Regulations Organizing
Business Councils of Dubai Chambers

Title of the Regulations

Article (1)

These Regulations shall be cited as the "Regulations Organizing Business Councils 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.

Council	:	The Business Council formed in the Emirate and is consisting of companies, businesses owners, and experts belonging to a certain nationality.
Member		A Member of the Council.
Council Board	:	The Board of Members elected to administer the Council.
Chairman	:	The Chairman of the Council Board.
Regulations	:	The Regulations organizing the Councils.
Articles of Association	:	The Council Articles of Association that outline the rules of the Council.
Committee(s)	:	The Committee(s) that emanate(s) and stem(s) from the Council Board.

Objectives of the Regulations

Article (3)

These Regulations aim to achieve the following:

1. Assist the companies in the Emirate to expand in trade and investments abroad.
2. Provide Councils with a platform to establish strong bilateral economic relations and enhance business growth to ensure a more conducive business environment.
3. Provide a cross collaborative platform for the Councils to exchange information related to current and expected business opportunities with respect to the country they represent.
4. Establish a clear operational framework to enhance the Councils' efficacy and Members' engagement.

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

Scope of Application

Article (4)

a. The provisions of these Regulations shall apply to existing Councils in the Emirate and those established thereafter.
b. The Councils 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 Council

Article (5)

a. Any number not less than (20) twenty companies, businesses owners and experts belonging to a certain nationality practicing a specific economic activity in the State may form a Council subject to Article (7).
b. Dubai Chambers shall have the discretion to establish Councils consisting of any number of members as it deems fit.
c. Dubai Chambers shall have the discretion, as it deems fit, to form or not to approve the formation of any Council.

Articles of Association

Article (6)

a. Dubai Chambers shall develop the Articles of Association model for Councils which shall specify including without limitation the name of the Council and its objectives, membership eligibility and categories, membership fees and functions of the Council 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 Council 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 Council:

1. Corporates/organizations with a valid license in the Emirate.
2. Business owners and experts who are interested in furthering the objectives of the Council 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 Council Board may accept a Member from any nationality to join the Council as it deems fit and/or Members who are in line with the Council'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 Council.
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 Council 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.

Council Board Composition

Article (10)

a. The General Assembly shall elect among its Members a Council 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 Council Board Member, the Council Board shall notify the Dubai Chambers. If the Council 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 Council 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 Council Board shall consist of the following:
1. At least (50%) fifty percent of companies.
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 needs to serve at least (3) three months on the Council 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 Council Board.

5. The new Chairman of the Council 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 Council 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 Council Board membership is permitted provided the following:

1. The consent of (75%) seventy-five percent of the Council Members is obtained; and
2. The successful self-evaluation of the performance of the Council Board based on KPIs set by the Council Board from time to time.

e. These Regulations will also apply to Business Council Boards from the date of coming into force of these Regulations.

Loss and Forfeiture of the membership of the Council Board

Article (11)

a. The member of the Council 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 Council Board.
4. If such member of the Council Board fails to attend (2) two consecutive meetings of the Council Board during its term without an excuse acceptable by the Council Board.
5. If such member of the Council 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 Council Board shall be filled as stipulated in the Articles of Association and Article (10.a).

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Functions of the Council Board

Article (12)

The Council Board shall have the following tasks and powers:

1. Fulfil the objectives desired from founding the Council to enhance business network, bilateral economic relations, interests and knowledge sharing.
2. Adopt the Council's strategic, developmental, operational, and financial plans, and oversee 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 Council and communicate it accordingly.
5. Organize at least (2) two events, trainings and workshops as set out and adopted by the Council Board to contribute to the improvement and development of the nationality represented.
6. Jointly work with Dubai Chambers to implement a mechanism to grow the membership base and expand the Council.
7. Adopt the Articles of Association and membership fees and procedures.
8. Form Council Board Committees as it deems fit whether at the Council Board level or at the Members' level, headed by a Council Board Member.
9. Review the Articles of Association once every (5) five years at least or when needed and propose amendments if required.
10. Liaise between the Council 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.
11. Discuss the issues referred to it by Dubai Chambers and provide recommendations thereto.
12. Engage in Dubai Chambers activities through participation in surveys, studies, meetings, events, and other activities.
13. Submit to Dubai Chambers at least once a year the challenges facing the Council and propose recommendations and solutions.
14. Adopt a succession plan to ensure the sustainability of the Council.
15. Appoint authorized signatories for bank accounts and determine their powers.

16. Any other tasks necessary to achieve objectives of the Council and assigned to it by Dubai Chambers.

Functions of the Chairman

Article (13)

The Chairman shall assume the following tasks and powers:

1. Representing the Council before Federal and Local Government Entities and international entities.
2. Convening the Council Board Meetings, approving the agenda of the meetings and approving their minutes, signing the Resolutions adopted by the Council 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 Council and submitting them to the Dubai Chambers.
5. Any other tasks or powers necessary to achieve the objectives of Council assigned to him by the Council Board.

Meetings of the Council Board

Article (14)

The Council Board shall hold a minimum of (4) four meetings annually.

Resolutions

Article (15)

Resolutions shall be issued by a simple majority of the Council Board and each Member of the Council Board shall have one vote. In the event of a tie, the Chairman shall have the casting vote.

Passing of Resolutions by Circulation

Article (16)

The Council 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.

Conflict of Interest

Article (17)

Each Member of the Council Board, during the term of the membership and during the performance of his tasks as a Member of the Council Board, must disclose any conflict of interest and avoid any conflict that may arise between his personal interests and the interests of the Council, 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.

Confidentiality

Article (18)

Each Member of the Council 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.

Council Obligations

Article (19)

a. The Council shall provide the Dubai Chambers with the any documents may be required by Dubai Chambers.
b. The Council shall invite a representative of Dubai Chambers to attend any meetings with any Government Entity in relation to the operation of the Council. The Council 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 Council must notify Dubai Chambers in writing of any changes in the positions of the Council Board within (5) five working days of the said changes being known.

Prohibited Acts

Article (20)

a. The Council 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 Council is prohibited from approaching any Government Entities to address advocacy related issues before notifying the Dubai Chambers and it shall send an invitation in line with Article (19.b).
c. The Council is prohibited from practicing any acts prohibited by anti-trust laws in the State.

Evaluation of the Council

Article (21)

The Dubai Chambers shall evaluate the performance of the Council to enhance its efficiency based on the criteria adopted by Dubai Chambers.

Powers of Dubai Chambers

Article (22)

The Dubai Chambers shall have the following discretions:

a. Not to approve the formation of a Council.
b. As it deems fit, to form a Council to have a representation in the Emirate.
c. Revoke the license of any Council in the following cases:
1. If the activities carried out by the Council do not meet the objectives for which it was established, or if the Council becomes incapable of achieving them.
2. If the funds of the Council are spent on unspecified channels.
3. If Dubai Chambers deems that the Council commits a grave breach of its Articles of Association or these Regulations or applicable laws.

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

1. Resignation of (50%) fifty percent of the Members of the Council Board.
2. If the Council fails to hold its General Assembly for a period of (2) two consecutive years.

e. To dissolve the Council Board in the following cases:
1. If the General Assembly does not meet according to these Regulations.
2. If the Council becomes incapable of meeting its financial obligations.

f. To request the Council to amend its Articles of Association if the Dubai Chambers amends these Regulations.
G. Obligate the Councils to apply any articles or clauses in the Articles of Association and amend them from time to time

Governing Law

Article (23)

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

Commencement

Article (24)

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