

**CONSTITUTION
OF
The Canadian Business Council Qatar (CBCQ)**

ARTICLE I

NAME & LOCATION

This organization shall be known as the Canadian Business Council Qatar (CBCQ). The office of the CBCQ shall be located in Doha.

ARTICLE II

OBJECTIVES

The CBCQ is a not-for-profit association of organizations and individuals whose objectives include:

- To provide a forum for member Canadian business executives representing Canadian companies with a presence in the State of Qatar and member Canadian executives working in the State of Qatar to identify, discuss and pursue common interests regarding their activities;
- To promote member Canadian businesses and their products and services by organizing events that both promote and demonstrate to the local community the interest and commitment of Canadian businesses to the State of Qatar;
- To provide a forum and platform for Members (as herein after defined) to network and exchange information and experiences and to interact with Public and Private entities and persons in the State of Qatar through meetings, seminars, conferences, receptions, etc.;
- To promote mutual commercial, economic, technical, sport and cultural relationships between Canada and the State of Qatar; and,
- To promote bilateral trade and investment between Canada and the State of Qatar.

The above list is not exhaustive and may be amended or enhanced by the Board of Directors (as hereinafter defined) to include any lawful activities which, in the discretion of the Board of Directors, help to achieve the objectives of the CBCQ, and that may be incidental or conducive to attainment of the foregoing objectives. The CBCQ shall not attempt to restrict or in any manner interfere with any lawful activity undertaken by any Member (as herein after defined) in the State of Qatar. The CBCQ shall not engage in any political activity in the State of Qatar nor allow its funds or facilities to be used for political purposes in the State of Qatar.

ARTICLE III

MEMBERSHIP

1. This Constitution provides for two categories of membership, Corporate Membership and Individual Membership (together referred to as Members). The Constitution allows the Board of Directors to designate and to make changes to sub-categories under these two Memberships as included in the CBCQ Bylaws.

SECTION A – Categories of Membership

Corporate Membership

- a. Companies or other corporate entities incorporated under the laws of any Province or Territory in Canada or under Canadian federal law ("Canadian Companies") and having a permanent establishment (through a branch or corporate subsidiary) in the State of Qatar; and, companies or other corporate entities incorporated outside Canada that have a permanent establishment (through a branch or corporate subsidiary) in the State of Qatar and that
 - (1) are wholly-owned or controlled by Canadian companies or persons,
 - (2) have Canadian senior management (as may be determined by the Board of Directors), or
 - (3) have a presence in Canada.

Each Corporate Member shall nominate a company Representative residing in the State of Qatar to be its Primary Representative to the CBCQ. The Primary Representative shall have authority to make all decisions on behalf of the Corporate Member for which it is a representative in the CBCQ;

- b. Each Corporate Member may also nominate an Alternate Representative residing in the State of Qatar who may attend meetings in the absence of its designated Primary Representative to the CBCQ. The names and other relevant details of the designated Primary Representative and its Alternate Representative shall be provided by the Corporate Member to the Board of Directors and any changes of Representative shall also be notified;
- c. A Corporate Member may not transfer its Membership to another Corporate Member but it may change its designated Primary Representative and Alternate Representative in accordance with the provisions of this Constitution;
- d. A Corporate Member shall be proposed and seconded by a Member and its application will be subject to approval by the Board of Directors;

