



ARTICLES OF ASSOCIATION
OF THE
FRENCH BUSINESS GROUP
OF
ABU DHABI

PREAMBLE

Whereas the FBG was first established in 1989 from and out of the Comité Français, which was first set up in 1974;

Whereas the FBG was established by HE Hubert Colin de Verdière, then French Ambassador to the UAE, and Mr. Jean-Pierre Laurenti, then president of the Comité Français;

Whereas the aim of the FBG is to promote French interests in the UAE;

Whereas the FBG was awarded the status of a French Chamber of Commerce and Industry in 1996 and is thus affiliated with the Association of International French Chambers of Commerce and Industry (UCCIFE) which groups French chambers of commerce and industry worldwide;

Whereas the FBG has grown significantly in scope and membership in the years since its inception and which growth has necessitated the amendment of the Articles of Association of the FBG;

AND WHEREAS THE MEMBERS OF THE FBG HAVE DECIDED TO ADOPT THESE ARTICLES OF ASSOCIATION AS FOLLOWS:

1. Interpretation:

1.1 Definitions:

“Activities” Shall mean the Activities that the FBG may undertake in pursuit of its Objectives and as detailed in Article 5;

“Articles” Shall mean these Articles of Association of the FBG;

“Assembly/Assemblies” Shall mean either or both the General Assembly and Extraordinary Assembly, as required by the context;

“Committee Member” Shall mean a Member who has been elected to the Managing Committee as described in Article 11.2.1;

“Enterprise” Shall mean any enterprise, whether a company, commercial establishment, semi-governmental body or other agency;

“Executive Committee” Shall mean the Executive Committee as described in Article 11.3.1;

“FBG” Shall mean the French Business Group;

“Fiscal Year” Shall mean the fiscal year of the FBG, being the one year period beginning on the 1st of June and ending on 30th July;

“French Enterprise” Shall mean any Enterprise duly registered in France;

“Managing Committee” Shall mean the Managing Committee as described in Article 11;

“Member” Shall mean a Member of the FBG;

“Objectives” Shall mean the Objectives of the FBG as defined in Article 4;

“Office” Shall mean the permanent Office of the FBG as described under Article 12.1;

“Position” Shall mean a Position on the Executive Committee as set out in Article 11.3.1;

“Term” Shall mean a Term of office of a Managing Committee which shall be for two (2) years ending with the second General Assembly from the constitution of the Managing Committee;

“UAE” Shall mean the United Arab Emirates;

“UCCIFE” Shall mean the « Union des Chambres de Commerce et d’Industrie Françaises à l’Etranger », or Association of International French Chambers of Commerce and Industry;

“Voting Members” Shall mean those Members having the right to vote in Assemblies of the FBG, as described in Article 9.3;

- 1.2 Except where the context otherwise requires, words denoting the singular include the plural and vice versa;
- 1.3 Except where the context otherwise requires, words denoting one gender shall include the other gender;
- 1.4 Headings are inserted for convenience only and do not affect the construction of any provisions.
- 1.5 Any requirement for notification under these Articles shall be in writing.

2. The Association:

The French Business Group is a non-profit voluntary association of Enterprises and individuals operating in the UAE in pursuit of the Objectives.

3. Denomination and Registered Office:

This association retains the name “French Business Group”. Its head office shall be located in the city of Abu Dhabi, UAE.

4. Objectives:

The Objectives of the FBG shall be to:

- 4.1 promote French interests in Abu Dhabi and elsewhere in the UAE;
- 4.2 promote and contribute to the development of commercial, economic, professional, and industrial relations between France and the UAE;
- 4.3 encourage and promote the exchange of information, cooperation and joint ventures between UAE and French Enterprises; and
- 4.4 develop and reinforce bonds between the French and the UAE business communities.

5. Activities:

The FBG shall fulfill the above Objectives by undertaking any or all of the following Activities:

- 5.1 form a support, reference, aggregation and information point for French individuals and Enterprises that operate or are intending to establish an activity in the territory of the UAE (including but not limited to conducting market studies and surveys);
- 5.2 providing or contributing to continuing education programs, seminars, discussion groups and forums;
- 5.3 providing a platform for Members from a wide range of backgrounds and industries to: (a) share expertise; (b) examine and study topics of interest; (c) collate Members' and other views on such topics; and (d) provide forums for discussion of such topics;
- 5.4 providing assistance and support to Members;
- 5.5 promote and support the visits of French commercial and trade delegations to the UAE;
- 5.6 promote and support the visits of UAE commercial and trade delegations to France;
- 5.7 provide support to UAE and French chambers of commerce and industry (whether through the UCCIFE or otherwise) and other government institutions in their activities directed towards the development of commercial, economic, technical, cultural and social relations between the two countries;
- 5.8 entering into agreements with Enterprises or other organisations with the aim of fulfilling the Objectives or performing the Activities; and
- 5.9 any and all other activities which may be deemed desirable or necessary by the Managing Committee for achieving the Objectives detailed above.

