

SINGAPORE BUSINESS COUNCIL CONSTITUTION

1. TITLE

- 1.1 The name of the Council is “SINGAPORE BUSINESS COUNCIL”, Dubai (hereinafter called the “Council”).

2. ESTABLISHMENT

- 2.1 The Council is registered with the Dubai Chamber of Commerce & Industry, Dubai, United Arab Emirates (“UAE”).
- 2.2 The Council is a non-profit organisation. Surplus of income, if any, shall be used for the objectives of the Council and shall not be available for distribution.
- 2.3 The Registered Office of the Council shall be situated in the Emirate of Dubai, in the UAE.
- 2.4 The Council shall operate under the patronage of the Consulate of the Republic of Singapore in Dubai or in its absence, the Embassy of Singapore in Abu Dhabi, or the superintending mission in the region.

3. OBJECTIVES

- 3.1 The objectives of the Council shall be:-
- 3.2 To promote policies, procedures and opportunities for Singapore businessmen and professionals to develop business and/or professional activities in the UAE, Singapore and the Middle East.
- 3.3 To provide the opportunity for Singapore businessmen and professionals to meet on a regular basis and to act as a forum for the exchange of information related to current or expected business or professional opportunities.
- 3.4 To promote trade and investment between Singapore, UAE and the Middle East.
- 3.5 To provide support to delegations, prominent businessmen and officials visiting UAE and to

compile information about any business and/or professional opportunities in UAE for the purposes of making it widely available to Singapore businessmen and professionals.

- 3.6 To provide a link with organizations in Singapore and UAE dedicated to the development of international trade involving Singapore, UAE and the Middle East.
- 3.7 To assist Singapore companies, businessmen and professionals establishing or contemplating the establishment of a base in UAE and in particular to maintain close relationships with applicable local government authorities, Chambers of Commerce, Free Zone Authorities and Trade Promotion Boards.
- 3.8 To assist UAE/Middle East businessmen/professionals to establish relations with their Singapore counterparts.
- 3.9 The Council shall not engage in any activity of a political or religious nature or in any activity which is in conflict with the laws of the UAE.

4. MEMBERSHIP AND MEMBERS

- 4.1 Membership is open to all Singapore companies, individuals or any businessmen or professionals having or who wish to establish business relations with Singapore counterparts.
- 4.2 The method of application for Membership and the rights of Members for each category of Membership shall be established from time to time by the Executive Committee. The Executive Committee shall be responsible for accepting or rejecting any application for Membership and shall not be obliged to give any reasons for its decision. Upon approval by the Executive Committee, the applicant shall be made a Member of the Council.
- 4.3 The Executive Committee may, in its sole discretion and upon a majority vote, invite selected individuals or bodies corporate onto the Council as Honorary Members. Honorary Membership may be conferred upon any individual or body corporate of acknowledged eminence in the UAE or where the Executive Committee is of the view that conferring such Honorary Membership will contribute to the objectives of the Council. The Executive Committee may, at its discretion, waive Membership fees for Honorary Members of the Council.
- 4.4 For the avoidance of doubt, a Member who is a body corporate may appoint a representative to exercise the Member's powers at a general meeting and/or to hold office in the Executive Committee. The appointment can set out restrictions on the representative's powers. A Member who is a body corporate can appoint more than one representative but only one can exercise the Member's powers at any one time.

- 4.5 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 a full year Membership.
- 4.6 Any Member resigning shall not be entitled to refund of any Membership fees/charges paid.
- 4.7 The Executive Committee may, in its sole discretion and upon a majority vote, revoke any Member's Membership.

5. MEMBERSHIP FEES

- 5.1 The Executive Committee shall have the right to set and charge from time to time such annual or other fees as it considers fit for each category of Membership and for each event organized by the Council.
- 5.2 Annual Membership fees shall be for the period of one (1) year from the date of each Annual General Meeting, but the Executive Committee shall have the discretion to extend or reduce the Membership period.
- 5.3 If a Member fails to pay any fee (a) within two (2) months after it has fallen due; or (b) prior to the date of the Annual or Extraordinary General Meeting (whichever of (a) or (b) is earlier), the defaulter shall cease to be a Member.
- 5.4 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.
- 5.5 No refund of Membership fees shall be made if a Member resigns.
- 5.6 Should Membership lapse due to non-payment of the annual Membership fees, the affected Member may apply to the Executive Committee for readmission to the Council. 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 forthwith.

6. THE EXECUTIVE COMMITTEE

- 6.1 The management of the affairs of the Council shall be vested in the Executive Committee comprising of a maximum of ten (10) elected Officers, all of whom must be Members of the Council. The majority of Officers on the Executive Committee must be Singapore citizens, or

Singapore Permanent Residents. The Executive Committee shall be vested with such authority and powers as shall be necessary or desirable to achieve the objectives of the Council. The Executive Committee shall also be vested with the power to affiliate the Council with such other business or professional bodies as it considers fit for the benefit of the Council.

