not-for-profit voluntary association of organizations and individuals whose objectives are:

- To promote the development of commerce and investment between the United States of America and the Emirate of Abu Dhabi;
- To liaise directly 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 the Emirate of Abu Dhabi and business executives with American interests may identify, discuss, and pursue common interests regarding their activities;
- To work with individuals and organizations in the Emirate of Abu Dhabi on matters of mutual interest; and
- To heighten awareness of the Emirate of Abu Dhabi’s commercial position in the Middle East among the American business community.

AmCham Abu Dhabi may do all lawful things that may be incidental or conducive to attainment of the foregoing objectives. AmCham Abu Dhabi shall not attempt to restrict or in any manner interfere with any lawful activity undertaken by any Corporate or Individual Member in the Emirate of Abu Dhabi. AmCham Abu Dhabi 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 United Arab Emirates.

ARTICLE III MEMBERSHIP

SECTION A – Categories of Membership

1. Corporate Membership

- a. Membership in the Corporate Member category shall be open to any corporation, limited liability company, partnership, and other business entity incorporated or

organized under the laws of any state or territory of the United States of America, and any subsidiary and affiliate thereof (each such entity, an “American Business”), in each case with a physical presence in the Emirate of Abu Dhabi, either independently or in affiliation with a UAE national, provided the American Business is a member of the Abu Dhabi Chamber of Commerce and Industry.

- b. Notwithstanding the criteria set forth in 1.a. above, the Board of Directors may, in its sole discretion, designate in the Bylaws sub-categories of this category providing for Membership in those sub-categories to any organization and company that (1) has a physical presence in the United Arab Emirates, either independently or in affiliation with a UAE national, provided the organization or company is a member of the Abu Dhabi Chamber of Commerce and Industry, and (2) satisfies any of the following criteria:
 - i) carries on a major business as an agency, distributorship, franchise or other representation for an American Business;
 - ii) operates as a joint venture or under management contract with an American Business;
 - iii) conducts a business that is managed or operated substantially by American professionals in accordance with American standards; or
 - iv) evidences a special nexus with the American business community in the Emirate of Abu Dhabi.

2. Individual Membership

- a. Membership in the Individual Member category shall be open to any United States citizen or permanent resident of the United States who (1) is employed or conducts business in the Emirate of Abu Dhabi and (2) is not otherwise a Member Representative or Secondary Representative of a Corporate Member or of a Member of any sub-category of Corporate Membership.
- b. Notwithstanding the criteria set forth in 2.a above, the Board of Directors may, in its sole discretion, designate in the Bylaws sub-categories of this category providing for Membership in those sub-categories to any individual who is employed by, or conducts business for any organization or company that (1) has a physical presence in the Emirate of Abu Dhabi, either independently or in affiliation with a UAE national, provided the organization or company is a member of the Abu Dhabi Chamber of Commerce and Industry, and (2) satisfies any of the following criteria:
 - i) carries on as a major business an agency, distributorship, franchise or other representation for an American Business;
 - ii) operates as a joint venture or under management contract with an American Business;
 - iii) conducts a business that is managed or operated substantially by American professionals in accordance with American standards; or

- iv) evidences a special nexus with the American business community in the Emirate of Abu Dhabi.

SECTION B – Determination of Membership

1. The acceptability of any application for Corporate Membership or Individual Membership or for change in classification of Membership shall be determined by the Board of Directors. The Bylaws of AmCham Abu Dhabi may establish guidelines for determining standards of Membership so long as such guidelines are not inconsistent with this Article.
2. In the event of a change in the definition of a category of Membership set forth in this Article, or the creation of a new sub-category of Membership, the Board of Directors may authorize any then current Member to retain its then current classification for the current and subsequent terms of Membership.
3. Applications for Membership shall contain the name, address, and business activity or occupation of the candidate, and such other information as may be requested by the Board of Directors.
4. The Membership year must be the same as the financial year, and Corporate Members and Individual Members may renew their Membership for an additional Membership year by the payment of applicable Membership dues, provided they satisfy the eligibility requirements for Membership as of the initial day of the Membership year.
5. The Board of Directors may establish and must specify in the Bylaws the Membership dues applicable to each category and sub-category of Membership. Membership dues become due and payable by Members in full as of the first day of each Membership year except as follows:
 - a. New Members who are admitted during the initial half of any Membership year shall have Membership through the end of that year and shall pay reduced Membership dues based on full year Membership dues prorated according to the month in which they are admitted to Membership.
 - b. New Members who are admitted during the latter half of any Membership year shall have Membership through the end of the subsequent Membership year and shall pay increased Membership dues, which dues shall be an amount equal to the sum of (1) the Membership dues for one (1) full year plus (2) an additional amount of Membership dues based on full year Membership dues prorated according to the month in which they are admitted to Membership.

