The Constitution
of the
American Chamber of Commerce
Bahrain

Commercial Registration No. 53848

Reviewed and approved by the AmCham Bahrain Board of Directors on 30 Jun 2015

Approved by AmCham Bahrain Members at the Annual General Meeting on 8 Sep 2015
# AMCHAM BAHRAIN CONSTITUTION

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ARTICLE I: NAME AND OBJECTIVES

This organization shall be known as the American Chamber of Commerce in Bahrain, hereinafter referred to as “AmCham Bahrain”. AmCham Bahrain shall have independent legal personality on its incorporation and shall act to undertake its objectives taking in consideration the applicable laws and regulations of the Kingdom of Bahrain and the relevant consents and licenses.

The objectives of AmCham Bahrain are:

- To promote the development of trade, commerce and investment between the United States and Bahrain;
- To be a direct liaison with the Chamber of Commerce of the United States and other chambers of commerce and business organizations, and to express the views of the local American business community to public and private interests in the United States and Bahrain;
- To provide a forum in which American business executives in Bahrain and business executives with American interests may identify, discuss and pursue common interests and opportunities regarding their activities;
- To work with individuals and organizations in Bahrain on matters of mutual interest relevant to promoting trade and commerce activities in both countries to the mutual benefit of its members.
- To increase awareness of Bahrain’s commercial position in the Middle East among the American business community.

AmCham Bahrain may do all lawful things, which may be incidental or conducive to the attainment of the foregoing objectives including but not limited to setting up an office, exercising the right to purchase and lease properties and sue and be sued in its own name. AmCham Bahrain shall not attempt to restrict or in any manner interfere with any lawful activity undertaken by any of its members in Bahrain. AmCham Bahrain shall not engage in any political activity in Bahrain or allow its funds and/or facilities to be used for political purposes in Bahrain or abroad.

ARTICLE II: MEMBERSHIP

SECTION A. Categories of Membership

1. Corporate Members
   a. Membership in the Corporate Member category shall be open to any corporation, limited liability company, partnership, sole proprietorship, and other business entity incorporated or organized under the laws of any state or territory of the United
States of America, and any subsidiary and affiliate thereof (each such entity, a “U.S. Business”), in each case with a physical presence in the Kingdom of Bahrain, either independently or in affiliation with a Bahrain national. A Corporate Member must be legally established in Bahrain (possess a valid Commercial Registration or equivalent certificate) or have sufficient capital investment or operating in Bahrain, as determined by the Board of Directors. Each Corporate Member shall nominate two (2) persons of good standing, at least one of whom resides in Bahrain, to be its primary and secondary Corporate Representatives in AmCham. Notices from AmCham to a Corporate Member shall be directed to the Corporate Representatives. Additional employees may apply for Affiliate Individual status.

b. Notwithstanding the criteria set forth in 1.a. above, the Board of Directors may, in its sole discretion, designate in the Bylaws sub-categories of the Corporate Membership providing for Membership in those sub-categories to any organization and company that (1) has a physical presence in the Kingdom of Bahrain or in affiliation with a Bahrain national, and (2) satisfies any of the following criteria:

   i) carries on as a major business as an agency, distributorship, franchise or other representation for an American Business;

   ii) operates as a joint venture or under management contract with an American Business;

   iii) conducts a business that is managed or operated substantially by American professionals in accordance with American standards; or

   iv) evidences a special nexus with the American business community in the Kingdom of Bahrain.

2. Individual Members

   Membership in the Individual category shall be open to any United States Citizen, permanent resident of the United States, Bahraini citizen, or Business Leader of any nationality who resides in Bahrain, who is engaged in business or a profession in Bahrain, who can make an effective contribution to AmCham Bahrain in achieving its objectives, but who cannot qualify for Corporate Membership.

3. Honorary Members

   Honorary Members may include such members of the American and Bahraini community as the Board of Directors deem appropriate.
SECTION B. Determination of Membership

1. The acceptability of any application for membership, its renewal or any change in classification of membership shall be determined by the Board of Directors. The Bylaws of AmCham Bahrain may establish guidelines for determining standards of membership so long as such guidelines are not inconsistent with this Article.

2. In the event of a change in the definition of a category of Membership set forth in this Article, or the creation of a new sub-category of Membership, the Board of Directors may authorize any current Member to retain its then current classification for the current and subsequent terms of Membership.

