

**INTERACTIVE ADVERTISING BUREAU**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**ORIGINAL**

**(For non-governmental International and Regional Organizations, Societies, Federations and other economic and professional Associations)**

**Association Licence Number DAC - 0056**

**Amended November 28<sup>th</sup>, 2019** - as a result of a Special Board Resolution passed at an Extraordinary Board Meeting at Google Head Office in Dubai Internet City in November 2019.

The Association has adopted this Memorandum by Special Resolution passed on November 28<sup>th</sup>, 2019 by the Board of the Association at an Extraordinary Board of Directors Meeting in substitution for the existing Memorandum and Articles of Association of the Association.

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**Amended November 28<sup>th</sup>, 2019** - as a result of Board Resolutions passed at the Extraordinary Board of Directors Meeting at Google Head Office



**NOT-FOR-PROFIT ASSOCIATION**

**MEMORANDUM OF ASSOCIATION  
OF  
INTERACTIVE ADVERTISING BUREAU**

**NAME OF THE ASSOCIATION**

1. The Association’s name is Interactive Advertising Bureau (IAB GCC)  
(and in this document it is called the Association).
2. The Association is a non-profit association with voting members.
3. The English language shall be the official language of the Association.

**SITUATION OF THE ASSOCIATION**






4. The Association’s registered office is to be situated in Dubai in the United Arab Emirates.
5. The Association is licensed by Dubai Chamber to carry out its activities in Dubai and the Northern Emirates according to this Memorandum of Association (MOA) and Articles of Association (AOA) and under the umbrella of the Dubai Chamber.

**OBJECTIVES AND POWERS OF THE ASSOCIATION**

6. The objectives (the Objectives) of the Association are to provide effective leadership across research, education and market development for the digital advertising industry and a platform for interaction and resources for information sharing among interested stakeholders, in particular by:
  - A. Developing, sharing and promoting best practices, solutions and high quality intellectual ethical and professional standards in the digital advertising
  - B. Enhancing and communicating knowledge and understanding
  - C. Engaging members and others in the industry
  - D. Working in partnership with key stakeholders

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- E. Support the growth of digital marketing investment
  - F. Generate and disseminate research and thought leadership that effectively supports digital advertising decision making
  - G. Share best practices and improve efficiency of the industry through education and training
  - H. Provide representation for members at events and forums
  - I. Establish and promote the widespread acceptance of measurement guidelines and creative standards
  - J. Promote consultation and cooperation within the digital advertising industry
  - K. Act as a representative voice for the digital advertising industry regionally and globally Membership and benefits:
7. From the date and time that the Association was registered, as stated in its registration license, the Association has all of the legal powers and capacity of an individual, except to the extent that this Memorandum provides otherwise.
8. The Association shall be self funded through multiple sources of income, including:-
- (1) Income coming from the following main activities:-
    - (A) Annual subscriptions for membership;
    - (B) Gain from publications, periodic bulletins and specialized services produced by the Association;
    - (C) Registration fees from professional courses, specialized programs and events;
    - (D) Grants and subsidies obtained from the universities or public or private organization bodies or individuals, these sponsorships are subjects to the approval of the Board;
    - (E) Gain from third-party advertisements that advertised on the Association's website or its headquarters;
    - (F) Sponsorships and awards;
  - (2) In addition to any other powers it may have, the Association has the following ancillary powers in order to further the Objectives (but not for any other purpose):-

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- A. to raise funds. In doing so, the Association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- B. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- C. to sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
- D. to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed;
- E. to co-operate with other associations, voluntary bodies and statutory authorities and to exchange information and advice with them;
- F. to establish or support any associations or institutions formed for any of the purposes included in the Objectives;
- G. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other associations formed for any of the Objectives;
- H. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- I. to compensate any third party for services rendered by a third party to, for and on behalf of the Association.
- J. to employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may employ or remunerate a Director only to the extent it is permitted to do so by clause 8 and provided it complies with the conditions in that clause;
- K. to:-
  - (i) deposit or invest funds; and
  - (ii) employ a professional fund-manager;

in the same manner and subject to the same conditions as a Director of the Association;
- L. to provide indemnity insurance for the Board, Directors or any other officer of the Association in relation to any such liability as is mentioned in sub clause

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(3) of this clause, but subject to the restrictions specified in sub clause (4) of this clause;

- M. to pay out of the funds of the Association the costs of forming and registering the Association as an Association;
- N. to do all such other lawful things as are necessary for the achievement of the Objectives;

(3) The liabilities referred to in sub-clause (2)(L) of this clause is any liability that by virtue of any rule of law would otherwise attach to a director, a member of the board and/or an officer of the Association in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association;

(4) The following liabilities are excluded from sub-clause (3) of this clause:-

- (A) fines;
- (B) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (C) liabilities to the Association that result from conduct that the Board, Director or other officer knew or must be assumed to have known was not in the best interests of the Association or about which the person concerned did not care whether it was in the best interests of the Association or not.

9.

(1) The income and property of the Association shall be applied solely towards the promotion of the Objectives.

(2)

- (A) A member of the Board, a Director or an officer is entitled to be reimbursed from the income or property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (B) Subject to the restrictions in sub-clauses 3(A) and 3(B) of this clause, a member of the Board, a Director or an Officer may benefit from an indemnity insurance cover purchased at the Association's expense.

