



ARTICLES OF ASSOCIATION

1. Name and Office

The council is known as the **Zimbabwean Business Council** with its head office located in Dubai, United Arab Emirates (hereinafter referred to as the "COUNCIL". The council shall function and operate under the auspices of Dubai Chamber of Commerce and Industry in accordance with the provisions of Dubai Law No. 9 of 2012.

2. Article 1: Establishment

- 2.1. The Zimbabwean Business Council of Dubai and the Northern Emirates has been established to cover the territory of Dubai and the Northern Emirates (which expression when used herein include the Emirates of Sharjah, Ajman, Umm Al Quwain, Ras Al Khaimah and Fujairah).
- 2.2. The Council shall be a voluntary and not-for-profit organisation whose main mandate is to support, promote and represent the business interests of its members in the UAE's territory as identified in 2.1.
- 2.3. The general membership of the Council shall hereinafter be referred to as, individually a Member and, collectively, Members.
- 2.4. These Articles of Association regulate main aspects of the operations of the Council including its objectives, membership, financing, meetings, voting rights of Members and its administration and day to day running.

3. Article 2: Main Objectives

- A. TO PROMOTE COMMERCIAL INTERESTS OF ZIMBABWE AND ZIMBABWEAN BUSINESSES IN THE UAE,
- B. TO PROMOTE ZIMBABWEAN OWNED, UAE REGISTERED COMPANIES AND THEIR GOODS AND SERVICES IN THE UAE,
- C. TO STRENGTHEN TRADE RELATIONS BETWEEN ZIMBABWEAN COMPANIES, ZIMBABWEAN BUSINESS PEOPLE AND OTHER COMPANIES IN THE UAE,
- D. TO CONTRIBUTE TO AN INCREASING TRADE VOLUME BETWEEN ZIMBABWE AND THE UAE.

To achieve the main objectives, the Council shall:

- 3.1. Represent the interests of its Members at UAE government departments and other public and private organisations;
- 3.2. Prepare and distribute printed material to promote the Council and its Members;

- 3.3. Enhance social, cultural and business relations among its Members;
- 3.4. Organize on a regular basis meetings and seminars along with participating in and contributing to the organization of trade fairs;
- 3.5. Encourage Zimbabwean companies to make investments with or without local partners in the UAE;
- 3.6. Create an awareness among local and international companies in the UAE about business opportunities in the Zimbabwean market and encourage them to make investments in Zimbabwe;
- 3.7. Promote Zimbabwean companies and Zimbabwean goods and services in the UAE and other Gulf countries and thus expanding the regional awareness of Zimbabwe and the Zimbabwean business community;
- 3.8. Act as an information office for Zimbabwean companies preparing to start business in the UAE or help to establish an information office to this end;
- 3.9. Develop and increase cooperation with other associations and organisations with similar objectives;
- 3.10. Monitor business and legal developments in the region and inform its Members about these developments.
- 3.11. Participate in engagements between the host and originating country Business Chambers as well as consulates.
- 3.12. Facilitate and promote trade through information exchange and identifying areas of economies of scale.
- 3.13. Coordinate investment opportunities through various formal fundraising opportunities permissible by law both in the host and originating country.
- 3.14. Work with the consulate to organise and facilitate events and host delegates from origin country and be a platform to introduce Zimbabwean businesses and products into the UAE market.
- 3.15. Provide an opportunity for Zimbabwean businesspersons to meet on a regular basis and to act as a forum for the exchange of information related to current and expected business opportunities.
- 3.16. Promote the development of commerce and investment between Zimbabwe, on the one hand, and the UAE as defined in 2.1.
- 3.17. Provide a link with organisations in Zimbabwe dedicated to the development of Middle East / Zimbabwe trade and corporate investment.
- 3.18. Promote the improvement of UAE– Zimbabwe commercial relations and to display to the local community and others the Zimbabwean business community's interest in, and commitment to, the UAE market.
- 3.19. Assist Zimbabwean companies and businesspeople establishing or contemplating the establishment of a trading base in Dubai and the Northern Emirates.
- 3.20. Heighten awareness among the Zimbabwean business community of Dubai and the Northern Emirates' commercial position in the Middle East.
- 3.21. Work with individuals and organisations in Dubai and the Northern Emirates on matters of mutual business interest.
- 3.22. The Council may do all lawful things which may be incidental or conducive to the attainment of the foregoing main objectives.

