

**Regulations Organizing
Business Groups of Dubai Chambers**

Title of the Regulations

Article (1)

These Regulations shall be cited as the "Regulations Organizing Business Groups of Dubai Chambers".

Definitions

Article (2)

The following words and expressions, wherever mentioned in these regulations, will have the meaning indicated opposite each of them unless the context implies otherwise:

- State** : The United Arab Emirates.
- Emirate** : The Emirate of Dubai.
- Government** : The Government of Dubai.
- Dubai Chambers** : Dubai Chambers established under Law no (1) of 2022 on Establishing Dubai Chambers.
- Board** : The Dubai Chambers' Board of Directors.
- Government Entity** : It includes government departments, public bodies and institutions, councils, and governmental authorities including the authorities supervising special development zones, free zones including the Dubai International Financial Centre, and any other public entity affiliated with the Government.

- Group** : The Business Group consisting of a minimum of any (20) twenty economically important and influential licensed businesses to practice a specific economic activity in the State, or a set of harmonious business activities, or have a common interest in certain activities.
- Member** : A Member of the Group.
- Group Board** : The Board of Members elected to administer the Group.
- Chairman** : The Chairman of the Group Board.
- Regulations** : The Regulations organizing the Groups.
- Articles of Association** : The Group Articles of Association that outline the rules of the Group.
- Committee(s)** : The Committee(s) that emanate(s) and stem(s) from the Group Board.

Objectives of the Regulations

Article (3)

These Regulations aim to achieve the following:

1. Enhance the engagement of the Groups and their Members with Dubai Chambers' advocacy endeavours for a more conducive business environment.
2. Strengthen the role of the Groups in the business community.
3. Establish a clear operation framework to enhance the Groups' efficacy and Members' engagement.

4. Enhance the governance of the Groups and their practices by establishing the fundamental values and principles that strengthen their decision-making process.
5. Encourage transparency and enhance communication between the Groups and Dubai Chambers.

Scope of Application

Article (4)

- a. The provisions of these Regulations shall apply to existing Groups in the Emirate and those established thereafter.
- b. The Groups established prior to the adoption of these Regulations shall have a grace period of (6) six months from the date of coming into force of these Regulations to ensure compliance.

Establishment of the Group

Article (5)

- a. Any number not less than (20) twenty economically important and influential licensed businesses practicing a specific economic activity in the State, or a set of harmonious business activities, or having a common interest in certain activities, may form a Group bearing the name of the business activity subject to Article (7).
- b. The Members of the Group should strongly represent the sector in terms of size and market share.
- c. Dubai Chambers shall have the discretion, as it deems fit, to form any Group.
- d. Dubai Chambers shall have the discretion not to approve the formation of any Group.

Articles of Association

Article (6)

- a. The Articles of Association shall specify including without limitation the name of the Group and its objectives, membership eligibility and categories, membership fees and functions of the Group Board, voting mechanism and any Reserved Matters which require higher voting percentages such as amendments to the Articles of Association which shall be approved during the General Assembly Meeting of the Group and in accordance with the provisions of these Regulations.
- b. Any matters not specifically mentioned in these Regulations shall be subject to the provisions of the Articles of Association provided that they do not contradict with these Regulations.

Membership Eligibility and Categories

Article (7)

The following shall be eligible for membership of the Group:

1. Corporates/organizations with a valid license to operate in the State including freezones and special development zones.
2. Professionals who are interested in furthering the objectives of the Group and have not been convicted of a felony or any crime that affects their honour and integrity and have not been bankrupted unless reinstated.
3. The Group Board may accept a Member to join the Group as it deems fit and/or Members who are in line with the Group's objectives.

Loss and Forfeiture of Membership

Article (8)

The Member shall lose and forfeit his membership in any of the following cases:

1. Death.
2. Inability to perform the duties or loss of capacity due to any of the impediments to legal capacity as established by law.
3. If the Member is convicted of any crime involving his honesty and integrity.
4. If the Member declares his bankruptcy or ceased to pay his debts, even if it is not accompanied by declaring his bankruptcy.
5. Cessation of the legal status of the Group.
6. Dissolution of the legal entity of the Member, if the Member is a corporate member.
7. Loss of commercial/professional license if the Member is a corporate member.
8. Non-payment of membership fees.
9. If the Member did not adhere to perform his duties or the general principles of good faith or rules of conduct or confidentiality or non-conflict of interest or anti-fraud.
10. Submitting documents or providing information containing false information to Dubai Chambers or concealing important information from Dubai Chambers.
11. Expulsion in accordance with the decision of the Members in the General Assembly following a recommendation of the Group Board.
12. If the Member requests to be relieved from his duties.