(3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of

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the Board, Director or Officer of the Association. This does not prevent a member who is not also a Director receiving:-

- (A) A benefit from the Association in the capacity of a beneficiary of the Association;
  - (B) Reasonable and proper remuneration for any goods or services supplied to the Association.
- (4) Unless assigned by the Board to run specific projects, board members as individuals cannot buy, sell or financially benefit from the Association.
- (5)
- (A) A Director or an Officer may be employed by the Association or enter into a contract for the supply of goods or services to the Association, other than for acting as, a Director or an Officer.
  - (B) A member of the Association may receive interest on money lent to the Association at a reasonable and proper market value rate to be approved by the Board.
  - (C) A member of the Association, a member of the Board, a Director or an officer may receive rent for premises let by the member of the Association, the member of the Board, a Director or an officer to the Association if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) The Association and its Directors and Officers may only rely upon the authority provided by sub-clause 9(5) if each of the following conditions is satisfied:-
- (A) The remuneration or other sums paid to the Director or the Officer do not exceed an amount that is reasonable in all the circumstances.
  - (B) The Director or Officer is absent from the part of any meeting at which there is discussion of:-
    - (i) his or her employment or remuneration, or any matter concerning the contract; or
    - (ii) his or her performance in the employment, or his or her performance of the contract; or
    - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 9(5); or

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- (iv) any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 9(5).
- (C) The Director or Officer does not vote on any such matter and is not to be counted when calculating whether a quorum of the members of the Board is present at the meeting.
- (D) The Board is satisfied that it is in the interests of the Association to employ or to contract with that Director or officer rather than with someone else. In reaching that decision the Board must balance the advantage of employing a Director or Officer against that disadvantages of doing so (especially the loss of the Director's or Officer's services as a result of dealing with the Director's or Officer's conflict of interest).
- (E) The reason for their decision is recorded by the Board in the minute book and Board Resolution is issued.

**LIABILITY OF THE ASSOCIATION**

- 10. The liability of the members of the Association, the members of the Board, the Directors or any employed Officer is limited.
- 11. Every member of the Association, member of the Board, Director or Officer promises, if the Association is dissolved while he or she is a member of the Board, Director or Officer or within twelve months after he or she ceases to be a member of the Board, Director or Officer to contribute such sum (not exceeding \$10 USD) as may be demanded of him or her towards the payment of the debts and liabilities of the Association incurred before he or she ceases to be a member of the Board, a Director or an Officer, and of the costs charges and expenses of winding up.
- 12.
  - (1) The members of the Board and the Directors of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:-
    - (A) directly for the Objectives; or
    - (B) by transfer to any association or associations for purposes similar to the Objectives within the GCC; or

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- (C) to any associations for use for particular purposes that fall within the Objectives and within the GCC;
- (2) Subject to any such resolution of the members of the Board and the Directors of the Association, the members of the Board and the Directors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Association be applied or transferred:-
- (A) directly for the Objectives; or
  - (B) by transfer to any association or associations for purposes similar to the Objectives and within the GCC; or
  - (C) to any association or associations for use for particular purposes that fall within the Objectives and within the GCC.
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association and if no such resolution is passed by the members of the Board or the Directors the net assets of the Association shall be transferred to any association or associations for purposes similar to the Objectives of the Association and within the GCC or as directed by the court.

**MEMORANDUM OF ASSOCIATION’S RULES/POLICIES**

13. This Memorandum of the Association may be altered or amended only by the Board via a vote with at least 75% agreement (rounded up to the highest number). The alteration must be shared with members who are entitled to call for an Extraordinary General Assembly as per articles 27 and 28 of the Articles of Association to propose an alternative amendment within 14 days of the member communication. If 75% of member votes are in favour of the alternative member proposed amendment, this will pass and replace the Board proposal. Votes will be held on a direct comparison between the member proposal and Board proposal.
14. The Board may make rules or policies, amend such rules or policies, or repeal any rule or policy relating to the governance of the Association in respect of matters that are not specifically addressed in this Memorandum. Such rules or policies shall be published:
- (1) on the Association’s website within the dedicated membership portal; and
  - (2) emailed to any then serving Board Member; and

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- (3) be available for inspection by any Member at the Association's principal place of business.
- 15. A rule or policy contemplated above must be consistent with this Memorandum and the Articles of Association, and shall take effect on the date specified in the rule, or within 10 (ten) days after publication thereof.
- 16. These rules or policies shall be binding until the next General Assembly Meeting of the Association and permanently thereafter once they have been ratified by an Ordinary Resolution at a General Assembly Meeting.
- 17. The Association is to be audited annually. The Members of the Association have the power to appoint certified auditor for a period of at least two fiscal years and in compliance with article 47(6) of the Articles of Association.

**MEMBERS OF THE ASSOCIATION**

- 18. The Members of the Association are organizations which comply with the conditions for membership defined in article 7 of the Articles of Association of the Association.
- 19. Membership shall be through subscription and is open to all organizations committed to furthering the interests of the Association and that comply with the conditions for membership defined in articles 3, 4, 5 and 7 and the section Categories of Membership of the Articles of Association of the Association.
- 20. Members are eligible to vote as per the provisions of article 12 of the Articles of Association of the Association.
- 21. A Member shall not have a vote as per the provision of sub-article 36(3) of the Articles of Association of the Association:

**RIGHTS OF MEMBERS OF THE ASSOCIATION**

- 22.
  - (1) Members' authority to act is limited as follows:
    - (A) The Member cannot bind the Association unless authorized to do so by the Board.