The above list is not exhaustive and may be enhanced by the Executive Committee of the Council to include any lawful activities which help achieve the main objectives of the Council. The Council shall not engage in any activity of a political or religious nature.

4. Article 3: Territory & Chapters

- 4.1. The principal region where the Council will conduct its activities shall be the UAE and its territories as identified in 2.1. The Executive Committee may decide to take up initiatives in Zimbabwe or in any other country in compliance with the objectives outlined in this document.
- 4.2. The Council will be established in Dubai but subsequent chapters in any of the Northern Emirates may be established in accordance with the wishes of the Zimbabwean business community in the designated Emirate.

5. Article 4: Membership & Eligibility

5.1. Eligibility

The following companies and individuals shall be eligible for membership:

- a) Companies conducting business in the UAE with at least one partner being a Zimbabwean citizen,
- b) Local branches of Zimbabwean companies,
- c) Local agents, distributors or representatives of Zimbabwean companies in UAE,
- d) UAE companies having regular business activities with Zimbabwean companies,
- e) Zimbabwean citizens and individuals of Zimbabwean origin working as professionals in the UAE.
- f) Companies which are based in Zimbabwe and conducting regular business activities in the UAE.

The Executive Committee shall be authorized to evaluate and to approve/reject membership applications in accordance with the rules and regulations put in place from time to time. For this purpose, the Executive Committee may request further information and documents qualifying the applicant as an eligible member.

Any person who has previously been convicted of a criminal offence, for which a term of imprisonment was imposed as a penalty, in accordance with the UAE's and Republic of Zimbabwe's laws, shall not be a Member of the Zimbabwean Business Council.

5.2. Membership

There are six different categories of membership: Corporate; Small to Medium Enterprise (SME); Professional/Individual; Associate; Honorary and Offshore.

- A. Corporate Membership** shall be open to Zimbabwean companies established in the UAE with more than 50 employees, and which either have Zimbabwean shareholding or ultimate Zimbabwean ownership and/or management.
- B. SME Membership** shall be open to Zimbabwean businesses with less than 50 employees including solely owned establishments.

- C. Professional/Individual membership** shall be open to Zimbabwean citizens and permanent residents of Zimbabwe who are senior members and/or professionals of either Zimbabwean or non-Zimbabwean entities established in the UAE or aspiring businesspeople.
- D. Honorary Membership** shall be open to officers of the Zimbabwean Embassy in Abu Dhabi or the Zimbabwean consulate representative(s) in Dubai.
- i. Non-Zimbabwean citizens resident in the UAE, holding senior positions in the public or private sector may be invited by the chairman of the Council, after obtaining the unanimous approval of the Executive Committee, to become Honorary Members of the Council.
 - ii. The number of Honorary Members shall be restricted to not more than twenty five percent (25%) of the number of Corporate Members and shall not exceed the number of Associate Members.
 - iii. Honorary Members shall not be liable to pay membership fees or any other fees related to their position as Honorary Members.
 - iv. Honorary Members shall be eligible to attend and speak, but not to vote, at General Meetings of the Council.
 - v. Honorary Members shall not be entitled to transfer their membership or to nominate alternates to attend meetings in their place.
- E. Student Membership** shall be open to those Zimbabwean citizens enrolled in educational institutions in UAE.
- F. Associate Membership:** The Executive Committee may consider applications for nomination as associate Members (hereinafter referred to as Associate Members or Associate Membership) from individuals or companies who carry on, as a major business, an agency, distributorship, franchise or other representation for a Zimbabwean business, or a joint venture or management contract with a Zimbabwean business, or a business which is managed or operated substantially by Zimbabwean professionals, or which otherwise has a special nexus with the Zimbabwean business community. In all such cases, however, the application must be accompanied by a written request from the concerned individual or company requesting the Executive Committee to consider its application for Associate Membership. If requested by the Executive Committee, the applicant shall provide an outline of its overall business operations paying particular regard to the proportion of its activities that are related to the promotion/sale of goods or services originating from Zimbabwe.

The Executive Committee may, in its sole discretion and upon the approval of two-thirds of its Members, accept applications for nomination as Associate Members from individuals or companies who have certain close connections with Zimbabwe and who have demonstrated affinity towards Zimbabwe.

