

Constitution 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 (CCI-France International) 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;

Whereas the FBG members have expressed their ambition to engage more Emirati companies and institutions into the FBG activities;

Whereas the FBG members look forward to a closer cooperation with other stakeholders in France-UAE business cooperation, first of which the French Business Council in Dubai;

Which evolutions have necessitated the amendment of the Articles of Association of the FBG;

Therefore, the members of the FBG have decided to adopt a new reference document, designated the Constitution, 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;

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

“**Board**” or “**Board of Directors**” Shall mean the Board as described in Article 11;

“**Board Member**” Shall mean a Member who has been elected to the Board as described in Article 11;

“**CCI-FI**” Shall mean the «Chambres de Commerce et d’Industrie - France International », the Association of International French Chambers of Commerce and Industry;

“**Constitution**” Shall mean this Constitution of the FBG;

“Electors” Shall mean those Individual Members and Company Representatives having the right to vote in Assemblies of the FBG, as defined in §9.3;

“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 12;

“FBG” Shall mean the French Business Group;

“Fiscal Year” Shall mean the fiscal year used by the FBG for accounting purposes. As of the writing of this Constitution the Fiscal year is the one-year period beginning on the 1st of January and ending on 31th December;

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

“Member” Shall mean a Member of the FBG, either an individual or a company;

“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 13;

“Representative of a company”, for a company that is a Member of the FBG, shall mean an individual named by this company to represent the company in FBG activities;

“Term” Shall mean a Term of office of a Board position, which shall be for two (2) years ending with the second General Assembly from the election of the position on the Board as per §11.2.7, except for reduced Term of office as defined in §11.2.9. ;

“UAE” Shall mean the United Arab Emirates;

- 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 specified in this Constitution shall be by any means reasonable, whether material or electronic, to give actual notice.

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.

When organising joint activities with other chambers, such as the French Business Council in Dubai, the FBG may brand those joint activities under another designation, provided this other designation was approved by the FBG board.

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 fulfil 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 provide or contribute to continuing education programs, seminars, discussion groups and forums;
- 5.3 provide 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 provide 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 CCI-FI 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 enter 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 Board 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; and
- Individual 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, as Honorary President;
- 7.2.2 H.E. Sheikh Nahyan bin Mubarak Al Nahyan, as Honorary President;
- 7.2.3 H.E. the Chairman of the Abu Dhabi Department of Economic Development;
- 7.2.4 H.E. the Under Secretary of the Abu Dhabi Department of Economic Development;
- 7.2.5 H.E. the Chairman of the Abu Dhabi Chamber of Commerce and Industry;
- 7.2.6 H.E. the Director of the Abu Dhabi Chamber of Commerce and Industry;
- 7.2.7 the French Economic Counsellor to the UAE;
- 7.2.8 the French Consuls to the UAE;
- 7.2.9 the Presidents of other French business groups, councils, or associations present in the UAE that cooperate with the FBG, or any other eminent individuals invited; pursuant in all cases to a unanimous decision of the Board.

7.3 Corporate Members:

The following organizations 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, or governmental and quasi-governmental bodies that have business interests in France and/or with French Enterprises.
- (d) Notwithstanding the criteria set forth in (a), (b) and (c) above, other organizations can apply for corporate membership provided that they have substantial relations with the French and UAE business community in the UAE.

All corporate Members of the FBG registered at the date of adoption of this Constitution shall fall under the category of Corporate Members.

7.4 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.
- (c) Notwithstanding the criteria set forth in (a) and (b) above, other individuals can apply for membership provided that they have substantial contributions the French and UAE business community in the UAE.

All individual Members of the FBG registered as at the date of adoption of this Constitution shall fall under the category Individual Members.

8. Enrolment:

- 8.1 Applications for membership shall be submitted to the Board for approval, which shall have absolute discretion to approve or reject. The process to approve standard applications as per §7.3(a), (b) and (c), and §7.4(a) and (b), shall be defined in the internal regulations.
- 8.2 Enrolment becomes effective after both payment of the membership fee and approval by the board.
- 8.3 Membership shall be subject to full payment of the annual membership fee. The amount, terms and conditions shall be defined in the internal regulations.
- 8.4 Renewal becomes effective after payment of the membership fee.
- 8.5 Failure to pay the annual membership fee shall result in suspension of membership.
- 8.6 Special memberships, such as those pertaining to applications through §7.3(d) and §7.4(c), or those for which fees are partially or totally waived, require a unanimous decision of the board to approve the fees, terms and rights, including voting rights, attached to the membership.