3. Application for membership shall contain the name, address, business activity (or occupation) and such other information as may be requested by the Board of Directors.

4. Membership shall be for one year. The Membership year must be the same as the financial year (1 January to 31 December), and Members may renew their Membership for an additional Membership year by the payment of applicable Membership dues, provided they satisfy the eligibility requirements for Membership as of the initial day of the Membership year.

5. The Board of Directors may establish and must specify in the Bylaws the Membership dues applicable to each category and sub-category of Membership. Membership dues become due and payable by Members in full as of the first day of each Membership year.

6. The membership of any member shall cease to have the qualifications for membership of AmCham Bahrain and may be terminated by the Board of Directors for a reason, which the Board of Directors may deem to be sufficient. Sufficient reasons for termination include but are not limited to:

   a. Violating the provisions of this Constitution and the Bylaws.

   b. Violating the resolutions of the Annual General Meeting, General Meeting or of the Board of Directors.

   c. The passing of a criminal judgment affecting a member’s integrity, honor or credibility unless the said member reinstated or until the prescribed sentence has elapsed.

   d. If a member defames or causes libel and/or slander to the name of AmCham Bahrain, any of its members or its Board of Directors.
SECTION C. Right to Vote

1. Full voting rights shall be limited to Corporate Members. Each Corporate Member shall have one vote. All membership dues and fees must be paid up-to-date before a Corporate Member is allowed to vote.

2. A Corporate Member shall designate one of its Member Representative’s to be its voting representative. This designated Voting Member Representative shall have the right to vote on behalf of the Corporate Member.

3. Individual Members shall have the right to vote to elect the Director, Individual Members on the Board of Directors. All membership dues and fees must be paid up-to-date before an Individual Member is allowed to vote. Only the Individual Members will have the right to vote for the Director of Individual Members.

4. Any voting Corporate Member Representative or Individual Member may authorize, in writing, any other qualified voting Member to vote on its behalf at any meeting of the membership of AmCham Bahrain. Written proxies shall be in such form as approved by the Board of Directors. The number of proxies to be held by any voting Member or voting representative at any meeting of the membership of AmCham Bahrain is limited to two. Notice of such proxy authorization in writing must be received by the Board of Directors prior to the time of the meeting.

5. Affiliates and Honorary Members shall not have voting rights.

SECTION D. Privilege to Hold Office

Subject to the provisions of Article IV of this Constitution: Any qualified voting Corporate Member representative who is a resident of Bahrain may hold elected office in AmCham Bahrain, and any qualified voting Individual Member who is a resident of Bahrain may hold elected office as Director of Individual Members in AmCham Bahrain.

SECTION E. Definition of AmCham Member

An “AmCham Member” shall be any Corporate or Individual Member that has been approved by the Board of Directors, is in good standing, and whose dues and fees are paid in full.
ARTICLE III: MEETINGS OF AMCHAM BAHRAIN

SECTION A. Annual General Meeting

1. The “Annual General Meeting”, shall be held in the second calendar quarter every year, or, as soon as possible after the annual audit is completed. Written or electronic notice of the annual general meeting shall be given by the President to the membership at least one (1) month prior to the date of the annual general meeting.

2. The following business shall be conducted at the Annual General Meeting:
   a. Report of the Board of Directors;
   b. Report of the previous year’s accounts;
   c. Election of the Officers and the Members of the Board of Directors; and
   d. Other matters which are placed on the agenda or that may transpire during a meeting, which could have a serious impact on AmCham Bahrain.

SECTION B. General Meetings of the Membership

1. General meetings may be held at any time as determined by the Board of Directors to conduct business requiring the participation of the Membership. There is no requirement to hold a General Meeting beyond the Annual General Meeting. Notice of all General Meetings must be given to the membership by the President at least two (2) weeks before each meeting.