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- (B) The Member shall at all times remain subject to the Board Charter applicable to members of the Board and Directors.
- (2) The Members have the right to information and to inspect the Association's information as follows:
  - (A) The Association's Memorandum, amendments to it and Rules made by the Association;
  - (B) The Board of Directors' resolutions;
  - (C) The Association's financial statements and auditors reports;
  - (D) Minutes of General Assembly Meetings;
  - (E) A list of the Association's Members and/or the Members of the Board and/or Directors;
- (3) The Members have the right to appoint a representative as per the provisions of article 8 of the Articles of Association of the Association.
- (4) The date set to exercise Members' rights is outlined in article 29 of the Articles of Association of the Association.

**MEMBERS' MEETINGS**

23.

- (1) The Association is required to hold General Assembly meetings in compliance with article 23 of the Articles of Association of the Association. The Ordinary General Assembly meetings shall deal and dispose of all matters related to the financial statements, the election of Members of the Board, appointment of auditor, and may deal with any other business laid before it.
- (2) Members with voting rights may, and with compliance with articles 26, 27 and 28 of the Articles of Association of the Association, demand a meeting.
- (3) The quorum requirements to hold a General Assembly meeting shall comply with the provisions outlined in section Proceedings at General Assembly Meetings of the Articles of Association of the Association.
- (4) Members' resolutions are adopted at a General Assembly Meeting as per the provisions of article 35 of the Articles of Association of the Association.

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**BOARD OF DIRECTORS**

24.

- (1) The composition of the Board of the Association and its election shall be compliant with the provisions of section Board of Directors of the Articles of Association of the Association.
- (2) The authority of the Board of the Association to manage and direct the business and affairs of the Association is limited further by section Powers of the Board of Directors of the Articles of Association of the Association.
- (3) The provisions regulating the Board of Directors meetings are outlined in section Board of Directors Meetings of the Articles of Association of the Association.

**DIRECTORS AND COMMITTEES**

- 25. The Board may appoint any directors it considers necessary to better achieve the objectives of the Association.
- 26. The authority of the Board to appoint committees, and to delegate to any such committee any of the authority of the Board, or to include in any such committee persons who are not Members of the Board and/or Directors of the Association, is not limited or restricted by this Memorandum.
- 27. The authority of a committee appointed by the Board is not limited or restricted by this Memorandum.
- 28. The provisions regulating the committees appointment, responsibilities, meetings and functioning are to be detailed in a separate document called Committees Regulations in compliance with section Committees of the Articles of Association.
- 29. These regulations, proposed by the committees and approved by the Board, shall be binding until the next General Assembly Meeting of the Association and permanently thereafter once they have been ratified by an Ordinary Resolution at a General Assembly Meeting.

**GENERAL PROVISIONS**

30.







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- (1) Each Member of the Association chooses as his/her domicilium citandi et executandi the postal address and email address which he/she has nominated to receive monthly statements and communication from the Association in respect of the membership.
- (2) A certified copy of this Memorandum shall be available at the Offices of the Association.

We, the persons whose signatures and names are written below, are representing the current Members of the Board of Directors of this Association. We solemnly declare that it is our wish to register with Dubai Chamber of Commerce and Industry the current version of this Memorandum of Association, adopted by a Special Resolution passed on November 28<sup>th</sup>, 2019 by the Board of the Association in substitution for the existing memorandum and articles of the association of the Association.

Names and Signatures of the Members of the Board

| Member              | Name of the Representative | Signature  |
|---------------------|----------------------------|--|
| Choueiri Group      | Michel Malkoun             |  |
| Facebook            | Yasser Noueir              |  |
| Google              | Rayan Karaky               |  |
| GroupM              | Daniel Vaczi               |  |
| MMP Worldwide DMCC  | Ayman Haydar               |  |
| Omnicom Media Group | Elda Choucair              |  |

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| Member         | Name of the Representative | Signature  |
|----------------|----------------------------|--|
| Publicis Media | Racha Makarem              |  |

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# ARTICLES OF ASSOCIATION OF INTERACTIVE ADVERTISING BUREAU

## INTERPRETATION

1. In these articles the following words and expressions shall have the meanings opposite to each, unless the context otherwise requires:-

- “the Chamber”                      Dubai Chamber of Commerce & Industry;
- “the President”                    The President and CEO of the Chamber;
- “the Association”                 means the entity intended to be regulated by these articles;
- “the License”                      The License issued by the President for the Association to conduct its activities in accordance with the provisions of the by-laws and resolutions issued by the Chamber;
- “the Memorandum”               means the memorandum of association of the Association;
- “the General Assembly”         The General Assembly of the Association;
- “the Board”                        means the Board of Directors of the Association elected by the General Assembly;
- “the Members of the Board” means the members of the Board of Directors of the Association elected at a General Assembly meeting
- “the Secretary”                  means the secretary of the Board of Directors or any other person appointed or employed to perform the duties of the secretary of the Board of Directors;
- “address”                          means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Association;
- “the Member”                      means the members of the Association whose annual membership fees are duly paid;

