

ARTICLES OF ASSOCIATION
for the establishment of the
“Advertising Business Group”
in the United Arab Emirates

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ARTICLE 1. NAME AND ESTABLISHMENT

- 1.1. There shall be established in Dubai an Advertising Business Group ("ABG" hereinafter) which is a voluntary, non-profit association of companies within the advertising industry in the United Arab Emirates (U.A.E.) and will have its registered office in Dubai. It may open branches in the rest of the Emirates by virtue of a decision to be issued by its Administrative Committee and subsequent approval from competent authorities. The ABG shall function under the umbrella of Dubai Chamber of Commerce and Industry.
- 1.2. These Articles of Association regulate basic aspects as its objectives, membership, financing, meetings, voting rights and administration.

ARTICLE 2. OBJECTIVES.

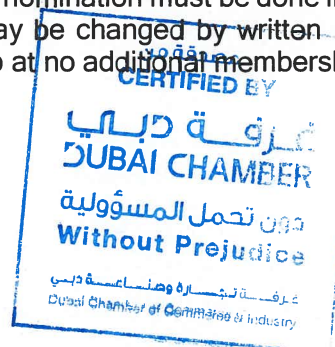
The ABG objectives are:

- 2.1 To promote ethical advertising practices as well as advertising commercial and business interests in the UAE and encourage economic and commercial activities, investments and other initiatives between entities involved in the advertising industry and the UAE;
- 2.2 To offer ABG members a platform to exchange advertising related information and experiences and to communicate and interact with Public and Private entities and persons in the UAE by means of meetings, gatherings, seminars, conferences, receptions, etc.;
- 2.3 To encourage mutual awareness, exchange of information and cultural cooperation between the UAE and entities involved in the advertising industry;
- 2.4 To contribute to the development of dual and mutual commercial, economic, cultural, technical, sport and cultural relationships between entities involved in the advertising industry and the UAE;
- 2.5 To organize events to reinforce and improve the image of the advertising industry in the UAE;
- 2.6 In general, any other lawful activity related to the promotion of business and or cultural ties between UAE and the advertising industry.

ARTICLE 3. MEMBERSHIP CATEGORIES

- 3.1 **Corporate.** Companies and entities established in the UAE who are interested in and share the ABG objectives.
- 3.1.1 Corporate members shall pay the corporate membership fee as established from time to time.
- 3.1.2 Corporate members under this category A shall have one vote. The Company shall have the right to nominate up to two (2) individual persons employed by the Company as its representatives. Such nomination must be done in writing and either or both of the two representatives may be changed by written notice at any time during the duration of the membership at no additional membership fee.

3.2 Advertising Public Entities and Organisms



3.2.1 Advertising Public Entities and Organisms under this Category shall not have the right to vote but shall be allowed to attend all meetings of the ABG and make all suggestions that they might have with regard to the ABG's activities.

3.2.2 Members under this Category are exempted from paying any Membership fee.

3.3 Honorary Members or Personalities

3.3.1 Honorary members and personalities shall include the President of Dubai Chamber of Commerce and Industry, and any other personalities that the Administrative Committee may decide by majority vote that are appropriate to be invited to join the ABG as Honorary Members.

3.3.2 Members under this Category shall have no vote and are exempted from paying any Membership fee.

3.4 Overseas Members

3.4.1 Overseas Members are Advertising companies and individuals who do not have a presence in the UAE but who are interested and share the ABG objectives.

3.4.2 Overseas Members will pay the Individual or Corporate fee (as it may be applicable) as established from time to time but shall have no vote.

ARTICLE 4. MEMBERSHIP APPLICATIONS AND MEMBERSHIP FEES

4.1 Applications for membership shall be addressed to the Administrative Committee, who will by simple majority vote determine the acceptance of the applicant member. Applicants shall complete the approved application form and will provide the Administrative Committee with any other information that the Administrative Committee may deem appropriate.

4.2 Once approved and once the membership fees have been paid, the membership will be valid for a period of one-year renewable for subsequent yearly periods upon payment of the yearly membership fees.

4.3 Yearly Membership fees shall be established in the Bylaws.

4.4 In the event that any Member fails to pay the applicable membership fee, the Administrative Committee will send a reminder to the concerned Member who will have a period of 1 month to make payment. Failure to pay after such period will entail invalidation of the membership and the Member will be accordingly notified.

