

Articles of Association of the Arab-EU Business Facilitation Network

01.01.2015

Article 1: Name & Office Location

1. The official name of the organization is “**Arab- EU Business Facilitation Network**” and is in this document referred to as “**The Network**” or as “**(AEN)**”
2. As of 01.01.2015 the Network’s office is hosted in Amman, Jordan.

Article 2: Founding Partner Organizations

The founding partner organizations are the following¹:

- Algeria Forum des Chefs Des Entreprises (FCE)
- Bahrain Bahrain Chamber of Commerce & Industry (BCCI)
- Denmark Confederation of Danish Industry (DI)
- Egypt Federation of Egyptian Industries (FEI)
 - o Chamber of Food Industries (CFI)
 - o Environmental Compliance office and Sustainable Development (ECO)
- GCC Federation of GCC Chambers (FGCCC)
- Jordan Jordan Chamber of Industry (JCI)
- Kuwait Kuwait Chamber of Commerce & Industry (KCCI)
- Lebanon Association of Lebanese Industrialists (ALI)
- Libya Libyan Businessmen Council (LBC)
- Morocco Confédération Générale des Entreprises du Maroc (CGEM)
- Oman Oman Chamber of Commerce & Industry (OMCI)
- Palestine Federation of Palestinian Chambers of Commerce, Industry & Agriculture (FPCCIA)
- Qatar Qatar Chamber of Commerce & Industry (QCCI)
- Saudi Arabia Council of Saudi Chambers (CSC)
- Syria Damascus Chamber of Industry (DCI)
- Tunisia Union Tunisienne de l’Industrie, du Commerce et de l’Artisanat (UTICA)
- UAE Federation of UAE Chambers of Commerce

Article 3: Mission

1. The mission of The Network is: To enhance private sector growth through public-private dialogue, B2B activities, knowledge sharing, business service development and policy advocacy aimed at improving the general business environment in the MENA region and to enhance commercial links between the EU and MENA.
2. The Network is achieving this mission by (not exhaustive):
 - a) Coordinating and supporting activities of the members;
 - b) Organizing conferences, events, working groups and taskforces;
 - c) Representing the opinions and interests of its members in political and administrative relations in MENA and in Europe;
 - d) Collaborating at national, regional, and international levels with relevant organizations and professional entities incl. participation conferences in areas of relevance to the mission of the Network.
 - e) Promoting to its members the availability of services rendered by other members;

¹ GCC Chambers and business organizations which can prove their active participation in more than two network meetings before 01.01.2015 are also considered founding partner organizations.

- f) Defining common policy position formulation and subsequent dialogue with governmental counterparts on the opportunities to improve the business environment conditions;
- g) Facilitating exchange of information, knowledge and best practices, through a newsletter, a website and other means.
- h) Influencing of public opinion on the societal gains of private sector development;
- i) Stimulating research in the field of private sector growth and the barriers for this and by disseminating information on current research findings;

Article 4: Members & Admission of Members

- 1. The Network has ordinary Members and Associate Members.
 - 2. Ordinary Members are Full Members. Full Members are business organizations or chambers of commerce and / or industry that:
 - a) Have their address registered in Europe or the MENA region;
 - b) Have paying members as constituents;
 - c) Are working to the benefit of their members interest;
 - d) Are professionally active in the field of private sector development.
 - 3. Associate Members are private enterprise who:
 - a) Have a registered address of their company in Europe or in the MENA region;
 - b) Are professionally active in promoting the private;
- Or are natural persons who:
- c) Have been members of the Network;
 - d) Are retired and are no longer working full-time in a business membership organization or chamber of commerce.
- 4. All members incl. umbrella organizations are members of the network bilaterally.
 - 5. The membership rights are exercised on its behalf by one (1) natural person appointed by the member. This person has to be a person authorized by virtue of the Articles of Association of the member in question and/or by a power of attorney to represent the member in question towards the Network.
 - 6. The natural person who is authorized to represent a member as defined in this paragraph can be re-appointed without limits by the member in question.
 - 7. The Executive Committee decides on the admission of Members after a written request – attested to the Head of Secretariat - by a potential new member.
 - 8. The membership year follow the calendar year.

Article 5: End of Membership

- 1. Memberships ends:
 - a) When a member ceases to exist, even if this is the result of a merger or demerger;
 - b) When a member fails to attend three subsequent meeting including the annual meeting
 - c) As a result of the Member terminating the membership;
 - d) As a result of the Network terminating the membership.
- 2. Termination of the membership by either party can only take place at the end of a membership year, exclusively in writing and taking into account a term of notice of at least four (4) weeks. If a termination has not taken place in time, the membership will be continued until the end of the next calendar year.
- 3. The termination of memberships by the Network can solely be effected by the Executive Committee.