6 Respect of Local Laws and Regulations:

The FBG shall:

- 6.1 not entertain any political activity whatsoever;

6.2 avoid any activity which conflicts with the applicable laws and regulations of the United Arab Emirates; and

6.3 be bound by the applicable laws and regulations of the Emirate of Abu Dhabi and the UAE as applied in Abu Dhabi.

7. The Members:

7.1 Categories of Membership

The membership categories are:

- Honorary Members;
- Corporate Members;
- Associate Members;
- Individual Members; and
- Nonresident Members.

7.2 Honorary Members:

The following shall be Honorary Members of the FBG:

7.2.1 H.E. the French Ambassador to the United Arab Emirates;

7.2.2 H.E. the Chairman of the Abu Dhabi Department of Planning and Economy;

7.2.3 H.E. the Under Secretary (Commercial Affairs) of the Abu Dhabi Department of Planning and Economy;

7.2.4 H.E. the Chairman of the Abu Dhabi Chamber of Commerce and Industry;

7.2.5 H.E. the Director of the Abu Dhabi Chamber of Commerce and Industry;

7.2.6 the French Economy and Trade Commissioner(s) to the UAE;

7.2.7 the French Consuls to the UAE;

7.2.8 the Presidents of other French business groups / councils / associations present in the UAE that cooperate with the FBG; and

7.2.9 any other eminent individuals invited pursuant to a unanimous decision of the Managing Committee.

7.3 Corporate Members:

Representatives of the following shall be eligible for membership of the FBG under the category Corporate Members: (a) French Enterprises having duly established branches in the UAE; (b) Enterprises duly established and operating in the UAE and that are part-owned by one or more French national(s) or Enterprises; (c) duly established Enterprises or establishments owned entirely by UAE nationals and that have business interests in France and/or with French Enterprises.

Notwithstanding any contrary provision, all corporate Members of the FBG registered as at the date of adoption of these Articles shall fall under the category Corporate Members.

7.4 Associate Members:

Eligibility for membership of the FBG under the category Associate Members shall be open to: (a) representatives of commercial, industrial or professional Enterprises duly established in the UAE, whether through branches or otherwise, which would not otherwise fall under the Corporate Members category and have or are interested in developing business in France and/or with French Enterprises; and (b) UAE nationals interested in developing business in France and/or with French Enterprises.

7.5 Individual Members

Eligibility for membership of the FBG under the category Individual Members shall be open to: (a) French nationals; or (b) UAE nationals having business in France and/or with French Enterprises. To qualify, said individuals must be residing in the UAE and exercising an industrial, commercial or professional activity.

Notwithstanding any contrary provision, all individual Members of the FBG registered as at the date of adoption of these Articles shall fall under the category Individual Members.

7.6 Nonresident Members

Those eligible for membership of the FBG under the category Nonresident Members are: (a) French nationals residing outside the UAE and exercising an industrial, commercial or professional activity; and (b) commercial, industrial or professional Enterprises duly established in France; and who have or are interested in developing business in the UAE and/or with UAE Enterprises.

8. Enrollment:

- 8.1 Applications for membership shall be submitted to the Managing Committee for approval, which shall have absolute discretion to approve or reject, without being obliged to provide reasons.
- 8.2 Membership shall be subject to full payment of the annual membership fee. This may be amended year to year by the Managing Committee.
- 8.3 Membership shall be valid for one (1) calendar year from the date of payment of the annual membership fee and is renewable. Should the Managing Committee deem it in the interest of the FBG, the Managing Committee shall have the right to amend the period of validity of memberships to one (1) calendar year beginning from the 1st of January of each year.
- 8.4 Enrollment or renewal becomes effective after payment of the membership fee.
- 8.5 Failure to pay the annual membership fee shall result in suspension of membership.

9. Voting Rights:

- 9.1 All Assemblies of the FBG are open to all Members.
- 9.2 Honorary Members, Associate Members and Nonresident Members do not have the right to vote at Assemblies.
- 9.3 Corporate Members and Individual Members have the right to vote at Assemblies (Voting Members).
- 9.4 There shall be only one vote per paid-up membership.
- 9.5 The votes of a maximum of four Corporate Members representing a given Enterprise shall be recognised.

