

Restated and Amended Constitution of the British Business Group, Dubai and Northern Emirates

The Group was established in the Emirate of Dubai, United Arab Emirates 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 (hereinafter collectively referred to as the '**Prior Constitution**'). The Group wishes to further amend the Constitution and adopt the following Restated and Amended Constitution (hereinafter referred to as the '**Constitution**'). This Constitution was adopted at the Group's annual general meeting held on 10 May 2018 with the required quorum and in accordance with clause 9 of the Prior Constitution.

1. Name / Legal Form

- 1.1 The name of the group is British Business Group, Dubai and Northern Emirates (hereinafter referred to as the '**Group**').
- 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 (hereinafter referred to as the '**Objectives**') which may include:
 - 2.1.1 providing opportunities for networking and learning;
 - 2.1.2 developing opportunities to collaborate with representatives of Her Majesty's Government in the UK based in the Emirate of Dubai to promote commercial activity for British businesses in Dubai and the Northern Emirates; and
 - 2.1.3 providing assistance and support to Members in the pursuit of commercial opportunities in Dubai and the Northern Emirates.

3. Powers

- 3.1 In furtherance of the Objectives, and always in accordance with applicable laws and regulations in force from time to time in the United Arab Emirates and the BBG Code (as defined below), 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 Administrative 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 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 any other 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 Administrative 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% (hereinafter referred to as '**Majority**') of the Administrative Board, excluding the Administrative 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 Administrative Board, and these rules and by-laws shall be subject to the provisions of this Constitution;
- 3.1.17 accepting gifts from Members (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 (hereinafter referred to as '**Member Organisations**'); and/or
- 5.1.3 any such other individuals or organisations approved by the Administrative Board at its discretion,

(hereinafter collectively referred to 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 Administrative Board one individual to represent it and vote on its behalf at general meetings of the Group (hereinafter referred to as 'AGM**').**

5.3 Honorary membership may be granted by the Administrative 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 Administrative Board their commitment to the fulfilment of the Objectives (hereinafter referred to as '**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 Administrative 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 Administrative Board, which shall be immediately effective.
- 5.6 The Administrative 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, as determined in accordance with the BBG Code in force from time to time, to suspend or terminate the membership of any Member by serving written notice, provided that:
 - i. the Majority consent of the Administrative 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 Administrative Board at a special meeting of the Administrative Board, which shall be convened pursuant to the BBG 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 Administrative Board may from time to time determine, upon payment of which they shall be eligible to vote at an AGM or extraordinary meetings of the Group (hereinafter after referred to as '**EGM**').

7. Administrative Board

- 7.1 The policy and general management of the affairs of the Group shall be directed by the Administrative 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 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 Administrative Board shall comprise 12 persons (hereinafter referred to as ‘**Administrative Officers**’) which shall include the following positions (or such other positions as shall be determined pursuant to the BBG 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 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 Administrative 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 Administrative 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 Code in force from time to time.
- 7.4 Promptly upon taking office, each an Administrative Officer shall sign a declaration agreeing to comply with the BBG Code in force from time to time.
- 7.5 The Administrative 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 Administrative Board meetings shall be determined by the BBG Code in force from time to time.
- 7.7 Each Administrative Officer shall retire at the second AGM following her or his election to the Administrative Board. Administrative Officers may be re-elected for the same position for further 2 year periods, provided that no Administrative Officer shall hold the same position for more than 4 consecutive years. On expiration of such 4 year period, one further year must elapse before a former Administrative Officer shall be eligible for re-election for the same position. For the avoidance of doubt, Administrative Officers who have served on the Administrative Board for 4 consecutive years in the same position are eligible for election for another Administrative Board position.
- 7.8 If a vacancy occurs among the Administrative Officers during their term by resignation, disqualification or otherwise, the remainder of the Administrative 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 Code in force from time to time.
- 7.9 The proceedings of the Administrative Board shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any Administrative Officer.

8 Termination of Administrative Officers

- 8.1 Without prejudice to clause 7.7, An Administrative 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 Administrative Board by serving at least 30 days' notice in writing; or
- 8.1.4 is absent from four consecutive meetings of the Administrative Board without good and sufficient reason, as shall be determined by the BBG Code in force from time to time; or
- 8.1.5 for good and sufficient reason, as shall be determined by the BBG Code in force from time to time, the other Administrative Officers of the Administrative Board pass a resolution by a majority of 75% (hereinafter referred to as '**Super Majority**') that such Administrative Officer shall be removed from office, provided that the Administrative Officer concerned shall have the right, on giving appropriate notice, to be heard at a special meeting of the other Administrative Officers, which shall be convened pursuant to the BBG 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 Administrative Board shall determine. At least 45 days' notice shall be given by the Director of Legal & Secretariat of the Administrative 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 Code in force from time to time.
- 9.5 The business of the AGM shall include:
- 9.5.1 the election of Administrative Officers to serve on the Administrative 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 Administrative 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 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 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. Extraordinary General Meetings

10.1 The Chairman of the Administrative Board may at any time call an EGM 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 Administrative 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 Administrative Board shall convene an EGM giving 21 days' notice to the Members pursuant to clause 9.2.

10.3 No business may be transacted at an EGM other than that specified in the notice of it.

10.4 The quorum at an EGM 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 an EGM 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 Administrative Board may determine which shall, in any event, be no later than 7 days from the date of the initial EGM 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 EGM, and such meeting shall be valid irrespective of who attends.

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

11. Minutes

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

12. BBG Code

- 12.1 The Administrative Board shall within 3 months of the AGM following the adoption of this Constitution, adopt the BBG Code, which shall comply with applicable laws and regulations of the United Arab Emirates and international best practices. The BBG Code shall come into operation immediately upon adoption by a Super Majority of the Administrative Board.
- 12.2 If the BBG Code has not been adopted in accordance with clause 12.1, a further meeting shall be convened by the Chairman of the Administrative Board within the following four weeks. The BBG Code may be adopted by Administrative Officers representing a Majority of the Administrative Board.
- 12.3 If the BBG Code has not been not adopted by the Administrative Board within 6 months' after the date of the adoption of this Constitution, it shall be put to the vote of the Members at the next AGM.
- 12.4 Any amendments to the BBG Code in force from time to time shall be adopted by Administrative Officers representing a Super Majority of the Administrative 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 Administrative Officers of the Administrative Board of reasonable out-of-pocket expenses; and
 - 13.1.2 the Administrative Board being entitled to obtain policies of insurance or indemnity; and paying any premiums thereon to cover liability of the Administrative Board (or any of its Administrative Officers).

14. Accounts

- 14.1 The Administrative Board shall comply with all laws and practices applicable in the UAE 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 The audited statement of the accounts for each Financial Year shall be submitted by the Administrative Board to the AGM.
- 14.3 The audited statement of the accounts for each Financial Year shall be submitted to the Dubai Chamber within 30 days' of approval at AGM.
- 14.4 The Administrative Board shall have the power to open, operate and close bank account(s) in the name of the Group at such bank as the Administrative Board shall from time to time decide, and as prescribed by the BBG 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 EGM of the Group. The notice of the AGM or EGM, as the case may be, must include notice of the resolution and full particulars of the alteration proposed.

16. Dissolution

- 16.1 If the Administrative Board by a Super Majority decides for good and sufficient reason, as determined in accordance with the BBG Code in force from time to time, that it is necessary or advisable to dissolve the Group, it shall call an EGM 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 Administrative 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 Administrative 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 Administrative Board at a meeting held on 19 March 2018.