2. Any member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the President at least one week before the meeting.

3. The President may call for a General Meeting at any other time, or at the request of at least 10% of the Members.

SECTION C. Quorum and Voting

1. A quorum shall be required at all times during meetings if official actions are to be taken.

2. The quorum for the Annual General Meeting and all General Meetings shall be thirty percent (30%) of the total qualified voting Membership of AmCham Bahrain, tallied by counting those attending in person or represented by proxy or absentee ballot. Such qualified voting Membership shall be determined as of the date occurring one (1) week prior to the general meeting.
a. In the event no quorum is present at any Annual General Meeting or General Meeting, the meeting may be adjourned to a place, date and time to be determined by the Board of Directors. Notice of such adjourned meeting and a copy of the agenda shall be sent by the President to all members at least two (2) weeks before the rescheduled meeting.

b. If a quorum of Members cannot be obtained at the adjourned meeting, then those present shall be considered a quorum. They shall have the power to conduct all business properly placed on the agenda, but they shall have no power to alter, amend, or make additions to any proposed resolution appearing on the agenda of the adjourned Annual General Meeting or General Meeting.

3. Resolutions at the Annual General Meeting and the General Meeting shall be valid if voted in favor by more than fifty percent (50%) of all votes cast (Simple Majority) unless otherwise specifically stated in this Constitution. In case of equal number of votes in favor of and against the proposed resolution, the President shall have the casting vote.

**ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS**

**SECTION A. Designation of the Board of Directors**

The Board of Directors shall consist of the following (up to) fourteen (14) members (Members/Directors):

1. Five (5) Officers (as defined below) to be elected by the Corporate Members (Officers), except for the Director, Individual Members who shall be elected only by the Individual Members;

2. (Up to) seven (7) other members to be elected by the Corporate Members (Elected Members); and

3. Two (2) members appointed by the newly elected President upon consultation with the Board of Directors (Appointed Members).

**SECTION B. Designation of Officers**

There shall be five (5) Officers of AmCham Bahrain (Officers) and their titles and nationalities shall be the following:

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<td>President</td>
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Vice President
Bahraini Citizen or a representative (of any nationality) representing a Bahraini Corporate Member if the President is a US Citizen or a representative (of any nationality) representing a US Corporate Member.

US Citizen or a representative (of any nationality) representing a US Corporate Member if the President is a Bahraini Citizen or a representative (of any nationality) representing a Bahraini Corporate Member.

Treasurer
Any Nationality

Board Secretary
Any Nationality

Director, Individual Members
US Citizen

SECTION C: Duties of Officers of the Board of Directors

President
The President shall exercise general supervision over the affairs of AmCham Bahrain, represent AmCham Bahrain in external relations, preside over all meetings of AmCham Bahrain and the Board of Directors, and be responsible for implementing the decisions of the Board of Directors.

Vice President
The Vice President shall perform the duties and responsibilities assigned by the President or the Board of Directors. The Vice President shall preside over meetings in the absence of the President.

Treasurer
The Treasurer shall be responsible for all financial receipts, disbursements, accounts, records and reports, and shall perform other duties and responsibilities assigned by the President or the Board of Directors. The Board of Directors or the Bylaws shall determine the maximum amount of funds to be kept in the Treasurer’s possessions to facilitate conducting the day-to-day operation. The Treasurer shall Chair the Finance Committee.

Board Secretary
The Board Secretary, shall be responsible for all documents and records of AmCham Bahrain and all relationships with legal counsel or legal consultants, and shall perform other duties and responsibilities assigned by the President or the Board of Directors. The Board Secretary shall chair the Legal Affairs Committee.
**Director, Individual Members**

The Director, Individual Members shall be responsible to represent and promote the interests of the Individual Members of AmCham Bahrain. Only the Individual Members shall have the right to vote to elect the Director, Individual Members on the Board of Directors.

**SECTION D. Nominations and Elections**

1. The Board of Directors shall appoint a Nominating Committee at least two (2) months prior to the Annual General Meeting.

2. The Nominating Committee shall comprise from three (3) to five (5) Members, half of whom must be American (or representatives of American member companies) and half of whom must be Bahraini (or representatives of Bahraini member companies).

3. Any two Corporate Members or voting representatives may nominate one or more qualified and consenting candidates for the position of the Officers and the Elected Members on the Board of Directors at the General Meeting immediately preceding the Annual General Meeting or in writing one month prior to the Annual General Meeting. Individual Members may nominate one or more qualified and consenting Individual Member candidates for the position of Director of Individual Members on the Board of Directors at the General Meeting immediately preceding the Annual General Meeting or in writing one (1) month prior to the Annual General Meeting. At the close of that General Meeting or one (1) month prior to the Annual General Meeting, nominations shall be closed. No person shall be nominated for the position of more than one of the Officers and the Elected Members.