General Assembly Meeting

Article (9)

- a. The General Assembly meeting shall be comprised of all Members who satisfy membership requirements and have paid their membership fees prior to the General Assembly Meeting.
- b. The General Assembly Meeting shall be held at least once a year in person and/or by means of virtual communication, upon a written invitation from the Chairman, sent at least (21) twenty-one days prior to the date set for holding the meeting and (30) thirty days at the most, and attached with a meeting agenda including the topics to be discussed. In case a quorum is not met, the meeting will be adjourned for (30) thirty minutes, after which if there is no quorum, then those present shall constitute a quorum, except for the first General Assembly Meeting of the Group and in the event of Group Board elections. For the avoidance of doubt, the first General Assembly Meeting and Group Board elections must have full quorum as per Article (9.C) below.
- c. The quorum for a General Assembly Meeting shall be (50%) fifty percent of the voting members and (1) one Member.
- d. The fixed agenda of the General Assembly Meeting is:
 1. Sharing and approving the annual report of the Group.
 2. Sharing the audit report of the previous financial year.
 3. Approving the financial statement of the previous financial year.
 4. Adopting the budget for the upcoming financial year.
 5. Appointing new auditors.
 6. Any other issue proposed by the voting Members and approved by the meeting Chairperson may be added to the agenda.

- e. An absent individual Member may appoint another Member as a proxy in the Group meetings, or if it is a corporate Member a proxy may be appointed from the same corporation for voting only on its behalf at the Group meetings, and the delegating Member is recorded as absent. The written proxy shall be submitted by the delegated Member to the meeting Chairperson at the beginning of the Group meetings and the delegated Member must vote on behalf of the absent Member in accordance with the written proxy issued to him provided that a Member cannot act as a proxy of more than (2) two Members at any meeting.
- f. Approval of Resolutions shall be adopted with majority votes of the Members present and represented by proxy.

Extraordinary General Assembly

Article (10)

- a. Extraordinary General Assembly may be called by a request from at least (75%) seventy-five percent of the Group Board and/or more than (50%) fifty percent of the General Assembly Members with voting rights.
- b. The Chairman shall announce the request for an Extraordinary General Assembly Meeting within (7) seven days from the date of receiving the request attaching a meeting agenda including the topics to be discussed and whether the meeting will be in person or by virtual means. However, the Extraordinary General Assembly Meeting shall be held between (14) fourteen days and (21) twenty-one days after the announcement.
- c. The quorum for an Extraordinary General Assembly Meeting shall be (75%) seventy five percent of the voting Members.

- d. In case a quorum is not met, the Extraordinary General Assembly Meeting will be adjourned for (7) seven days. If, at the subsequent meeting at least (20%) twenty percent of Members are in attendance, that shall be sufficient to form quorum. If that second meeting is still not quorate, then the meeting will again be adjourned for another (7) seven days and those present shall constitute a quorum.

Voting Right

Article (11)

- a. Each Individual Member has (1) one vote, and each corporate Member has a maximum of (2) two votes, which should be specified in the Articles of Association of the Group.
- b. In case of an equality of votes, a second round of voting shall take place. If equality of votes is obtained again, the meeting Chairperson shall have the casting vote.
- c. In case of virtual meetings, the Group Board may call the online voting with at least (15) fifteen days and at most (30) thirty days' notice. The quorum for any online voting shall be (75%) seventy five percent of the voting Members. Each Member votes only once and no proxy to another Member is accepted.
- d. Only those Members who have a valid membership and settled their membership fees as specified in the Articles of Associations are eligible to vote during any Group Meetings.

Group Board Composition

Article (12)

- a. The General Assembly shall elect among its Members a Group Board consisting of not less than (5) five and not more than (9) nine Members. The names of the nominated Members shall be provided to the Dubai Chambers in advance of the Meeting. In the event of resignation or termination of a Group Board Member, the Group Board shall notify the Dubai Chambers. If the Group Board Members reduce in number to less than (5) five, then elections for a new Board Member should be held within (30) thirty days thereof.
- b. The Group Board Members shall elect a Chairman, a Vice-Chairman, a Secretary General, and any other position. The Vice-Chairman can assume all the duties of the Chairman if deputised by the Chairman or in case of the absence of the Chairman.
- c. The Group Board shall consist of the following:
 1. At least (50%) fifty percent of businesses licensed in the Emirate.
 2. At least C-Level management representing their companies. Equivalent management positions, for corporate members including but not limited to General Managers and Managing Directors, are permitted provided these are approved by the Dubai Chambers.
 3. The Chairman must represent a business licensed in the Emirate.
 4. In case the term of the Chairman ends, he/she must serve at least (3) three months on the Group Board as a transition period to ensure a smooth handover and he must continue in his tenure until the election of a new Chairman of the Group Board.

