

BBG Proposed Constitutional Changes

This matrix outlines the proposed changes to be made to the BBG's Constitution.

Current Constitution	Restated and Amended Constitution	Comments
Art 1 - Establishment & Name	Art 1 – Name & Legal Form	No change
Art 2 - Objective	Art 2 - Objects	While the objects in the current Constitution focus on promoting relations between Dubai and the Northern Emirates and the UAE, the revised Constitution seeks to align the Group's objectives with the proposed Strategy Output which includes, without limitation, developing/identifying business opportunities for members through greater collaboration with HMG, the promotion of commercial activity between members, and the provision of more support and assistance for members to develop their businesses regionally, where appropriate.
	Art 3 – Powers	Article 4 of the current Constitution contains a limited list of powers for the Committee to fulfil the Group's objects. The inclusion of distinct broader powers in Article 3 of the revised Constitution will provide a clear legal framework in accordance with which the Committee (to be re-named the Executive Board), may carry on the Group's revised objects, while ensure that greater levels of transparency and accountability are afforded to the members. See also comments on Art 7 – Executive Board.
	Art 4 – Financial Year	No change

Art 3 – Membership	Art 5 – Membership	<p>There is no real change to the criteria for membership, or the ability for the Executive Board to grant honorary memberships from time to time (which are usually only granted to former Chair persons).</p> <p>Specific reference to the 5 categories of membership has, however, been removed from the revised Constitution in order to provide flexibility for the Executive Board to develop different membership offerings in response to the changing business environment in the UAE and our members’ requirements. For example, the results of our recent members’ Outreach Survey revealed that, amongst other things, members would like to see more membership benefits and a membership offering which would appeal more to our younger members.</p> <p>In addition to this, although the Committee has power in the current Constitution to expel a member, the revised Constitution provides clear guidelines governing this process, including the right for the member to represent him/herself before the Executive Board prior to any final decision on this issue being made.</p>
	Art 6 – Subscription	<p>There is no change to this article, which is addressed by Article 6 (Fees) in the current Constitution, other than clarification that members may not vote at general meetings unless they have paid their annual subscriptions.</p>

<p>Art 4 – Committee and Art 5 – Election of Committee</p>	<p>Art 7 – Executive Board</p>	<p>The current powers of the Executive Board (formerly referred to as the Committee) are limited to operational aspects only and do not provide for the Group’s growth. It is recommended therefore, that the powers of the Executive Board are widened to enable them to fulfil the Group’s revised objects, while increasing accountability, integrity and transparency to the members by introducing the concept of a Governance Code to ensure that they are working in the best interests of the members at all times.</p> <p>The number of Executive Officers to be appointed, and the manner of their appointment, is similar to the current Constitution. However, the concept of ‘qualifying experience’ has been introduced as well as a minimum initial tenure of 2 years and a maximum tenure, in any one Board position, of 4 consecutive years.</p> <p>In addition, the Executive Board will be required to meet a minimum of 10 times’ per year, such meetings to be convened in accordance with the rules and procedures outlined in the BBG Governance Code from time to time in place.</p>
	<p>Art 8 – Termination of the Executive Board</p>	<p>There is no currently no concept of expulsion of a Committee member. While acknowledging that this is a voluntary role, this concept has been introduced to demonstrate the importance of the commitment required from each Executive Board member to further the objects of the Group in the members’ best interests and in accordance with the BBG Governance Code.</p>
<p>Art 6 – Fees</p>		<p>See Art 5 above – Subscriptions</p>

Art 7 – Information		See Article 3.1.15 of the Amended and Restated Constitution which empowers the Group to collect and store members' data. The Governance Code will fully address the protection and dissemination of this data pursuant to current legislation.
Art 8 – Audit & Financial Year		See Art 4 above – Financial Year
Art 9 – Changes to Constitution		See Art 15 - There are no material changes to the current formalities for amending the Constitution
Art 10 – General Meetings	Art 9 – Annual General Meetings	<p>The procedures for calling an AGM and decision-making processes are similar to the current Constitution, although the processes have been expanded for the sake of clarity and good governance to include instances where, for example, a quorum is not achieved at the initial meeting.</p> <p>Votes are to be passed by a simple majority as per the current Constitution.</p>
	Art 10 – Special General Meetings	Procedures for calling special general meetings has now been addressed for the sake of clarity and good governance.
	Art 11 – Minutes	The current Constitution is silent on this regulatory requirement (even though the Group are fully compliant). For the sake of good governance, the Revised and Amended Constitution provides for minutes of every meeting, including the AGM or SGMs, to be taken and stored.

	Art 12 - BBG Governance Code	The current Rules of Engagement by which the Committee currently operates will form the basis of the BBG Governance Code and will be carefully reviewed and amended by a select committee, comprising members of the Executive Board, to ensure that the BBG Governance Code is drafted within a maximum of 6 months following the adoption of the Amended and Restated Constitution at AGM in compliance with international best practices.
	Art 13 – Revenue	The concept of reimbursement by the Executive Board of approved expenses has been introduced, and will be regulated by the BBG Governance Code.
	Art 14 – Accounts	For the sake of good governance, it is proposed that an obligation for the Executive Board to comply with applicable UAE laws with regard to the Group’s accounting policies be included (even though the Group is in full compliance).
Art 11 – Dissolution	Art 15 – Dissolution	In the existing Constitution, there is no mechanism by which a special general meeting may be convened to discuss the dissolution of the Group which has now been addressed. In the Amended and Restated Constitution, it is proposed that such meeting may be called if 75% of the Executive Board agree that it is in the best interests of the Group to convene a special general meeting for this purpose. However, given the seriousness of this decision, the percentage of members which are required to make this decision has been increased from 20% to 51% of the members eligible to vote.