

**BY-LAWS
OF
THE AMERICAN BUSINESS COUNCIL OF DUBAI AND THE NORTHERN EMIRATES**

1. Membership Dues

- a. Membership dues shall be established from time to time by the Board of Directors, with the approval of the voting members at any General Meeting. If no dues are otherwise established, the following schedule of dues shall apply:

<u>Category of Membership</u>	<u>Annual Fee</u>	<u>Voting</u>
• American Business Members	Dh 7,500	2
Small Business	Dh 3,500	1
Non-Profit	Dh 2,500	1
Hotels	Dh 7,500	2
• American Individual Members	Dh 1,200	1
• U.A.E. Business Members	Dh 7,500	1
Hotels	Dh 7,500	1
• U.A.E. Individual Members	Dh 1,200	0
• Non-Resident American Business Members		
Abu Dhabi	Dh 7,500	2
Outside U.A.E.	Dh 7,500	2
• Non-Resident American Individual Members		
Abu Dhabi	Dh 1,200	1
Outside U.A.E.	Dh 1,200	1
• Non-Resident U.A.E. Individual Members		
Abu Dhabi	Dh 1,200	0
Outside U.A.E.	Dh 1,200	0
• Executive Members	Dh 1,200	0
• Ex Officio Members		
VIP	Dh --	0
U.S. Consulate Staff (American/Non-American)	Dh 325	0
• Honorary Members	Dh --	0

- b. New members in any membership category who join the Council following the commencement of the second quarter of the calendar year shall pay an amount of the annual membership dues for their respective category which shall be pro-rated (on a quarterly basis).

2. Membership Applications

- a. Every applicant for membership shall apply by appropriate application form approved by the Board of Directors.
- b. Every membership application shall state the category in which the applicant is seeking membership and the basis for qualification in that category.

- c. Every membership application shall be subject to approval and acceptance by the Board of Directors.

3. Determination of Membership

- a. For the purpose of determining eligibility for American Business Membership, "American businesses" shall be understood to include entities lawfully engaged in the U.A.E. in the conduct of business activities or other activities in furtherance or support of the goals of the Council, and which are:

- (1) U.S. corporations, LLCs, partnerships, sole proprietorships, associations, institutions and other U.S. organizations and entities; and
- (2) Branch offices of U.S. organizations and entities; and
- (3) Controlled foreign subsidiaries of the foregoing U.S. organizations or entities, or branch offices of the foregoing U.S. subsidiaries; and
- (4) Other foreign business entities or institutions substantially owned or controlled by Americans (including entities established in the U. A. E.);

but shall not include entities that are U.S. subsidiaries of foreign owners and do not have both their own significant and independent U.S. operations, and significant and independent business interests in the U.A.E.

- b. Applicants for American Business Membership may elect, if qualified, to apply for membership as a **Small Business**. Applicants will be considered for membership in this subcategory if they satisfy the following criteria:

- (1) The applicant has its principal operations in Dubai or the Northern Emirates; and
- (2) The applicant is not a U.S. corporation, LLC, partnership, association, institution or other U.S. organization, or a subsidiary thereof; and
- (3) The applicant has fewer than 6 employees.

- c. Applicants for American Business Membership may elect, if qualified, to apply for membership as a Non-Profit Organization. Applicants will be considered for membership in this subcategory if they are organized and operated on a not-for-profit basis.

- d. Executive Members:

American Business Members (other than subcategories having reduced dues), U.A.E. Business Members and Non-Resident Business Members shall be entitled to appoint up to four Executive Members, upon payment of the corresponding fee for each Executive Member.

- e. An American or U.A.E. Business Member (other than a Small Business Member or a Non-Profit Organization) may nominate one of its employees for membership in the Council as an American Individual Member or U.A.E. Individual Member at no additional cost. Such employee must hold a residence visa in Dubai or one of the Northern Emirates sponsored by the Business Member making the nomination and must otherwise comply with all of the requirements for Individual Membership, including approval by the Board of Directors.