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- “the Director” means a Director of the Association employed by the Board;
- “the Officer” means an officer of the Association appointed either by the Director or the Board;
- “Clear days” in relation to the period of a notice means a period excluding:-
- the day when the notice is given or deemed to be given; and
  - the day for which it is given or on which it is to take effect;
- “the Seal” means the common seal of the Association

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

## MEMBERS

2. The membership of the Association is unlimited.
3. Membership is open to organizations who: -
  - (1) Comply with the conditions for membership as per article 7 of the Articles of Association;
  - (2) Apply for a membership by providing all required information in the form established by the Board;
  - (3) Obtain approval from the Board that the Board is satisfied that it is in the interests of the Association to have this organization as a Member;
  - (4) Have paid the annual membership fees, as per the established in article 12 categories of membership;
4.
  - (1) The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
  - (2) The Board must inform the applicant, in writing, of the reasons for the refusal within thirty days of the decision.

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- (3) The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.
5. Membership is not transferable to anyone else.
6. The Directors must keep a register of names and addresses of the members.
7. An organization may become a Member of the Association if each of the following conditions is satisfied:-
  - (1) The organization is a company, association, educational institution or sole practitioner;
  - (2) The organization must be involved in the MENA marketing and/or media industry.
8. The Member shall appoints a representative to represent the Member company in front of the Association as per the sub-articles of this article.
  - (1) The representative has to be appointed by the Member within 30 days after becoming a Member as per article 17.
  - (2) The representative has to be employed by the Member;
  - (3) The representative or someone appointed by the representative by proxy shall be available to attend General Assembly meetings organized by the Association;
  - (4) The representative has to be available to attend Board meetings if the Member company is elected to sit on the Board of Directors of the Association as per article 53
9. The Member receives general benefits as per article 10 and benefits specific to the membership category the Member applied as per article 12.

**MEMBERSHIP BENEFITS**

10. Each category of membership is entitled to general benefits as per the sub articles of the this article:-
  - (1) Participation in different industry-facing Committees and Councils that create industry standards, guidelines, and best practices;
  - (2) Networking with the leading media companies who represent the diverse digital advertising ecosystem;

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- (3) Access to industry research from IAB and partners;
- (4) Opportunities to showcase your own research, insights, and technology to the membership through webinars, thought leadership forums, and more;
- (5) Access to professional development courses and discounts on the Association courses and Certifications;
- (6) Full access and listing within our Member Directory;
- (7) Discounts on event attendance and event sponsorship;
- (8) Exclusive member-only event invites to networking receptions and industry leader conferences;
- (9) Speaking opportunities at IAB events;
- (10) First access to new measurement initiatives, ad units, technologies, and what competitors and the industry are thinking;
- (11) Safeguarding the industry through self-regulation;

## CATEGORIES OF MEMBERSHIP

11. The Board by ordinary resolution in Board of Directors meeting may establish categories of membership with different benefits, rights and obligations and shall record the benefits, rights and obligations in the register of members.
12. The first categories of membership of the Association will be as follows: -
  - (1) General Membership
    - (A) Organization which are corporate entities or standalone divisions of a corporate entity whose revenue is significantly based on the sale, purchase, delivery, reporting, measurement or optimization of digital advertising or marketing programs may apply for general membership.
    - (B) In addition to the general benefits as per article 10, it may have, the General Membership gives the following specific benefits: -
      - (i) Vote for Board positions and on General Assembly resolutions;
      - (ii) Stand for election and be elected to sit on the Board of the Association;

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- (iii) Take part in different industry-facing Committees and Councils;
- (iv) Receive additional member benefits as established by the Board and in accordance with articles 13. and 14

(2) Associate Membership

- (A) Organizations which are startups or sole practitioners may apply for associate membership;
- (B) In addition to the general benefits as per article 10, it may have, the Associate Membership provide limited membership subject to the restrictions as follows:-
  - (i) Cannot present their candidacy to sit on the Board of the Association;
  - (ii) Cannot nominate members to sit on the Board of the Association;
  - (iii) Cannot vote for Board positions and on General Assembly resolutions;
  - (iv) Take part in different industry-facing Committees and Councils;
  - (v) Receive additional member benefits as established by the Board and in accordance with articles 13 and 14;

(3) Special Membership

- (A) Associations, Educational Institutions or selected individuals identified by the Board may apply for Special Membership;
- (B) In addition to the general benefits as per article 10, it may have, the Special Membership provide limited membership subject to the restrictions specified as follows;
  - (i) Cannot present their candidacy to sit on the Board of the Association;
  - (ii) Cannot vote for Board positions and on General Assembly resolutions
  - (iii) Take part in different industry-facing Committees and Councils;
  - (iv) Receive additional member benefits as established by the Board and in accordance with articles 13 and 14;
- (C) The Special Membership is valid for up to a year.

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(D) The Special Membership benefits are at the discretion of the Board on a case by case basis, but no more than a General Membership can obtain.

13. The Board is the only entity that may alter directly or indirectly categories of membership and the benefits, rights and obligations attached to each category of membership.
14. The Board has to issue a resolution for any alterations on the categories of membership and notify all the members in writing within thirty days of taking the decision.

