

**Restated and Amended Constitution of the British Business Group,  
Dubai and Northern Emirates ('Group')**

The Group was established in the Emirate of Dubai pursuant to the constitution adopted by the then current members on or around March 1988 as amended pursuant to an amended and restated constitution dated 29 May 2014 (collectively the '**Prior Constitution**'). The current members of the Group wish to amend and restate the Prior Constitution in its entirety and adopt the following as the constitution of the Group ('**Constitution**')

**1. Name / Legal Form**

- 1.1 The name of the group is British Business Group, Dubai and Northern Emirates.
- 1.2 The Group shall be a not-for-profit organisation.

**2. Objectives**

- 2.1 The Group's objectives are to promote, maintain, improve and advance the platform for its Members (as defined below) to explore and improve business opportunities in Dubai and the Northern Emirates ('**Objectives**') which may include:
  - 2.1.1 providing opportunities for networking and learning;
  - 2.1.2 developing opportunities to collaborate with Her Majesty's Government in the UK and the UAE to promote commercial activity for British businesses in Dubai and the Northern Emirates;
  - 2.1.3 providing assistance and support to Members in the pursuit of commercial opportunities in Dubai and the Northern Emirates with the UAE Government and private sector; and
  - 2.1.4 where appropriate, providing assistance and support to Members in developing their regional business.

**3. Powers**

- 3.1 In furtherance of the Objectives, and always in accordance with local laws and regulations and the BBG Governance Code (as defined below) in force from time to time, the Group may carry on the following acts and things:
  - 3.1.1 employing and paying any person or persons to supervise, organise and carry on the work of the Group, provided that such person or persons must not be an Executive Officer (as defined below), and establish a framework for their remuneration and conditions of employment from time to time;

- 3.1.2 convening meetings of representatives of corporate organisations (voluntary or otherwise), Government departments, statutory authorities and individuals to exchange regional information and know-how;
- 3.1.3 promoting and carrying out, or assisting in promoting and carrying out, surveys and investigations and publishing the useful results thereof for the benefit of its Members;
- 3.1.4 organising and holding, or participating in the same, exhibitions, meetings, workshops, seminars and training courses;
- 3.1.5 collecting and disseminating information on all matters in furtherance of the Objectives and exchanging such information with other bodies having similar or aligned objects whether in this country or overseas;
- 3.1.6 raising funds and inviting and receiving contributions from any person or persons whatsoever by way of subscriptions and otherwise;
- 3.1.7 subject to clause 5, determining membership categories and subscriptions and varying these from time to time;
- 3.1.8 establishing advisory and sub-committees as necessary;
- 3.1.9 supporting any charitable organisations, associations or institutions to achieve all or any of the Objectives;
- 3.1.10 carrying on commercial activities in so far as they are exercised in the furtherance of the Objectives or are ancillary or incidental to the carrying on of the Objectives;
- 3.1.11 remunerating Executive Officers (as defined below) for reasonable expenses incurred in the performance of their duties to the Group, provided such claim is supported by an invoice and does not exceed AED 1,000 without prior approval by a majority of 51% (**'Majority'**) of the Executive Board, excluding the Executive Officer making the claim;
- 3.1.12 circulating, in whatever medium, such information bulletins, newsletters, briefing papers or publications as shall further the Objectives
- 3.1.13 purchasing, receiving or leasing any property or assets in furtherance of the Objectives;
- 3.1.14 selling leasing or otherwise disposing of all or any of the property or assets of the Group;
- 3.1.15 maintaining a database of Members;
- 3.1.16 making and amending rules and by-laws relating to the governance and conduct of the Executive Board, and these rules and by-laws shall be subject to the provisions of this Constitution;

- 3.1.17 accepting gifts (whether monetary or otherwise) on such terms as shall be deemed to be appropriate;
- 3.2.18 appointing one or more qualified auditors and determining their remuneration; and
- 3.2.19 carrying on all such other lawful acts and things as are necessary in support of the Objectives.

#### **4. Financial Year**

The Group's financial year shall commence on the first day of April and end of the last day of March each year with the exception of the financial year that has partially elapsed at the date of the adoption of this Constitution and which shall end of the last day of the following March.

#### **5. Membership Criteria**

5.1 Membership of the Group shall be open to:

- 5.1.1 British individuals of 18 years and over who are interested in furthering the Objectives; and/or
- 5.1.2 British organisations validly licensed to operate in the Emirate of Dubai or any of the Northern Emirates who are interested in furthering the Objectives (**'Member Organisations'**); and/or
- 5.1.3 any such other individuals or organisations approved by the Executive Board at its discretion,

(herein collectively referred to herein as **'Members'** or individually as **'Member'** or Membership Organisations as the context admits).