4. The following memberships shall be offered on an ex officio basis, without fee (unless otherwise indicated):

American Officials

- U.S. Ambassador
- U.S. Consul General
- U.S. Commercial Attaché (Dubai)
- U.S. Political-Economic Section Chief
- U.S. Commercial Counselor (Abu Dhabi)
- U.S. Consulate/Embassy Staff Members (may join upon payment of the prevailing fees)

U.A.E. Officials

- The Executive Director or Director General of the Economic Department in each of Dubai and the Northern Emirates
- The Chairman of the Board of Directors of the Chamber of Commerce in each of Dubai and the Northern Emirates
- The Executive Director or Director General of the Chamber of Commerce in each of Dubai and the Northern Emirates
- U.A.E. Ambassador to the U.S.
- U.A.E. Minister of Foreign Trade
- Vice Chairman of the Board of Directors of the Chamber of Commerce in each of Dubai and the Northern Emirates

Other

- President, U.S.-U.A.E. Business Council

5. Membership Lists

Lists of members will be maintained, and may be published or distributed by the Board of Directors.

6. Committees

The President, with the approval of the Board of Directors, may appoint any committees of members needed, and the duties or powers of the Board of Directors may be delegated to such committees without the necessity of amending these By-Laws. Such committees may be dissolved by the same action.

7. Agents and Representatives

- a. The Board of Directors may appoint any persons needed to assist in achieving the objectives of the Council. Appointments which will extend beyond the next Annual General Meeting must be approved by the membership.
- b. The Board of Directors shall appoint an Executive Director to manage the day-to-day affairs of the Council, and shall determine his or her duties. The salary and other terms and conditions of employment of the Executive Director shall be fixed by the Board of Directors.

8. Scheduling of Meetings

Unless otherwise scheduled, the Annual General Meeting, all General Meetings and all meetings of the Board of Directors shall be held on the first Wednesday of the month in which a meeting is to take place.

9. Parliamentary Procedure

Procedure at the Annual General Meeting, General Meeting, and meetings of the Board of Directors shall be governed by the most recent published edition of Robert's Rules of Order, unless otherwise provided in the Constitution or these By-Laws.

A member of the Board of Directors who is unable to personally attend a meeting of the Board of directors may vote at such meeting by granting a proxy to another member of the Board in attendance or may participate and vote by audio or video teleconference. Nevertheless, attendance in person shall be strongly encouraged at all times on the part of all members of the Board of Directors.

10. Minutes of Meetings

Minutes of each General Meeting and each meeting of the Board of Directors shall be recorded and made available to all members upon request.

11. Nomination and Election Procedures for Officers and At-Large Members of the Board of Directors

- a. The Nominating Committee shall be an independent body charged to act in the best interests of the Council. In accordance with Article V.D.3 of the Constitution, the Nominating Committee shall nominate one or more qualified and consenting candidates for each elective position on the Board of Directors. For this purpose the Nominating Committee shall use reasonable efforts to identify qualified and interested candidates through communication and consultation with Council members. In evaluating potential candidates, the Nominating Committee shall give favorable consideration to the advantages of having an American Business member as President and Executive Vice President, where other factors are substantially equal. The Nominating Committee shall also refrain from nominating any candidate for office who has a spouse or blood relative who will be a candidate for office, who is employed by the same employer in Dubai as another member who will be a candidate for office, who was at any time during the five years preceding the date of the election an employee of the Council, if such person's services were terminated by the Council, or who will not have been a member of the Council for at least three months prior to the date of the election.
- b. The Nominating Committee shall compile brief biographical information about the candidates for each office and each at-large position on the Board of Directors and shall circulate this information to the membership at least two weeks before the Annual General Meeting. All candidates will be invited to submit a brief statement to be circulated by the Nominating Committee to the membership along with the aforesaid biographical information.