The number of Associate Members shall be restricted to not more than forty percent (40%) of the number of Corporate Members. Associate Members shall not be entitled to transfer their membership or to nominate alternates to attend meetings in their place.

G. Offshore Membership shall be open to individuals or companies who would otherwise be qualified to be a Corporate Member or Associate Member were they not located outside of the UAE.

- i. The Executive Committee may consider applications for Offshore Membership from individuals or companies who are not located in the UAE but who are Zimbabwean citizens, permanent residents of Zimbabwe or Zimbabwean companies. In all such cases, however, the application must be accompanied by a written request from the concerned individual or company requesting the Executive Committee to consider its application for Offshore Membership. If requested by the Executive Committee, the applicant shall provide an outline of its overall business operations paying particular regard to the proportion of its activities that are related to the promotion/sale of Zimbabwean goods or services to the UAE.
- ii. Offshore Members shall not be entitled either to transfer their membership or to nominate alternates to attend meetings in their place.

5.3. General

5.3.1. With the exception of the Founding Members, every proposed new Member shall be nominated and seconded by any Member.

5.3.2. The Executive Committee may review every application for membership and decide whether it is to be accepted or rejected and will not be obliged to give any reason for its decision. The Executive Committee shall have absolute discretion (acting unanimously) in determining whether an applicant is eligible for membership or not.

5.3.3. Every Member shall notify the Executive Committee of any impending change in its status which might affect its eligibility for membership and the Executive Committee may, at its discretion, review the status of Members from time to time.

5.3.4. Each Corporate Member shall designate an executive to represent the Corporate Member at a General Meeting (Representative). Each Corporate Member shall be entitled to two (2) votes at any duly constituted General Meeting.

5.3.5. Each Corporate Member may nominate an alternate who may attend General Meetings in the absence of the Representative. The name and other relevant details of the Representative and his/her alternate shall be provided to the Executive Committee. Any change of Representative shall be notified to the Executive Committee in advance of the General Meeting.

5.3.6. A Corporate Member may not transfer its membership to another company, but it may change its Representative and alternate in accordance with the provisions of these Articles of Association.

5.3.7. Membership shall be for a period of one (1) year (or a part year thereof). Partial year membership shall be entitled to all the rights and benefits of full year membership, with fees paid on a pro-rata basis to the period remaining until year end.

5.3.8. The Executive Committee may, in its sole discretion and upon unanimous vote, revoke any Member's membership.

6. Article 5: Executive Committee

6.1. General

6.1.1. The affairs of the Council shall be administered by an Executive Committee of seven elected members. In addition, the past Chairman and the Senior Trade Commissioner of the Zimbabwean Consulate in Abu Dhabi shall be invited to join the Executive Committee as ex-officio members but shall not be entitled to vote at any meetings of the Executive Committee.

6.1.2. The Executive Committee shall be responsible for the day-to-day operations of the Council as well as planning future policies, meetings, programmes, speakers and events.

6.1.3. The Executive Committee is authorised to open and operate bank accounts in the name of the Council. Signatories on all bank accounts shall be such officers of the Executive Committee as are designated from time to time but in no event shall drawings on such accounts be made with the authorization of less than two (2) designated members of the Executive Committee or, alternately, one (1) member of the Executive Committee, together with the Chairman of the Council.

6.1.4. The Executive Committee may engage staff and obtain office and other facilities as considered necessary, the costs of which shall be paid out of membership fees and any other revenue of the Council.

6.1.5. The Executive Committee may establish its own rules for the conduct of its business and may vary such rules as and when necessary.

6.2. Roles and Duties of the Executive Committee

6.2.1. The members of the Executive Committee shall consist of the following positions: Chairman; Vice Chairman; Legal Affairs/Secretary; Finance Director/Treasurer; Membership; Events and Programs; and Media and Communications.

6.2.2. The Executive Committee will be responsible for deciding the duties and responsibilities of each officer of the Executive Committee. The titles of the elected officers of the Executive Committee may be amended from time to time at the discretion of the Executive Committee.

6.2.3. The duties of the officers of the Executive Committee shall be established by the Executive Committee from time to time.

6.3. Election of Executive Committee

6.3.1. The Executive Committee shall be elected from amongst nominated representatives of paid up Members at the Annual General Meeting to be held each year, except that the first

Executive Committee will be elected by the Founding Members to serve until the second Annual General Meeting.

