



### Constitutional changes approved by the Board of Directors

At the Board of Directors (BOD) meeting held on 9 June 2019, the Board of Directors voted to approve the following constitutional changes which shall be tabled before the Members at the Annual General Meeting dated Wednesday, 19 June 2019:

1. To amend the preamble to reflect the fact of the 2019 amendments.
2. To amend the fiscal year of the CBC to correspond to the calendar year, January 1 to December 31 and corresponding transitional provisions.
3. To adopt gender neutral titles for the Chairman, Deputy Chairman and Vice Chairman.
4. To clarify that the term of each Director is from the date of election to the second AGM following the date of election. Where a Director is appointed, that Director must seek election at the next AGM. In the case of a Board appointed director, that appointee must run in the next general election at the next AGM following appointment.
5. To remove the requirement for six months Paying Membership as a qualification for either elected or appointed directorship.
6. To allow more time and flexibility for Board nominees to come forward and submit nominations at least one week prior to the AGM. With exceptional approval by the Election and Nomination sub-committee, duly completed nominations may be submitted any time prior to the AGM.
7. To require the Board to circulate an updated list of nominations any time before or at the AGM in case additional nominees come forward in the one week before the AGM.
8. To make clear acclamations are acceptable: where the number of nominated directors is less than or equal to the number of vacancies, an election is not required and the nominee directors are acclaimed.
9. To correct a typographical error in Article III(1) which refers to five categories of membership, rather than the correct number, four categories of membership, and to make the reference to Honorary Membership in the plural, to be consistent with the other categories of membership.

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Accordingly, the following amendments to the Canadian Business Council Constitution ("**Constitution**") are proposed for approval by the General Assembly at the AGM dated 19 June 2019.

#### **BE IT RESOLVED THAT:**

Following consideration of the proposed amendments and the reasons behind them, the Board of Directors resolved that the proposed constitutional amendments would promote the success of the Council and further resolved that:

1. To the Preamble, amending the fourth paragraph to add the words after 27 June 2018, "and 16 June 2019" such that the fourth paragraph of the Preamble reads:

"**THEREFORE** the members have adopted the following amended and restated Constitution at the Annual General Meeting held on 13 June 2010, and as further amended 28 June 2018 and 16 June 2019."



2. To Article VIII(1), replacing the words "1 May to the following 30 April." with the words "1 January to the following 31 December." such that the provision reads:

"The financial year of the Council shall run from 1 January to the following 31 December."

And the corresponding transitional provisions will be appended at the end of the Constitution:

#### **Transitional Provisions**

1. These transitional provisions will be referred to as the **"Constitutional Transitional Provisions"**.
2. Within two months following the financial year ending 31 December 2019, an Extraordinary General Meeting will be called to ask the members to approve the audited adjusted financial statements.
3. In 2020, no AGM will be held.
4. After the 2019 election, the general elections for the Board of Directors will be held in February 2021.
5. Board of Directors elected or acclaimed prior to 2019 will, in the ordinary case, continue to hold office until the AGM held in February 2021, at which point, if eligible, they must run for re-election to continue their directorships.
6. Board of Directors elected in 2019 will, in the ordinary case, continue to hold office until the AGM held in February 2022, at which point, if eligible, they must run for re-election to continue their directorships.
7. The Constitutional Transitional Provisions will be retained in the CBC's records, but will be removed from the Constitution after the AGM held in February 2022.
8. Nothing in the Constitutional Transitional Provisions prevents a Director from resigning or being removed, in accordance with the Constitution, during his or her term.
9. In case of any conflict between the Constitutional Transitional Provisions, and other provisions under the Constitution, the Constitutional Transitional Provisions shall prevail.
3. To replace every instance of "Chairman" to "Chairperson", every instance of "Deputy Chairman" to "Deputy Chairperson", and every instance of "Vice Chairman" to "Vice Chairperson" throughout the entire Constitution.
4. To Article (IV),
  - 4.1 add a new clause (4):

"4. The term of each elected or acclaimed director of the Board of Directors shall be until the second AGM following the election or acclamation of that director. Where a director has been appointed outside of an AGM, that director shall run for election at the AGM immediately following the director's appointment."
  - 4.2 Remove clause (5) and replace it with a new clause (3) which reads:

"3. At its discretion and based on the Council's interests, the Board of Directors shall appoint up to two additional Board of Director members."
  - 4.3 In clause (1), change the word "nine" to "11" and before the word "appointed" add the words "elected, acclaimed or".

and, accordingly, renumber each of the following clauses such that Article(IV) reads:

1. The affairs of the Council shall be managed by a Board of Directors of not more than 11 members to be elected, acclaimed or appointed as set out below.
2. Eight members of the Board of Directors shall be elected among the Paying Members. In addition, the last Chairperson preceding the current Chairperson shall be invited to join the Board of Directors as ex-officio member. In the event the past Chairperson declines the invitation, the position shall remain vacant and the Board of Directors shall have eight members.
3. At its discretion and based on the Council's interests, the Board of Directors shall appoint up to two additional Board of Director members.