Individual Membership

- a. Canadian citizens and Permanent Residents of Canada resident in the State of Qatar who are executives of, or who hold senior positions in, companies or other entities in the commercial and non-commercial sectors and having a permanent establishment in the State of Qatar (whether or not such companies or entities are Canadian);
 - b. Canadian citizens and Permanent Residents of Canada in the State of Qatar who are professionals practicing in the State of Qatar;
 - c. An Individual Member shall be proposed and seconded by a Member and its application will be subject to approval by the Board of Directors;
 - d. Individual Membership will be personal and no Individual Member shall be entitled either to transfer its Membership or to nominate an Alternate Representative to attend meetings in its place.
2. There shall be no restriction on the number of Members in the CBCQ.
 3. Each Member shall notify the Board of Directors of any impending change in the Member's status which might affect its eligibility for Membership, and the Board of Directors will, at its discretion, be entitled to review the status of the Member from time to time.
 4. Notwithstanding the criteria set forth in SECTION A above, the Board of Directors may, at its discretion, designate in the CBCQ Bylaws sub-categories of the two Categories of Membership and which provide for Membership in those sub-categories to any organization or company that
 - (1) has a physical presence in the State of Qatar, either independently or in affiliation with a Qatari National; and,
 - (2) satisfies any of the following criteria:
 - a. carries on a major business as an agency, distributorship, franchise or other representation for a Canadian Company;
 - b. operates as a joint venture or under a management contract with a Canadian Company;
 - c. conducts a business that is managed or operated substantially by Canadian executives or professionals in accordance with Canadian standards; or,
 - d. demonstrates a special nexus with Canada.

Sub-Categories for Non-Resident Members and / or Affiliated Members (not meeting any of the above criteria but nonetheless having a keen interest in Canada and the above criteria) may be established by the Board of Directors and added to the CBCQ Bylaws.

SECTION B – Determination of Membership

1. The acceptability of any application for Membership or for change in Category of Membership shall be determined by the Board of Directors. The Bylaws of the CBCQ may establish guidelines for determining Categories 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 existing Category for the current and subsequent terms of Membership.
3. Applications for Corporate Membership shall contain, at a minimum, the name, address of company and its Representatives, business activity of the company, Representatives' positions in the company, copies of the Representatives' valid passports and / or copies of the Representatives' QIDs, valid company registration, and such other information as may be requested by the Board of Directors.
4. Applications for Individual Membership shall contain, at a minimum, the name, address of the applicant, copy of the individual's passport, copy of the individual's QID, business activity or occupation of the applicant, job title, and such other information as may be requested by the Board of Directors.
5. The Membership year shall be the same as the CBCQ financial year, and Members may renew their Membership for an additional Membership year by payment of applicable Membership dues, provided they satisfy the eligibility requirements for Membership as of the first day of the Membership year.
6. 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 fees become due and payable in full as of the first day of each Membership year except as follows:
 - New Members who are admitted during the second half of any Membership year shall enjoy Membership through the end of the Membership year and shall pay Membership fees amounting to one half of the applicable Membership fees for one full year.

SECTION C - Right to Vote

1. Each Corporate Representative has the right to vote on behalf of the Corporate Member, provided that only one such Corporate Representative exercises the right to vote in any election or at any meeting, and this vote shall be counted as one vote. Any Corporate Representative may authorize its Alternate Representative to vote on behalf of the Corporate Representative at any meeting of the Membership of the CBCQ. Notice of such Alternate Representative's authorization must be received in writing by the Secretary to the Board of Directors prior to the meeting.
2. All full Individual Members whose fees are currently paid up shall be designated as qualified voting Members and may vote. Each such Individual Member shall be entitled to one vote.

SECTION D – Privilege to Hold Office

Subject to the provisions of Article III, Section C of this Constitution, any qualified voting Individual Member and any Corporate Representative of a qualified voting Corporate Member may hold an elected office in the CBCQ. However, no Member shall hold more than one elected office concurrently.

ARTICLE IV

FEES

1. Each Member shall pay an annual Membership fee as established by the Board of Directors. Annual Membership fees shall be for a Period 1 January to 31 December.
2. Membership fees shall be approved by the Board of Directors and shall be applied towards administrative and other costs and expenses of the CBCQ, as the Board of Directors shall from determine from time to time. The Board of Directors shall have the right to increase annual Membership fees if the existing fees are inadequate to cover administrative costs and expenses of the CBCQ.
3. No refund will be made if a Member withdraws its Membership.
4. Membership shall be deemed to have lapsed if the applicable annual fees are not paid within the time prescribed by the Board of Directors or prior to the CBCQ Annual General Meeting, whichever is earlier.
5. Should Membership lapse due to non-payment of annual Membership fees, Members must reapply for Membership in the CBCQ.