SECTION C – Right to Vote

1. All dues paying Members whose dues are currently paid up in full shall be designated as qualified voting Members and may vote. Each such Individual Member shall be entitled to one (1) vote. Each such Corporate Member shall be entitled to two (2) votes.
2. Each Corporate Member shall nominate a person residing in the Emirate of Abu Dhabi to be its “Primary Representative” and may, if it so chooses, nominate any other employee of the Corporate Member as its “Secondary Representative” (each Primary Representative and each Secondary Representative are hereafter referred to as a “Member

Representative”). The Primary Representative shall have authority to make all decisions for the Corporate Member relative to Membership in AmCham Abu Dhabi.

3. Each Member Representative has the right to vote on behalf of the Corporate Member, provided that if only one (1) such Member Representative (or his or her proxy) exercises the right to vote in any election or at any meeting, this vote shall be counted as two (2) votes. Any Member Representative may authorize any other person of the Corporate Member to vote on behalf of the Member Representative at any meeting of the Membership of AmCham Abu Dhabi. Notice of such alternate’s authorization must be received in writing by the Board of Directors prior to the time of the meeting.
4. Any qualified Individual Member may designate any other qualified voting Member, by written authorization received by the Board of Directors prior to the time of the general meeting for which such authorization applies, as his or her proxy only for quorum and voting purposes.

SECTION D – Privilege to Hold Office

Subject to the provisions of Article V of this Constitution, any qualified voting Individual Member and any Primary Representative or Secondary Representative of a qualified voting Corporate Member may hold elective office in AmCham Abu Dhabi. However, no person may hold more than one (1) elective office concurrently.

ARTICLE IV MEETINGS OF AMCHAM ABU DHABI

SECTION A – General Meetings of the Membership

1. General meetings may be held at any time as determined by the Board of Directors to conduct business requiring the participation of the Membership. At least one (1) general meeting, which shall be designated as the “Annual General Meeting”, shall be held in the second calendar quarter every year. Written or electronic notice of a general meeting shall be given to every Member at least one (1) month before each such 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-at-large of the Board of Directors;
 - d. Other matters, which have been properly placed on the agenda.
3. Any Member who wishes to place an item on the agenda of any general meeting may do so by written notice received by the Chairperson at least one (1) week before the meeting.

SECTION B – Establishment of a Quorum

1. A quorum shall be required at all times during meetings if official actions are to be taken.

2. The quorum for any general meeting shall be twenty percent (20%) of the total qualified voting Membership of AmCham Abu Dhabi, tallied by counting those attending in person or represented by proxy. Such qualified voting Membership shall be determined as of the date occurring one (1) week prior to the general meeting.
 - a. In the event no quorum is present at any general meeting, the meeting may be adjourned to a place, date, and time to be determined by the Board of Directors. Notice of such adjourned general meeting and a copy of the agenda shall be sent to all Members at least two (2) weeks before the rescheduled meeting.
 - b. If a quorum of Members cannot be obtained at the adjourned general meeting, then those present shall be considered a quorum. They shall have the power to conduct all business properly placed on the agenda, but they shall have no power to amend any proposed resolution appearing on the agenda of the adjourned general meeting.