Article 6: Modus Operandi

1. The full Network is convened by the Executive Committee at least twice a year.
2. The convening of The Network is effected by a written notice to the Full Members with a period of at least sixty (60) days. The convening letter has to state the subjects to be dealt with and the location of the meeting.
3. Parties that have access to the Network meetings are all Full Members and Associate Members.
4. Each year at least one Network Meeting, which is the annual meeting, is held and this within six months after the end of the financial year. Attendance is mandatory
5. The Network Meetings are presided by the Head of Secretariat or, in his/her absence, by a person to be appointed by the Executive Committee, whether or not from amongst its members. If no members of the Executive Committee are present, the meeting itself will provide its chairmanship. The person who chairs the Network Meeting as referred to in this paragraph, will be hereinafter referred to as: the Chairman.
6. The Chairman determines the way in which the voting will be effected in the Network Meeting in as far as the Network has not determined by further regulations the way in which the voting is effected.
7. Each Full Member is eligible to vote and has one vote. Associate members do not have the right to vote.
8. Decisions are made using simple majority.
9. The assessment of the outcome of a vote given by the Chairman in the Network meeting is decisive. The same applies to the content of a decision taken, in so far as the vote concerns a proposal not laid down in writing.
10. All decisions for which no larger majority is prescribed by law or in these Articles are taken by absolute majority of the votes cast.
11. Minutes are kept of the proceedings of the Network Meeting by the Head of Secretariat or a person appointed by the Chairman.

Article 7: Financial Means & Aspects

1. The financial year of the Network is the calendar year.
2. The financial means of the Network consist of the annual contributions of the Members, the contributions of the donors, any admission fees, subsidies, testamentary dispositions, bequests, gifts, income arising from the organizing of publications and congresses and other types of income.
3. Any annual contribution owed by the Members to the Network is determined by the Executive Committee.
4. The financial compensation of expenditures for member participation in meetings of the network is decided upon annually by the Executive Committee.
5. The Executive Committee can determine that new Members owe an admission fee. The amount is determined by the Executive Committee.
6. In the first Network Meeting of the year the Executive Committee issues its annual report about the course of events in the Network and about the policy pursued. The committee submits the balance sheet and a state of income and expenditure to the meeting during the annual meeting.
These documents are signed by the committee members; if the signature of one of them is missing, this will be mentioned stating reasons.

Article 8: Donors & Sponsors

1. Donors or sponsors are external parties admitted to the network by the Executive Committee and paying a once-only or periodical contribution.
2. The Executive Committee is authorized at all times to terminate the donors/sponsorship by a written notice.

Article 9: The Executive Committee

Article 9.1: Composition

1. The Executive Committee consists of five (5) Full Members, including the President. Only one (1) member per country can be part of the Executive Committee.
2. The members of the Executive Committee are appointed by all Full Members of the Network with (1) representative from the following five(5) sub-sections:
 - i. The host country of the secretariat;
 - ii. The main donor/sponsor of the network;
 - iii. A member from the GCC;
 - iv. A member from Egypt;
 - v. A member from Maghreb and the Levant.

At the same time, a President and a Treasurer (2 (two) different persons) is appointed by the Network among the members of the Executive Committee.

3. If a member organization of an Executive Committee member incl. the President ends its membership during the appointed period of the Executive Committee, the remaining Executive Committee is authorized to appoint a new member following Article 9.2.
4. The members of the Executive Committee are appointed for a period of (2) years. All members may re-apply after two years as long as the conditions in article 9.4.1 and 9.4.2 are met.

Article 9.2: Administration, Tasks and Powers

1. The Executive Committee is charged with the overall administration of the Network. All members of the Executive Committee are held towards the Network to a due performance of the tasks imposed on them. This includes keeping records of the financial dispositions of the Network.
2. The day to day management and administration of the Network lies with the Head of Secretariat.
3. The Executive Committee annually appoints an accountant - from the hosting country - to audit the balance sheet and the statement of income and expenditure.

Article 9.3: Representation

1. The Executive Committee represents the Network.
2. The authority to represent is also vested in the President acting jointly with the Head of Secretariat, or Treasurer, as well as the Head of Secretariat acting jointly with the Treasurer.
3. The Executive Committee can decide to grant a power of attorney to one or more members of the Executive Committee, as well as to other parties, both jointly and separately, to represent the Network within the boundaries of said power of attorney.

Article 9.4: Modus Operandi

1. The President as well as at least two other members of the Executive Committee together are equally authorized to convene a meeting of the Executive Committee as often as it deems desirable to them, but at least two times a year.
2. The President presides the meetings of the Executive Committee; in his/her absence the meeting itself provides its chairmanship.

