



## IRISH BUSINESS COUNCIL—DUBAI.

### ARTICLES OF ASSOCIATION

ARTICLE 1 - NAME AND ESTABLISHMENT

ARTICLE 2 - OBJECTIVES

ARTICLE 3 - MEMBERSHIP CATEGORIES

ARTICLE 4 - MEMBERSHIP APPLICATIONS AND ACCEPTANCES

ARTICLE 5 - FINANCIAL YEAR AND FINANCING SOURCES

ARTICLE 6 - VOTING RIGHTS ARTICLE

ARTICLE 7 - MEETINGS OF THE IBC BUSINESS COUNCIL

ARTICLE 8 - THE ADMINISTRATION OF THE IBC BUSINESS COUNCIL

ARTICLE 9 - BYLAWS

ARTICLE 10 - GOVERNING LAW

ARTICLE 11 - REGISTRATION WITH COMPETENT AUTHORITIES

## **ARTICLE 1: - NAME AND ESTABLISHMENT**

There shall be established in Dubai an Irish Business Council ("IBC" hereinafter) which is a voluntary, non-profit association of professionals and companies of Irish origin in the United Arab Emirates (U.A.E.) and will have its registered office in Dubai. It may open branches in the rest of the Emirates by virtue of a decision to be issued by its administrative board and subsequent approval from competent authorities. The IBC shall function under the umbrella of Dubai Chamber of Commerce and Industry. These Articles of Association regulate basic aspects as its objectives, membership, financing, meetings, voting rights and administration.

## **ARTICLE 2: - OBJECTIVES.**

IBC's objectives are:

- To promote Irish commercial and business interests in the UAE and encourage economic and commercial activities, investments and other initiatives between Ireland and the UAE.
- To offer IBC'S members a platform to exchange information and experiences and to communicate and interact with public and private entities and persons in the UAE by means of meetings, gatherings, seminars, conferences, receptions.
- To encourage mutual awareness, exchange of information and the promotion of Irish culture and social activities in the UAE.
- To contribute to the development of dual and mutual commercial, economic, cultural, technical, sport and cultural relationships between Ireland and the UAE.
- To organize events to reinforce and improve the image of Ireland in the UAE.
- In general, any other lawful activity related to the promotion of business and / or cultural ties between UAE and Ireland.

## **ARTICLE 3: - MEMBERSHIP CATEGORIES**

### **A. Corporate. Companies of Irish origin doing business in the UAE and as well legal entities established in the UAE who are interested in and share the IBC'S objectives and can show a clear business link with Ireland or its citizenship.**

Corporate members shall pay the corporate membership fee as established from time to time. The company shall have the right to nominate up to two (2) individual persons employed by the company as its representatives. Corporate members under this category A shall each have one vote. Such nomination must be done in writing and either or both of the two representatives may be changed by written notice at any time during the duration of the membership at no additional membership fee.

### **B. Professional. Any Irish professional residing in the UAE who is interested in and share the IBC'S objectives.**

Professional Individual members shall pay the prescribed fee as determined from time to time. A professional individual member shall have one vote. Professional membership shall not be assignable.

### **C. IRISH Public Entities and Organisations:**

Irish public entities and organisations under this category shall not have the right to vote but shall be allowed to attend all meetings of the IBC and make all suggestions that they might have with regard to the IBC'S activities. Members under this category are exempted paying any membership fee.

D. **Honorary Members or Personalities** Honorary members and personalities shall include the Irish Ambassador to the UAE, the Enterprise Ireland UAE manager, the Invest Northern Ireland UAE manager, Chairman of Dubai Chamber of Commerce and Industry, and any other personalities that the Administrative Board may decide by majority vote that are appropriate to be invited to join the IBC as honorary members. Members under this category are exempted from paying any Membership fee.

E. **Overseas Members** Overseas Members are Irish companies and individuals who do not have a presence in the UAE but who are interested and share the IBC'S objectives. Members of other Irish Business Groups worldwide can also become Overseas Members. Overseas Members are exempted from paying membership fees and will not be allowed to vote in the General Assemblies of the Council.

