

CONSTITUTION
OF
THE AMERICAN CHAMBER OF COMMERCE
OF SAUDI ARABIA

DOING BUSINESS AS
“AmCham Saudi Arabia”

A MEMBER OF THE GLOBAL NETWORK OF THE
AMERICAN CHAMBERS OF COMMERCE

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CONSTITUTION
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THE AMERICAN CHAMBER OF COMMERCE SAUDI ARABIA

ARTICLE I
NAME & OFFICE

This organization shall be known as the American Chamber of Commerce Saudi Arabia and is hereinafter referred to as "AmCham Saudi Arabia". The main office of AmCham Saudi Arabia shall be located in the city of Riyadh, Saudi Arabia with the registered office of the corporation being 251 Little Falls Drive, County of New Castle, City of Wilmington, Delaware, 19808 United States, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company. AmCham Saudi Arabia shall be governed by a Board of Directors drawn from and responsible to the General Membership.

ARTICLE II
OBJECTIVES

AmCham Saudi Arabia is a not-for-profit voluntary association of organizations and individuals whose objectives are:

- To promote commerce, investment, cooperation, and partnership between and among its membership, the United States of America and the Kingdom of Saudi Arabia;
- To liaise directly with the United States Chamber of Commerce and the global network of American chambers of commerce and business organizations, and to express the views of the local American business community to public and private interests in the United States and the Kingdom of Saudi Arabia;
- To provide a forum in which American business executives in the Kingdom of Saudi Arabia and business executives with American interests may identify, discuss, and pursue common interests regarding their activities;
- To promote programs of a civic, social, and cultural nature to increase the functional and aesthetic values of the community; and
- To heighten awareness of the Kingdom of Saudi Arabia's commercial position in the Middle East among the American business community.

AmCham Saudi Arabia may do all lawful things that may be incidental or conducive to attainment of the foregoing objectives. AmCham Saudi Arabia shall not attempt to restrict or in any manner interfere with any lawful activity undertaken by any Corporate or Individual Member in the Kingdom of Saudi Arabia. AmCham Saudi Arabia shall not engage in any political activity in the Kingdom of Saudi Arabia nor allow its funds or facilities to be used for political purposes in the Kingdom of Saudi Arabia. No part of AmCham Saudi Arabia's earnings shall benefit any individual, except for reasonable compensation for services in accordance with AmCham Saudi Arabia's procurement policy.

ARTICLE III
MEETINGS OF AMCHAM SAUDI ARABIA

AmCham Saudi Arabia shall hold at least one Annual General Meeting in each calendar year to conduct business, at a date/time and venue to be determined by the Board of Directors. Special meetings may also be called by the Chair of the AmCham Saudi Arabia Board of Directors as provided in the By-laws. A majority of members voting in person or by proxy shall decide matters brought before the Membership except as otherwise provided in Article

VIII (Dissolution) of this Constitution. The quorum required for general or special meetings shall be twenty percent (20%) of the General Members of AmCham Saudi Arabia.

ARTICLE IV MEMBERSHIP

AmCham Saudi Arabia's membership shall consist of General Members and Affiliate Members. Membership shall be open to any corporation, limited liability company, other business entity, organization and individual meeting membership criteria set forth in the By-laws.

ARTICLE V GOVERNANCE

SECTION A - Board of Directors

The Board of Directors, drawn from the General Membership, shall have the authority and responsibility to establish and appraise policies and procedures to govern the day-to-day activities and operations of AmCham Saudi Arabia, and further to appraise the effectiveness of the policies/procedures and their implementation.

The Board of Directors shall serve terms of three (3) years or the remainder of the term of a vacant director position. The number of Board members shall be at least nine (9), but not exceed fifteen (15). Where possible, in any given year, two (2) of six (6) Board Officer positions and three (3) of nine (9) non-Officer general Board of Director positions should be up for election. The Board shall have authority to appoint non-voting advisors. There shall be six Board officers: Chairperson, Vice-Chairperson, Secretary, Treasurer, Jeddah Chapter President, and Eastern Province Chapter President. The Board may expand the number of Officers, by simple majority vote, should additional chapters be added to AmCham Saudi Arabia.

The Chairperson of the Board shall preside over all meetings of AmCham Saudi Arabia and the Board of Directors, oversee the implementation of Board decisions, and represent AmCham Saudi Arabia in all external relations.

The Vice-Chairperson shall perform the duties and responsibilities assigned by the Chairperson, and shall preside over meetings in the absence of the Chairperson.

The Board Secretary shall ensure minutes of all Board meetings are accurately recorded, send written notice of all Board meetings, prepare motions on written consent, maintain relationships with AmCham Saudi Arabia's legal counsel or legal consultants, and work with the Executive Director to disseminate information to all AmCham Saudi Arabia members.

The Treasurer of the Board shall be responsible for ensuring that accurate financial records are kept, filing and paying all necessary taxes with the U.S. Internal Revenue Service and any other relevant taxation authority, maintaining the non-profit status of AmCham Saudi Arabia with the U.S. government, processing payroll in a timely and complete manner each month, and reporting on all financial matters to the Board of Directors.

Each formally recognized Chapter of AmCham Saudi Arabia with a ratified charter shall have a Chapter President. The Chapter President shall preside over all meetings of Board of Officers within the chapter and oversee the implementation of AmCham Saudi Arabia Board of Directors' decisions. The Chapter President shall also report on the chapter activity to the Board of Directors and put any relevant matters or needs of the respective chapter to a vote of the Board of Directors as needed. The Chapter President shall represent AmCham Saudi Arabia in all external relations within the chapter. There are three formally recognized Chapters of AmCham Saudi Arabia: Riyadh Chapter, Eastern Province Chapter, and Jeddah Chapter.