5.2 Each Member Organisation shall appoint by written notice to the Director of Membership of the Executive Board one individual to represent it and vote on its behalf at general meetings of the Group (**'AGM'**).

5.3 Honorary membership may be granted by the Executive Board at its discretion to:

- 5.3.1 British citizens of 18 years and over; and/or
- 5.3.2 Member Organisations; and/or
- 5.3.3 any other such individuals or organisations,

in each case who have satisfactorily demonstrated to the Executive Board their commitment to the fulfilment of the Objectives (**'Honorary Member'**).

- 5.4 In the case of an Honorary Member being an organisation, it shall nominate by written notice to the Director of Membership of the Executive Board one individual to represent it and vote on its behalf at the AGM.
- 5.5 Any Member may resign their membership by giving written notice to the Director of Legal and Secretariat of the Executive Board, which shall be immediately effective.
- 5.6 The Executive Board shall have the right in its absolute discretion:
- 5.6.1 to approve or reject applications for membership; and
  - 5.6.2 for good and sufficient reason, to suspend or terminate the membership of any Member by serving written notice, provided that:
    - i. the Majority consent of the Executive Board has been given to such suspension and/or termination; and
    - ii. the individual concerned shall have the right, on giving appropriate notice, to be heard by the Executive Board at a special meeting of the Executive Board, which shall be convened pursuant to the BBG Governance Code in force from time to time, before a final decision is made.

## **6. Subscriptions**

All Members save for Honorary Members shall pay such membership subscriptions as the Executive Board may from time to time determine, upon payment of which they shall be eligible to vote at an AGM or special meetings of the Group ('SGM').

## **7. Executive Board**

- 7.1 The policy and general management of the affairs of the Group shall be directed by the Executive Board, which shall have full power to carry on the Objectives and enter into contracts on behalf of the Group in furtherance of the Objectives, and in accordance with the BBG Governance Code in force from time to time, which power may include:
- 7.1.1 determining, executing and overseeing the Group's strategic plan in furtherance of the Objectives;
  - 7.1.2 ensuring the ethical integrity and maintaining accountability of the Group; and
  - 7.1.3 exercising reasonable care and diligence to pursue the Group's long-term interests.
- 7.2 The Executive Board shall comprise 12 persons ('Executive Officers') which shall include the following positions (or such other positions as shall be determined pursuant to the BBG Governance Code in force from time to time):

- 7.2.1 Chairman,
- 7.2.2 Deputy Chairman,
- 7.2.3 Director of Finance,
- 7.2.4 Director of Legal & Secretariat,
- 7.2.5 Director of Communications,
- 7.2.6 Director of Membership,
- 7.2.7 Director of Business Development,
- 7.2.8 Director of Events,
- 7.2.9 Director of Focus Groups,
- 7.2.10 Director of UAE Relations,
- 7.2.11 Director of UAE Government Relations, and
- 7.2.12 one representative of the Department of International Trade based in the Emirate of Dubai or any such other department or agency of Her Majesty's Government in the UK based in the Emirate of Dubai responsible for promoting British trade and investment in the United Arab Emirates

who shall be elected from the Members at the AGM in accordance with clause 7.3 and the BBG Governance Code in force from time to time, and whom shall hold office from the end of that meeting subject to clause 7.7 and clause 8.1.

7.3 The Executive Officers shall be elected by the Members at the AGM and must:

- 7.3.1 be a Member, whether an individual member, an Honorary Member, a representative of a Member Organisation or a representative of an Honorary Member which is an organisation;
- 7.3.2 be nominated by two other Members by written notice addressed to the Director of Legal & Secretariat of the Executive Board and received by the Group's registered office at least 30 days' prior to the AGM;
- 7.3.3 have paid their annual membership subscriptions in full at the time of nomination;
- 7.3.4 be resident in United Arab Emirates; or
- 7.3.5 be any such other persons deemed fit pursuant to the BBG Governance Code in force from time to time.