5. The new Chairman of the Group Board must be elected within a period not exceeding (3) three months from the date of the end of the Chairman's tenure referred to in paragraph (c.4) of this Article.
- d. The Term of the Group Board membership should not exceed (2) two consecutive Terms, each Term consisting of (2) two years, including the Chairman and Vice-Chairman. A third Term for the Group Board membership is permitted provided the following:
 1. The consent of (75%) seventy-five percent of the Group Members is obtained; and
 2. The successful self-evaluation of the performance of the Group Board based on KPIs set by the Group Board from time to time.
- e. These Regulations will also apply to Business Group Boards from the date of coming into force of these Regulations.

Loss and Forfeiture of the membership of the Group Board

Article (13)

- a. The member of the Group Board shall lose and forfeit his membership in any of the following cases:
 1. Death.
 2. Inability to perform the duties or loss of capacity due to any of the impediments to legal capacity as established by law.
 3. Resignation by written notice to the Group Board.
 4. If such member of the Group Board fails to attend (2) two consecutive meetings of the Group Board during its term without an excuse acceptable by the Group Board.
 5. If such member of the Group Board did not adhere to perform his duties or the general principles of good faith or rules of conduct or confidentiality or non-conflict of interest or anti-fraud.

- b. The vacant seat in the Group Board shall be filled as stipulated in the Articles of Association and Article (12.a).

Functions of the Group Board

Article (14)

The Group Board shall have the following tasks and powers:

1. Fulfil the objectives desired from founding the Group to serve and develop the sector or business activity represented by the Group.
2. Adopt the Group's strategic, developmental, operational, and financial plans, and overseeing their implementation.
3. Perform all the functions specified in the Articles of Association.
4. Develop the vision, mission, strategic objectives, and propose action plans to be approved by the General Assembly of the Group and communicate it accordingly.
5. Organize at least (2) two events, trainings and workshops as set out and adopted by the Group Board to contribute to the improvement and development of the sector represented.
6. Jointly work with Dubai Chambers to implement a mechanism to grow the membership base and expand the Group.
7. Adopt the Articles of Association and membership fees and procedures.
8. Form Group Board Committees as it deems fit whether at the Group Board level or at the Members' level, headed by a Group Board Member.
9. Review the Articles of Association once every (5) five years at least or when needed and propose amendments if required.
10. Develop the sector to which the Group belongs and to set forth the proposals dealing with the challenges and issues facing the Members.

11. Liaise between the Group and Dubai Chambers and present the issues and proposals requiring consideration by the Government Entities to Dubai Chambers for intervention and assistance to resolve the same.
12. Discuss the issues referred to it by Dubai Chambers and provide recommendations thereto.
13. Engage in Dubai Chambers advocacy activities through participation in surveys, studies, meetings, events, and other activities.
14. Submit to Dubai Chambers at least once a year the challenges facing the sector and propose recommendations and solutions.
15. Adopt a succession plan to ensure the sustainability of the Group.
16. Appoint authorized signatories for bank accounts and determining their powers.
17. Any other tasks necessary to achieve objectives of the Group and assigned to it by Dubai Chambers.

Functions of the Chairman

Article (15)

The Chairman shall assume the following tasks and powers:

1. Representing the Group before Federal and Local Government Entities and international entities.
2. Convening the Group Board Meetings, approving the agenda of the meetings and approving their minutes, signing the Resolutions adopted by the Group Board and supervising their implementation.
3. Calling for General Assembly Meetings and chairing those meetings.

4. Overseeing the preparation of reports and proposals on the affairs and matters of the Group and submitting them to the Dubai Chambers.
5. Any other tasks or powers necessary to achieve the objectives of Group assigned to him by the Group Board.

Meetings of the Group Board

Article (16)

- a. The Group Board shall hold a minimum of (4) four meetings annually.
- b. The meetings of the Group Board shall be convened upon an invitation by its Chairman sent a minimum of (10) ten days before the planned meeting.
- c. If the meetings of the Group Board are not convened for (6) six consecutive months, the Dubai Chambers shall call the Group Board for a meeting and if no response is received within (15) fifteen days, the Dubai Chambers shall request the Group's General Assembly to elect a new Group Board.
- d. The quorum for the Group Board shall be half of the Members and (1) one Member.

Resolutions

Article (17)

- a. Resolutions shall be issued by a simple majority of the Group Board and each Member of the Group Board shall have one vote. In the event of a tie, the Chairman shall have the casting vote.
- b. The Resolutions shall be considered effective from the date of their issuance unless they specify a later date for their implementation.

