



مجلس الشرق الأوسط وشمال أفريقيا للترفيه والجذب السياحي
MIDDLE EAST & NORTH AFRICA LEISURE & ATTRACTIONS COUNCIL



Articles of Association for Middle East & North Africa Leisure & Attractions Council (“MENALAC”)

I. PREAMBLE

Whereas the members of the leisure and amusement community in the United Arab Emirates (U.A.E.) and Middle East and North Africa (MENA) region having identified on the need for a joint representation of the amusement and leisure operators, amusement equipment manufacturers, distributors/suppliers and stakeholders engaged in its core and ancillary business within the vicinity of Middle East & North Africa region, wish to create a NOT FOR PROFIT Trade Industry Council that aims to improve operating and safety standards within amusement operations via forums and educational initiatives and by facilitating effective interaction with the regulatory authorities and other concerned bodies on an as needed basis towards the enforcement of unified safety & operating standards; to foster further growth of the amusement industry in the region via seminars, exhibitions, educational Initiatives, business forums and last but not least to establish chapters of the proposed council in various countries within the MENA region.

The Founding Members hereby adopt this Articles of Association in its Initial Assembly to enable it to form and govern the Middle East & North Africa Leisure & Attractions Council, MENALAC, hereinafter referred to as the Council.



ARTICLE 1: CONSTITUTION, NAME, SEAT AND DURATION

- i. **CONSTITUTION:** - This Council shall be established in Dubai, United Arab Emirates, as a non-profit organization.
- ii. **NAME OF THE COUNCIL:** - Middle East & North Africa Leisure & Attractions Council ("MENALAC")
- iii. **SEAT:** - In Rashid Tower, P.O. Box 9292, Dubai Trade Centre, Dubai, United Arab Emirates
- iv. **DURATION:** - Unlimited duration.

ARTICLE 2: DEFINITIONS

- i. **Annual General Meeting (AGM)** – As used herein below refers to the Annual Meeting of the Elected Board of Directors, Members and concerned Stakeholders of the Council.
- ii. **Articles of Association:** - As used herein below means this Articles of Association and any amendments made hereto from time to time as per the Article 19.
- iii. **Board of Directors:** - As used herein below, means the Individuals who have been elected by the Members to the Board of the Council to represent the Council for a defined period of time.
- iv. **Council:** - As used herein below, Council refers to the Middle East & North Africa Leisure & Attractions Council, "MENALAC"; the Not for Profit organization formed in pursuance of this Articles of Association.
- v. **Executive Director:** - As used herein below refers to the council member duly appointed by the Founding Members to administer the registration process of the council with the applicable registering Authority and in that regard to represent the council till the completion of the registration process.



- vi. **Extraordinary General Meeting (EGM)** – As used herein below refers to the Extraordinary General Assembly called by the Board of Directors to discuss and resolve any urgent matter of the Council.
- vii. **Financial Year**: - As used herein below, means a 365 day term starting from 1st of January of a particular calendar year to the 31st December of that same year, with an exception to the first inception year, in which the Financial Year shall commence on the date of the establishment of the Council ending with 31st December of that same year.
- viii. **Founding Members**: - As used herein below, is the initial set of individuals either on their own or by virtue of being appointed by their respective organizations, as listed in Article 6.2 of this Articles of Association and has consented to be the Founding Members of this Council by virtue of being a valid subscriber to the Membership of this Council.
- ix. **General Assembly**: -As used herein below would mean an assembly of all the Members of the council.
- x. **Initial Assembly**: - As used herein below means the assembly of the initial set of members who have consented in writing to be the Founding Members of the Council.
- xi. **Meeting**: -As used herein below, means all the meetings of the Council including but not limited to the Annual General Meeting, Extraordinary General Meetings, Chapter Meetings, Committee Meetings and the meeting of the Board of Directors of the Council.
- xii. **Member(s)**: - As used herein below, refers to any organization or individual engaged in the amusement or leisure business having subscribed to become a member of the Council by furnishing and submitting the requisite and desired membership form; whose request has been duly accepted by the Membership Committee of the Council; has paid the corresponding membership fees as applicable and has accepted and subscribed to abide by the code of conduct, aims & objectives, vision statement and this articles of association of the Council and is enlisted as active member in the register of members.
- xiii. **Membership Fee**: - As used herein below, means the annual, one-time, non-refundable fee, payable by each member of the Council vis-a-vis the category of Membership applied thereto.
- xiv. **MENA REGION**: -As used herein below, refers to countries in the Middle East and North Africa more specifically listed as United Arab Emirates, Qatar, Saudi Arabia, Kuwait, Oman, Bahrain,