9. Voting Rights:

- 9.1 All Assemblies of the FBG are open to all Members.
- 9.2 Honorary Members do not have the right to vote at Assemblies.
- 9.3 Each Representative of a Corporate Member and Individual Member is considered an Elector, unless that member benefits from a Special membership without voting rights, as determined by the Board per application of clause §8.6.
- 9.4 There shall be only one vote per Elector.
- 9.5 The votes of a maximum of five Company Representatives representing a given Corporate Member shall be recognised.

9.6 Voting by proxy shall be accepted provided written authorization by an Elector is submitted before the opening of the Assembly.

9.7 No Elector 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 clause of this Constitution).

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 Board taken with a three quarters majority of Board Members present or represented.

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

11. Board of Directors:

11.1 The FBG shall be governed by a Board of Directors.

11.2 Composition of the Board:

11.2.1 The Board shall be composed of a minimum of fifteen (15) and a maximum of twenty (20) Board Members.

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

11.2.3 At least half of the Board Members shall be French citizens. At least a third of the Board Members shall be UAE citizens, to the extent that the number of UAE candidates allow for this provision.

11.2.4 Board Members shall be elected or confirmed by the General Assembly in a secret ballot from Electors, with the exception of the outgoing President of the outgoing board as per §11.2.5 below.

11.2.5 The outgoing President of the outgoing Board, provided such outgoing President has not served four (4) consecutive years as President, may remain a Board Member. In the event the outgoing President has served four (4) consecutive years on the Board or does not wish to be present among the new Board, then an additional person shall be elected by the General Assembly as per §11.2.4. above.

11.2.6 Board Members shall not be remunerated for any services provided by them to

the FBG as part of their operations on the Board.

- 11.2.7 The normal term of office of each Board Member position shall be two years.
- 11.2.8 The Board may decide to modify the number of Board Members positions. Such a change requires a unanimous decision of the Board taking place no later than 3 weeks before a General Assembly where Board Members elections are scheduled.
- 11.2.9 The Board shall endeavour to organize elections for half of the Board Member positions in every yearly Ordinary General Assembly. For that purpose only, the Board may decide to reduce to one year the term of some of the Board Member positions that will be subject to a vote in an upcoming General Assembly. Such decision, and the criteria to determine which positions will be subject to a reduced term, shall be notified to members no later than 3 weeks before a General Assembly where Board Members elections are scheduled.

11.3 Vacancies on the Board

- 11.3.1 A Board Member shall be considered resigned in the event they are: (a) absent for three (3) consecutive meetings of the Board without a valid reason; (b) convicted of a crime involving honour or honesty.
- 11.3.2 In the event of one or two vacancies on the Board, then the remaining Board Members may select Members to fill such vacancies for the remainder of the Term of the vacated position, such selection to be confirmed at the first General Assembly following such selection. In the event of three or more vacancies, then the remaining Board Members must select Members to fill such vacancies for the remainder of the Term of the vacated positions, such selection to be confirmed at the first General Assembly following such selection.
- 11.3.3 In the event that a third or more of the Board Members resign within a six-month period, then the Board shall resign, and a new Board 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.
- 11.3.4 Board Members may be replaced in the course of their Term by a resolution taken at an Assembly.

11.4 Meetings of the Board:

- 11.4.1 The Board shall meet at least four (4) times per year and in any case immediately prior to each General Assembly.
- 11.4.2 Meetings of the Board shall be held pursuant to an invitation from the President or at the request of at least one third of Board Members.
- 11.4.3 Attendance at meetings of the Board may be: (a) by physical attendance; or (b) via video conference or conference call.
- 11.4.4 Decisions of the Board shall be valid only if at least half of the Board Members are present or represented at a meeting, provided that one of the President or the First Vice President is present and presiding.
- 11.4.5 Except as provided in this Constitution in clauses §7.2.9, §8.6, §10.3 and §11.2.8., all other decisions of the Board shall be taken by a majority vote of Board Members, present or represented.
- 11.4.6 A Board Member may grant another Board Member a proxy enabling the other Board Member to vote on their behalf, provided that no Board Member may hold more than one (1) proxy.
- 11.4.7 In the event of a tie vote the President shall have a casting vote.