Passing of Resolutions by Circulation

Article (18)

The Group Board may in urgent cases, issue some of its Resolutions by circulation. Such Resolutions shall be considered valid and effective as if they had been taken in a convened and duly held meeting, taking into account the following:

1. The approval of the Group Board Members, by majority, that the situation requiring the issuance of the Resolution by circulation is urgent.
2. A written Resolution must be submitted to all Group Board Members for approval, accompanied by all documents required for its review.
3. All Resolutions passed by circulation must be approved by a written majority and must be presented at the next meeting to be included in the minutes of the meeting.

Conflict of Interest

Article (19)

- a. Each Member of the Group Board, during the term of the membership and during the performance of his tasks as a Member of the Group Board, must avoid any conflict that may arise between his personal interests and the interests of the Group, and avoid any action that might raise any doubt of a conflict of interest, and must take the necessary measures and steps to avoid becoming involved in a conflict of interest.

- b. Each Member of the Group Board must disclose in advance any conflict of interest or suspicion thereof including any current or potential conflict and the emergence of a conflict must be disclosed at all times.
- c. In case of conflict of interest, the Member of the Group Board shall not participate in the voting on the decision issued in this regard. If proven otherwise, the relevant vote shall be excluded and the legal quorum shall be reconsidered to adopt the Resolution or its invalidity, and this shall be recorded in the minutes of the following meeting.

Confidentiality

Article (20)

Each Member of the Group Board during the term of membership or in the event of loss or forfeiture or end of membership shall maintain the confidentiality of the information of which they have become aware by virtue of their membership or because of it and shall not disclose or reveal the same, whether in writing or verbally.

Group Obligations

Article (21)

- a. The Group shall provide the Dubai Chambers with the names of its Members annually together with copies of:
 - 1. Annual budget for the Group.
 - 2. Minutes of meetings of the Group and the Group Board.
 - 3. The financial annual report.
 - 4. Valid Emirates ID card of each member.

5. The Group plans for the upcoming year.
 6. Any other document that Dubai Chambers may request.
- b. The Group shall invite a representative of Dubai Chambers to attend any meetings with any Government Entity in relation to the operation of the Group. The Group shall send an invitation letter to Dubai Chambers at an appropriate time before the meeting to specify the date and time of the meeting, the relevant Government Entity who will be present at the meeting and the meeting's agenda.
 - c. The Group must notify Dubai Chambers in writing of any changes in the positions of the Group Board within (5) five working days of the said changes being known.

Digital Presence

Article (22)

The Group shall have an active online presence on professional social media platforms and a website of its own, to demonstrate its activities and communicate effectively with its Members and the business community in accordance with the applicable laws.

Group Budget

Article (23)

The Group shall prepare an annual budget and organise its accounts according to the accounting systems applicable in the State.

Prohibited Acts

Article (24)

- a. The Group is prohibited from practicing any commercial activities or political or religious acts and any activity should be in accordance with the applicable laws and regulations in the State.
- b. The Group is prohibited from approaching any Government Entities to address advocacy related issues facing the sector before notifying the Dubai Chambers and it shall send an invitation in line with Article (21.b).
- c. The Group is prohibited from practicing any acts prohibited by anti-trust laws in the State.

Evaluation of the Group

Article (25)

The Dubai Chambers shall evaluate the performance of the Group to enhance its efficiency based on the criteria adopted by Dubai Chambers and measure the contribution of the Group to the GDP of the Emirate and support its growth.

Powers of Dubai Chambers

Article (26)

The Dubai Chambers shall have the following discretions:

- a. Not to approve the formation of a Group.
- b. As it deems fit, to form a Group for any business activity to have a representation in the State.

c. To revoke the license of any Group in the following cases:

1. If the activities carried out by the Group do not meet the objectives for which it was established, or if the Group becomes incapable of achieving them.
2. If the funds of the Group are spent on unspecified channels.
3. If Dubai Chambers deems that the Group commits a grave breach of its Articles of Association or these Regulations or applicable laws.

d. To appoint a temporary Group Board in the following cases:

1. Resignation of (50%) fifty percent of the Members of the Group Board.
2. If Dubai Chambers deems that the Group or the Group Board is inefficient in the service of the sector, or if it deems the Group or the Group Board do not work in the best interests of the represented sector.
3. If the Group fails to hold its General Assembly for a period of (2) two consecutive years.

e. To dissolve the Group Board in the following cases:

1. If the General Assembly does not meet according to these Regulations.
2. If the Group becomes incapable of meeting its financial obligations.

f. To request the Group to amend its Articles of Association if the Dubai Chambers amends these Regulations.

Governing Law

Article (27)

These Regulations shall be governed in accordance with the applicable laws of the State.

Commencement

Article (28)

These Regulations shall come into force from the date of their issuance.

Abdul-Aziz Abdulla Al Ghurair

Chairman of the Board of Directors

Dubai Chambers