

Articles of Association For establishing Leisure Marine Association-MENA

DEFINITIONS AND INTERPRETATION

In these Articles of Association, unless the context otherwise requires, the following have the stated meaning.

"Articles of Association" means these Articles which was approved by Dubai chamber of Commerce of Industry and the foundation instrument of the Leisure Marine Association-MENA.

"Leisure Marine" means any person, firm, company, body corporate or organization providing goods or services in the UAE or any part of the world related to Leisure Marine Sector.

"Business day" means any other day other than a Friday, Saturday or declared public holiday in the United Arab Emirates.

"Chairman" means the appointed Chairman of the Representative Committee.

"Dubai Chamber " means the Dubai Chamber of Commerce and Industry in Dubai, United Arab Emirates.

"Dubai" means the Emirate of Dubai in the United Arab Emirates.

"Association" means the Leisure Marine Association - MENA.

"Month" means calendar month

"Member" means those persons, firms, companies, bodies corporate and organizations admitted to Membership of the Association pursuant to these Articles of Association and whose membership has not ceased or lapsed.

"Membership" means membership of the Association.



“**MENA**” means Middle East and North Africa.

"**Northern Emirates**" means jointly the Emirates of Sharjah, Ajman, Ras Al Khaimah and Umm Al Quwain in the United Arab Emirates.

“**Quorum** ” means a group of two thirds.

"**Representative Committee**" mean those persons appointed pursuant to these Articles of Association.

"**UAE**" means the United Arab Emirates.

ARTICLE 1 - FOUNDATION

There shall be established in the Dubai and the Northern Emirates a non-profit, non-religious and non-political association named “Leisure Marine Association-MENA”.

The Association shall be comprised of companies and entities operating in Dubai and shall function under the umbrella of Dubai Chamber

ARTICLE 2 - REGISTERED OFFICE

The Association shall have the premises of its registered office in the Emirate of Dubai.

ARTICLE 3 - OBJECTIVES

1. The objectives of the Association are as follows: To promote, protect and advance the interests of its members, that of the Leisure Marine industry and the wider leisure marine community.
2. To positively promote the public perception of the Association and increase awareness about the Association.
3. To promote the cooperation and exchange of information between all entities working within the industry, increase their education on relevant matters and raise the overall standards of the Leisure Marine industry.



4. To organize and support conferences and seminars related to Leisure Marine industry.
5. To promote a positive image of the Leisure Marine industry and companies working within the industry.
6. To contribute in developing the commercial, economic and technical activities of Leisure Marine industry.
7. To contribute to the economic development of the MENA region, GCC and UAE by growing the marine industry.
8. To provide leadership for and be the voice of the Leisure Marine industry on all matters of significance for its members and the industry.
9. To stimulate and encourage an understanding of the significance, benefits and enjoyment of leisure boating.
10. To work with, advise and assist governments, public authorities, trades industries and associations on all matters of interest related to the Leisure Marine industry leading to a simplified and enjoyable boating experience.
11. To inform and advise the Leisure Marine Industry about government policies and actions and other matters affecting their interests and take appropriate action.
12. To foster research, training and encourage improvements in facilities and public services for the Leisure Marine industry.
13. To encourage education leading to a career in the Leisure Marine industry.
14. To encourage and promote safe operating practices with watercraft and persons involved in leisure boating.
15. To promote and support boat shows and other promotional activities to bring leisure boating to the public's notice.
16. To co-operate with and encourage interaction with other sporting and leisure activities bodies or associations as could be relevant to the boating industry.



17. To promote environmental awareness amongst the boating community members and adopt sustainable practices to ensure the enjoyment of the marine environment for future generations.

ARTICLE 4 - RESPECT OF LOCAL LAWS AND REGULATIONS

The Association shall not engage or participate in any political activity.

The Association is construed and bound by the governing laws and regulations of the Emirate of Dubai and the United Arab Emirates.

ARTICLE 5 - MEMBERSHIP

Persons, firms, bodies corporate, organizations or any other associations may apply for membership of the Association.

Types of Membership in the Association shall consist of General Members, Associate Members and Honorary Members.

The number of Members of the Association shall be unlimited.

A. General Members

A corporate or organization which is demonstrably involved in the marine industry trade or is substantially engaged in the leisure marine activities or services may make application to the Representative Committee to become a General Member of the Association, and on admission as a General Member shall be and remain a General Member until he or it shall cease to be involved in the trade as aforesaid whereupon he or it shall ipso facto cease to be a General Member of the Association.

B. Associate Members

The Representative Committee may in its uncontrolled discretion admit any person, entity, organization or corporation to be an Associate Member of the Association. An Associate Member will be deemed to have an interest in the leisure marine industry but does not require to be actively involved in the trade or service.



