

CHANGES TO THE AMCHAM CONSTITUTION

EXISTING PROVISION	DELETED/MOVED/ OR MODIFIED	NEW PROVISION	EXPLANANTION
Article I: Name and Office	Modified	Added a sentence at the end saying AmCham is governed by a Board of directors drawn from general membership	
Article II: Objectives	Edited to reflect AmCham’s mission	<p>Minor edits to use the same language as the AmCham mission</p> <p>Added a sentence at the end of the article saying: (1) no earnings shall inure to the benefit of any individual; and (2) no Director will profit from operations except for reasonable compensation for services.</p>	Best practice for the Constitution of a non-profit to state no person or director shall obtain AmCham earnings and no Director shall profit from operations except if paid for services.
Article III: Membership (now Article IV)	Substantially modified and moved most provisions to Bylaws (see next entry). Hoe	The membership article states only that AmCham Abu Dhabi will consist of General and Affiliate Members and states membership is open to “any corporation, limited liability company, other business entity, organization and individual meeting membership criteria set forth in the Bylaws.”	<p>The purpose of a Constitution is to provide the fundamental principles and basic structure of the organization. The Bylaws establish the rules and procedures by which AmCham will function. Therefore, the Constitution identifies the two membership categories and moves to the Bylaws how membership will be determined, process for obtaining membership, and rights of members.</p> <p>The Bylaws also streamlined the discussion of membership eligibility requirements, defined the membership year, when dues are paid, renewal process, and specifies member rights.</p>

EXISTING PROVISION	DELETED/MOVED/ OR MODIFIED	NEW PROVISION	EXPLANANTION
Article IV: Meetings of AmCham Abu Dhabi	Moved and modified.	This was moved to be Article 3. It establishes the minimum requirement to have one General Meeting in the second quarter. It also allows for special meetings. The provisions specifies actions may be taken by a majority vote of those present in person and by proxy. The provisions of existing Article 4 (Meetings of AmCham Abu Dhabi) (e.g., the business to be conducted at the Annual General Meeting, establishment of a quorum, and actions by members) were moved to the Bylaws.	The purpose of a Constitution is to provide the fundamental principles and basic structure of the organization. The Bylaws establish the rules and procedures by which AmCham will function. Therefore, the requirement to have at least one Annual General Meeting and the ability to call special meetings was retained in the Constitution, but details about meeting requirements were moved to the Bylaws.
Article V: Officers and Board of Directors	Renamed “Governance,” combined with Article VI and edited. Several detailed provisions were moved to the Bylaws	<p>The Constitution states AmCham is governed by a Board drawn from General Members and states the general responsibilities of the Board.</p> <p>The Constitution states the general requirement to have between 9 and 15 Directors (some elected and some selected) serving 2-year terms. The provisions identifies the 4 officers and specifies the Chair and Vice-Chair must be U.S. citizens. The Constitution states election and selection of Directors shall be conducted in accordance with the process and procedures set forth in the Bylaws. The Board has the authority to appoint non-voting advisors.</p> <p>The proposed Constitution edited the powers of the Board and added a provision explaining the role of the executive.</p> <p>The detailed description of the Board Officers, duties, nominating committee and nominations, elections, terms, vacancies, and Board meetings were edited and moved to the Bylaws.</p>	<p>The Constitution should specify the general governance framework that will not be changed.</p> <p>The Bylaws were edited to specify the details about eligibility to serve on the Board, Board composition, voting, Nominations Committee, Elections Committee (AmCham should have a separate committee conduct elections), notice of election, election procedures, selected directors, vacancies, Board officers, removal/resignation, Board Standing Committees, and requirements/process for Board meetings (e.g., quorum, proxies, etc.).</p>

EXISTING PROVISION	DELETED/MOVED/ OR MODIFIED	NEW PROVISION	EXPLANANTION
Article VI: Board of Directors	This was combined with Article V	See Article V for discussion of changes	
Article VII: Audit	This was re-numbered Article VI and was slightly edited	Largely the same provision. Only editorial changes.	
Article VIII: Amendment to the Constitution	This was moved to Article IX of the Constitution and edited	<p>The provision was edited to: (1) remove the requirement that 10% of the voting membership propose an amendment to the Constitution; and (2) removed the requirement that 50% of the Corporate members approve of the amendment.</p> <p>We also added a provision that the Objectives (Article II) and Dissolution (Article VIII) cannot be amended to impair the non-profit nature of AmCham, or the disposal of assets to an organization that is for-profit in character.</p>	<p>These revisions allow anyone to recommend to the Board (which serves as the gatekeeper) proposed amendments. This allows anyone with a good idea to step forward without the need to secure support of 10% of the voting members. The Board decides whether to recommend a vote for proposed amendments. The requirement to have 50% of the Corporate Members ratify the amendment was also deleted as Corporate Members already have 2 votes and there is no need to impose a second hurdle/requirement to amend the Constitution.</p>
Article IX: Bylaws	This was re-numbered as Article VII. Slightly modified and moved discussion about how Bylaws may be modified to the Bylaws	Editorial edits to the first sentence and moved to the Bylaws the discussion about requirements/process for amending the Bylaws.	<p>The discussion regarding how to amend Bylaws belongs in the Bylaws themselves. The Constitution needs to state only that we must have a set of bylaws to implement constitutional requirements.</p>
Article X: Dissolution	Slightly modified and renumbered as Article VIII	Added the following sentence to the end of the first paragraph “Notice of dissolution shall be given to the Members of AmCham Abu Dhabi by the most efficient means available” and edited the type of organization that could receive liquidated proceeds	<p>This was edited to ensure proper notice of dissolution is provided and ensure that we do not violate our non-profit status by disbursing assets to any entity that is for-profit in character.</p>