Morocco, Tunisia, Algeria, Libya, Egypt, Lebanon, Iraq, Jordan, Yemen and Palestine and any other countries considered to be part of MENA region.

xv. Resolution: -As used herein below, means the resolution of the Council duly presented and adopted by its Members or the Board.

ARTICLE 3: Purpose & Objectives

The purpose for establishing this Council is to bring together operators, manufacturers, suppliers, distributors, consultants, tourism boards and government authorities on a common platform and create a harmonized code for the Leisure and Attractions industry within the region.

More specifically, the objectives of the Council include the following:

- i. To promote the institutionalization of safe operations, regional development, professional growth and commercial success of the amusement industry in the MENA region.
- ii. To be an indispensable resource for the council's members and an international authority for the attractions and leisure industry.
- iii. To provide market connections between buyers and suppliers through events and gatherings.
- iv. To be an allied partner with state, regional and national industry associations.
- v. To gather information, maintain database and be a credible resource for industry data and statistics.
- vi. Achieving highest safety standards at par with the International safety standards by the Council Members.
- vii. Adopting state of the art technology to improve the quality of the operators and in turn the operations.
- viii. To facilitate communication within the related bodies and persons in the MENA Region;
- ix. Building knowledge base by incorporating the necessary educational imitative and promoting knowledge sharing within the industry.
- x. To develop and promote short-term and long-term training programs for individuals and



institutions in amusement facility operations.

- xi. To advise, liaise and advocate with Governments and Regulatory bodies, consumers and the media both at the States and Federal level for initiating appropriate measures and quality and safety standards for operating state of the art Leisure and Entertainment facilities in the MENA region.
- xii. In general, to pursue any other lawful activity aligned to the purposes and objectives of the Council that is mandatorily approved by the Board of Directors of the council.

The Council and its Members shall not undertake or engage in any political or religious activity within the United Arab Emirates, MENA Region or Outside the MENA Region nor allow its funds or facilities to be used for political and/or otherwise religious and/or any other activities not allowed as such within the laws of the applicable jurisdiction.

ARTICLE 4: Membership

4.1. Admission

Any commercial entity and/or individual within the MENA REGION engaged in the amusement and/or leisure industry, having a valid and active trade license and in case of an individual as on the date of consenting to become a Member of the Council is above the legal age as applicable in the emirate of Dubai and the United Arab Emirates, respectively and in addition subscribes to abide by the Council's Code of Conduct are eligible to apply for Membership to the Council.

Any new member may only be admitted upon approval by a simple majority of the Membership Committee that has been formed pursuant to the powers enshrined in this Articles of Association to the Board of Directors. The Membership Committee considers all applications it receives on merit and shall make its decisions either to accept and/or reject the applications in written with due reasoning to the President and the Secretary General of the Board of Directors or any other committee appointed for such purpose for their record and review. Any person desirous to become a member of the Council shall make a written application to the Membership Committee in a form



prescribed by the Council and shall pay the corresponding and required fee for such membership. It is the exclusive prerogative of the Membership Committee to admit or refuse membership to any candidate based on its sole discretion and no reasons shall be provided for its decision of acceptance or rejection to the applicant, however any prospective individual or corporate body desirous to become a benefactor member shall be inducted as such, subject to the mandatory approval of the board of directors in addition to the membership committee as described above.