## MEMBERSHIP FEES STRUCTURE

15. Alterations to the membership fee structure for each category of membership may be proposed by the Director of the Association or a member of the Board and must be approved by the Board at a Regular Board meeting as per the provisions of article 54 and article 57.
16. The Board has to issue a resolution for any alterations in the membership fees structure and the Director has to update the internal policies of the Association reflecting these alterations;
17. The membership fee would be per annum fee with start date, end date and grace periods as established by the Director of the Association and approved by the Board of the Association.
18. The Director of the Association has to update the internal policies of the Association of the decisions taken in articles 16 and 17 and notify all Members of the Association in writing, within thirty days of obtaining the Board's approval.
19. No dues shall be refunded to any member whose membership is terminated for any reason.

## TERMINATION OF MEMBERSHIP

20. Membership is terminated if: -
  - (1) Written request of the Member wishing to terminate its membership is sent to the Association;
  - (2) The Member ceases to exist;
  - (3) The payment of the membership fees has not been received within the established grace period as per the internal policies of the Association and after informing the Member;
  - (4) if the membership was obtained by fraud or deception;

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- (5) the member is removed from membership by a resolution of the Board that it is in the best interests of the Association that its membership is terminated. A resolution to remove a member from membership may only be passed if:-
    - (A) the member has been given at least thirty days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;
    - (B) the member has been allowed to make representations to the meeting.
  - (6) The member is responsible for any work or activity that would bring professional or financial harm to the Association, physically or morally. The termination of the membership would be decided after a full investigation ordered by the Board. The membership will be suspended till a final decision is taken by the Board.
21. The Director may propose additional provisions to be approved by the Board of the Association regarding the membership benefits, categories of membership, membership fees structure and termination of membership, if the Director considers that such provisions are not covered in this document.

**GENERAL ASSEMBLY MEETINGS**

- 22. The Association must hold its first General Assembly meeting before the date of incorporation of the Association to elect the first Board of the Association;
- 23. An Ordinary General Assembly meeting must be held every year and not more than fifteen months may elapse between successive General Assembly meetings after the legal registration of the Association is obtained;
- 24. The Ordinary General Assembly meeting must be held within two months before the end of the two-year period or within two months after the end of the two-year period to elect a new Board of the Association.
- 25. All General Assembly meetings other than the Ordinary General Assembly meetings shall be called Extraordinary General Meetings.
- 26. The Board and/or the Secretary of the Association may call an Extraordinary General Assembly meeting at any time only to the extent it is permitted to do so by article 27 and provided it complies with the conditions in that article.
- 27. An Extraordinary General Assembly meeting shall also be called within 90 days of the receipt at the Association's registered office by a written requisition signed by 25 members or by 40% of the members of the Association (whichever is the lesser number) subject to budget availability approved by the Board or funded by the members.

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28. The requisition for an Extraordinary General Assembly meeting by the members as per article 27 should clearly identify the purpose for which the meeting is demanded and contain evidence of the request by 25 members or by 40% of the members of the Association (whichever is the lesser number) of the voting rights of the Association.

29.

(1) The minimum periods of notice required to hold a General Assembly meeting of the Association are:-

(A) thirty clear days for an Ordinary General Assembly meeting and an Extraordinary General Assembly meeting called for the passing of a special resolution;

(B) fourteen clear days for all other Extraordinary General Assembly meetings.

(2) A General Assembly meeting may be called by shorter notice if it is so agreed:-

(A) in the case of an Ordinary General Assembly meeting, by all the members entitled to attend and vote; and

(B) in the case of an Extraordinary General Assembly meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 75 percent of the total voting rights.

(3) The notice must specify the date. The time and place of the meeting and the general nature of the business to be transacted will have to be communicated before the meeting. If the meeting is to be an Ordinary General Assembly meeting, the notice must say so.

(4) The notice must be given to all the members and to the Board.

30. The proceedings at a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it.

31.

(1) A member shall be represented at a General Assembly meeting by the appointed representative who may speak and vote on behalf of that member.

(2) The Member must give a written notice to the Association of the name of the representative. The nominee shall not be entitled to represent the Member at any meeting unless a notification has been received by the Association. The nominee may continue to represent the Member until notification to the contrary is received by the Association.

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- (3) Any type of notification given to the Association will be conclusive evidence that the nominee is entitled to represent the Member or that his or her authority has been revoked.

**PROCEEDINGS AT GENERAL ASSEMBLY MEETINGS**

32.

- (1) No business shall be transacted at any General Assembly meeting unless a quorum is present.
- (2) A quorum is:-
  - (A) 25 members entitled to vote upon the business to be conducted at the meeting; or
  - (B) 40% of the total membership at the time
 whichever is the lesser.
- (3) The authorized representative of a member shall be physically present at the General Assembly meeting.

33.

- (1) If:-
  - (A) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (B) during a meeting a quorum ceases to be present;
 the meeting shall be adjourned to such time and place as the Board shall determine.
- (2) The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with thirty minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

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- (1) General Assembly meetings shall be chaired by the person or people who have been appointed as Chair of the Board of the Association.
- (2) If none of the persons appointed as Chair or Vice-Chair is present within fifteen minutes of the time appointed for the meeting, the Board members present shall choose one of their number to chair the meeting.
- (3) If there is no board member willing to chair the meeting it shall be chaired by the Executive Director of the Association.

35.

- (1) For an ordinary resolution to be adopted at a General Assembly meeting, it must be supported by at least 51% of the Members present at the meeting.
- (2) For a special resolution to be adopted at a General Assembly meeting, it must be supported by at least 65% of the Members present at the meeting.