SECTION C - Action by Members at Meetings

1. Adoption of any proposed resolution appearing on the agenda of any general meeting shall be by simple majority of all votes cast unless otherwise specifically stated in this Constitution.
2. Except as expressly provided in Section C(3) or Section C(4) of this Article IV and Section D(7) and E(6) of Article V, Officers and Members-at-large of the Board of Directors shall be elected by the Members by plurality vote.
3. If more than one candidate receives the greatest number of votes in the election for an Officer position, the Nominating Committee, in its reasonable discretion, shall appoint such Officer from among such candidates with the greatest number of votes.
4. If more than 11 candidates receive a plurality of votes cast in the election for Members-at-large on the Board of Directors (such candidates being the “Plurality Group”), then the Nominating Committee, in its reasonable discretion, shall appoint the necessary number of Members-at-large from among the candidates in the Plurality Group who (i) received the fewest number of votes and (ii) have an equal number of votes.

**ARTICLE V
OFFICERS & BOARD OF DIRECTORS**

SECTION A – Designation of Officers of the Board of Directors

The Board Officers and their nationalities and Membership categories shall be the following:

- | | |
|---------------------|---|
| 1. Chairperson | Any United States Citizen who is an Individual Member or a Primary Representative or a Secondary Representative of a Corporate Member |
| 2. Vice Chairperson | Any United States Citizen who is an Individual Member or a Primary Representative or Secondary Representative of a Corporate Member |
| 3. Secretary | Any Individual Member or Primary Representative or |

Secondary Representative of a Corporate Member

4. Treasurer Any Individual Member or Primary Representative or
Secondary Representative of a Corporate Member

SECTION B – Duties of Officers of the Board of Directors

1. The Chairperson shall exercise general supervision over affairs of AmCham Abu Dhabi and shall represent AmCham Abu Dhabi in all external relations. The Chairperson shall preside over all meetings of AmCham Abu Dhabi and the Board of Directors and shall be responsible for implementing the decisions of the Board of Directors. Depending upon the gender and preference of the person holding the office, the Chairperson may also be referred to as “Chairman” or “Chairwoman.”
2. The Vice Chairperson shall perform the duties and responsibilities assigned by the Chairperson or the Board of Directors, and shall preside over meetings in the absence of the Chairperson. Depending upon the gender and preference of the person holding the office, the Vice Chairperson may also be referred to as “Vice Chairman” or “Vice Chairwoman.”
3. The Secretary to the Board of Directors shall be responsible for all documents and records of AmCham Abu Dhabi and all relationships with legal counsel or legal consultants and shall perform other duties and responsibilities assigned by the Chairperson or the Board of Directors.
4. The Treasurer of the Board of Directors shall be responsible for all financial receipts, disbursements, accounts, records, and reports and shall perform other duties and responsibilities assigned by the Chairperson or the Board of Directors.

SECTION C – Designation of Board of Directors

1. The Board of Directors shall consist of the following:
 - a. The four (4) Board Officers;
 - b. Up to eleven (11) additional Members-at-large, elected annually by the Membership; and,
 - c. The immediate past Chairperson of AmCham Abu Dhabi and AmCham Abu Dhabi’s current Executive Director, both of whom shall serve ex officio with full rights of participation in all activities and deliberations of the Board of Directors but shall have no vote.
2. At all times, a majority of the voting Members of the Board of Directors shall be United States citizens.

SECTION D – Nominating Committee and Nominations

1. There shall be a Nominating Committee consisting of five (5) to seven (7) consenting persons who are Individual Members of AmCham Abu Dhabi or representatives of Corporate Members of AmCham Abu Dhabi.