4. The Nominating Committee shall consider the nominations made by Members as provided in paragraph 3 and any other qualified and consenting candidates. The Nominating Committee shall nominate at least one (1) qualified and consenting candidate for each elected position for the Officers and Elected Members on the Board of Directors, and shall announce its nominations to the Membership no later than two (2) weeks before the Annual General Meeting.

5. The Nominating Committee shall not nominate a candidate or candidates whose election might result in more than one person from the same company being on the Board of Directors at the same time.

6. Any Primary Representative or Secondary Representative of a Corporate Member, or any Individual Member may bypass consideration by the Nominating Committee and must be placed on the ballot if that Member (1) obtains signatures in favor of his or her nomination from at least ten percent (10%) of the qualified voting Membership of AmCham Bahrain, and (2) satisfies the eligibility requirements set forth in this Constitution and Bylaws, and (3) consents in writing to the nomination. Documentation showing satisfaction of the foregoing conditions must be received by the Nominating
Committee before the day that is one (1) month before the annual meeting. Such nominations will be closed after that day.

7. After the deadline for receipt of nominations has passed, nominations for Officers and Elected Board Members will close, and no further nominations may be accepted from the floor at the annual general meeting in which the election is held.

8. Members of the Nominating Committee cannot be the candidates for the position of the Officers or the Elected Members.

9. The Officers and the Elected Members of the Board of Directors shall be elected at the Annual General Meeting in accordance with the election procedure as prescribed under the Bylaws.

SECTION E. Terms and Vacancies

1. All Elected Officers and Members of the Board of Directors shall assume their duties at the first Board of Directors meeting following the Annual General Meeting in which they are elected.

2. All Officers and Members of the Board of Directors shall serve for a term of two years or until their successors take office. Officers may not serve in the same office for more than three (3) consecutive terms; provided however, that in extraordinary circumstances the Board of Directors may, by the affirmative vote of at least two-thirds (2/3) of the voting Membership of the Board of Directors, allow an Officer to run for the same office for an additional term. The number of terms that a qualified person may serve as a Member of the Board is not limited.

3. Board Officers and Board Elected Members may run for reelection, unless otherwise resolved in the General Meeting.

4. Notwithstanding the obligations of an Officer or Member of the Board of Directors as provided in paragraph 2 above, any Officer or Member of the Board of Directors may resign his position upon written notice to the Board of Directors.

5. In the event that any Officer or any Member of the Board of Directors is unable or fails to carry out the duties of that person’s office, the Board of Directors shall have the right, upon the affirmative vote of at least two-thirds (2/3) of the voting Membership of the Board of Directors, to remove that person from his or her office.

6. Vacancies in any Officer or Member positions on the Board of Directors shall be filled by the Board of Directors; provided, however, that if the President’s office is vacated, the then current Vice President must succeed to the office of President and the vacancy occurs in the office of the Vice President. The Board of Directors shall determine when a vacancy exists and shall fill every vacancy within four (4) months taking into consideration the results of the previous general election and in accordance with such election procedure as prescribed under the Bylaws and/or by the Board of Directors. Any
person who assumes a vacant office must, subject to paragraph 4 above, serve for the remaining term of the Board Officer or Member whose vacancy he or she filled.

SECTION F. Duties of the Board of Directors

The Board of Directors shall undertake the following duties:

1. To set and implement the policies of AmCham Bahrain incorporating the requirements expressed by vote of the Membership at general meetings, and shall make all decisions on matters affecting AmCham Bahrain even when the requirements of the Membership have not been so expressed, subject to other provisions of this Constitution.

2. To actively execute the objectives of AmCham Bahrain.

3. To promote membership and recruit new members.

4. To ensure that AmCham has the needed financial resources to accomplish its objectives, through fund raising, sponsorship, and other means.

5. To lead or serve on at least one Board Committee if and when needed.

6. To review reports submitted by committees of AmCham Bahrain, established by the President with the approval of the Board of Directors, and suggestions of the members and take appropriate decisions in this respect.