D. Honorary Membership

1. Any person or representative of a corporate whether he will be at that time a General Member who in the opinion of the Representative Committee has rendered outstanding service to the Association may on the recommendation of the Representative Committee and pursuant to a resolution of the entire Association in general meeting become an Honorary Member and he shall remain an Honorary Member without payment of any membership fee but will otherwise remain subject to the provisions of these Articles.
2. An Honorary Member shall be entitled to attend all general meetings of the Association but not be entitled to vote at any such general meeting nor be eligible to be appointed a Member of the Representative Committee unless that person is otherwise a General Member.
3. If an Honorary Member has an ownership interest in a company, partnership or other entity which is a full Member of the Association and the membership of that company, partnership or other entity ceases for any reason whatsoever then the Representative Committee may, in its absolute discretion, terminate the Honorary membership as well.

Members shall:

- a. Receive notification of, attend and vote at all general meetings of the Association.
- b. Be entitled to be elected to the Representative Committee
- c. Be entitled to receive invitations to activities of the Association and industry information as distributed by the Association.

Voting Rights:

Associate members and honorary Members will not have the right to vote at assemblies.

General members have the right to vote at Annual General Meetings and at all Ordinary and Extraordinary meetings.

Voting by proxy will be accepted only if written authorization by the member is submitted to the Assembly. Members will not be permitted to exert more than three (3) proxies in addition to their own vote.



Cessation of Membership

The member's Membership shall be ceased in any of the following cases:

1. Death
2. If he becomes incapacitated or becomes disabled in a way that does not allow him to fulfill his duties as a member
3. If he is convicted of any crime involving his honesty and integrity
4. If he declares his bankruptcy or ceased to pay his debts, even if it is not accompanied by declaring his bankruptcy
5. Cessation of legal status of the Association
6. Dissolution of the legal entity of the Member
7. Nonpayment of membership fees
8. If he does not abide by his obligations, general principles of good faith, code of conduct, confidentiality and non-conflict of interest
9. Expulsion in accordance with decision of the members in the General Assembly
10. If he submits a written request to the Administrative Board, expressing his wish to cease his membership and his request is accepted by the Administrative Board

ARTICLE 6 - ACCOUNTS

The Representative Committee shall appoint a professional auditor to audit the accounts of the Association. The Representative Committee shall present the annual financial report made to date not more than five months before the date of the meeting, before each Annual General meeting.

The Representative Committee must follow the decisions and votes of the members at Annual General meeting regarding the expenditure of revenues.



The Representative Committee must provide accounts disbursements through Provisional Quarterly Reports and the Annual Statement of Receipts and Disbursement.

The utilization of credit balances shall be decided only after having received the opinions of Members that vote at the Annual General meeting.

Copy of the Association' approved annual balance sheet shall be deposited with the Dubai Chamber.

ARTICLE 7 - THE REPRESENTATIVE COMMITTEE

The Association will be managed by the Representative Committee.

1. Seven (7) Directors, with the right to vote, elected from the members with the right to vote.
2. Three (3) Directors, with consultative rights only, elected from any of the membership options.

The members of the representative committee shall be elected at the annual General Meeting for a period of 1 year commencing on the date of the election and to be held every year.

Nominations/proposals for the Representative Committee's members shall be sent by general members of the association to the general secretary at least one (1) month prior to the date of the Annual General Meeting.

The Representative Committee will appoint amongst the members present at the General Assembly, two (2) persons to assist the secretary in the collection and counting of the results of the voting.

The Representative Committee within two (2) weeks from the date of the Annual General meeting shall elect the Chairman, 2 Deputy Chairman, the General Secretary, Treasurer and nominate the Financial Controller.

When undertaking its duties and tasks within the Leisure Marine Association, the members of the Representative Committee shall act in the interest and as representatives of the association.



The Representative Committee shall remain in charge for a period of one (1) calendar year and may be re-elected for a consecutive term.

The Representative Committee will meet not less than seven (7) times in one (1) calendar year, before the annual general assembly, on the summoning by the Chairman and/or by at least a third of its members with the right to vote.

The Representative Committee cannot legislate without the presence of a minimum of five (5) members having the right to vote.

The resolutions are valid with the simple majority of votes and in case of parity, the vote by the Chairman is decisive.

During the first meeting, The Representative Committee, by ballot, will nominate:

- The Chairman
- The Deputy Chairman
- The Second Deputy Chairman
- The General Secretary
- The Vice Chairman for Financial Affairs

The Financial Controller may be elected from among Members of any category or, if so decided, from outside the Association.

Bank arrangements shall be implemented as the Representative Committee shall deem appropriate. In any event, two (2) joint signatories shall always be required for the bank accounts.

ARTICLE 8 - THE CAPACITIES

The Chairman shall chair the General meetings and the Representative Committee meetings.

The First Deputy Chairman shall chair all General Meetings in case of the Chairman's absence. The second deputy Chairman shall chair all general meetings in case of the Chairman and First Chairman's absence.



ARTICLE 9 - RESIGNATIONS

In case of resignations by one member of the Representative Committee, the same will be replaced by co-opting a candidate for the remaining duration of the nomination period of the Representative Committee.

This procedure will not be applicable should four or more members of the Representative Committee resign during the calendar year. In this case, the Representative Committee must resign and new elections will be called within three (3) weeks from the date of last resignation. The new Representative Committee will remain in charge for the remaining period of the mandate.