- 7.4 Promptly upon taking office, each an Executive Officer shall sign a declaration agreeing to comply with the BBG Governance Code in force from time to time.
- 7.5 The Executive Board shall meet at least 10 times in each Financial Year at such place as shall be determined by the Chairman from time to time.
- 7.6 The rules and procedures of Executive Board meetings shall be determined by the BBG Governance Code in force from time to time.
- 7.7 Each Executive Officer shall retire at the second AGM following her or his election to the Executive Board. Executive Officers may be re-elected for the same position for further two year periods, provided that no Executive Officer shall hold the same position for more than four consecutive years. On expiration of such four year period, one further year must elapse before a former Executive Officer shall be eligible for re-election for the same position. For the avoidance of doubt, Executive Officers who have served on the Executive Board for four consecutive years in the same position are eligible for election for another Executive Board position.
- 7.8 If a vacancy occurs among the Executive Officers during their term by resignation, disqualification or otherwise, the remainder of the Executive Board shall have the power to fill the position from among the Members until the following AGM subject to clause 7.3 and the BBG Governance Code in force from time to time.
- 7.9 The proceedings of the Executive Board shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any Executive Officer.

## **8 Termination of Executive Officers**

- 8.1 Without prejudice to clause 7.7, An Executive Officer shall cease to hold office if she or he:
- 8.1.1 resigns her or his office to the Director of Legal & Secretariat of the Executive Board by serving at least 30 days' notice in writing; or
  - 8.1.4 is absent from four consecutive meetings of the Executive Board without good and sufficient reason, as shall be determined by the BBG Governance Code in force from time to time; or
  - 8.1.5 for good and sufficient reason, as shall be determined by the BBG Governance Code in force from time to time, the other Executive Officers of the Executive Board pass a resolution by a majority of 75% ('**Super Majority**') that such Executive Officer shall be removed from office, provided that the Executive Officer concerned shall have the right, on giving appropriate notice, to be heard at a special meeting of the other Executive Officers, which shall be convened pursuant to the BBG Governance Code in force from time to time, before a final decision is made.

## **9. Annual General Meetings**

- 9.1 In each financial year, an AGM shall be held at such time (not being more than 15 months after the holding of the preceding AGM) at such place as the Executive Board shall determine. At least 45 days' notice shall be given by the Director of Legal & Secretariat of the Executive Board to each Member.
- 9.2 The Group may give notice by any means or combination of means permitted by law. Where the Group has given an electronic address in any notice of meeting, any document or information relating to proceedings at the meeting may be sent by electronic means to that address, subject to any conditions or limitations specified in the notice of the meeting.
- 9.3 The accidental omission to give notice, or failure to give notice due to circumstances beyond the Group's control, or non-receipt of notice by any person entitled thereto, shall not invalidate proceedings at the AGM.
- 9.4 The organization and administration of any AGM shall be in accordance with the BBG Governance Code in force from time to time.
- 9.5 The business of the AGM shall include:
- 9.5.1 the election of Executive Officers to serve on the Executive Board (as applicable);
  - 9.5.2 the appointment of the auditor;
  - 9.5.3 the consideration of an annual report of the work done by or under the auspices of the Executive Board;
  - 9.5.4 the approval of the Group's audited accounts; and
  - 9.5.5 any other such other matters as may from time to time be necessary.
- 9.6 The quorum at the AGM shall be 20% of the Members who are eligible to vote, whether physically in person or appointed by means of a proxy prescribed by clause 9.8 and clause 9.9. No business shall be conducted at any AGM unless a quorum is present at the beginning of the meeting and at a time when there is to be voting on any business.
- 9.7 If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to a time and place or to such day and at such time and place as the Chairman may determine which shall, in any event, be no later than 14 days from the date of the initial AGM provided that the quorum shall compose of Members present in person or appointed by means of a proxy prescribed by clause 9.8 and clause 9.9, holding at least 15% of the voting rights in the Group. If the quorum fails again at that reconvened meeting the Members shall be invited to a third meeting, after a lapse of 30 days from the date of the second AGM, and such meeting shall be valid irrespective of who attends.

- 9.8 A proxy, who need not be a Member, may be appointed:
- 9.8.1 by any instrument of writing in any usual or common form; or
  - 9.8.2 by electronic communication to such address as shall be notified by or on behalf of the Group for that purpose; and
  - 9.8.3 as prescribed by the BBG Governance Code in force from time to time.
- 9.9 Any means of appointing a proxy which is authorised by or under clause 9.8 shall be subject to any terms, limitations, conditions or restrictions prescribed by the BBG Governance Code in force from time to time.
- 9.10 Save as otherwise provided, all questions arising at an AGM shall be decided by a Majority of those present and entitled to vote.