#### **ARTICLE 4: - MEMBERSHIP APPLICATIONS AND MEMBERSHIP FEES**

Applications for membership shall be addressed to the administrative board, who will by simple majority vote determine the acceptance of the applicant member. Applicants shall complete the approved application form and shall provide the administrative board with any other information that the administrative board may deem appropriate.

Once approved and once the membership fees have been paid, the membership will be valid for a period of one year renewable for subsequent yearly periods upon payment of the yearly membership fees. Yearly membership fees shall be established in the Bylaws. In the event that any member fails to pay the applicable membership fee, the Administrative Board will send a reminder to the concerned member who will have a period of one month to make payment. Failure to pay after such period will entail invalidation of the membership and the member will be accordingly notified.

#### **ARTICLE 5: - FISCAL YEAR AND FINANCING RESOURCES**

The fiscal year of the IBC shall be from October 1 until September 30th. The IBC will be financed by:

- Membership fees
- Public or private donations (if these donations are made by other than the members of the IBC, whether that are inside or outside the UAE, a prior written permit has to be issued by the Dubai Chamber)
- Sponsors
- Various revenues from IBC activities

#### **ARTICLE 6: - VOTING RIGHTS AND APPOINTMENT OF PROXIES**

Members of categories A and B, as established in Article 3, shall have one vote each in all assemblies and meetings of the IBC. Members of categories C, D and E as established in Article 3 shall not have right to vote but can attend all general assemblies, as well as general or extraordinary meetings and can

express their opinion and shall have a consultative capacity. A corporate or individual member can appoint any other member of the IBC as proxy to vote on his name at a given Assembly, provided that such an appointment is sent in writing to the administrative board no later than 11 a.m. of the day of the assembly. A member cannot act as proxy of more than ten members any given assembly or meeting.

#### **ARTICLE 7: - MEETINGS OF THE IBC Annual General Assembly:**

An annual general meeting shall be held every year during the months of September or October and the following issues will be dealt with and decided at the annual general meeting:

1. Presentation of the IBC'S annual report of activities and events related to the previous year.
2. Discussion, outline and approval of IBC'S planned activities for the coming year-
3. Election of the members of the administrative board when applicable.
4. Approval of accounts from previous year.
5. Approval of annual budget for coming year.
6. Other miscellaneous matters of relevance that the committee may propose.
7. Other miscellaneous matters of relevance that 51% of the members may propose.

#### **Extraordinary General Assemblies**

Extraordinary general assemblies can be called if matters of importance to the IBC arise which require the members to vote. Extraordinary general meetings can only be called by the administrative board or by written request to the administrative board of at least 51 % of the members explaining the reasons for such a request. Only proposals and issues placed on the Agenda will be discussed at extraordinary general meetings.

#### **Notice**

Notice of the annual general meeting with an agenda attached and information regarding the date and location for the said meeting will be sent by the chairman of the IBC to all members registered with the IBC at least 3 weeks prior to the meeting. Members shall be responsible for the accuracy of the contact details given to the administrative board when applying for membership and shall keep the administrative board informed of any variation in their contact details. Non receipt of the notice by any member shall not invalidate the proceedings of the assembly.

#### **Quorum and Resolutions:**

Resolutions taken by any assembly shall be by simple majority of votes provided that there was a quorum of at least 30% of members present or represented at the meeting. Members may also vote by proxy by mail or electronic communication to the chairman. Proxy votes must be received 48 hours before the specified time of the AGM. If the quorum is not reached, the Assembly will be adjourned for two weeks. Notice of such adjourned assembly will be sent in the same form as established in the previous paragraph. A higher quorum of 51% of Members and a higher majority vote of 2/3 in favour will be required for any decisions related to:

- Modification of the articles of association or their bylaws
- Dissolution of the IBC

#### **Minutes of Assemblies**

Minutes of all assemblies and meetings will be prepared by the General Secretary and signed by the members of the administrative board.