ARTICLE 5. RESIGNATION OF MEMBERS

5.1 A Member can resign by giving written notice to the Administrative Committee.

5.2 If the ABG whether in its Annual General Assembly or an Extraordinary Assembly considers that the conduct of one of the members is injurious to the objectives and interest of the ABG, the Administrative Committee shall, upon instructions of the Assembly, advise in writing to that Member to resign. The quorum and majority required by the Assembly to



adopt such resolution will be as established in Article 7.

5.3 If that Member does not present his resignation within two weeks from the written notice, the Administrative Committee has the right to decide the cancellation of such membership by majority vote.

5.4 The cancelled membership may be re-instated if the Administrative Committee, at its discretion and by majority vote, decides that there are reasons to believe that the situation or conduct that gave rise to the resignation or cancellation will be corrected.

ARTICLE 6. ABG PURPOSES

In addition to the objectives set out in Article 2, the ABG will have the following purposes:

6.1 To draft a code of advertising practices ("Code") for all entities involved with advertising industry in the GCC;

6.2 To implement, administer, promote and publicize the Code and where necessary amend that Code from time to time;

6.3 To foster and promote co-operation amongst persons and/or entities engaged and involved in advertising by providing a platform for informal adjudication on inter-industry complaints where needed;

6.4 To represent, protect, inform and guide the members of the ABG on matters relating to advertising;

6.5 To give wide publicity to the Code, encourage compliance with / to the Code by entities engaged and involved in advertising; and

6.6 To maintain good relations with all other organizations connected with advertising and cooperate with them to further the interest of sound advertising practices.

ARTICLE 7. FISCAL YEAR AND FINANCING RESOURCES

7.1 The first Year begins on the date of acceptance of the Articles of Association and shall be for a period of not less than 6 months, nor more than 18 months. All subsequent Fiscal Years shall be for a duration of 12 months unless otherwise agreed upon.

7.2 The ABG will be financed by:

7.2.1 Membership fees;

7.2.2 Public or private donations. Donations from other than the members of the ABG will be accepted after the approval of Dubai Chamber;

7.2.3 Sponsors;

7.2.4 Various revenues from ABG activities.



ARTICLE 8. VOTING RIGHTS AND APPOINTMENT OF PROXIES

8.1 Members of Categories A have one vote each in all Assemblies and Meetings of the ABG. Members of Categories B, C and D as established in Article 3 shall not have right to vote but can attend all General Assemblies, as well as General or Extraordinary Meetings and can express their opinion and shall have a consultative capacity.

8.2 A Corporate or Individual Member can appoint any other Member of the ABG as proxy to vote on his name at a given Assembly, provided that such an appointment is sent in writing to the Administrative Committee no later than 11 a.m. of the day of the Assembly.

8.3 A member cannot act as proxy of more than 2 members at any given Assembly or Meeting.

ARTICLE 9. MEETINGS OF THE ABG ANNUAL GENERAL ASSEMBLY

An Annual General Meeting shall be held every year within 6 months of the fiscal year and the following issues will be dealt with and decided at the Annual General Meeting:

9.1 Presentation of the ABG's Annual Report of activities and events related to the previous year.

9.2 Discussion, outline and approval of ABG's planned activities for the coming year.

9.3 Election of the members of the Administrative Committee when applicable.

9.4 Approval of accounts from previous year.

9.5 Approval of annual budget for coming year.

9.6 Other miscellaneous matters of relevance that the Administrative Committee may propose.

9.7 Other miscellaneous matters of relevance that 51% of the Members may propose.

ARTICLE 10-EXTRAORDINARY GENERAL ASSEMBLIES

10.1 Extraordinary General Assemblies can be called if matters of importance to the ABG arise which require the members to vote. Modification of these Articles of Association is an example.

10.2 Extraordinary general meetings can only be called by the Administrative Committee or by written request to the Administrative Committee of at least 51% of the Members explaining the reasons for such a request.

10.3 Only proposals and issues placed on the Agenda will be discussed at Extraordinary General Meetings.

ARTICLE 11-NOTICE

11.1 Notice of the Annual General Meeting with an Agenda attached and information regarding the date and location for the said meeting will be sent by the Chairman of the ABG to all members registered with the ABG at least 3 weeks prior to the meeting.