A member of the Council once admitted, shall: -

- i. Make efforts to promote the objectives of the Council and not do or cause to be done any act which is detrimental to the credit, welfare, reputation or interest of the Council.
- ii. Other duties and obligations of members shall be indicated in the by-laws, to be issued by the Board.

4.2. Membership Categories

There are five different types of membership that shall be offered to a prospective member to choose from, namely: -

- i. OPERATOR MEMBER**
- ii. MANUFACTURERS/SUPPLIERS/DISTRIBUTORS MEMBERS**
- iii. PROFESSIONAL MEMBER (CONSULTANT/ CONSULTING FIRMS)**
- iv. BENEFACTOR MEMBERS**
- v. INDIVIDUAL AND/OR HONORARY MEMBER**

The membership is subject to a payment of the applicable fees as mentioned herein below corresponding to the membership category, however the members in general enjoy among others several common key benefits as enumerated below, namely: -

- i. Access to all meetings, functions and free workshops conducted by the council, Preferential*



Member charges for the Activities of the Council, Option to participate within Committees and Sub- committees of the Council.

- ii. Opportunity to meet, interact and network with leisure and attraction operators from all over the MENA region and with associate members from all over the globe.*
- iii. Unified safety standards for the leisure industry and HSE guidelines.*
- iv. Preferential Access to educational seminars, webinars, events and certified training programs organized by MENALAC and other affiliated trade associations (where applicable)*
- v. Regular e-newsletters and e-mail alerts to registered members providing updates on MENA and global leisure and attractions business*
- vi. Access to MENA Leisure and Attractions Annual survey report.*
- vii. Listing in the Annual MENALAC members directory*
- viii. MENALAC Annual membership certificate*
- ix. MENALAC logo for use on the business cards and marketing collaterals.*
- x. Preferential participation within trade delegations, conferences, study tours and exhibitions, regionally and internationally as a MENALAC DELEGATE*
- xi. Benefits of reciprocal arrangements with other international trade associations and councils*
- xii. Invitation to the Annual MENA leisure and attractions Industry awards program.*



A. OPERATOR MEMBER	ANNUAL FEES (AED)
Any organization owning an Amusement or Leisure operations within the MENA Region.	
<i>Sub - Categories of An Operator Member</i>	
<ul style="list-style-type: none"> i. An organization which employs less than 49 employees; ii. An organization which employs 50-99 employees; iii. An organization which employs more than 100 and above employees. 	5,000/- 7,500/- 10,000/-
ADDITIONAL MEMBERSHIP BENEFITS <ul style="list-style-type: none"> i. An Operator Member can nominate one individual person associated with the Operator Organization in their capacity as an Owner or an Employee to represent their interests in the Council. ii. Each Operator Member will possess one voting right at the Annual General Meeting of the Council. iii. Listing in the membership directory. 	



B. MANUFACTURERS/SUPPLIERS/DISTRIBUTORS MEMBERS	ANNUAL FEES (AED)
A Manufacturer/Supplier/Distributor who is presently offering or desire to offer any product or services falling within the objectives of this Council.	3,000/-
ADDITIONAL MEMBERSHIP BENEFITS	
<ul style="list-style-type: none"> i. Includes membership upto only 1 member/employee of the member organization with no voting rights at the Annual General Meeting and/or Extra Ordinary General Meeting, ii. Listing in the membership directory. 	



C. PROFESSIONAL MEMBER (CONSULTANT/ CONSULTING FIRMS)	ANNUAL Fees (AED)
A Professional Member qualifies to be a Member, as long as he/it remains to be the Consultant in providing his/its services to the members in the MENA region in any activities forming part of the objective of this Council.	3,000/-
ADDITIONAL MEMBERSHIP BENEFITS	
<ul style="list-style-type: none"> i. Includes membership upto only 1 member/employee of the member organization with no voting rights at the Annual General Meeting and/or Extra Ordinary General Meeting, ii. Listing in the membership directory. 	