## **ARTICLE 8: - THE ADMINISTRATION OF THE IBC**

The Administrative Board's mandate and composition

The IBC will be managed by an administrative board ("the committee") composed of 7 Members elected annually at the AGM and its composition will be as follows:

- One chairperson elected amongst the members at the general assembly and will be entitled to vote.
- One vice-chairperson elected amongst the members at the general assembly and will be entitled to vote.
- One treasurer elected amongst the members at the general assembly and will be entitled to vote.
- One secretary elected amongst the members at the general assembly and will be entitled to vote.
- Three members elected amongst the members at the general assembly and will be entitled to vote.
- Committee Officers, namely the Chair, shall hold office in their position for a term not to exceed two consecutive years from the first date of their election to that specific post. The Vice-Chair, Treasurer and Secretary shall hold office in their position for a term not to exceed three consecutive years from the first date of their election to that specific post. Accordingly, they shall automatically step-down from their incumbent position at the end of this period. However, they shall be eligible for election for other positions in the committee at that time if they so choose.

**Tasks and Duties of the Committee towards the General Assembly** The committee will be responsible for the following activities:

- Preparation of annual reports on the activities undertaken by the IBC during the finished financial years for presentation to the general assembly.
- Preparation of annual reports on planned activities for the coming year for presentation to the general assembly.
- Preparation of the annual accounts for presentation to the general assembly.
- Preparation of the annual budget for presentation to the general assembly.

### **Meetings, Notice, Quorum and Voting of the Committee**

The committee will meet on a regular basis and in any case not less than once a quarter. The committee can by its own initiative, invite to its meetings and deliberations any members of the IBC who are not part of the administrative board. Notice containing the time and location of the administrative board's meetings shall be sent to all 7 (seven) members at least 5 (five) days prior to the meeting. The committee may deliberate and adopt resolutions only if 5 (five) members out of its 7 (seven) members are present. The committee will adopt its resolutions by simple majority vote and the chairman will have the casting vote.

### **Vacancies at the Administrative Board**

If for any reason, a member of the committee is unable to serve a full year, or misses three consecutive committee meetings; the committee may fill this vacancy by co-opting another IBC member on the committee until election of the committee at the next annual general assembly.

### **General Provisions**

The members of the committee shall be elected at the annual general meeting to be held every year. Nominations / proposals for committee members shall be sent to the secretary of the IBC during the notice period of the annual general meeting. The committee will appoint amongst the members present at the assembly, two persons to assist the secretary in the collection and counting of the results of the voting. When undertaking its duties and tasks within the IBC, the members of the committee shall act in the interest and as representatives of the whole IBC.

Bank arrangements shall be implemented as the administrative board shall deem appropriate, In any event, two joint signatories shall be always required for the IBC's bank accounts.

### **Sub Committees**

The Irish Business Council will operate and supervise a number of sub-committees under the general terms of these Articles. These sub-committees shall be formed from the members of the IBC and will maintain their own individual names and be mandated to appoint their own supervisory committee including the positions of Chair, Vice-Chair, Secretary, Treasurer and a number of general committee members as they deem fit. At least one member of the Irish Business Council Committee will be a member of such supervisory committees. Those sub-committees will be authorised to carry out activities and events consistent with their purpose and pursuant to the objectives of the IBC. Those sub-committees will be authorised to collect membership subscriptions. Those sub-committees will maintain books of account and provide regular reports on their activities and financial position to the Irish Business Council committee. The Irish Business Council will form the following sub-committees in the first instance:

- 1) The Dubai Irish Society Committee (DIS): this committee will be focused on the promotion of Irish culture, arts and community in Dubai / UAE, and the arrangement of associated activities / events for its members;
- 2) The Dubai Irish Celts Committee (CELTS): this committee will be focused on the promotion of Irish sports in Dubai / UAE, and the arrangement of associated activities / events for its members;
- 3) The Dubai Irish Golf Society Committee (DIGS): this committee will be focused on the promotion of golfing activities in Dubai / UAE, and the arrangement of associated activities / events for its members;
- 4) The Dubai Irish Charity Committee (DIC): this committee will be authorised to arrange various charitable events and activities by the Irish community in Dubai / UAE;

### **ARTICLE 9: - BYLAWS:**

The committee 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 10: - GOVERNING LAW**

The IBC will not undertake any political activities and will at all times be governed by the laws of Dubai and the United Arab Emirates.

**ARTICLE 11: - REGISTRATION WITH COMPETENT AUTHORITIES**

This Articles of Association has been duly approved by all members on (the date) and subsequently deposited with the Dubai Chamber of Commerce and Industry. END