3. Quorum is reached when 3 (three) out of 5 (five) members of the executive Committee is present.
4. In the meetings each member of the Executive Committee has one vote.
5. Decisions are made using simple majority.
6. If the votes are equally cast with regard to matters, the proposal will be rejected.
7. The President decides the way in which the votes are cast, on the understanding that, if one or more members of the Executive Committee demand it, the voting with regard to persons is done anonymously in writing.
8. The assessment regarding the outcome of a voting given by the President of the meeting will be decisive. The same applies to the contents of a decision taken, in so far as the votes were cast with regard to a proposal not laid down in writing.
9. Each members may appoint an alternate individual who may represent an Executive Committee member, should that member not be able to attend a meeting. The Executive Committee member using an alternate must state the name of the alternate in writing, to the Head of Secretariat, at least 1 (one) week before the meeting.
10. The Head of Secretariat will participate in all Executive Committee meetings. He/she will draw up minutes of the proceedings in the meetings which are adopted in the same or the next meeting and are signed as proof thereof by the President and the Head of Secretariat.

Article 10: Amendment of the Articles

1. The amendment of the Articles can solely be effected by a decision of the Network convened with the notice that an amendment of the Articles will be proposed in said meeting.
2. The parties that have convened the Network in order to deal with a proposal to amend the Articles have to make available a copy of the proposed amendments to all Full Members, at least thirty (30) days before the day of the Network Meeting.
3. A decision to amend the Articles can solely be taken by the Network with a majority of at least two thirds of the number of votes cast.
4. The amendment of the Articles will become effective only after a notarial deed has been drawn up and executed.
5. The Executive Committee as well as the members of the Executive Committee authorized to represent the Network are also authorized to have the deed of the amendment of the Articles executed. The Executive Committee can also grant other persons powers of attorney for that purpose.

Article 11: Dissolution & Liquidation

1. The liquidation of the Network is effected by the members of the Executive Committee. If it is apparent to them that the debts of the Network will probably exceed the assets, they will file for bankruptcy, unless all known creditors, upon being asked, consent to a continuation of the liquidation outside a bankruptcy.
2. After the dissolution the Network will continue to exist in so far as this is necessary for the liquidation of its capital.
3. During the liquidation the provisions of the Articles remain in force as much as possible. The words 'in liquidation' have to be added to the name of the Network in the documents and notices sent by or on behalf of the Network.
4. The Network will cease to exist at the moment when no more assets known to it or to the liquidators exist. The liquidators will inform the registers in which the Network is registered of its ceasing to exist.
5. The books and documents of the dissolved Network have to be kept for seven years after the end of the liquidation. The keeper is the party appointed to that end by the liquidators. Within eight days after the commencement of this obligation to keep, the keeper has to inform the registers in which the Network had been registered of the keeper's name and address.

APPENDIX

Rules & Regulations as per 01.01.2015-01.01.2017

1. Founding Partner Organizations as listed in Article 2 are eligible for coverage specified in point 3-6 for two delegates per organization.
2. Business membership organizations in the EU and the MENA region who are not amongst the founding partner organizations are welcome to participate, but will have to cover their own cost.
3. Flights
 - a) Delegates are entitled to economy class tickets, the cheapest route on the given dates from the country of origin to the host country of the meeting.
 - b) Delegates are welcome to arrange tickets on their own. In this case they will be reimbursed.
 - c) Delegates are welcome to book business class ticket themselves and will subsequently be reimbursed the equivalent of an economy ticket.
4. Cancellations and changes
 - a) Any cost caused by cancellation or changes (in connection with Network meetings) made by a delegate will be covered by his/her organization.
5. Accommodation
 - a) The delegate(s) from each organization are granted hotel nights equivalent to number of meeting days plus one night prior to the first meeting day at the selected hotel in connection with AE Network meetings. In case flights are not available on the given day, the delegate may stay an extra day at the cost of the Network. However, the Network does not cover additional nights for the sake of 'convenience' if flights are available which ensures that the delegate can travel on the decided dates.
 - b) The delegates are welcome to stay longer at their own costs.
6. Reimbursement to the delegate
 - a) If delegates arrange their own flights, they are entitled to reimbursement of the equivalent amount to a an economy class ticket on the cheapest route on the given dates in so forth the e-ticket along with the account details of the organization is received by the Head of Secretariat no later than one week after the Network meeting.
7. Communication with the Secretariat
 - a. e-mails are the main method of communication and considered as an acceptable formal means of communication
 - b. each member organization is to designate a focal point of communication with the secretariat, this person would be responsible to coordinate internally with his/her organization and provide the secretariat with required action and or deliverables

Rules & Regulations as per 01.01.2017 – [TENTATIVE]

1. Founding Partner Organizations as listed in Article 2 are eligible for coverage specified in point 3 below for two delegates per organization.
2. Business membership organizations in the EU and the MENA region who are not amongst the founding partner organizations are welcome to participate, but will have to cover their own cost.
3. Accommodation:
 - c) The delegate(s) from each organization are granted hotel nights equivalent to number of meeting days plus one night prior to the first meeting day at the selected hotel in connection with AE Network meetings. In case flights are not available on the given day, the delegate may stay an extra day at the cost of the Network. However, the Network does not cover additional nights for the sake of 'convenience' if flights are available which ensures that the delegate can travel on the decided dates.
 - d) The delegates are welcome to stay longer at their own costs.