D. BENEFACTOR MEMBER	Annual Fees (AED)
<p>A Benefactor member qualifies to be Member, as long as he/it is associated with the leisure and entertainment business and pays an annual membership fee as mentioned.</p> <p>There shall be a maximum of only seven (7) benefactor members in the council at any given point of time.</p>	100,000/-
ADDITIONAL MEMBERSHIP BENEFITS	
<p>i. <i>Nomination of upto three (3) members to the Council, including one permanent seat in the board of directors (such nominations must be done in writing and either or all three representatives may be changed by written notice at any time during the duration of the membership at no additional membership fee).</i></p> <p>ii. <i>Each Member has the right to exercise one vote each at the Annual General Meeting and/or Extra Ordinary General Meeting.</i></p> <p>iii. <i>Five (5) free of charge delegate invitations to paid events per individual to all events, functions and workshops of the Council per year.</i></p> <p>iv. <i>20% discount on each additional entry per delegate to the functions and events and workshops from the member organization.</i></p> <p>v. <i>Special badge distinguishing benefactor members from other category of members during and at council activities.</i></p> <p>vi. <i>One (1) free advertisement in the membership directory.</i></p> <p>vii. <i>Special listing in the membership directory.</i></p>	



E. INDIVIDUAL OR HONORARY MEMBER	Annual Fees (AED)
<p>A founding member or an individual who is invited by the Board of Directors to be associated with the Council as an Honorary Member.</p> <p>Honorary members do not pay membership fees and do not have any voting rights.</p>	0

(The Council can add other categories of Membership if it deems that fit)

4.3. The register of Member: - The Council shall maintain at its registered office a register of its members and shall enter therein within 15 days after the admission of a member or the cessation of the membership, as the case may be, the following particulars;

- i. Name and Address of the member (including phone, fax and E-mail wherever available)
- ii. The date on which the member was admitted
- iii. The date on which the member ceased to be such member

4.4. Resignation and Exclusion

A Member individually or an organization represented via the member (including members holding official positions in the council) can submit its resignation in writing through the Secretary General to the Board of Directors at any time, by giving not less than thirty (30) day's written notice.

A Member may be excluded from the Council by the decision of the Board of Directors taken by a majority vote of two thirds (2/3) of the present or represented Board members in any of the circumstances mentioned in Article 4.5 below;



4.5. A member of the Council shall cease to be a member in the following circumstances: -

- i. Upon death
- ii. Upon being convicted by a court/quasi-judicial authority of competent and/or applicable jurisdiction.
- iii. Upon tendering his resignation in writing, provided that he will be liable to pay monies due and payable by him to the Council, according to the articles of the associations "AOA".
- iv. Upon failing to pay the membership fees.
- v. Upon expulsion from membership as per the by-laws appended to these AOA.

ARTICLE 5: GENERAL ASSEMBLY

The General Assembly defines the Council's general objectives and provides it with the means and the mandate to attain its objectives. The General Assembly sets the general policy, approves the activity report of the Board, elects the Board and the Executive Committee as well as approves the Council's annual budget and financial accounts; the board is accountable to the general assembly.

The General Assembly is composed of all the approved members of the Council.

5.1. Powers of General Assembly

- i. Elect and appoint the members of the Board;
- ii. Define the terms and conditions and the annual membership fee for Members;
- iii. Examine and approve the accounts and budget;
- iv. Final discharge of Board members and Secretary General from their financial administration;
- v. Adjust the by-laws or other procedures governing the conduct of the Council's activities, and approve amendments to these Articles of Association;
- vi. Dissolution or winding up of the Council and transfer of assets remaining after payment of all debts.



5.2. Annual General Meeting

An ordinary meeting of the General Assembly (the “Annual Meeting”) shall be convened annually during the first THREE (3) months following the end of the Council’s Financial Year, on a date and at a place determined by the Board of Directors.

5.3. Extraordinary General Meeting (EGM)

An extraordinary General Assembly Meeting can be convened at any time either by a simple majority of the Board of Directors or by such number of Members representing at least 50% (1/2) of all of the Members.

EGM can be called if matters of importance to the Council arise which require the members to vote.