## RIGHTS OF VOTES OF MEMBERS

36.

- (1) Subject to Articles 12 and the next sub-articles (2) (3) and (5), every member shall vote as established by the Board in the nomination and voting rules.
- (2) No Member shall be entitled to vote at any General Assembly meeting or at any adjourned meeting as per the provisions of sub-article 36(3) of this article.
- (3) A Member shall not have a vote if:
  - (i) the Member is in arrears with payment of membership fees for more than three months; or
  - (ii) Membership has been suspended/or terminated from the Association at the time when votes are cast.
  - (iii) The Board shall make a final determination as to which Member is entitled to cast a vote at a General Assembly meeting in respect to sub-article (3) of the current article.
- (4) The voting rights shall depend on the category of the membership as per article 12.
- (5) A ballot of all members may be carried out by any means, as decided by the Board, on any issue which the Board deems significant enough to require a decision by

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members between General Assembly meetings of the Association. Such a ballot may be instigated by the Board, or by requisition of 51% to 60% of the membership at the time, whichever is the lesser. The result of such a ballot shall constitute a decision by the membership on an ordinary resolution or a special resolution, and shall be recorded as being the equivalent of a decision by the members in General Assembly meeting.

- (6) Members with an interest in any contract, appointment or transaction of the Association shall be required to declare that interest to any meeting at which such matters are to be debated or decided and not to vote thereon, and if they do vote thereon their votes shall not be counted.
37. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

**BOARD OF DIRECTORS**

38.

- (1) A member of the Board must be a natural person aged 18 years or older.
- (2) All members of the Board must represent Members of the Association.
- (3) A member of the Board is a representation of an organization not an individual. If the individual leaves the company then the company will have a grace period of thirty days to suggest a new representative.
- (4) No one may be elected and appointed a member of the Board if he or she would be disqualified from acting under the provisions of article 51.

39. The number of the members of the Board of the Association shall be not less than seven unless otherwise determined by ordinary resolution at a General Assembly meeting only to the extent it is permitted to do so by article 26 and provided it complies with the conditions in that article, using secret ballots;

40. At least 30% of the members of the Board shall be appointed among each of the agencies, the publishers/media houses and tech/research companies. The exact number will be determined by the Board and published in the nomination rules for board members at the announcement of the elections for new board.

41. The Board is elected for two-year period, renewable.

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42. The first Board is elected at the first General Assembly meeting of the Association among the existing members which is hold before the date of incorporation of the Association.
43. The main mandate of the first Board is to legally register the Association in accordance with the provisions of the laws and regulation that govern the Emirate of Dubai, UAE, after which and within the end of the year during which the official licence is obtained or within the beginning of the year after the year the official licence is obtained, the Board will call a General Assembly meeting to vote for a permanent Board of the Association.
44. The functions of the Board will be to make decisions and take actions that would guarantee the proper performance of the Association in its function and achieving its objectives.
45. The composition, term, voting, roles, number of board members can and may change as needed to represent the industry requirements and members. The decision is voted by the Board and presented to the members during a General Assembly meeting with effect starting when a new board is elected.

## ELECTION OF BOARD

46.
  - (1) Nominations will be opened 30 clear days prior to the General Assembly meeting and close 10 clear days prior to the General Assembly meeting.
  - (2) Members will be able to nominate candidates to the Board of Directors by electronic communication via a nomination form and nomination criteria to be established by the Board.
  - (3) Members will be able to vote for candidates in person at a General Assembly meeting.
  - (4) Nominations will be published in a separate communication to be sent to members of the Association within a reasonable time limit but not later that one week before the General Assembly meeting.
  - (5) The election will be held at the General Assembly meeting with the results announced at the end of the meeting or the following day.
  - (6) Voting for new Board will happen every two years within two months before the end of the two-year period or within two months after the end of the two-year period to elect a new Board of the Association.
  - (7) The election of members of the Board shall be a simple plurality of ballots.

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- (8) If an organization decides not to have a representing member on the Board then the seat will be given to the next elected runner-up member.
- (9) Members of the Board will be installed within one month after election. Each member of the Board shall serve for a term of two years from the date of his or her installation and until his or her successor is duly elected and qualified.

47.

- (1) The Board shall appoint a Chair and a Vice-Chair of the Board for a term of office by simple majority.
- (2) The Board may appoint a Secretary and Treasurer to assist the Board in fulfilling its duties as stipulated in the Board Charter.
- (3) The roles and responsibilities of the Chair, Vice-Chair, Secretary and Treasurer of the Board shall be outlined in the Board Charter.
- (4) The Board may appoint official signatories among the members of the Board to represent the Association for a term of office by simple majority provided that at all times at least two of the appointed signatories jointly sign on behalf of the Association.
- (5) The Board has the power to appoint the bank the signatories by simple majority.
- (6) The Board shall propose the auditors of the Association at a General Assembly meeting for a term of office and the vote shall be conducted by simple majority.

**POWERS OF THE BOARD OF DIRECTORS**

48.

- (1) The Board shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the law, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.
- (3) Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

49.

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- (1) The Board may delegate any of the powers it possesses to manage the business of the Association, to a Committee of its own members who shall, in the functions entrusted to it, conform in all respects to the instructions and regulations given to it by the Board.
- (2) The Board shall employ an executive director, additional personnel, and any other assistance as it may require for the performance of its duties.