## **10. Special General Meetings**

- 10.1 The Chairman of the Executive Board may at any time call a SGM following the written request of:
- 10.1.1 not less than 25% of the Members giving reasons for the request; or
  - 10.1.2 the Executive Board following a decision by a Super Majority to dissolve the Group.
- 10.2 Following receipt of such written request under clause 10.1, the Director of Legal & Secretariat of the Executive Board shall convene a SGM giving 21 days notice to the Members pursuant to clause 9.2.
- 10.3 No business may be transacted at a SGM other than that specified in the notice of it.
- 10.4 The quorum at a SGM shall be 15% of the Members who are eligible to vote, whether physically in person or appointed by means of a proxy pursuant to clause 9.8 and clause 9.9. No business shall be conducted at a SGM unless a quorum is present at the beginning of the meeting and at a time when there is to be voting on any business.
- 10.5 If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to a time and place or to such day and at such time and place as the Chairman of the Executive Board may determine which shall, in any event, be no later than seven days from the date of the initial SGM provided that the quorum shall comprise Members present in person or appointed by means of a proxy pursuant to clause 9.8 and clause 9.9, holding at least 10% of the voting rights in the Group. If the quorum fails again at that reconvened meeting the Members shall be invited to a third meeting, after a lapse of 30 days from the date of the second SGM, and such meeting shall be valid irrespective of who attends.

10.6 Save as otherwise provided, all questions arising at a SGM shall be decided by a Majority of those present and entitled to vote.

#### **11. Minutes**

Minute books of all Executive Board meetings, AGMs and SGMs shall be kept by the Executive Board, and a record of all proceedings and resolutions shall be entered in a minute book.

#### **12. BBG Governance Code**

12.1 The Executive Board shall adopt the BBG Governance Code, which shall comply with international best practices, within three months of the AGM following the adoption of this Constitution. The BBG Governance Code shall come into operation immediately upon adoption by a Super Majority of the Executive Board.

12.2 If the BBG Governance Code has not been adopted in accordance with clause 12.1, a further meeting shall be convened by the Chairman of the Executive Board within the following four weeks. The BBG Governance Code may be adopted by Executive Officers representing a Majority of the Executive Board.

12.3 If the BBG Governance Code has not been not adopted by the Executive Committee within six months' after the date of the adoption of this, it shall be put to the vote of the Members at the next AGM.

12.4 Any amendments to the BBG Governance Code in force from time to time shall be adopted by Executive Officers representing a Super Majority of the Executive Board.

#### **13. Revenue**

13.1 All revenue raised by or on behalf of the Group shall be applied to further the Objectives and for no other purpose, provided that nothing herein contained shall prevent:

13.1.1 the repayment to Executive Officers of the Executive Board of reasonable out-of-pocket expenses; and

13.1.2 the Executive Board being entitled to obtain policies of insurance or indemnity; and paying any premiums thereon to cover liability of the Executive Board (or any of its Executive Officers).

#### **14. Accounts**

14.1 The Executive Board shall comply with all laws and practices applicable in the United Arab Emirates with regard to:

14.1.1 the keeping of accounting records for the Group;

14.1.2 the preparation of annual statements of account for the Group;

- 14.1.3 the auditing of independent examination of the statements of account of the Group.
- 14.2 An audited statement of the accounts for the last Financial Year shall be submitted by the Executive Board to the AGM.
- 14.3 The Executive Board shall have the power to open, operate and close bank account(s) in the name of the Group at such bank as the Executive Board shall from time to time decide, and as prescribed by the BBG Governance Code in force from time to time.

**15. Alterations to the Constitution**

This Constitution may be altered by a resolution passed by a Super Majority of the Members present and eligible to vote at an AGM or SGM of the Group. The notice of the AGM or SGM, as the case may be, must include notice of the resolution and full particulars of the alteration proposed.

**16. Dissolution**

- 16.1 If the Executive Board by a Super Majority decides at any time that it is necessary or advisable to dissolve the Group, it shall call a SGM pursuant to clause 10.
- 16.2 Notwithstanding clause 10.5, a resolution to dissolve the Group shall require a Majority of those present and eligible to vote at such meeting, following which the Executive Board shall have power to dispose of any assets held by or on behalf of the Group.
- 16.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Group as the Executive Board may determine.

This Constitution, pursuant to clause 9 of the Prior Constitution at the AGM held on 10 May 2018, having been approved by the Executive Board at a meeting held on 19 March 2018.