The requisition for conducting an EGM, should state clearly the purpose of the meeting and the business to be transacted there at. No other business will be discussed.

When deciding to convene the meeting as above –mentioned, the Board shall do that within 15 days and give 7 days’ notice to the members before the date of the meeting.

5.4. Notice of Meetings and Agenda

Notices will be sent by electronic-mail to each member, confirmed by Electronic Mail, Regular Postal Mail, web notification on the Council’s Website, or communication or other reasonable means of written communication at least two (2) weeks prior to the meeting. Such notice shall also contain the agenda, which shall include:

- i. To receive and adopt the Annual Report of the affairs of the Council,
- ii. To receive and adopt the audited financial statements of the Council,
- iii. To elect the office-bearers,
- iv. To transact any other matters that may brought up, with the permission of the President;
- v. Notice of the AGM shall be sent by post/fax or displaying it on the Council’s website. Once displayed on the website, this shall be deemed as compliance with the notice requirement.
- vi. Unless otherwise provided for elsewhere in these AOA, all resolutions at the AGM shall be passed by a simple majority.
- vii. The auditors shall have the right to attend the AGM and be heard on any matter that concerns



them.

5.5. Quorum and Voting

No meeting of the General Assembly shall be valid and considered to have been properly constituted with the necessary Quorum unless attended by 50% of the Members. Members may also vote by proxy by mail or electronic communication to the President. Proxy votes must be received 48 hours before the specified time of the AGM.

If there is no quorum, the meeting shall be adjourned for two weeks. The members, who will be present at the adjourned meeting, shall form the quorum.

5.6. Meetings of General Assembly

The General Assembly shall, at least once a year, convene its meetings at the permanent seat of the Council or such other place as decided by the Board of Directors in the preceding board meeting or at the request of the President. The Secretary General shall send notice of General meetings at least 21 days before the meeting. Notices will be sent by e-mail to each member, confirmed by ordinary mail, fax, web communication or other reasonable means of written communication.

5.7. Minutes of the Meetings

Minutes and resolutions shall be drawn up after each ordinary or extraordinary meeting by the secretary general and signed by the Board of Directors present. A copy shall be provided to each of the Members and the relevant authority if required under the applicable rules.



ARTICLE 6: BOARD OF DIRECTORS

6.1. The Board of Directors has all the powers and authority to manage the affairs of the Council except the limited powers mentioned in Article 5.1.

In particular without prejudice to the generality of the foregoing, it is hereby declared that the Board shall have the following powers: -

- i. Develop the Council's strategy & policy;
- ii. Select the venue of the Annual Meeting, and set the program for and determine any registration fee for attending the Council's events;
- iii. Establish and Monitor the accounts, budget and membership fees and submit same to the Annual Meeting;
- iv. Appoint the Membership Committee to Approve new applications for membership of the Council;
- v. Approve the appointment of Secretary General and administrative staffs.
- vi. Determine the uses and sources of funds and submit the Council's Board composition to the Annual Meeting; and
- vii. Define the mission and powers of the Secretary General, in performing the general management of the Council and its day to day administration.
- viii. To open, operate or close bank accounts;
- ix. To acquire or sell any properties including any real estate property for the Council;
- x. Fill a casual vacancy in the Board or a sub-committee;
- xi. To prepare and approve the Annual Report of the Council;
- xii. To appoint the Election Officer;
- xiii. To transact any other business, other than the above mentioned.

All the above powers can be exercised by the Board with simple majority of the votes.



6.2. The Board shall have the following powers, to be exercised pursuant to a two third majority of the members present and voting.

- i. Expulsion and/or suspension of the membership of a member of the Board or the Council.
- ii. To consider and approve the audited financial statements,
- iii. To approve notice for convening an Extraordinary General Meeting,
- iv. To decide matters relating to the interpretation of the provisions of these AOA.

6.3. Board Members and Appointment

The Council is managed by a Board of Directors consisting of 17(Seventeen) members out of which 7 (Seven) shall be permanently reserved for the benefactor members. Eight (8) operator members and two (2) manufacturers/ suppliers/ distributors/ consultants (hereinafter referred to as “vendor members”) with no voting rights, shall be elected by the benefactor and operator members.