## RESPONSIBILITIES OF THE BOARD OF DIRECTORS

50. The responsibilities of the members of the Board of the Association are but not limited to the following: -

- (1) Representing the Association in all its formal communications with official and un-official authorities in the GCC;
- (2) Acting as a spokesman for the Association in public, press and other related organizations;
- (3) Presenting upcoming initiatives and estimated budget to the members during General Assembly meetings;
- (4) Proposing bylaws, regulations and organization of the work of Association;
- (5) Creating work groups and committees for the performance of the functions of the Association and its activities;
- (6) Presenting the audited financial reports and overview of the Association activities carried out during the past year;
- (7) Approving the annual forecasts, expenses and the financials;
- (8) Approving major initiatives/projects and budget envelopes and committing the Association funds as necessary for the achievement of the Objectives of the Association as mentioned in clause 6 of the Memorandum of the Association;

## DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

51. A member of the Board shall cease to hold office if:-

- (1) The organization that he/she represents ceases to be a member of the Association;

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- (2) He/she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) He/she is absent from three consecutive meetings and the organization that he/she represents has not appointed a proxy to replace him during three consecutive meetings as stipulated in the Board Charter.
- (4) He/she has attended less than 50% of total number of the yearly Board meetings;
- (5) A mention will be passed to the effect of sub-article (3) and (4) of this article- other than in extenuating circumstances - that the Board member's position will be reviewed by the Board.

**BOARD MEMBER REMUNERATION**

52. The member of the Board must not be paid any remuneration unless it is authorized by clause 8 of the Memorandum.

**BOARD OF DIRECTORS MEETINGS**

- 53. Regulars meetings of the Board shall be called at least once every quarter;
- 54. The Board of Directors meeting will be in order and binding when
  - (1) At least five members of the Board are present for a Board of nine members and less  
or
  - (2) At least 60% or the members of the Board are present for a board of 10 member and more.
  - (3) Board meeting not compliant to sub-articles (1) or (2) of this article will not be representative;
- 55. A member of the Board may appoint an alternate person/proxy as stipulated in the Board Charter to act on his or her behalf at meetings of the Board.
- 56. If a member of the Board loses the right to sit on the Board as per article 51 and then, after sending a written notice to the Member, the member's seat on the Board will be proposed to the next elected runner-up member.
- 57. Board decision' votes can be made in writing and not necessarily in physical presence;

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58. An urgent or extraordinary Board meeting(s) may be called upon a request of more than 50% of the members of the Board;
59. Notice of every meeting of the Board containing the agenda to be transacted shall be sent to each member of the Board, at least five days before the meeting. Any urgent or extraordinary meeting may be called at a shorter notice;
60. The minutes of every meeting shall be prepared and circulated within five days from the date of the meeting.

## PROCEEDINGS OF THE BOARD

61.
  - (1) The Board may regulate their proceedings as they think fit, subject to the provisions of the articles.
  - (2) Any member of the Board may call a meeting of the Board.
  - (3) The Secretary must call a meeting of the Board if requested to do so by the Director of the Association.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) The case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
  - (6) The Board will issue the decisions taken by a majority vote;
62.
  - (1) No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
  - (2) The quorum shall be five for Board with 9 members or not less than 60% for Board with 10 and more than 10 members or such number as may be decided from time to time by the Board.
  - (3) A member of the Board shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Board is not entitled to vote as stipulated in sub-clause 9(6) of the Memorandum of Association of this Association.

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63. If the number of members of the Board is less than the number fixed as the quorum, the continuing members or member may act only for the purpose of rescheduling the board meeting.

64.

- (1) A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by the majority of the members of the Board.

65.

- (1) Meetings of the Board of the Association shall be chaired by the person appointed as Chair, or in the absence of that person, by the person appointed as Vice-Chair, or in that person's absence by another of the members of the Board appointed as chair for that meeting by those present.
- (2) The members of the Board may at any time revoke any such appointment.
- (3) If no-one has been appointed to chair meetings of the Board or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Board present may appoint one of their number to chair that meeting.
- (4) The person appointed to chair meetings of the Board shall have no functions or powers except those conferred by these articles or delegated to him or her by the Board.

## MINUTES OF THE BOARD

66. The Board must keep minutes of all:-

- (1) appointments of Directors and officers made by the Board;
- (2) proceedings at meetings of the Association;
- (3) meetings of the Board including:-
  - (A) The names of the members of the Board present at the meeting;
  - (B) The decisions made at the meetings; and

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- (C) Where appropriate the reasons for the decisions.

**COMMITTEES**

- 67. The activities of the Association will be managed by committees, who are specializing on key areas of the industry. Each committee will be sponsored by a board member and headed by an industry leader who will give their time and expertise to lead an effective committee.
- 68. The committee leader is appointed by the Board after the submission of candidates from the member companies.
- 69. Committees members have to be members of the Association however they can invite external parties subject matter experts to engage on key topics.

**SEAL**

- 70. The seal of the Association must only be used by the authority of the Board or the Director of the Association authorized by the Board. The Board shall determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Board.
- 71. The Board shall issue a Board resolution for any changes related to the authorized signatories of the Association within thirty days after such changes have been approved.

**FINANCIAL YEAR**

- 72. The financial year of the Association shall commence on April 1st and shall end on March 31st of each year, with the exception of the first financial year which shall commence on the date of the Association registration and shall be for a period of not less than six months, nor more than eighteen months as declared by the Association and notified to the Authority.