12. Executive Committee and other Committees:

12.1 Composition of the Executive Committee:

- 12.1.1 Upon election of new Board members, and as soon as practically possible after their election, the Board shall hold its first meeting and by secret ballot from among their number elect a minimum of 6 members to the Executive Committee.
- 12.1.2 The following Positions shall be filled to constitute the Executive Committee:
 - 12.1.2.1 first, the President, who must be a French national;
 - 12.1.2.2 then, the First Vice President, who must be a French national;
 - 12.1.2.3 the Treasurer;
 - 12.1.2.4 the General Secretary, and
 - 12.1.2.5 Upon proposal of the President, at least two and up to four additional positions, designated as “Vice- President”, “Vice-Treasurer”, “Vice-Secretary”, “Delegate”, possibly completed by the designation of a domain or an ordinal number;
- 12.1.3 In the event of vacancy of the Position of President then for the remainder of the Term the First Vice President shall assume the Position of President and all the President’s duties and responsibilities.
- 12.1.4 In the event of vacancy of a Position other than that of President, including a vacancy for the Position of First Vice-President created by the application of §12.1.3, then the Board shall fill the vacant Position(s) from among their number at a Board meeting to be held as soon as practically possible following the vacancy of such Position, in such manner as to comply with §12.1.1 and §12.1.2.
- 12.1.5 An Executive Committee Member may not serve more than four (4) consecutive years as a member of the Executive Committee.

12.2 Role of Executive Committee:

- 12.2.1 The President shall:
 - 12.2.1.1 oversee all Activities undertaken by the FBG;
 - 12.2.1.2 chair Assemblies, Board meetings, and Executive Committees;
 - 12.2.1.3 be the principal representative of the FBG towards third parties including but not limited to Government authorities, Enterprises and persons;
 - 12.2.1.4 sign as the legal representative of the FBG and effect any contract or agreement as approved by the Board;
 - 12.2.1.5 appoint an auditor for the FBG and revoke such appointment, as approved by the Board; and
 - 12.2.1.6 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.
- 12.2.2 The First Vice President shall chair all Board meetings or Assemblies and otherwise represent the FBG in the absence of the President.
- 12.2.3 The Treasurer shall:
 - 12.2.3.1 ensure that an accurate set of accounts is maintained for the FBG;
 - 12.2.3.2 oversee the preparation of an annual budget to be presented to the Board prior to submission to the Members at a General Assembly; and

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

12.2.4 The Secretary General shall:

12.2.4.1 oversee the administrative management of the FBG.

12.2.4.2 register board decisions,

12.2.4.3 oversee voting operations in the board and general assembly.

12.3 Revocation of a Position on Executive Committee

12.3.1 The Board 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.

12.3.2 Revocation of a Committee Member's Position may only take place in the event of such Committee Member's:

12.3.2.1 failure to fulfil their role on the Executive Committee as set out under this Constitution;

12.3.2.2 gross misconduct or negligence in the fulfilment of their role on the Executive Committee as set out under this Constitution; or

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

12.3.3 A Committee Member whose appointment to a Position is being considered for revocation at a meeting of a Board 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.

12.4 Other Board Committees:

In addition to the Executive Committee, the board will also implement such other permanent or temporary committees that are defined in the internal regulations.

13. Permanent Office:

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

13.2 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).

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

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

13.3.2 preparing the agendas of Assemblies and Board meetings;

13.3.3 keeping accurate minutes of all Assemblies and Board meetings;

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

13.3.5 circulating the minutes of Assemblies to the Members following the approval of the minutes by the Board and their signature by the President and the Secretary General;

- 13.3.6 maintaining accurate and complete records of all Activities undertaken by the FBG and of the affairs of the FBG;
- 13.3.7 ensuring that all Member applications are processed correctly;
- 13.3.8 maintaining detailed records of all Members past and present; and
- 13.3.9 ensuring that any complaints, suggestions or recommendations made by the Members to the Board are referred to the Board for appropriate action.

14. 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:

- 14.1 open or close one or more bank account(s) in the name of the FBG; and
- 14.2 sign cheques, transfer funds and otherwise operate the FBG's bank account.

15. Internal Regulations ("By-laws")

- 15.1 The Board may from time to time amend the Internal Regulations of the FBG. Modifications of the Internal Regulations shall be formally voted by the Board.
- 15.2 Such Internal Regulations shall regulate and determine matters not provided for in the present Constitution and shall not include any rules, terms or conditions that are contrary to or conflicting with the present Constitution or to laws in force in Abu Dhabi.
- 15.3 All members of the FBG shall have permanent and unrestricted access to the latest version of the Internal Regulations.