9.6 Voting by proxy shall be accepted provided written authorization by a Member is submitted to the Assembly.

9. No Member shall be permitted to exercise more than three proxies in addition to their own vote.

10. Resources:

10.1 The FBG shall receive its funding from the following:

10.1.1 membership fees;

10.1.2 public and private donations;

10.1.3 sponsorships;

10.1.4 government subsidies or contributions;

10.1.5 revenues from social, promotional and other events organised by the FBG;

10.1.6 revenues from any Activities undertaken by the FBG;

10.1.7 miscellaneous revenues; and

10.1.8 alternative methods of funding (provided they do not constitute a breach of any of these Articles).

10.2 Funds received by the FBG shall be used for the sole purpose of furthering the objectives of the FBG.

10.3 Notwithstanding the above, charitable donations may be made by the FBG pursuant to a decision of the Managing Committee taken with a three quarters majority of Committee Members present or represented.

10.4 The Managing Committee may not in any event obtain loans without the prior approval of the General Assembly.

11. Managing Committee:

11.1 The FBG shall be governed by a Managing Committee.

11.2 *Composition of Managing Committee*

11.2.1 The Managing Committee shall be composed of twelve (12) Committee Members as follows:

11.2.1.1 eleven (11) persons elected by the General Assembly in a secret ballot from Voting Members;
and

11.2.1.2 the outgoing President of the outgoing Managing Committee, provided such outgoing President has not served three (3) consecutive Terms on the Managing Committee. In the event the outgoing President has served three (3) consecutive Terms on the Managing Committee or does not wish to be represented on the new Managing Committee then an additional person shall be elected by the General Assembly as per Article 11.2.1.1 above.

11.2.2 The Committee Members shall be volunteers and shall be elected on a personal basis.

11.2.3 Committee Members shall not be remunerated for any services provided by them to the FBG as part of their operations on the Managing Committee.

11.2.4 The term of office of each Managing Committee shall be for a Term. As an exception to this, the Managing Committee in office at the date of adoption of these Articles shall complete their one-year term of office as envisaged under the prior Articles of Association of the FBG. A new Managing Committee shall be elected at the first General Assembly following adoption of these Articles.

11.2.5 A Committee Member may not serve more than three (3) consecutive Terms.

11.2.6 A Committee Member shall be considered resigned in the event they are: (a) absent for three (3) consecutive meetings of the Managing Committee without a valid reason; (b) convicted of a crime involving honour or honesty.

11.2.7 In the event that two or more positions on the Managing Committee are vacated, then the remaining Committee Members may select a Member to fill such a vacancy for the remainder of

the Managing Committee's Term, such selection to be confirmed at the first General Assembly following such selection.

11.2.8 In the event four or more Committee Members resign during the same calendar year then the Managing Committee shall resign and a new Managing Committee shall be elected for the remainder of the Term at an Extraordinary Assembly convened by the outgoing President within eight (8) weeks at most of from the date of last resignation.

11.2.9 Committee Members may be replaced in the course of a Term by a resolution taken at an Assembly.

11.3 *Composition of Executive Committee:*

11.3.1 Upon election of a Managing Committee and as soon as practically possible after their election the Managing Committee shall hold its first meeting and by secret ballot from among their number fill the following Positions to constitute the Executive Committee:

11.3.1.1 President, who must be a French national;

11.3.1.2 First Vice President, who must be a French national;

11.3.1.3 Second Vice President;

11.3.1.4 Treasurer; and

11.3.1.5 Secretary General.

11.3.2 In the event of vacancy of the Position of President then:

11.3.2.1 for the remainder of the Term the First Vice President shall assume the Position of President and all the President's duties and responsibilities and the Second Vice President shall assume the Position of First Vice President; and

11.3.2.2 at a meeting to be held as soon as practically possible following vacancy of the Position of President, the Managing Committee shall choose a Second Vice President from among their number.

11.3.3 In the event of vacancy of a Position other than that of President then the Managing Committee shall fill the vacant Position from among their number at a meeting to be held as soon as practically possible following vacancy of such Position.