11.2 Members shall be responsible for the accuracy of the contact details given to the Administrative Committee when applying for membership and shall keep the Administrative Committee informed of any variation in their contact details. Non receipt of the notice by any Member shall not invalidate the proceedings of the Assembly.

ARTICLE 12-QUORUM AND RESOLUTIONS

12.1 Resolutions taken by any Assembly shall be by simple majority of votes provided that there was a quorum of at least 50% of Members present or represented at the meeting. If this quorum is not reached, the Assembly will be adjourned for three weeks. Notice of such adjourned Assembly will be sent in the same form as established in the previous paragraph.

12.2 A higher quorum of 75% of Members and a higher majority vote of 2/3 in favor will be required for any decisions related to:

12.2.1 Modification of the Articles of Association or their bylaws;

12.2.2 Dissolution of the ABG - by the Extraordinary General Meeting;

12.2.3 Decisions for request a Member's Resignation.

ARTICLE 13-MINUTES OF ASSEMBLIES

Minutes of all assemblies and meetings will be prepared by the General Secretary and signed by the Members of the Administrative Committee.

ARTICLE 14. THE ADMINISTRATION OF THE ABG

14.1 The Administrative Committee's mandate and composition

The ABG will be managed by an Administrative Committee composed of 7 Members and its composition will be as follows:

14.1.1 One Chairman elected amongst the Members at the General Assembly and will be entitled to vote.

14.1.2 One Vice-Chairman elected amongst the Members at the General Assembly and will be entitled to vote.

14.1.3 Five additional Members elected from amongst the Members at the General Assembly and who will be entitled to vote. These roles will cover:

1) **Communication Officer:** Responsible for promoting ABG as an organization and its activities to the relevant stakeholders including members, government entities, KOFs and media outlets

2) **Membership Drive Officer:** Gets in new members and engages with all sub groups, both members and other stakeholders

3) **Treasurer** to manage financial reports and statements

4) **Professional Development & Knowledge Sharing** i.e. develops training courses, workshops, mentoring program, deals with academia etc. and aims to is help develop capacity of the industry to understand responsible advertising

5) **Legal Officer;** helps implement agenda as per standards & governance

14.1.4 An Administrative Committee secretary will additionally be appointed to assist the Administrative Committee but will have no voting rights.



14.1.5 The Members of the Administrative Committee will undertake tasks as agreed by the Administrative Committee.

14.2 Tasks and Duties of the Administrative Committee towards the General Assembly

The Administrative Committee will be responsible for the following activities:

- 14.2.1 Preparation of Annual Reports on the activities undertaken by the ABG during the finished financial years for presentation to the General Assembly;
- 14.2.2 Preparation of Annual Reports on planned activities for the coming year for presentation to the General Assembly;
- 14.2.3 Preparation of the Annual Accounts for presentation to the General Assembly;
- 14.2.4 Preparation of the Annual Budget for presentation to the General Assembly.

14.3 Meetings, Notice, Quorum and Voting of the Administrative Committee

- 14.3.1 The Administrative Committee will meet upon summoning by its President and in any case not less than once a month. The Administrative Committee can by its own initiative, invite to its meetings and deliberations any Members of the ABG who are not part of the Administrative Committee. Notice containing the time and location of the Administrative Committee's meetings shall be sent to all members of the Administrative Committee at least five (5) days prior to the meeting.
- 14.3.2 The Administrative Committee may deliberate and adopt resolutions only if five (5) members are present.
- 14.3.3 The Administrative Committee will adopt its resolutions by simple majority vote of the present Members and the President will have casting vote.

ARTICLE 15, VACANCIES AT THE ADMINISTRATIVE COMMITTEE

If for any reason, a member of the Administrative Committee is unable to serve a full year, or misses three consecutive Administrative Committee meetings; the Administrative Committee may fill this vacancy by co-opting another ABG Member on the Administrative Committee until election of the Administrative Committee at the next Annual General Assembly.