4. The term of each elected or acclaimed director of the Board of Directors shall be until the second AGM following the election or acclamation of that director. Where a director has been appointed outside of an AGM, that director shall run for election at the AGM immediately following the director's appointment.
5. A representative of the Canadian Embassy shall be an ex-officio non-voting observer, with participation rights, on the Board of Directors.
6. The Board of Directors shall designate the officers of the Council among the Board of Directors elected members. The officers of the Council shall be determined by the Board of Directors and shall include a Chairperson, Deputy Chairperson, Secretary, and Treasurer. All officers shall be Canadian citizens resident in the U.A.E.
7. The Board of Directors shall have all the powers necessary to act on behalf of the Council and such powers shall include, without limitation:
  - (a) Determining membership fees and guidelines for membership admission in accordance with this Constitution and accepting or rejecting applications for membership;
  - (b) Enacting, amending or repealing any by-laws and regulations governing the affairs of the Council in accordance with this Constitution, which by-laws shall come into force upon their approval by the Board of Directors and shall be submitted to the members for approval at the first AGM following their adoption or amendment, as the case may be;
  - (c) opening and operating bank accounts in the name of the Council and designating authorized signatories;
  - (d) creating sub-committees of the Board of Directors on which Members may be invited to serve and delegating such authority the such sub-committee as the Board of Directors deems appropriate;
  - (e) appointing an Advisory Board, whose function is to provide non-binding strategic advice to the Board of Directors, and to whom the Board of Directors provide a verbal report once a year; and
  - (f) hiring employees, leasing office space and other facilities as necessary and take any and all actions which, in the sole discretion of the Board of Directors, are necessary or desirable to give effect to the objectives of the Council and this Constitution.
8. The Board of Directors may establish its own rules and internal procedures for the conduct of its business.
9. The Council shall indemnify all members of the Board of Directors and hold them harmless against any loss or liability arising out of performance of their duties, including defense of actions, and liability arising therefrom, resulting from their negligence unless their actions were malicious.
5. To Article V(1), amend sub-clause (a) to remove the references being a Paying Member for at least six months while retaining the reference to being a good standing Paying Member, delete sub-clause (b), and re-letter sub-clause (c) to (b), such that clause V(1) reads:
  - (a) Any Paying Member who is in good standing, a Canadian citizen, and a legal UAE resident, is eligible to either (i) run for election to the Board of Directors, or (ii) be appointed by the Board of Directors outside of an AGM (in accordance with clause IV(3)).
  - (b) Upon written notification by the corporate member to the Board of Directors, the individual corporate representative may also be subsequently replaced by another individual corporate representative.
6. To Article V(4), delete the words, "not less than three (3) weeks" such that Article V(4) now reads:

Nominations for membership of the Board of Directors will be invited from the Paying Members at the same time as notice of the AGM is given. The election and nomination sub-committee may also solicit or encourage nominations prior to issuance of the AGM notice. In any case, every nomination shall be received by the Board of Directors at least one week before the date of the AGM at which the nominees are to run for election. Exceptionally, with the approval of the election and nomination sub-committee, a nomination for the Board of Directors may be submitted any time prior to the AGM commencing.



7. To Article V(5), at the end of the sentence, replace the period with the following phrase "and in case additional Board of Director nominees come forward thereafter, the Board of Directors will distribute the updated list of nominations and announce the new nominees to all members as soon as reasonably possible prior to or at the AGM.", such that Article V(5) now reads:

"The Board of Directors will circulate the list of all nominations to all members not less than one (1) week prior to the AGM at which such nominees are to run for election, and in case additional Board of Director nominees come forward thereafter, the Board of Directors will distribute the updated list of nominations and announce the new nominees to all members as soon as reasonably possible prior to or at the AGM."
8. To Article V(6), add a sentence at the end of the current clause which reads, "Where the number of vacancies is equal to or exceeds the number of nominee directors, an election is not required and the nominees shall be acclaimed at the AGM."
9. To Article III(1), replace the word "five" with the word "four" and add an "s" to "Honorary Member" to make it plural, such that the provision now reads:
  1. the Council shall have the following four categories of members:
    - (a) Corporate Members (Canadian)
    - (b) Individual Members (Canadian)
    - (c) Associate Members (Corporate or Individual)
    - (d) Honorary Members
10. Furthermore, in accordance with Article IV(7) of the Constitution, the acts of the current and former Board of Directors and each individual director is ratified and each current and former director is indemnified and held harmless against any loss or liability arising from the performance of his or her duties as a director during the last financial year.



CANADIAN BUSINESS COUNCIL  
CONSEIL CANADIEN DES AFFAIRES  
مجلس العمل الكندي

I certify that the above resolutions (or the resolutions numbered \_\_\_\_\_)  
were duly adopted on 19 June 2019 by the **GENERAL MEMBERSHIP OF THE CANADIAN  
BUSINESS COUNCIL, ABU DHABI.**

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**Chairman**

For and on behalf of

**THE GENERAL MEMBERSHIP OF THE CANADIAN BUSINESS COUNCIL, ABU DHABI**