- 6.3.2. Upon election, each member of the Executive Committee shall serve for a term equal to the greater of two years or until replaced at an Annual General Meeting. An Executive Committee member is eligible to be elected and serve two consecutive terms. However, an Executive Committee member must, upon completing a second consecutive two-year term, stand down for a period of not less than one year before being eligible for re-nomination for election to the Executive Committee.
- 6.3.3. Nominations for election to the Executive Committee shall be invited from the Members when giving notice of the Annual General Meeting. Every nomination shall be supported in writing by at least two Members (excluding the individual seeking election) and shall thereafter be confirmed in writing by the Member being nominated. All nominations (including confirmations) must be received in writing by the Executive Committee not less than three weeks prior to the date of the Annual General Meeting. The Executive Committee will circulate the list of nominations to Members not less than two weeks prior to the Annual General Meeting.
- 6.3.4. Election shall be by simple majority of the members voting.
- 6.3.5. If for any reason a member of the Executive Committee is removed from office or is otherwise unable to serve a full term, the vacancy will be advised to the Members and the vacancy may be filled until the next Annual General Meeting by the Executive Committee from any candidates that express an interest in filling the vacancy. The decision of the Executive Committee in relation to filling vacancies shall be final.

6.4. Removal or resignation of members of the Executive Committee

- 6.4.1. Attendance at a majority of Executive Committee meetings and Council events as well as active participation in, and contribution to, the business of the Executive Committee and the Council are considered essential components of service on the Executive Committee.
- 6.4.2. Any member of the Executive Committee may be removed by a majority vote of the members of the Executive Committee in any of the following circumstances (without limitation):
- a) fraud;
 - b) misrepresentation;
 - c) illegal activity (as per the laws of the UAE and
 - d) not fulfilling the requirements set out at clause 6.4.1 above.
- 6.4.3. In the event any member of Executive Committee is desirous of resigning their position, that member shall provide the Executive Committee with one month written notice, which notice shall include an explanation of their decision to resign. The resignation shall take effect at the Executive Committee meeting immediately following the expiration of the notice period.

6.5. Meetings

6.5.1. The members of the Executive Committee shall meet not less than every five (5) weeks during the months of September to June of each year. The date and time of all meetings, including the programme for the meeting, shall be notified to the members of the Executive Committee not less than five (5) working days in advance of such meeting.

6.5.2. The quorum for all meetings of the members of the Executive Committee shall be a simple majority and all actions shall be taken by a simple majority of those present at such meeting. In the event that a quorum of members of the Executive Committee are deadlocked, the Chairman (or in his or her absence, the Vice-Chair) shall have a casting vote.

7. Article 6: Membership Fees

7.1. Every Member shall pay an annual membership fee as set out in the by-laws of the ZIMBABWEAN BUSINESS COUNCIL. The annual membership fee will be payable on the 30th of January in each year. Annual membership fees shall be for the period from 1 January to 31 December in each year.

7.2. The annual membership fees shall be applied towards administrative and other costs as the Executive Committee shall from time to time determine. The Executive Committee shall have the right to levy additional fees if membership fees are inadequate to cover administrative and other costs of the Council.

7.3. No refund shall be made if a Member resigns.

7.4. Membership will be deemed to have lapsed if the membership fee is not paid within the time prescribed by the Executive Committee or prior to the Annual General Meeting, whichever is earlier.

7.5. Should membership lapse due to non-payment of annual fees, the affected Member may apply to the Executive Committee for readmission. Upon approval of any such application by the Executive Committee, all outstanding fees for the current membership year, plus an administration fee as may be set by the Executive Committee, shall become due and payable immediately.

7.6. The Executive Committee may determine that the Council may, from time to time, raise funds through sponsorships. As a matter of corporate governance and to guard against potential conflicts of interest between sponsor and membership interests: in the event the Executive Committee raises funds through such annual sponsorships, the use of these funds shall be allocated to support the Council mission and membership and shall be clearly separated from the management and operations budget of the Council. The management and operations budget of the Council will be primarily funded by membership fees and any revenue raised by non-sponsored activity and events. These two-budget revenue and expense items will be clearly and separately outlined in the financial statements of the Council. At the end of each fiscal year and after ensuring that all financial commitments relating to the Council mission and membership

have been satisfied and paid for, the Executive Committee may elect to transfer any excess funds within the sponsorship budget to the management and operations budget of the Council.