- 6.2 The Executive Committee shall consist of such positions as may be required for the efficient running of the Council, as determined by the Executive Committee.
- 6.3 The Executive Committee will be responsible for deciding the duties and responsibilities of each Officer. The titles of the Officers may be amended at the discretion of the Executive Committee.
- 6.4 The Officers on the Executive Committee shall be elected from amongst nominated representatives of Members at each Annual General Meeting. 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 (2) Members (excluding the Member seeking election onto the Executive Committee). All nominations (including confirmations) must be received in writing by the incumbent Executive Committee not less than ten (10) days prior to the date of the Annual General Meeting. The Executive Committee will circulate the list of nominations to Members not less than ten (10) days prior to the Annual General Meeting. Nominees must be present at the Annual General Meeting or give their consent in writing to stand for election if they cannot be present at the Annual General Meeting.
- 6.5 Election shall be by a simple majority of the Members voting.
- 6.6 Officers of the Executive Committee shall be in office for a term of one (1) year. Any retiring Officer of the Executive Committee is eligible for re-election.
- 6.7 In the event any Officer of the Executive Committee is desirous of resigning his/her position, he/she shall provide the Executive Committee with one (1) month's written notice, which shall include an explanation of his/her decision to resign. The resignation shall take effect at the Executive Committee meeting immediately following the expiration of the notice period.
- 6.8 Any Officer of the Executive Committee may be removed by a majority vote of the other Officers of the Executive Committee.
- 6.9 If for any reason an Officer of the Executive Committee is removed from office or is otherwise unable to serve for a full term or if an elected position on the Executive Committee is unfilled, the vacancy may be filled by the Executive Committee by appointing another Member of the Council onto the Executive Committee. The decision of the Executive Committee in relation to

filing such vacancies shall be final. Such appointed Officer(s) of the Executive Committee shall serve until the following Annual General Meeting.

7. POWERS OF THE EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall be responsible for the day-to-day operations of the Council as well as planning the Council's future policies, events, meetings, programs, speakers and other functions.
- 7.2 The Executive Committee shall be responsible for deciding whether or not (and in what numbers and subject to what conditions) guests of Members shall be entitled to attend events organized by the Council.
- 7.3 The Executive Committee is authorized to open and operate bank accounts in the name of the Council and the signatories on all bank mandates shall be such Executive Committee Officers as the Executive Committee shall from time to time designate.
- 7.4 The Executive Committee may appoint Sub-Committees and invite any Members of the Council to assist the Executive Committee or serve on Sub-Committees. If any Member ceases to be a Member of the Council, he shall automatically cease to be a Member of the Sub-Committee and another Member shall be appointed in his place. All Sub-Committees shall periodically report their proceedings to the Executive Committee and shall conduct their business in accordance with the directions of the Executive Committee.
- 7.5 The Executive Committee may engage staff and obtain office and other facilities on behalf of the Council as considered necessary from time to time, the costs of which shall be borne by the Council.
- 7.6 The Executive Committee may establish its own rules for the conduct of its business and may vary such rules from time to time.

8. EXECUTIVE COMMITTEE MEETINGS

- 8.1 The Executive Committee shall meet at least four times a year to discuss and agree on the affairs of the Council. Each of these meetings must be minuted and recorded in the records of the Council.
- 8.2 The date and time of all Executive Committee meetings, including the agenda for the meeting, shall be notified to the Officers of the Executive Committee prior to the meeting.
- 8.3 The quorum for all Executive Committee meetings shall be at least two (2) Officers of the

Executive Committee. All decisions shall be taken by a simple majority vote of those present at such meeting. In the event that there is a voting deadlock, the Chairman (or in his or her absence, the President) shall have a second or casting vote.

9. AUDIT AND FINANCIAL YEAR

9.1 The financial year of the Council shall run from 1st April to 31st March of each calendar year.

10. WELFARE OF COUNCIL MEMBERS

10.1 A Member may lodge his/her representation to the Council in writing to express his/her opinion on matters which deserve the Council's attention, to the President, who shall in turn submit such representation to the Executive Committee for deliberation. All decisions of the Executive Committee on such representations shall be minuted and registered in the records of the Council.

11. GENERAL MEETINGS

11.1 The Executive Committee shall call an Annual General Meeting within three (3) months after the end of each financial year in Dubai or other locations as directed by the Executive Committee. Business at the Annual General Meeting shall include, but not be limited to: (a) considering and approving the annual report on the affairs and activities of the Council; (b) considering and approving the accounts of the Council; (c) electing Officers of the Executive Committee; and (d) conducting any other business notified to the Council in writing as per this Constitution or raised at the Annual General Meeting.