ARTICLE 16. GENERAL PROVISIONS

- 16.1 The Members of the Administrative Committee shall be elected at the Annual General Meeting to be held every year. Nominations / Proposals for the Administrative Committee's Members shall be sent by fax to the Secretary of the ABG at least 1 month previous to the date of the Annual General Meeting.
- 16.2 The Administrative Committee will appoint amongst the Members present at the Assembly, two persons to assist the Secretary in the collection and counting of the results of the voting. When undertaking its duties and tasks within the ABG, the Members of the Administrative Committee shall act in the interest and as representatives of the whole ABG.
- 16.3 Bank arrangements shall be implemented as the Administrative Committee shall deem appropriate. In any event, two joint signatories, one of whom is the Treasurer, shall be always required for the ABG's bank accounts.



ARTICLE 17. ANTI-COMPETITIVE CONDUCT AND INFORMATION EXCHANGE

17.1 Anti-competitive conduct

Members agree to observe and follow the competition laws and regulations of each jurisdiction in which they provide services.

17.1.1 They each acknowledge that conduct and actions in one country may have impacts within another country and may be impermissible under the laws of the impacted country even though the conduct is legal in the original country.

17.1.2 The following conduct will be in breach of the rules of the ABG and must not be undertaken between Members whilst they are using ABG mailing lists, at ABG meetings, within ABG task forces or other means involving the ABG. These actions include:

- agreeing on pricing or any other price terms;
- agreeing not to compete for certain customers;
- agreeing not to do business with certain customers;
- agreeing not to compete in certain geographic areas or in market segments; or
- bundling or tying products or services protected by copyrights or patents to the purchase of other unprotected products or services.

The above list is not exhaustive and may be augmented by further rules by the Administrative Committee from time to time.

17.2 Information Exchange

17.2.1 Members agree to observe and follow the laws and regulations regarding the disclosure of confidential and/or sensitive information of each jurisdiction in which they provide services.

17.2.2 The ABG must not be used as a conduit for or enabler of exchanges of such confidential and/or sensitive information. Members will particularly not exchange any of the following types of sensitive information:

- Current/future prices, trade terms and conditions applicable to the Member's customers in both upstream and downstream markets;
- forecasts on new products and services or specific applications of any kind;
- customer lists;
- data relating to capacity and/or output;
- financial statements;
- competitive plans or strategies, e.g., marketing or investment strategy;
- research and development programs and technologies and/or
- any other non-public, strategic and therefore competitively-sensitive information.

17.2.3 Members are free to exchange information that



- has previously been made genuinely public (e.g. through newspaper, annual corporate report etc.);
 - is an exchange of aggregated information (e.g. for benchmarking purposes) that aims at increasing the overall efficiencies of the ABG. Such exchanges must always be reviewed by an independent legal counsel in advance.
- 17.2.4 The Members acknowledge that all documents prepared by the ABG may be discoverable by a third party and/or disclosed to authorities. Members (including their agents and employees) agree to avoid hyperbole, sweeping statements about the advertising industry or the media market as well as unmindful and ambiguous choice of wording that could be misinterpreted as anti-competitive or as concerted practice to restrict competition when viewed by a third party.
- 17.2.5 This applies to all internal and external expressions of fact or opinions and would include handwritten notes, emails, drafts, transcripts or notes from panels, speeches, and other oral presentations.
- 17.2.6 In the event that the ABG or one of its Members receives any communication/information from any party that may raise concerns under this Rule, the ABG or the relevant Member must consult with independent legal counsel to ensure an appropriate response.
- 17.2.7 ABG presentations and meeting agendas must be reviewed by independent legal counsel in draft form prior to dissemination.
- 17.2.8 Should a Member be present when another Member engages in discussions or dissemination of information that appears to violate this Rule that Member should immediately call their concerns to the attention of the other Member and then withdraw from the discussion if the other Member does not immediately cease that discussion or dissemination.

ARTICLE 18. BYLAWS

The Administrative Committee may elaborate bylaws for issues not covered in these Articles of Association provided that those bylaws do not contradict the content of these Articles of Association.

ARTICLE 19. GOVERNING LAW

The ABG will not undertake any political activities and will at all times be governed by the laws of Dubai and the United Arab Emirates.

ARTICLE 20. REGISTRATION WITH COMPETENT AUTHORITIES

These Articles of Association have been duly approved by all members on (the date) and subsequently deposited with the Dubai Chamber of Commerce and Industry.

END