ARTICLE V

SECTION A – Board of Directors

1. A Board of Directors of seven (7) elected Members will administer the affairs of the CBCQ. In addition, the most recent Past Chair (Chair Emeritus) and the Senior Trade Commissioner at the Canadian Embassy in the State of Qatar shall be invited to join the Board of Directors as Ex Officio, non-voting Members. Furthermore, the CBCQ Executive Director shall also serve as a non-voting Member of the Board Directors.
2. The Board of Directors shall designate the Officers of the CBCQ, which shall include a Chair, Vice Chair, Secretary and Treasurer. Each Officer of the CBCQ shall at all times be a Canadian citizen and be a legal resident in the State of Qatar.
3. The remaining Members of the Board of Directors will be designated Members-at-Large of the Board of Directors.
4. Any voting Representative may hold elected office in the CBCQ, provided that a minimum of two-thirds (2/3) of the members of the Board of Directors shall at all times be Canadian citizens.
5. The Board of Directors will be responsible for planning future policy, meetings, speakers and events for the CBCQ.

6. The Board of Directors will be responsible for accepting or rejecting applications for Membership and will not be obliged to give any reason for its decisions.
7. The Board of Directors is authorized to open and operate bank accounts in the name of the CBCQ and signatories on all bank accounts shall be designated by the Board of Directors from among its members.
8. A minimum of two signatories shall be required on all bank accounts and designated by the Board of Directors.
9. The Board of Directors may appoint sub-committees and invite any Member of the CBCQ to assist the Board of Directors or serve on a sub-committee.
10. The Board of Directors may engage staff and obtain office and other facilities as considered necessary; the costs of which shall be paid out of CBCQ funds.
11. The Board of Directors may establish and amend Bylaws for the conduct of the CBCQ.

ARTICLE VI

SECTION B – Election of Board of Directors

The Board of Directors shall be elected from among nominated representatives of paid up Members of the CBCQ at the Annual General Meeting to be held each year, except that the first Board of Directors will be elected by the Founding Members to serve until the first Annual General Meeting.

1. The Board of Directors will serve for a term of one year and members of the Board of Directors may be elected for two subsequent terms.
2. Nominations for Membership of the Board of Directors will be invited from the Members of the CBCQ when giving notice of the Annual General Meeting. The Board of Directors must receive all nominations in writing not less than three (3) weeks before the date of the Annual General Meeting. Every nomination shall be supported by at least two (2) members of the CBCQ. The Board of Directors will circulate the list of nominations to Members not less than two (2) weeks prior to the Annual General Meeting.
3. Election will be by simple majority of the Members voting. Proxy votes will be permitted upon such terms as the Board of Directors may establish.
4. If for any reason a Member of the Board of Directors is unable to serve a full year term, the vacancy may be filled by a Member by a vote of the Board of Directors.

ARTICLE VII

SECTION A – Board of Directors Meetings

The Board of Directors shall meet at least nine (9) times per year. Members of the Board of Directors will be notified in advance of the date and time and agenda of all meetings.

The Board of Directors may invite any CBCQ Member to attend a meeting of the Board or any portion thereof.

A Board of Directors' meeting shall be validly held with a quorum of at least 4 voting Directors.

Any decision of the Board of Directors shall be passed by a simple majority of the voting Directors present.

SECTION B – General Meetings

1. The Board of Directors shall call an Annual General Meeting once each year. Business at the Annual General Meeting shall include (but not limited to) a Report of the Board of Directors, Honorary Auditor's Report, Election of the Board of Directors and other matters which have been properly placed on the agenda.
2. The Board of Directors may also call an Extraordinary General Meeting if it becomes aware of matters of sufficient importance to the CBCQ, which should, in the Board of Director's opinion, be put to the Members for a vote and where such time frame does not coincide with the Annual General Meeting.
3. The Board of Directors shall also call an Extraordinary General Meeting if it receives written notification signed by no less than ten (10) paid up full Members of the CBCQ that they wish an Extraordinary General Meeting to be called. Such notification must include an outline of the matter, which the CBCQ wishes to be put before the Members for a vote.
4. The Board of Directors shall provide the Membership not less than four (4) weeks notice in writing that a General Meeting has been called. General Meetings may be called to coincide with a luncheon meeting or other event.
5. Only paid up Corporate and Individual Members of the CBCQ shall be entitled to vote at a General Meeting. Voting shall be a simple majority of the Members present in person or by proxy. In the event of a tie, the Chairman shall have the casting vote.
6. The quorum at a General Meeting shall be at least ten (10) per cent of the Members. However, if the number is less than ten (10) per cent, the Members present may resolve to adjourn the meetings to another date, to be fixed by the Board of Directors.