2. The Board of Directors shall appoint such consenting Members to the Nominating Committee and shall announce the appointments no later than two (2) months before the annual general meeting.
3. Any two (2) qualified voting Members of AmCham Abu Dhabi may nominate for any Board Officer or Member-at-large positions on the Board of Directors one (1) or more qualified and consenting candidates for consideration by the Nominating Committee. Such nomination shall be in writing and must be received by the Nominating Committee before the day that is one (1) month before the annual general meeting. Such nominations will be closed after that day. No candidate shall be nominated by the same two (2) Members for more than one (1) of the four (4) elected Officer positions.
4. The Nominating Committee shall consider the nominations made by the Members as provided in paragraph 3 above and any other qualified and consenting candidates. The Nominating Committee shall nominate at least one (1) qualified and consenting candidate for each Board Officer position and such other nominees as deemed necessary to fill the positions for Members-at-large on the Board of Directors and shall announce its nominations to the Membership no later than three (3) weeks before the annual general meeting.
5. Any Individual Member, Primary Representative or Secondary Representative of a Corporate Member may bypass consideration by the Nominating Committee and must be placed on the ballot if that Member (1) obtains signatures in favor of his or her nomination from at least ten percent (10%) of the qualified voting Membership of AmCham Abu Dhabi, (2) satisfies the eligibility requirements set forth in this Constitution and the Bylaws, and (3) consents in writing to the nomination. Documentation showing satisfaction of the foregoing conditions must be received by the Nominating Committee before the day that is one (1) month before the annual general meeting. Such nominations will be closed after that day.
6. After the deadline for receipt of nominations has passed, nominations for Officers and Members-at-large will close, and no further nominations may be accepted from the floor at the annual general meeting in which the election is held.
7. In the event the general election results do not meet the Board of Directors composition requirements set forth in Section C of Article V hereof, the Nominating Committee shall declare a sufficient number of vacancies to restore the American majority required under Section C of Article V and fill said vacancies. In both declaring and filling such vacancies, the Nominating Committee shall take into account the results of the general election.
8. Members of the Nominating Committee shall not be candidates.

SECTION E – Term and Vacancies

1. Elected Board Officers and Members-at-large must assume their duties on the Board of Directors on July 1 of the year in which they are elected.
2. Each Officer shall serve for a term of one (1) year or until that Officer's successor takes office. Officers may not serve in the same office for more than three (3) consecutive terms; provided however, that in extraordinary circumstances the Board of Directors may, by the affirmative vote of at least two-thirds (2/3) of the voting Membership of the Board of Directors, allow an Officer to run for the same office for an additional term.

3. Each Member-at-large of the Board of Directors shall serve for a term of one (1) year or until that Member's successor takes office. The number of terms that a qualified person may serve as a Member-at-large is not limited.
4. Notwithstanding the obligations of an Officer or Member-at-large of the Board of Directors as provided in paragraphs 2 and 3 above, any Officer or Member-at-large of the Board of Directors may resign his position upon written notice to the Board of Directors.
5. In the event that any Officer or any Member-at-large of the Board of Directors is unable or fails to carry out the duties of that person's office, the Board of Directors shall have the right, upon the affirmative vote of at least two-thirds of the voting Membership of the Board of Directors, to remove that person from his or her office.
6. Vacancies in any Officer or Member-at-large positions on the Board of Directors shall be filled by the Board of Directors; provided, however, that if the Chairperson's office is vacated, the then current Vice Chairperson must succeed to the office of Chairperson and the vacancy occurs in the office of the Vice Chairperson. The Board of Directors shall determine when a vacancy exists and shall fill every vacancy within four (4) months taking into consideration the results of the previous general election. Any person who assumes a vacant office must, subject to paragraph 4 above, serve for the remaining term of the Board Officer or Member-at-large whose vacancy he filled.

ARTICLE VI BOARD OF DIRECTORS

SECTION A – Duties

The Board of Directors shall set the policies for the day-to-day operations of AmCham Abu Dhabi incorporating the requirements expressed by vote of the Membership at general meetings, and shall make all decisions on matters affecting AmCham Abu Dhabi even when the requirements of the Membership have not been so expressed, subject to other provisions of this Constitution.

SECTION B – Powers

Subject to the provisions of this Constitution and the Bylaws of AmCham Abu Dhabi, the Board of Directors shall have the full powers to act for AmCham Abu Dhabi. Without limiting the foregoing, the Board of Directors, by resolution adopted at any Board of Directors meeting, shall be able to do all acts and other things that may be reasonably necessary in the view of the Board of Directors to accomplish AmCham Abu Dhabi's objectives, including, without limitation, any of the following: open and operate bank accounts; borrow money; solicit and accept donations; establish budgets; disburse funds; obtain and maintain insurance coverage, pay premiums therefore, and claim benefits thereof; appoint and terminate the appointment of the Executive Director and other staff and employees, whether volunteer or paid, and determine their salaries and benefits and supervise performance of their duties; and enter into leases and other contractual obligations.