11.4 *Role of Executive Committee:*

11.4.1 The President shall:

11.4.1.1 oversee all Activities undertaken by the FBG;

11.4.1.2 chair Assemblies and Managing Committee meetings;

11.4.1.3 be the principal representative of the FBG towards third parties including but not limited to Government authorities, Enterprises and persons;

11.4.1.4 sign as the legal representative of the FBG and effect any contract or agreement as approved by the Managing Committee;

11.4.1.5 appoint an auditor for the FBG and revoke such appointment as approved by the General Assembly; and

11.4.1.6 represent the FBG in the event of any claims, actions or other legal proceedings are brought against or raised by the FBG, appoint lawyers and arbitrators in this regard and revoke such appointment.

11.4.2 The First Vice President shall chair all Managing Committee meetings or Assemblies and otherwise represent the FBG in the absence of the President.

11.4.3 The Treasurer shall:

11.4.3.1 ensure that an accurate set of accounts is maintained for the FBG;

11.4.3.2 oversee the preparation of an annual budget to be presented to the Managing Committee prior to submission to the Members at a General Assembly; and

11.4.3.3 instruct the auditor to conduct an annual audit of the finances of the FBG.

11.4.4 The Secretary General shall oversee the administrative management of the FBG.

11.5 *Meetings of the Managing Committee:*

- 11.5.1 The Managing Committee shall meet at least nine (9) times per year and in any case prior to each General Assembly.
- 11.5.2 Meetings of the Managing Committee shall be held pursuant to an invitation from the President or at the request of one third of Committee Members.
- 11.5.3 Attendance at meetings of the Managing Committee may be: (a) by physical attendance; or (b) via video conference or conference call.
- 11.5.4 Decisions of the Managing Committee shall be valid only if at least seven (7) Committee Members are present or represented at a meeting, provided that one of the President or the First Vice President is present and presiding.
- 11.5.5 Except as otherwise provided in these Articles, decisions of the Managing Committee shall be taken by a majority vote of Committee Members, present or represented.
- 11.5.6 A Committee Member may grant another Committee Member a proxy enabling the other Committee Member to vote on their behalf, provided that no Committee Member may hold more than one (1) proxy.
- 11.5.7 In the event of a tie vote the President shall have a casting vote.

11.6 *Revocation of Position on Executive Committee*

- 11.6.1 The Managing Committee may hold a meeting for the express purpose of deciding on the revocation of the appointment of a Committee Member to a Position and replace them with another of their number.
- 11.6.2 Revocation of a Committee Member's Position may only take place in the event of such Committee Member's:
 - 11.6.2.1 failure to fulfill their role on the Executive Committee as set out under these Articles;

11.6.2.2 gross misconduct or negligence in the fulfillment of their role on the Executive Committee as set out under these Articles; or

11.6.2.3 abuse of their position on the Executive Committee to further their personal agenda.

11.6.3 A Committee Member whose appointment to a Position is being considered for revocation at a meeting of a Managing Committee shall be provided with the opportunity to present their case but shall not be entitled to vote or be counted in the quorum at such meeting.

12. Permanent Office:

12.1 The Managing Committee may set up a permanent Office in Abu Dhabi, such Office to be staffed by an Executive Director and one or more permanent officers.

12.2 The Executive Director shall manage the affairs of the Office. The Executive Director shall report directly to the President. From time to time and as necessary in the execution of the Executive Director's duties, the Executive Director shall liaise and consult with the members of the Executive Committee (e.g.: with the Treasurer regarding financial matters and the Secretary General regarding administrative matters).

12.3 The duties of the Permanent Office shall include the following:

12.3.1 running the day-to-day and operational affairs of the FBG;

12.3.2 preparing the agendas of Assemblies and Managing Committee meetings;

12.3.3 keeping accurate minutes of all Assemblies and Managing Committee meetings;

12.3.4 submitting such minutes to the Committee Members for approval within three (3) weeks of an Assembly or meeting;

12.3.5 circulating the minutes of Assemblies to the Members following the approval of the minutes by the Managing Committee and their signature by the President and the Secretary General;

12.3.6 maintaining accurate and complete records of all Activities undertaken by the FBG and of the affairs of the FBG;

12.3.7 ensuring that all Member applications are processed correctly;

12.3.8 maintaining detailed records of all Members past and present; and

12.3.9 ensuring that any complaints, suggestions or recommendations made by the Members to the Managing Committee are referred to the Managing Committee for appropriate action.

13. Bank Account:

Any two of the President, the Treasurer, the First Vice President, the Secretary General and the Executive Director (provided one of them is the President or the Treasurer) shall jointly have full authority to:

13.1 open or close one or more bank account(s) in the name of the FBG; and

13.2 sign cheques, transfer funds and otherwise operate the FBG's bank account.