The next Annual General Meeting shall confirm the nomination of the co-opted new members with the understanding that, even before the official instatement takes place, they will be allowed to participate in The Representative Committee' management activities and voting.

ARTICLE 10 - ANNUAL GENERAL MEETING

An Annual General Meeting shall be held.

The Chairman of the Representative Committee or a nominated member of Representative Committee may convene a general meeting of the Association. General meetings may also be convened by the General Secretary of the requisition by a majority of members of the Representative Committee or on requisition of two-thirds of the Members.

A twenty-one (21) days' notice specifying the place, day and the hour of the meeting is to be provided to members.

The Annual General Meeting shall consider the following topics:

- The annual financial reports.
- A report of activities by the Representative Committee and Auditors.
- The election of Representative Committee
- The appointment of auditors if needed.



- An agenda of the meeting including any special business, if any, is to be provided no less than seven (7) business days prior to the meeting. Any matters outside the above topics will be considered special topic.

The Annual General Meeting should meet twice a year, as set forth and at the times given by the regulations.

ARTICLE 11 - EXTRAORDINARY ASSEMBLIES

Extraordinary Assemblies are called to discuss and legislate only on following topics:

1. Budget revisions out of the annual General meeting
2. Revision of Statute and By-law
3. Rules and regulations for Members' Admissions
4. Action towards members
5. Dissolution of the Association.

These topics cannot be discussed in any other Assembly

An Extraordinary Assembly is called by:

- The Representative Committee through the Chairman
- A minimum of 25 % of the Members with the right to vote in the Assembly.

The summoning of Extraordinary Assemblies is notified to all the Members of the Association at least three (3) weeks in advance together with the agenda.

An Extraordinary Assembly can debate only on what is already inserted in the agenda.

ARTICLE 12 - ORDINARY ASSEMBLIES

An Ordinary Assembly is called by:

- The Representative Committee through the Chairman.
- A minimum of 25 % of the Members with the right to vote in the Assembly.

The summoning of Ordinary Assemblies is notified to all the Members of the Association at least one (1) week in advance together with the agenda.



ARTICLE 13 - QUORUM AND VOTING

The Annual General meeting quorum for the validity of the Assembly and its decisions is reached by the presence of at least 75 % of the Members with the right to vote.

Should the quorum not be reached, the General meeting will be suspended and a second session called to be held after 4 weeks from the original planned date.

The quorum required for the second called Annual General Meeting will be at least 50% of the Members with the right to vote.

The proposals and resolutions will be approved by the simple majority of votes by Members having the right to vote that are present or are represented in the Assembly, unless otherwise specified by this statute on specific issues.

Should the quorum not be reached even after the second call, the Annual General Meeting shall be summoned again, with the same rules, after a week period.

Resolutions shall then be approved with the simple relative majority of votes, unless otherwise specified by this Statute.

Quorum and voting pertaining all other kind of Assemblies are ruled under the by-laws.

ARTICLE 14 - MINUTES OF ASSEMBLIES

Minutes of Assemblies will be written only in English and signed by the Chairman and the General Secretary for distribution to all Members that request them.

A copy of minutes shall be forwarded to the Dubai Chamber.

ARTICLE 15 - AMENDMENT TO THE ARTICLES OF ASSOCIATION

This Articles of Association can only be amended by an Extraordinary Assembly, duly summoned for this purpose.

Any modification shall be approved by a majority of at least 75 % of the Members with the right to vote. Should the quorum not be reached at the first call, the Extraordinary Assembly shall be summoned again, with the same rules.

Resolutions shall be approved by a majority of two thirds of the present votes.



ARTICLE 16 - INTERNAL REGULATIONS AND BY-LAWS

The Internal Regulations and By-laws shall be established by The Representative Committee and cannot be in conflict with this Constitution and the Laws and Regulations prevailing in the United Arab Emirates.

The Internal Regulations and By-laws shall regulate what is not included in the present Articles of Association.

The Internal Regulations and By-laws can be modified by The Representative Committee, but must be ratified through an Extraordinary Assembly, by absolute majority of the Committee Members.

ARTICLE 17 - DISSOLUTION OF THE ASSOCIATION

The Association shall not be dissolved other than through an Extraordinary Assembly summoned exclusively for this purpose, whereby the majority of at least two thirds of the Members with the right to vote shall approve such dissolution.

Should the quorum not be reached, the Extraordinary Assembly shall be summoned again within three (3) weeks. The resolution shall then be adopted with a simple majority.

Should the Association dissolution be approved, the Extraordinary Assembly shall nominate one or more liquidators that, under the supervision of the Dubai Chamber will take care of the selling off of all assets.

The net assets will be donated to one or more charity organization in the Dubai Chamber and/or in the United Arab Emirates.

ARTICLE 18 – CONSTITUTION REGISTRATION

The present Articles of Association shall be deposited, in English only, at the Dubai Chamber of Commerce and Industry.

This Constitution is composed of eighteen (18) Articles and has been discussed and approved in:

Dubai on October 7, 2020