SECTION C – Meetings

1. The Board of Directors shall meet at least once before each general meeting.

2. Any board member who will not be able to attend any meeting of the Board of Directors may execute a proxy appointing any other board member to exercise at that meeting the absent board member's right to vote, provided such designation of a proxy must be received by the Board of Directors prior to the start of the meeting. No board member may represent by proxy more than two (2) other board members.
3. The quorum for all meetings of the Board of Directors shall be a simple majority of the voting membership of the Board of Directors. Proxies shall be counted toward determination of a quorum. Except as provided otherwise in this Constitution, all actions of the Board of Directors must be taken by a simple majority vote.
4. The Board of Directors shall establish rules of procedure which shall be stated in the Bylaws of AmCham Abu Dhabi.

ARTICLE VII AUDIT

At the first meeting of the Board of Directors 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 AmCham Abu Dhabi and shall present a report to the next annual general meeting. The Chairperson or the Board of Directors may require the Audit Committee to audit AmCham Abu Dhabi's accounts for any period, at any time, and make a report to the Board of Directors.

ARTICLE VIII AMENDMENT OF THE CONSTITUTION

Amendments to the Constitution may be proposed by affirmative vote of the Board of Directors as provided in Section C of Article VI of this Constitution or by written petition of at least ten percent (10%) of the qualified voting Membership of AmCham Abu Dhabi. No proposed amendment of the Constitution shall be adopted unless it is approved by the Members at a general meeting. Written notice of any proposed amendment shall be given to all Members at least two (2) weeks before the holding of the general meeting at which the amendment will be considered. No amendment shall be effective unless, within six (6) weeks after adoption at a general meeting, the amendment shall have been approved by at least fifty percent (50%) of the Corporate Members voting to ratify the amendment. Such ratification vote may be obtained and evidenced by written record or by electronic means.

ARTICLE IX BYLAWS

1. The Board of Directors may adopt a set of Bylaws to implement the provisions of this Constitution; provided, however, the provisions of the Bylaws do not conflict with the Constitution or the laws of the Emirate of Abu Dhabi or of the United Arab Emirates; and provided further, that any adoption or amendment of the Bylaws is subject to the affirmative vote of at least sixty-six percent (66%) of the voting membership of the Board of Directors. Such affirmative vote may be obtained and evidenced by written record or by electronic means. All Members of AmCham Abu Dhabi must be promptly notified of changes in the Bylaws.

2. If any provisions of the Bylaws conflict with any provisions of this Constitution, the provisions of this Constitution prevail.

ARTICLE X DISSOLUTION

SECTION A – Means of Dissolution

AmCham Abu Dhabi shall not be dissolved, except with the written consent of not less than sixty percent (60%) of the qualified voting Members of AmCham Abu Dhabi.

SECTION B – After Dissolution

In the event of AmCham Abu Dhabi being dissolved, all debts and liabilities legally incurred on behalf of AmCham Abu Dhabi shall be fully discharged and the remaining assets shall be donated to local charitable organizations as decided by the voting Members of AmCham Abu Dhabi. Notice of dissolution shall be given to the Members of AmCham Abu Dhabi by the most efficient means available.

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- Amended and restated in full with effect from July 26, 2004.
- Amended as to Article III.B.5, Article III.C.1, Article III.C.2, Article III.C.3, and Article III.D with effect from July 9, 2005.
- Amended as to Article VIII with effect from July 12, 2007.
- Amended as to change of name and Article V.E.1 with effect from June 10, 2009.
- Amended as to renaming Board Officers positions at Article V and VII, and altering amendment procedure of Article VIII with effect from December 23, 2010.
- Amended to modify Article IV with effect from April 17, 2013.