ARTICLE VIII

AUDIT AND FINANCIAL YEAR

1. The financial year of the CBCQ shall be 1 January to 31 December.
2. The CBCQ shall have an Honorary Auditor who shall be invited by the Board of Directors to the Annual General Meeting, except for the first Honorary Auditor who shall be invited by the Founding Members.
3. The Board of Directors will arrange for the accounts of the CBCQ to be audited at the end of each financial year and for a report from the Honorary Auditor to be presented to Members at the Annual General Meeting.

ARTICLE IX

AMENDMENT OF THE CONSTITUTION

Proposed changes to the Constitution shall be submitted to the Board of Directors with a request for consideration at the Annual or an Extraordinary General Meeting. The Board of Directors will circulate the proposed changes with the notice convening the meeting. All changes will require a proposal and be seconded, and will be adopted if approved by a two-thirds (2/3) majority of the Members voting at the meeting.

ARTICLE X

FORMATION OF THE CBCQ

1. The CBCQ shall be formed by the unanimous adoption of the Constitution by the Founding Members. The Founding Members shall be those companies or individuals whose names appear below. Founding Members shall become Corporate or Individual Members of the CBCQ, as the case may be, upon adoption of the Constitution and payment of dues.
2. Upon adoption of the Constitution, the Founding Members shall elect the first Board of Directors, who shall serve until the elections at the first Annual General Meeting.
3. After its adoption, the Constitution may be amended by a vote of not less than two-thirds (2/3) of the Board of Directors at any time until the first Annual General Meeting. Thereafter, such amendment shall be made in accordance with ARTICLE IX.
4. The first Board of Directors shall take all actions and secure all approvals and clearances from the Governmental authorities of the State of Qatar necessary for establishment of the CBCQ.

ARTICLE XI

AMENDMENT OF BY-LAWS

The Board of Directors shall have the power to make, alter, amend supplement and repeal the By-laws of the CBCQ, provided the said By-Laws do not conflict with the CBCQ Constitution. All Members will be promptly notified of changes in the By-laws.

ARTICLE XII

DISSOLUTION

SECTION A - Means of Dissolution

The CBCQ shall not be dissolved, except with the written consent of not less than three-fourths (3/4) of Members.

SECTION B - After Dissolution

1. In the event of the CBCQ being dissolved, all debts and liabilities legally incurred on behalf of the CBCQ shall be fully discharged, and the remaining assets shall be noted to such local charitable organizations as voting Members shall have decided.
2. Notice of dissolution shall be given to the Members by the most efficient means available.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

1. The Council shall indemnify and hold harmless each member of the Board of Directors, the Executive Committee and each person who has served, is serving or shall serve as an officer of the Council against any and all claims, liabilities, fines or other penalties, including all reasonable expenses of defense incurred in relation to the performance of its, his or her duties to the council, except to the extent that it, he or she shall have been finally adjudged by a court of competent jurisdiction to be liable for willful misconduct in the matters out of which the claim, liability, fine or other penalty arises.
2. The Board of Directors shall have the right to decide on any matter that has not been regulated by this Constitution and Bylaws.
3. The official language of the Council shall be English.

ARTICLE XIV

GOVERNING LAW

This Constitution is governed by the Law and Regulations of the Qatar Financial Center (QFC).

Founding Members:

1. Thomson Reuters
2. The Look Company
3. Doha Bank
4. College of the North Atlantic - Qatar
5. Apparel Qatar
6. Stantec
7. Brookfield Multiplex Medgulf

This Constitution was approved by the CBCQ Board of Directors on 5 June 2017.
Amended as approved by the CBCQ Board of Directors on 22 May 2018, changing Deputy Chair to Vice Chair.