8. Article 7: Financial Year

- 8.1. The fiscal year of the Council shall run from 1st January to the following 31st of December of the same calendar year.
- 8.2. The Council shall have an honorary auditor who shall be elected at the Annual General Meeting, except for the first honorary auditor who shall be elected by the founding members.
- 8.3. The Executive Committee shall arrange for the accounts of the Council to be audited at the end of each financial year and for a report from the honorary auditor to be presented to Members at the Annual General Meeting.

9. Article 8: Amendment to the Articles of Association

- 9.1. Proposed changes to these Articles of Association shall be submitted to the Executive Committee with a request for consideration at the Annual or an Extraordinary General Meeting.
- 9.2. The Executive Committee shall circulate the proposed changes with the notice convening the General Meeting. All proposed changes shall require a proposer and seconder and shall be adopted if approved by a majority of the Members representing not less than seventy-five percent (75%) of the Members voting (in person or by proxy) at the duly constituted meeting for the purposes of considering the amendment.

10. Article 9: Meetings

- 10.1. The Executive Committee shall call an Annual General Meeting once each year. Business at the Annual General Meeting shall include but not be limited to: a report of the Executive Committee; the honorary auditor's report; the election of a new Executive Committee; and the election of an honorary auditor.
- 10.2. The Executive Committee may also call an Extraordinary General Meeting if it becomes aware of matters of sufficient importance to the Council which should, in the Executive Committee's opinion, be put to the Members for a vote.
- 10.3. The Executive Committee will also call an Extraordinary General Meeting if it receives written notification signed by not less than fifteen (15) paid up Members requesting an Extraordinary General Meeting to be called. Such notification must include an outline of the matter, in sufficient detail, which the notifying Members wish to be put before the Members for a vote.
- 10.4. The Executive Committee shall provide Members with not less than one (1) month notice in writing that a General Meeting has been called.

- 10.5. Any paid-up Member who wishes to place an item on the agenda of a General Meeting may do so provided that he or she gives notice in writing to the Executive Committee at least three (3) weeks before the meeting. Any paid-up Member may also raise any matter to be considered, and voted upon, by the members present at the General Meeting.
- 10.6. Only paid-up Members who have paid their membership fees two (2) weeks prior to the date of the General Meeting shall be entitled to vote at the General Meeting. Voting will be by simple majority. Proxy votes shall be permitted upon such terms as the Executive Committee may establish. In the event of a tie, the Chairman shall have the casting vote.
- 10.7. The quorum at a General Meeting shall be fifteen percent (15%) of paid up Members, whether attending in person or by proxy.
- 10.8. Each General Meeting shall be chaired by the Chairman or, in his or her absence, by the Vice Chairman and failing him or her, by any other member of the Executive Committee.

11. Article 10: By-laws

- 11.1. Members acting at any General Meeting or the Executive Committee at any of its meetings may make, alter, supplement and/or repeal any by-laws of the Council, as long as such actions are properly on the agenda of the relevant meeting and do not conflict with these Articles of Association.

12. Article 11: Dissolution

- 12.1. The Council shall not be dissolved except with the written consent of not less than three-quarters (75%) of the Members.
- 12.2. In the event of the Council being dissolved, all debts and liabilities legally incurred on behalf of the Council shall be fully discharged and the remaining assets shall be donated to such local charitable organisations as the Executive Committee shall decide.
- 12.3. Notice of dissolution shall be given to the Members and to the Dubai Chamber of Commerce & Industry.

13. Article 12: Miscellaneous

- 13.1. The Executive Committee shall from time to time and in its absolute discretion review the status of any of the Members and notify such Members of any change in category of membership.
- 13.2. The Executive Committee shall liaise with the Zimbabwean Consulate in Abu Dhabi on matters of mutual business interest.

14. Article 13: Governing Law

14.1. The Council and these Articles of Association will at all times be governed by the laws of Dubai and the United Arab Emirates.

15. Article 14: Registration with Competent Authorities

15.1. These Articles of Association have been duly approved by the Members on 15/12/2021 and subsequently deposited with the Dubai Chamber of Commerce and Industry in accordance with the provisions of Dubai Law No. 9 of 2012.

The Articles of Association were adopted by the founding members on Wednesday 15th December 2021.