7. To prepare and issue notices, booklets and studies required in achieving the objectives of AmCham Bahrain.

8. To announce the vacancy of a position at AmCham Bahrain and take action to fill the vacancy.

SECTION G. Powers of the Board of Directors

Subject to the provisions of this Constitution and the Bylaws of AmCham Bahrain, the Board of Directors shall have the full powers to act for AmCham Bahrain. Without limiting the foregoing, the Board of Directors, by resolution adopted at any Board of Directors meeting, shall be able to do all acts and other things that may be reasonably necessary in the view of the Board of Directors to accomplish AmCham Bahrain’s objectives, including, without limitation, any of the following: open and operate bank accounts; solicit and accept operational donations; establish budgets; disburse funds; obtain and maintain insurance coverage, pay premiums therefore and claim benefits thereof; appoint and terminate the appointment of the Executive Director and other staff and employees, whether volunteer or paid, and determine their salaries and benefits and supervise performance of their duties; and enter into leases and other contractual obligations.

SECTION H. Meetings
1. The Board of Directors shall meet at least six (6) times a year.

2. Any board member who will not be able to attend any meeting of the Board of Directors may execute a proxy appointing any other board member to exercise at that meeting the absent board member’s right to vote, provided such designation of a proxy must be received by the Board of Directors prior to the start of the meeting. No board member may represent by proxy more than two (2) other board members.

3. The quorum for all meetings of the Board of Directors shall be more than half the Members of the Board of Directors and all actions shall be taken by more than fifty percent (50%) (Simple Majority) vote of those present, unless otherwise provided in the Bylaws of AmCham Bahrain.

4. The Board of Directors shall establish rules of procedure which may be stated on the Bylaws of AmCham Bahrain.

ARTICLE V: AUDIT

At each Annual General Meeting, the Board of Directors shall be delegated the authority to appoint a firm of public accountants to serve as auditors for AmCham Bahrain. The auditors shall audit all accounts and present a report to the next Annual General Meeting. The President or the Board of Directors may require the auditors to audit AmCham Bahrain’s accounts for any period at any time and make a report to the Board of Directors.

ARTICLE VI: BANK ACCOUNTS

All funds of AmCham Bahrain shall be deposited in a licensed bank(s) to be named by the Board of Directors.

ARTICLE VII: THE CONSTITUTION AND AMENDMENTS

Amendments to the Constitution may be proposed by affirmative vote of the Board of Directors or by written petition of at least ten percent (10%) of the qualified voting Membership of AmCham Bahrain. No amendment of this Constitution shall be made unless it is approved by a majority vote of qualified AmCham voting members at a General Meeting after the precise text of the amendment has been distributed to all of the members at least two weeks before the vote.

ARTICLE VIII: BYLAWS

The General Members hereby empower the Board of Directors to act in any matter relevant to the making, altering, supplementing, and repealing of the Bylaws of AmCham Bahrain, as
long as such actions are properly identified on the agenda of the meeting and do not conflict with the provisions of the Constitution of AmCham Bahrain or with the applicable law.

All members will be notified of changes in the Bylaws promptly by the President. Any questions of policy or proposed amendments to the Bylaws shall be approved by the Board of Directors.

**ARTICLE IX: ADOPTION OF THE CONSTITUTION**

This Constitution (shall be) adopted by a majority vote of the General Members convened for that purpose, and (shall be) effective when signed by no fewer than 10 members, who shall then be designated “Charter Members of the American Chamber of Commerce in Bahrain.”

**ARTICLE X: DISSOLUTION**

**SECTION A. Means of Dissolution**

AmCham Bahrain shall not be dissolved, except with the written consent of not less than three-fifths of the Corporate Members at a General Meeting convened for that purpose, or by postal vote.

**SECTION B. After Dissolution**

In the event of AmCham Bahrain being dissolved, all debts and liabilities legally incurred on behalf of AmCham Bahrain shall be fully discharged from the assets of AmCham Bahrain, and the remaining assets shall be donated to such local Bahraini charitable organizations, as the General Members shall have decided.

The President shall give notice of dissolution to the members by registered mail within seven days of the dissolution.

**AMENDMENT AND APPROVAL HISTORY**

Amended and updated by resolution passed by Board of Directors 30 June 2015 (RE: Streamlined Membership Categories, Board of Director Designation and Term)

Approved by Members at the AGM 8 September 2015