The Chairperson of AmCham Saudi Arabia shall be the de facto Chapter President of the Riyadh Chapter.

Additional chapters may be added to AmCham Saudi Arabia by a simple majority vote of the Board of Directors. The founding Chapter President of any newly added Chapter shall be appointed by the Chairperson of the Board of Directors; however, the Chapter President must stand for election at the Annual General Meeting immediately following ratification of the new Chapter charter via the Board Nomination process and will be subject to three year term limits thereafter.

The Chairperson, Treasurer, and all Chapter Presidents shall be United States (U.S.) citizens. A majority of the Board of Directors shall be U.S. citizens. Directors shall be determined in part by election of the General Members and in part by selection of the Elected Board of Directors, in accordance with the requirements, process, and procedures set forth in the By-laws of the American Chamber of Commerce of Saudi Arabia (By-laws). The By-laws shall specify Board of Directors positions, eligibility requirements, nomination, election and voting procedures, and procedures for filling mid-term vacancies.

SECTION B – Powers

The Board of Directors shall have the full powers to:

1. Contract, negotiate with, and otherwise deal with local, federal or governments and agencies.
2. Determine the mission and needs of AmCham Saudi Arabia members to develop and execute relevant programming and events.
3. Assure that AmCham Saudi Arabia has the resources (financial and otherwise) to carry out its objectives.
4. Approve AmCham Saudi Arabia's annual budget (including the addition of all full-time employee positions), acquire and dispose of assets owned by AmCham Saudi Arabia, and enter into leases and other contractual arrangements.
5. Appoint and oversee the executive of AmCham Saudi Arabia and employ other personnel on the recommendation of said executive.
6. Establish membership criteria and terms, financial, and all other policies in accordance with the objectives and mission of AmCham Saudi Arabia.
7. Set the strategic objectives of AmCham Saudi Arabia.
8. Interpret and evaluate the effectiveness of all policies, and their execution by AmCham Saudi Arabia staff.

The Board of Directors shall operate in accordance with the procedures set forth in the By-laws.

SECTION C – Executive Director

The Executive Director hired by the AmCham Saudi Arabia Board of Directors, whose duties shall be outlined in the By-laws, shall have the authority and responsibility for the day-to-day operation of AmCham Saudi Arabia in accordance with the objectives and mission of AmCham Saudi Arabia and the policies and strategic plan adopted by the Board of Directors.

ARTICLE VI AUDIT

At the first meeting of the Board of Directors following each Annual General Meeting, the Board of Directors shall appoint independent auditors to audit all accounts of AmCham Saudi Arabia and shall present a report at the next Annual General Meeting. The Board of Directors shall also form a Finance Committee to monitor the finances of AmCham Saudi Arabia, and make a report to the Board of Directors.

ARTICLE VII BY-LAWS

The Board of Directors shall adopt By-laws to implement the provisions of this Constitution and ensure efficient operation of AmCham Saudi Arabia and the Board of Directors. The By-laws shall be consistent with the laws of the U.S. and Saudi Arabia, as well as the objectives and mission of AmCham Saudi Arabia as stated in this Constitution.

ARTICLE VIII DISSOLUTION

SECTION A – Means of Dissolution

AmCham Saudi Arabia shall not be dissolved, except by the written consent of not less than sixty percent (60%) of the qualified voting Members of AmCham Saudi Arabia. Notice of dissolution shall be given to the Members of AmCham Saudi Arabia by the most efficient means available.

SECTION B – Upon Dissolution

In the event of a decision by AmCham Saudi Arabia to dissolve, all debts and liabilities legally incurred on behalf of AmCham Saudi Arabia shall be fully discharged and the remaining assets shall be liquidated in accordance with applicable laws. None of AmCham Saudi Arabia's assets shall be distributed to or made available to any individual or for-profit organization. Instead, all proceeds shall be donated to local charitable, educational, scientific, or cultural organizations that are non-profit in character, as decided by the Board of Directors.

ARTICLE IX AMENDMENT OF THE CONSTITUTION

The text of any proposed amendment(s) to the Constitution must be submitted in writing to the Board of Directors for consideration and approval. If approved, the Board shall send the proposed amendment of the Constitution along with the Board's written recommendation to the General Members at least two weeks prior to the general meeting at which the amendment(s) will be considered. The vote may be obtained and evidenced by written record or by electronic means. A quorum of twenty (20) percent of the General Members is required for passage of a resolution to amend the Constitution at a general meeting. However, no amendment shall be effective unless approved by at least fifty percent (50%) of the General Members voting to ratify the amendment.

NOTE: Articles II (Objectives) and VIII (Dissolution) of the Constitution may not be amended in such a manner as to impair the non-profit and apolitical nature of AmCham Saudi Arabia, or allow for the disposal of assets to an organization that is for-profit in character.

ARTICLE X
DIVERSITY, EQUITY AND INCLUSION

Membership and participation in AmCham Saudi Arabia is open to all qualified candidates without regard to age, gender, race, color, national origin, religion, disability, veteran status, or sexual orientation. AmCham Saudi Arabia is committed to incorporating the values of diversity, equity, and inclusions (“DEI”) in the governance and operations of the organization. These values shall be codified in a DEI policy adopted by the Board.