The President, Vice-Presidents and Treasurer Will be elected among the (15) Board Members by a simple majority of votes and the voting shall be done via show of hands during the meeting.

The Board of Directors is elected for a period of two (2) years. Their mandate is renewable. They can be excluded at any time by the General Assembly, subject to quorum provided in the Articles of Association, by affirmative vote of two-thirds (2/3) of members eligible to vote and are present or represented at the General Assembly.



6.4. Founding Members

The Founding Members are:

Name	Organization	Country of Residence
Mr. Craig Hart	Al Futtaim Group, Qatar	Qatar
Mr. Majed Al Hokair	Al Hokair Group, KSA	KSA
Mr. Mishal A. Al Hokair	Al Hokair Group, UAE	UAE
Mr. Jean Habre	Sparky's, Abu Dhabi, UAE	UAE
Mr. Fahad Al Othaim	Al Othaim Leisure & Tourism Co. KSA	KSA
Mr. Scott Deisley	Atlantis the Palm, UAE	UAE
Mr. Francois Pain	Emaar Retail LLC, UAE	UAE
Mr. MarkusMack-Even	Ilyas & Mustafa Galadari Group LLC	UAE
Mr. Mohamed Adnaan	Ilyas & Mustafa Galadari Group LLC	UAE
Mr. Silvio Liedtke	Landmark Leisure, UAE	UAE
Mr. Damien Latham	MAF Leisure & Entertainment LLC	UAE
Mr. Daniel Cuffe	Dubai Parks and Resorts, UAE	UAE
Mr. Prakash Vivekanand	The Zone FZCO, UAE	UAE
Mr. Ahmad Hussain Bin Essa	Global Village	UAE
Mr. Marcel Hendriks	Dubai Parks and Resorts, UAE	UAE



Name	Organization	Country of Residence
Mr. Steven Smith	Dubai Parks and Resorts, UAE	UAE
Mr. FerozMoideen	Hyatt Plaza	Qatar
Mr. Chris Perry	Wild Wadi	UAE
Mr. Mohammed Attia	Al Othaim Leisure & Tourism Co.	KSA
Dr. J S Dattakumar	Antics Land, Sharjah Mega Mall, Sharjah, UAE	UAE
Mr. Sharif Rahman	International Expo Consults, UAE	UAE
Mr. Robert Addison	Seef Properties, Bahrain	Bahrain
Mr. Ahmad Dakheel Al Osaimi	Tamdeem Entertainment	Kuwait
Mr. Omar Ebdah	Fantasy Factory, KSA	KSA

The founding members shall remain honorary members in their individual capacity in recognition to their efforts in the formation of this council.

Honorary member shall have no voting rights in any meetings and shall remain as honorary member subject to being legally subscribed to the honorary membership.

6.5. President

The Board of Directors shall elect by a simple majority a President, Vice-Presidents and Treasurer among the directors. The President, the Vice- Presidents and the Treasurer are elected for a term of two (2) year which is renewable. The President or in case of impediment, the Vice-Presidents or in case of impediment, the Treasurer chairs the meetings of the General Assembly and of the Board of Directors. The President shall have casting vote, in case of a deadlock.



6.6. Executive and Steering Committees

The Executive Committee submits strategic and major positioning issues to the Board for decisions. Its proposals to the Board are based on input from the Secretary General. It may be composed of the President, Vice President, Treasurer and one Board member. The Executive Committee is elected every year by the Board and its mandate and the powers are determined by the Board of Directors.

