

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

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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. AmCham Abu Dhabi shall be governed by a Board of Directors drawn from and responsible to the General Membership.

ARTICLE II
OBJECTIVES

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

- To promote commerce, investment, cooperation, and partnership between and among its membership, the United States of America and the United Arab Emirates;
- To liaise directly with the United States Chamber of Commerce and the global network of American 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 and the United Arab Emirates;
- To provide a forum in which American business executives in the United Arab Emirates (and in particular Abu Dhabi) and business executives with American interests may identify, discuss, and pursue common interests regarding their activities;
- To promote programs of a civic, social, and cultural nature to increase the functional and aesthetic values of the community; and
- To heighten awareness of the United Arab Emirates' (with a focus on the Emirate of Abu Dhabi) 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. No part of AmCham Abu Dhabi's earnings shall benefit of any individual, except for reasonable compensation for services in accordance with AmCham's procurement policy.

ARTICLE III
MEETINGS OF AMCHAM ABU DHABI

AmCham Abu Dhabi shall hold at least one Annual General Meeting in each calendar year to conduct business, at a date/time and venue to be determined by the Board of Directors. Special meetings may also be called by the Chair of the AmCham Board of Directors as provided in the Bylaws. A majority of members voting in person or by proxy shall decide matters brought before the Membership except as otherwise provided in Article VIII

(Dissolution) of this Constitution. The quorum required for general or special meetings shall be twenty percent (20%) of the General Members.

ARTICLE IV MEMBERSHIP

AmCham Abu Dhabi's membership shall consist of General Members and Affiliate Members. Membership shall be open to any corporation, limited liability company, other business entity, organization and individual meeting membership criteria set forth in the Bylaws.

ARTICLE V GOVERNANCE

SECTION A - Board of Directors

The Board of Directors, drawn from the General Membership, shall have the authority and responsibility to establish and appraise policies and procedures to govern the day-to-day activities and operations of AmCham Abu Dhabi, and further to appraise the effectiveness of the policies/procedures and their implementation.

The Board of Directors shall serve terms of two (2) years or the remainder of the term of a vacant director position. The number of Board members shall be at least nine (9), but not exceed fifteen (15). The Board shall have authority to appoint non-voting advisors. There shall be four Board officers: Chairperson, Vice-chairperson, Secretary, and Treasurer.

The Chairperson of the Board shall preside over all meetings of AmCham Abu Dhabi and the Board of Directors, oversee the implementation of Board decisions, and represent AmCham Abu Dhabi in all external relations.

The Vice Chairperson shall perform the duties and responsibilities assigned by the Chairperson, and shall preside over meetings in the absence of the Chairperson.

The Board Secretary shall ensure minutes of all Board meetings are accurately recorded, send written notice of all Board meetings, prepare motions on written consent, maintain relationships with AmCham's legal counsel or legal consultants, and work with the chief executive officer to disseminate information to all AmCham members.

The Treasurer of the Board shall be responsible for ensuring that accurate financial records are kept, shall report on all financial matters to the Board of Directors, and assist the chief executive officer in the preparation of the annual budget and setting the membership dues for each fiscal year.

The Chairperson and Vice-chairperson shall be United States (U.S.) citizens. A majority of the Board of Directors shall be U.S. citizens. Directors shall be determined in part by election of the General Members and in part by selection of the Elected Board of Directors, in accordance with the requirements, process, and procedures set forth in the Bylaws of the American Business Group of Abu Dhabi (Bylaws). The Bylaws shall specify Board officer positions, eligibility requirements, nomination, election, and voting procedures, and procedures for filling mid-term vacancies.

SECTION B – Powers

The Board of Directors shall have the full powers to:

1. Contract, negotiate with, and otherwise deal with local, federal or governments and agencies.
2. Determine the mission and needs of AmCham Abu Dhabi members.
3. Assure that AmCham Abu Dhabi has the resources (financial and otherwise) to carry out its objectives.
4. Approve AmCham's Abu Dhabi's annual budget (including the addition of all full-time employee positions), acquire and dispose of assets owned by AmCham Abu Dhabi, and enter into leases and other contractual arrangements.
5. Appoint and oversee the executive of AmCham Abu Dhabi and employ other personnel on the recommendation of said executive.
6. Establish membership criteria and terms, financial, and all other policies in accordance with the objectives and mission of AmCham Abu Dhabi.
7. To set the strategic objectives of AmCham Abu Dhabi.
8. To interpret and evaluate the effectiveness of all policies, and their execution by AmCham Abu Dhabi staff.

The Board of Directors shall operate in accordance with the procedures set forth in the Bylaws.

SECTION C – Executive Staff

The executive hired by the AmCham Abu Dhabi Board of Directors, whose duties shall be outlined in the Bylaws, shall have the authority and responsibility for the day-to-day operation of AmCham Abu Dhabi in accordance with the objectives and mission of AmCham Abu Dhabi and the policies and strategic plan adopted by the Board of Directors.

ARTICLE VI AUDIT

At the first meeting of the Board of Directors following each annual general meeting, the Board of Directors shall appoint independent auditors to audit all accounts of AmCham Abu Dhabi and shall present a report at the next Annual General Meeting. The Board of Directors shall also form a Finance Committee to monitor the finances of AmCham Abu Dhabi, and make a report to the Board of Directors.

ARTICLE VII BYLAWS

The Board of Directors shall adopt Bylaws to implement the provisions of this Constitution and ensure efficient operation of AmCham Abu Dhabi and the Board of Directors. The Bylaws shall be consistent with U.S., UAE, and Abu Dhabi laws as well as the objectives and mission of AmCham Abu Dhabi as stated in this Constitution.

ARTICLE VIII DISSOLUTION

SECTION A – Means of Dissolution

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

SECTION B – Upon Dissolution

In the event of a decision by AmCham Abu Dhabi to dissolve, all debts and liabilities legally incurred on behalf of AmCham Abu Dhabi shall be fully discharged and the remaining assets shall be liquidated in accordance with applicable laws. The entity or individual responsible for carrying out the liquidation shall not be affiliated with AmCham. None of AmCham Abu Dhabi's assets shall be distributed to or made available to any individual or for-profit organization. Instead, all proceeds shall be donated to local charitable, educational, scientific, or cultural organizations that are non-profit in character, as decided by the Board of Directors.

ARTICLE IX AMENDMENT OF THE CONSTITUTION

The text of any proposed amendment(s) to the Constitution must be submitted in writing to the Board of Directors for consideration and approval. If approved, the Board shall send the proposed amendment of the Constitution along with the Board's written recommendation to the General Members at least two weeks prior to the general meeting at which the amendment(s) will be considered. The vote may be obtained and evidenced by written record or by electronic means. A quorum of twenty (20) percent of the General Members is required for passage of a resolution to amend the Constitution at a general meeting. However, no amendment shall be effective unless approved by at least fifty percent (50%) of the Corporate Members voting to ratify the amendment.

NOTE: Articles II (Objectives) and VIII (Dissolution) of the Constitution may not be amended in such a manner as to impair the non-profit and apolitical nature of AmCham, or allow for the disposal of assets to an organization that is for-profit in character.