**EXECUTIVE DIRECTOR**

- 73.
  - (1) The Executive Director will be a contracted position appointed by the Board on a 2 year renewable contract.
  - (2) The terms of the appointment are decided by the Board and in compliance with the law and by-laws of the Association.

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*Amended November 28<sup>th</sup>, 2019 - as a result of Board Resolutions passed at the Extraordinary Board of Directors Meeting at Google Head Office*

74. The Board shall issue a board resolution to appoint a Director. The appointment shall be notified to Dubai Chamber within 30 clear days from the appointment date.
75. The Board has the power to determine remuneration policy for a Director.
76. The Director shall report to the Board at least on a quarterly basis and at every Board Meeting.
77. The responsibilities of the Director are but not limited to the following: -
  - (1) Officially representing the Association in meetings with potential stakeholders;
  - (2) Working with the Board in informing the members of the Association about conditions and operations of the Association;
  - (3) Engaging in fundraising and developing other revenues;
  - (4) Setting short and long term goals and objectives for the Association;
  - (5) Establishing employment and administrative policies and procedures for all functions and for the day-to-day operation of the Association.
  - (6) Reviewing and approving contracts for services.
  - (7) Calling regular and ad hoc business meetings;
  - (8) When necessary, recommending changes in the structure of the Board;
  - (9) Assigning tasks and delegating responsibilities to members of the Board;
  - (1) Providing the Board with insight and knowledge of financial plans, controls and results of the Association;
  - (2) Preparing and presenting to the Board for approval the annual budget and annual report;
  - (3) Has direct responsibility for monitoring the execution of the Association's annual budget and audit and reporting such progress at each regularly scheduled meetings of the Board;
  - (4) Ensures that the Association's annual audit is conducted in a timely fashion in accordance with the bylaws and policies of the Association;
  - (5) Supervises the activities of the Board;

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- (6) Upholds Association's bylaws, policies and procedures, and conflict of interest agreements.
- (7) Performing other duties as assigned by the Board of Directors.
- (8) Oversees and implements appropriate resources to ensure that the operations of the organization are appropriate.

**POWER OF THE EXECUTIVE DIRECTOR**

- 78. The Director may lead and chair the meetings and activities of the Board of Directors.
- 79. The Director has no right to vote at meetings of the Board unless he/she chairs the meeting and in compliance with article 47.
- 80. Unless otherwise specifically approved by the Board, the Director does not have the power to approve any financial liabilities on behalf of the Association that is more than \$1000 (one thousand) US dollars.
- 81. Unless otherwise directed by the board, the Director shall keep a record of all proceedings, transactions, and official acts of the Board, be custodian of all the records of the Board, and perform such other duties as the Board may require.
- 82. The Director shall employ upon obtaining approval of the Board, officers, additional personnel, and any other assistance as it may require for the performance of the business of the Association.

**RESIGNATION, DISQUALIFICATION AND REMOVAL OF THE EXECUTIVE DIRECTOR**

- 83. A Director may resign following a written notice sent to the Chairman, Vice-Chair and the Secretary of the Board as per the contractual agreement.
- 84. The Director's terms of office may be terminated when:
  - (1) the Director is removed by a resolution of the Board that it is in the best interests of the Association that its terms of office is terminated.
  - (2) A resolution to remove a Director before expiry of terms of office may only be passed if:-

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- (A) It has been requested by 25 or 40% (which ever number is lesser) of the members of the Board of the Association
- (B) It has been concluded that the Director does not have the appropriate personality traits or other skills to continue to serve the Association.
- (C) The Director is responsible for any work or activity that would bring professional or financial harm to the Association, physically or morally.
- (D) The termination of the terms of office under sub-articles 1(B) and 1(C) of the current article would be decided after a full investigation ordered by the Board. The Director will be suspended till a final decision is taken by the Board.


85. The Board may decide to compensate a director in connection with his removal from office.

**GENERAL PROVISIONS OF THE ARTICLES OF ASSOCIATION**

86. The Articles of Association may be altered in compliance with the section Memorandum of Association’s Rules/Policies of the Memorandum of Association of the Association.






We, the persons whose signatures and names are written below, are representing the current Members of the Board of Directors of this Association. We solemnly declare that it is our wish to register with Dubai Chamber of Commerce and Industry the current version of these Articles of Association, adopted by a Special Resolution passed on November 28<sup>th</sup>, 2019 by the Board of the Association in substitution for the existing Memorandum and Articles of Association of the Association.

Names and Signatures of the Members of the Board

| Member         | Name of the Representative | Signature  |
|----------------|----------------------------|--|
| Choueiri Group | Michel Malkoun             |  |

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| Member              | Name of the Representative | Signature   |
|---------------------|----------------------------|---|
| Facebook            | Yasser Noueir              |   |
| Google              | Rayan Karaky               |   |
| GroupM              | Daniel Vaczi               |   |
| MMP Worldwide DMCC  | Ayman Haydar               |   |
| Omnicom Media Group | Elda Choucair              |   |
| Publicis Media      | Racha Makarem              |  |

| Choueiri Group  | Facebook  | Google  | GroupM  | MMP   | OMG   | Publicis  |
|---|---|---|---|---|---|---|
|  |  |  |  |  |  |  |