6.7. Tenure of Office

- i. The members of the Board of Directors shall be elected for a period of two (2) years and may stand for re election more than once at the end of the term of office, subject to a maximum of three (3) continuous tenures
- ii. Four (4) out of the eight operator directors shall retire by rotation after completion of the term and offer themselves for re-election subject to 6.7 (i) above
- iii. In order to comply with (ii) above, 4(four) elected directors with highest votes shall be given a one-time term of three (3) years. Thereafter election for the 4 operator directors retiring by rotation shall be held every year

6.8. Meetings of Board

The Board of Directors shall, at least once in three months, convene its meetings at the head office of the Council or such other place as decided by the Board of Directors (at least three five (5) in the preceding board meeting or at the request of the President. The Secretary General shall send notice of Board meetings at least fourteen (14) days before the meeting. Notices will be sent by e-mail to each member of the Board, confirmed by ordinary mail, fax, web communication or other reasonable means of written communication.

6.9. Quorum of Meetings

No meeting of the Board of Directors shall be valid unless attended by at least five (5) members of the Board. It shall be permissible for a member of the Board of Directors to depute in writing another member of the Board to vote on his behalf.



6.10. Resolutions

Resolutions of the Board of Directors shall be adopted by a majority of the votes of the Directors present or represented.

6.11. Minutes of Meetings

Minutes of the Board meetings and relevant annexes will be drafted and kept in a register available at the head office of the Council. Copies thereof shall be provided to each Member of the Board no later than 14 days after each meeting.

6.12. Disqualification

If a member of the Board of Directors fails to attend two consecutive meetings per year without a justification acceptable to the Board, he or she shall be deemed to have resigned, or;

- i. Dies or becomes legally incompetent or becomes otherwise incapable of performing his duties as a member of the Board; or
- ii. Convicted of any crime offensive to honor or trustworthiness; or
- iii. Is declared bankrupt or ceases to pay his commercial debts, even if the same has not resulted in the announcement of his bankruptcy; or
- iv. Resigns from his post pursuant to a written notice sent to the Board of Directors; or
- v. Is excluded by a General Assembly resolution by a majority of 2/3rd votes of the members present and voting.

6.13. Secretary General

The Board of Directors shall appoint a Secretary General for the Council. The Secretary General shall have the charge over the general management of the Council and in particular the day to day administration.

6.14. Committees and Working Group

The Board of Directors are empowered to endorse projects of common interest to the Members by the establishment of advisory boards, working groups and committees of whom it determines the



composition, the mandate and the duration.

6.15. Filling of Casual Vacancy of Office Bearers and Board Members

Upon resignation or casual vacancy of an office bearer or member of the Board, the Board shall be entitled to co-opt any member of the Board in case of an office bearer and any member of the Council in case of a member of the Board, to fill such vacancy in an acting capacity till the date of the elections by the members in the next General Meeting.

6.16. Functions of the Board

The Board shall be responsible for the overall management of the affairs of the Council and shall exercise all such powers and do all such acts and tasks that are incidental or conducive to the attainment of the objectives of the Council.

Without prejudice to the generality of the foregoing, the Board shall have the following powers: -

- i. To manage the funds of the Council, open, operate and close all types of Bank accounts in the name of the Council. The Board may designate the President or Vice-President or any of the office bearers, in addition to the Treasurer to operate and manage such Bank account.
- ii. To appoint sub-committees from among its members or other members of the Council and to delegate to them such functions as it deems fit and according to the provisions in the by-laws pertaining to this.
- iii. To renew the license of the Council, carry out all administrative affairs of the Council and for this purpose may engage staff, fix their remuneration, and obtain office facilities and other related services.
- iv. To represent the Council before Judicial Authorities, Ministries, Government Departments, Police, Municipalities and Chambers of Commerce and Industry in the United Arab Emirates or abroad.
- v. To receive sponsorship, grants as per the Laws and Regulations of Dubai and UAE.
- vi. To establish its own by-laws and guidelines for the conduct of its business and amend the same from time to time as needed.
- vii. To establish chapters of this Council in various countries in the MENA region.