- c. Prior to the Annual General Meeting, the Board shall appoint an Elections Committee to consist of five members, who shall not be members of the Nominating Committee and who shall supervise the election process, including balloting and ballot counting, in a fair and impartial manner, with such assistance as may be requested from the Council Office or other members, provided that no member who is a candidate for a contested position shall participate in such supervision.
- d. All voting shall be secret, and voting shall be accomplished through the use of paper ballots prepared by the Elections Committee, through the use of secure, internet-based electronic voting or through such other means, or combination of means, deemed appropriate by the Board of Directors.
- e. When votes are solicited, votes for all positions shall be solicited, with the expectation that all positions shall be filled pursuant to a single round of voting. For the avoidance of doubt, the period between the first solicitation of votes/distribution of ballots and the counting of ballots may last several weeks.
- f. The five candidates who receive the highest number of votes for the at-large positions shall be declared the winners.
- g. Members may designate proxies in accordance with Section III.C.3 of the Constitution. To facilitate the attainment of a quorum for the Annual General Meeting, the Elections Committee may fax or otherwise deliver a proxy form to all members at least two weeks before the Annual General Meeting. It is suggested that this should be done along with other election-related materials. The proxy form shall give each member the opportunity to designate a specified individual as a proxy, but shall provide that if no person is designated as a proxy, or if the person named as a proxy fails to attend and vote, the proxy may be exercised by any Board member or other designee of the Council. The proxy form shall also offer the opportunity to give voting instructions to the person designated as proxy. If no instructions are given, the person designated as proxy shall be free to vote as he or she sees fit. Proxies which do not designate a specified individual and do not contain voting instructions shall be allocated pro-rata among the Board members in attendance at the Annual General Meeting and shall be voted by them as they see fit. Proxies which do not designate a specified individual but contain voting instructions shall be voted by the President (or, in the absence of the President, by the Executive Vice President) in accordance with those instructions. If there are no Board members present or if the President and the Executive Vice President are both absent, then any proxies that would otherwise have been voted by the Board members, present or by the President or the Executive Vice President, shall be voted by the Chairman of the Elections Committee (or by a member of the Elections Committee designated by the Chairman, if the Chairman is not present).
- h. Proxy forms shall be returned directly to the Elections Committee or as directed by the Elections Committee not later than 2:00 p.m. on the date of the Annual General Meeting. Proxy forms may be returned by fax, as well as by email, mail or hand delivery. The Elections Committee shall have the right to disqualify proxy forms which are not genuine. Proxy forms and the information contained therein shall be treated as strictly confidential. The Elections Committee shall make arrangements to its satisfaction for the custody of all proxy forms. Notwithstanding the foregoing, the Council Office shall be kept informed of the number and identity of members who have given proxies, and the persons designated

as proxies, so that it can be determined in advance whether or not a quorum is likely to be present at the Annual General Meeting. In the event that there is reasonable doubt whether a quorum will be obtained, the Council Office shall, after notifying the Elections Committee, communicate with as many members as is feasible who have neither indicated that they will attend the Annual General Meeting nor submitted a proxy, for the purpose of encouraging them either to attend or to designate a proxy, in order to ensure the attainment of a quorum.

- i. The Council Office shall conduct itself in a fair and impartial manner in connection with the election of officers and other Board members, and Council Office staff shall not engage in campaigning, solicitation of votes, nor other electioneering.

12. Financial Year

The financial year of the Council shall be from January 1 through December 31.

13. Financial Control

Check signatures and other disbursements of (i) amounts no greater than AED 5,000 (or its equivalent in a foreign currency) shall require the signature of the Executive Director, the President, the Executive Vice President, or the Vice President Financial Affairs and Treasurer and (ii) amounts greater than AED 5,000 (or its equivalent in foreign currency) shall require the signatures of any of two of the following: Executive Director, President, Executive Vice President, and Vice President Financial Affairs and Treasurer.

14. Insurance

The Board of Directors may maintain any insurance which is necessary for the prudent conduct of the affairs of the Council.

15. Indemnification

The Council shall indemnify all officers and members of the Board of Directors and hold them harmless against any loss or liability arising out of performance of their duties, including defense of actions, and liability arising therefrom, resulting from their negligence unless their actions were malicious.

16. Guest Policy

Members may invite guests to the Council's General Meetings. However, the same guest may only be invited once if he or she is residing in Dubai and the Northern Emirates.

Notwithstanding the above limitation, the Board of Directors shall have the right to invite guests they deem appropriate and beneficial for the Council's activities.

As amended 17 March 1988 (Art. 1)
As amended 7 November 1990 (Art. 1) (Art. 10)
As amended 6 June 1995 (Art. 1)
As amended 3 June 1996 (Art. 9)
As amended 4 December 1996 (Arts. 1 and 2)
As amended 20 January 1997 (Art. 1.b)
As amended 7 January 2001 (Various)
As amended 15 September 2009 (Art. 11.a)
As amended 19 October 2010 (Various)
As amended 20 October 2011 (Art. 1.a)
As amended 15 November 2011 (Art. 1.a and 3.d)
As amended on 13 March 2012 (Art. 4)
As amended on 11 June 2013 (Art. 13)
As amended on 21 October 2013 (Art. 1.a)
As amended on 10 December 2013 (Art. 9)
As amended on 28 October 2014 (Arts. 1.a, 3.d & 3.e)