11.2 The Executive Committee may call for 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.

11.3 The Executive Committee shall also call for an Extraordinary General Meeting if it receives a written request signed by not less than one-third of the total number of Members of the Council requesting for an Extraordinary General Meeting to be convened. Such request must include an outline of the matter, in sufficient detail, which the requesting Members wish to be put before the Members for a vote. The request to convene an Extraordinary General Meeting shall be sent by post or by hand to the Executive Committee, who shall send out a notice to convene the Extraordinary General Meeting to all Members of the Council within ten (10) days of the receipt of the request. The notice shall also state the agenda and purpose of the Extraordinary General Meeting.

11.4 The Executive Committee shall provide Members with not less than fifteen (15) clear days'

notice in writing that an Annual or Extraordinary General Meeting is to be convened.

- 11.5 Any Member who wishes to place an item on the agenda of an Annual or Extraordinary General Meeting may do so provided that he/she gives notice in writing to the Executive Committee at least ten (10) days before the Annual or Extraordinary General Meeting. Any Member may also raise any matter to be considered, and voted upon, by the Members present at the Annual or Extraordinary General Meeting.
- 11.6 Subject to the fulfillment of the required notice period, the date of any Annual or Extraordinary General Meeting shall be determined by the Executive Committee and notifications thereto shall be sent to all Members of the Council.
- 11.7 Each Annual or Extraordinary General Meeting shall be chaired by the Chairman or, in his/her absence, by the President and failing him/her, by any other Officer of the Executive Committee.
- 11.8 A quorum for all Annual or Extraordinary General Meetings shall consist of not less than twenty per cent (20%) of the Membership of the Council. If there is no requisite quorum after a period of thirty (30) minutes subsequent to the scheduled time for the Annual or Extraordinary General Meeting, then the Annual or Extraordinary General Meeting shall be postponed for seven (7) days thereafter and shall be held at the same time and place. Further notification to the Members shall not be required. A quorum shall be deemed to exist at the subsequent Annual or Extraordinary General Meeting irrespective of the number of Members present.
- 11.9 Members holding proxies to attend Annual or Extraordinary General Meetings in the place of other Members shall not be counted in determining a quorum. Members shall have the right to cast one (1) vote or, in the case of a Member holding a proxy for another Member, they shall have the right to vote on behalf of the Member they represent. No Member shall have the right to represent more than one (1) other Member at any meeting. In the event of a deadlock, the chairman of the Annual or Extraordinary General Meeting shall have the casting vote.
- 11.10 Only Members who have paid their Membership fees prior to the date of the Annual or Extraordinary General Meeting shall be entitled to vote. Voting will be by simple majority.
- 11.11 Proposed changes to the Constitution of the Council shall be submitted to the Executive Committee with a request for consideration at the Annual or Extraordinary General Meeting. The Executive Committee shall circulate the proposed changes with the notice convening the Annual or Extraordinary General Meeting. All proposed changes shall require a proposer and seconder and shall be adopted if approved by a two thirds majority of the Members voting (in person or by proxy) at the duly constituted Annual or Extraordinary General Meeting for the

purposes of considering the amendment.

11.12 Unless otherwise stated in this Constitution, all votes that are cast and all resolutions that are deliberated at any Annual or Extraordinary General Meeting shall be approved by a simple majority and shall be binding on the Council and the Executive Committee. The minutes of meeting and all approved resolutions shall be minuted and registered in the records of the Council.

12. NOTICES

12.1 In respect of any notice and/or invitation to be given under this Constitution, dispatch by post or facsimile or electronic mail to the Members' postal address, facsimile number or electronic mail address as reflected in the records of the Council shall be full and adequate notice.

12.2 Accidental omission to give notice to any Member or non-receipt of such notice shall not invalidate any business carried out at an Annual or Extraordinary General Meeting pursuant to the notice.

13. MISCELLANEOUS

13.1 The Executive Committee shall be the sole authority for the interpretation of the aforementioned rules and regulations of the Council made from time to time by the Executive Committee, and the decision of the Executive Committee upon any question of interpretation or upon any matter affecting the Council and not provided for by these rules or by the regulations shall be final and binding on the Members.

13.2 Minute books shall be kept by the Secretary of all the Meetings of the Council and shall be made available for inspection upon reasonable prior notice by any Member during usual office hours.

13.3 Subject to the provisions of all applicable laws, every Officer of the Executive Committee shall be entitled to be indemnified out of the assets of the Council against all costs reasonably incurred by him/her in defending any civil or criminal action or proceedings brought against him/her in the course of carrying out his/her duties on behalf of the Council, save where such civil or criminal action or proceedings are due to fraudulent behavior or wilful negligence of the Officer.

14. WINDING UP / DISSOLUTION

14.1 The Council shall not be dissolved except with the written consent of not less than three-quarters of the Members.

14.2 In the event of the Council being dissolved, all debts and liabilities legally incurred on behalf of the Council shall be fully discharged and any funds or property remaining thereafter shall be disposed of under the direction and supervision of the Consulate of the Republic of Singapore in Dubai or if necessary the Embassy of Singapore in Abu Dhabi or the superintending mission of the region, whichever is applicable.

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