ARTICLE 7: CONTRIBUTIONS

7.1. Sources of Funding

The Council shall have its own budget and shall be financed from the following revenues:

- i. Initial Formation Fund for the startup;
- ii. The annual membership fees from varied categories;
- iii. The delegates' registration fees and sponsorship revenue for the Council's events;
- iv. Funding and contributions for specific activities/projects paid by any of the Members;
- v. Sponsors
- vi. Tradeshows
- vii. Publications
- viii. Conferences and seminars
- ix. Educational and Training initiatives
- x. Funding and contributions paid by any other parties provided such funding is approved by the Council's Board of Directors and Dubai Chamber of Commerce and Industry.

7.2. Reserve Fund

Out of every infusion of capital, at least 5% shall go to the consolidated reserve fund to be created post registration and obtaining of the license which shall be used as per the objective of the Council and/or specifically in times of crisis or an emergency.

7.3. Purpose of Fees

The fees, contributions and funding provided by the Council's Members shall be applied solely towards the promotion and achievement of the Council's aims and objectives.



ARTICLE 8: LEGAL REPRESENTATION

In all acts, documents and before the courts, the Council shall be validly represented by the President.

ARTICLE 9: ANNUAL ACCOUNTS

The financial year of the Council shall commence on 1st January and end on 31st December in each year, with the exception of the first financial year of _____, which shall commence as from the date of its creation and shall terminate on _____ of the following year.

ARTICLE 10: AUDITORS

The Council shall have one or more auditors of accounts to be appointed by the General Assembly at the Annual General Meeting.

ARTICLE 11: DISSOLUTION / WINDING UP

Dissolution of the Council shall be by resolution passed by a majority of two thirds (2/3) of the votes in a meeting of the General Assembly. In the event of dissolution, the General Assembly shall appoint a liquidator and the net assets of the Council shall devolve to the party or parties specified by the General Assembly in accordance with applicable law.



The General Assembly shall decide on the method of dissolution and of liquidation of the Council. The net assets after liquidation may only be assigned to legally incorporated persons that pursue aims similar to those of the Council, or at least on a non-profit basis.

ARTICLE 12: AMENDMENTS TO THE ARTICLES OF ASSOCIATION

These Articles of Association may be amended, in whole or in part, at any time at any ordinary or extraordinary meeting of the General Assembly, by affirmative vote of two-thirds (2/3) of Full Members present in person or by duly authorized representatives, or by proxy

ARTICLE 13: COMPETITION LAWS

The Council shall act and conduct all of its activities in accordance with all applicable competition and anti-trust laws.

ARTICLE 14: CONFIDENTIALITY

The Council shall act and conduct all of its activities in accordance with all applicable Confidentiality laws.



ARTICLE 15: BY-LAWS

The Board of Directors may adopt by-laws consistent with the provisions of these Articles of Association in order to ensure the proper functioning and management of the Council.

ARTICLE 16: DISPUTE RESOLUTION

Any dispute arising out of or in connection with this Memorandum of Association including any question regarding its existence, validity or termination, shall be referred to and finally resolved by binding arbitration under the Arbitration Rules of Dubai International Arbitration Centre (DIAC), whose rules are deemed incorporated by reference into this section. The number of arbitrators shall be one (1). The seat, or legal place of arbitration, shall be in Dubai, UAE. The language to be used in the arbitration shall be English.

ARTICLE 17: OFFICIAL LANGUAGE

English and Arabic language shall be the official language of the Council. Other languages may be included as official languages if considered appropriate and beneficial to the members of the Council.

ARTICLE 18- INTERPRETATION OF THE ARTICLES OF ASSOCIATION



The ruling of the Board shall be decisive in all matters relating to interpretation of provisions of these Articles of Association, unless otherwise specifically provided in these Articles or the by-laws.

ARTICLE 19- BYLAWS

The Board of Directors may elaborate bylaws for issues not covered in these articles of association provided that those bylaws do not contradict the content of these Articles of Association.

ARTICLE 20-AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Any amendments to these Articles of Association shall be approved by a majority of two thirds of the members present and are entitled to vote at the General Meeting where such motion is moved for approval.

ARTICLE 21-GOVERNING LAW

These Articles of Association are made in Dubai and are therefore subject to the laws and regulations of Dubai and the UAE.