14. Internal Regulations:

14.1 The Managing Committee may from time to time prepare or amend the Internal Regulations of the FBG.

14.2 Such Internal Regulations shall regulate and determine matters not provided for in the present Articles and shall not include terms and conditions that are contrary to or conflicting with the present Articles or to laws in force in Abu Dhabi.

14.3 Any modification of the Internal Regulations shall be submitted to the General Assembly for approval.

15. General Assembly:

15.1 The General Assembly shall be held once a year, within the period ending six (6) months from the end of the Fiscal Year.

15.2 Members shall be notified of the date of the General Assembly by the President at least three (3) weeks in advance. Such notification shall include the agenda for the General Assembly.

15.3 The General Assembly shall deliberate the following:

15.3.1 the annual report of the Managing Committee, which shall be presented by the President;

- 15.3.2 the audit report on the accounts of the FBG for the last Fiscal Year, which shall be presented by the Treasurer;
- 15.3.3 review and submission for approval of the annual budget, which shall be presented by the Treasurer;
- 15.3.4 the election of a new Managing Committee;
- 15.3.5 the nomination of the auditor of the FBG;
- 15.3.6 any modifications/amendments to the Internal Regulations; and
- 15.3.7 issues requiring immediate attention that may arise during the General Assembly or that are in response to an issue already on the agenda.

16. Extraordinary Assembly:

- 16.1 An Extraordinary Assembly may be convened by: (a) the President; (b) four Committee Members; or (c) the President at the request of a minimum of 25% of Members.
- 16.2 Notification of the date of the Extraordinary Assembly must take place at least three (3) weeks in advance. Such notification shall include the agenda for the Extraordinary Assembly.
- 16.3 An Extraordinary Assembly shall only deliberate the following:
 - 16.3.1 issues included in the agenda; and
 - 16.3.2 issues requiring immediate attention that may arise during the Extraordinary Assembly and that are in response to an issue already on the agenda.

17. Quorum and Voting:

17.1 *General Assembly*

- 17.1.1 The quorum required at a General Assembly shall be a minimum of 33% of Voting Members who are present or duly represented.

17.1.2 Resolutions at a General Assembly shall be adopted by a simple majority of Voting Members who are present or represented.

17.1.3 If no quorum is available at a General Assembly, the General Assembly shall be reconvened within the three (3) following weeks under the same conditions.

17.2 *Extraordinary Assembly*

17.2.1 Except as otherwise provided in these Articles, the quorum required at an Extraordinary Assembly shall be 50% of Voting Members who are present or represented.

17.2.2 Except as otherwise provided in these Articles resolutions at an Extraordinary Assembly shall be adopted by a simple majority of Voting Members who are present or represented; and

17.2.3 If no quorum is available at an Extraordinary General Assembly, the Extraordinary Assembly shall be reconvened within the three (3) following weeks and resolutions at such reconvened Extraordinary Assembly shall be adopted by a two thirds majority of those Voting Members who are present or duly represented.

18. Amendment of these Articles:

18.1 These Articles may be amended at an Extraordinary General Assembly convened exclusively for such purpose.

18.2 Amendment of the Articles may only be made following the approval of a two thirds majority of votes by Voting Members who are present or duly represented.

19. Dissolution:

19.1 The FBG may only be dissolved at an Extraordinary Assembly convened exclusively for such purpose.

19.2 Quorum at such an Extraordinary Assembly shall be two thirds of the Voting Members who are present or duly represented.

19.3 Dissolution of the FBG shall only be approved pursuant to a two thirds majority of votes by Voting Members who are present or duly represented.

19.4 In the event of dissolution the Extraordinary Assembly shall nominate one or more liquidators to liquidate the assets of the FBG.

19.5 The proceeds of such liquidation, and any tangible assets as determined by the Extraordinary Assembly, shall be distributed to one or more charitable organisations, foundations or academic institutions located in France and/or the UAE and selected by the Extraordinary Assembly, and after satisfaction of any creditors.

20 Deposition of Articles:

20.1 The present Articles shall be deposited in Arabic and English with the competent authorities of the UAE in Abu Dhabi.

20.2 The present Articles shall be deposited in each of the Arabic, English and French languages at the offices of the FBG and made available for viewing by any Member.

21. Conflict Between Language Versions:

These Articles have been drafted in English and subsequently translated into Arabic and French. In the event there arises any discrepancy between, or conflict in, the interpretation of the different language versions, the English version shall be referred to for clarification and in order to so far as possible ascertain the intention of the drafters.

22. Entry Into Force:

These Articles shall enter into force at the first General Assembly following their approval by Members in an Extraordinary Assembly.