16. General Assembly:

- 16.1 The General Assembly shall be held once a year, within the period ending six (6) months from the end of the Fiscal Year.
- 16.2 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.
- 16.3 The General Assembly shall deliberate the following:
 - 16.3.1 the annual report of the Board, which shall be presented by the President;
 - 16.3.2 the audit report on the accounts of the FBG for the last Fiscal Year, which shall be presented by the Treasurer;
 - 16.3.3 review and submission for approval of the annual budget, which shall be presented by the Treasurer;
 - 16.3.4 the election of Board Members;
 - 16.3.5 issues requiring immediate attention that may arise during the General Assembly or that are in response to an issue already on the agenda.

17. Extraordinary Assembly:

- 17.1 An Extraordinary Assembly may be convened by: (a) the President; (b) at least of third of Board Members; or (c) the President at the request of a minimum of 25% of Members.

- 17.2 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.
- 17.3 An Extraordinary Assembly shall only deliberate the following:
- 17.3.1 Issues included in the agenda; and
 - 17.3.2 Issues requiring immediate attention that may arise during the Extraordinary Assembly and that are in response to an issue already on the agenda.

18. Quorum and Voting:

18.1 General Assembly

- 18.1.1 The quorum required at a General Assembly shall be a minimum of 33% of Electors who are present, duly represented, or have used an advanced ballot option.
- 18.1.2 Resolutions at a General Assembly shall be adopted by a simple majority of Electors who are present, represented, or have used an advanced ballot option.
- 18.1.3 If no quorum is available at a General Assembly, the General Assembly shall be reconvened within the three (3) following weeks and resolutions at such reconvened General Assembly shall be adopted by simple majority of those Electors who are present or duly represented or have used an advanced ballot option.

18.2 Extraordinary Assembly

- 18.2.1 Except as otherwise provided in this Constitution, the quorum required at an Extraordinary Assembly shall be 50% of Electors who are present, represented, or have used an advanced ballot option.
- 18.2.2 Except as otherwise provided in this Constitution, resolutions at an Extraordinary Assembly shall be adopted by a simple majority of Electors who are present, or represented, or have used an advanced ballot option; and
- 18.2.3 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 Electors who are present or duly represented or have used an advanced ballot option.

18.3 Advanced ballot and electronic voting

- 18.3.1 As much as it is practically and economically feasible, the FBG will put in place advanced ballot and/or electronic voting for all votes and resolutions of the General Assemblies.

19. Amendment of this Constitution:

- 19.1 This Constitution may be amended at an Extraordinary General Assembly convened exclusively for such purpose.
- 19.2 Amendment of the Constitution may only be made following the approval of a two thirds majority of votes by Electors who are present or duly represented, or have used an advanced ballot option.

20. Dissolution:

- 20.1 The FBG may only be dissolved at an Extraordinary Assembly convened exclusively for such purpose.
- 20.2 Quorum at such an Extraordinary Assembly shall be two thirds of the Electors who are present or duly represented.
- 20.3 Dissolution of the FBG shall only be approved pursuant to a two thirds majority of votes by Electors who are present or duly represented.
- 20.4 In the event of dissolution, the Extraordinary Assembly shall nominate one or more liquidators to liquidate the assets of the FBG.
- 20.5 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.

21. Filing of the Constitution:

- 21.1 The present Constitution shall be filed in Arabic and English with the competent authorities of the UAE in Abu Dhabi.
- 21.2 The present Constitution shall be filed in each of the Arabic, English and French languages at the offices of the FBG and made available for viewing by any Member.

22. Conflict Between Language Versions:

This Constitution has 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.

23. Entry into Force:

- 23.1 This Constitution shall enter into force at the first General Assembly following its approval by Members in an Extraordinary Assembly.
- 23.2 Upon entry into force, the Board shall be composed of the current 16 (sixteen) Board Members. Those Board Members that were selected to fill vacancies as per Article 11.2.7 of the previous Articles of Association, shall be confirmed at the first Ordinary General Assembly to finish the current term that started in March 2017.
- 23.3 For the next elections at the expiration of the term of the current board members in 2019, half of the board positions shall maintain a normal term of two years, and half shall apply a reduced term of one year, in application of §11.2.9 of the present Constitution.