

## Articles of Association

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## **DEFINITIONS AND INTERPRETATION**

In these Articles of Association, unless the context otherwise requires, the following have the stated meaning.

**"Articles of Association"** mean the Articles approved by the Dubai Chamber of Commerce of Industry and the foundation instrument of the **ARAB ASSOCIATION OF SURGICAL AND MEDICAL AESTHETICS (AASMA)**.

**ARAB ASSOCIATION OF SURGICAL AND MEDICAL AESTHETICS (AASMA)** means any person, firm, company, body corporate or organization providing goods or services in the UAE or any part of the world related to **Surgical and Medical Aesthetics**.

**"By-laws"** means the by-laws of the Dubai Chamber of Commerce and Industry.

**"Business day"** means any other day other than a Friday, Saturday or declared a public holiday in the United Arab Emirates

**"Chairman"** means the appointed Chairman of the Representative Committee.

**"DCCI"** means the Dubai Chamber of Commerce and Industry in Dubai, United Arab Emirates.

**"Dubai"** means the Emirate of Dubai in the United Arab Emirates.

**"Group"** means the **ARAB ASSOCIATION OF SURGICAL AND MEDICAL AESTHETICS (AASMA)**

**"Month"** means a calendar month

**"Member"** means those persons, firms, companies, bodies corporate and organizations admitted to Membership of the Group pursuant to these articles of association and whose membership has not ceased or lapsed.

**"Membership"** means membership of the Group.

**"Northern Emirates"** means jointly the Emirates of Sharjah, Ajman and Ras Al Khaimah, Umm Al Quaim in the United Arab Emirates.

**"Quorum"** means a group of two thirds.

**"Representative committee"** means those persons appointed pursuant to these articles of association.

**"UAE"** means the United Arab Emirates.

### **Article 1- Foundation**

1) There shall be established in Dubai and the Northern Emirates a non-profit organization named **ARAB ASSOCIATION OF SURGICAL AND MEDICAL AESTHETICS (AASMA)**. The Group shall be comprised of individuals, organizations and entities. The purpose of the group is to:

- a) To promote, protect and advance the interests of its members and that of the **surgical and medical aesthetics sciences and industry**.
- b) To promote the public perception of the Group and advance the interests of the **surgical and medical aesthetics**.

The group shall carry out its functions under the umbrella of the DCCI.

### **Article 2 – Registered office**

The Group shall have the premises of its registered office in the Emirate of Dubai.

### **Article 3 – Corporate Objectives**

The objectives of the Group are as follows:

1. To promote cooperation, education and raise standards of **surgical and medical aesthetics**.
2. To promote the exchange of information between its members and with other entities involved in the **surgical and medical aesthetics**.
3. To organize and support conferences and seminars related to **surgical and medical aesthetics**.
4. To promote the best image of **ARAB ASSOCIATION OF SURGICAL AND MEDICAL AESTHETICS (AASMA)**.
5. To contribute in developing the scientific, commercial, economic and technical activities of **ARAB ASSOCIATION OF SURGICAL AND MEDICAL AESTHETICS (AASMA)**.

### **Article 4 - Respect for local laws and regulations**

The Group shall not engage or participate in any political activity.

The Group is construed and bound by the governing laws and regulations of the Emirate of Dubai and the United Arab Emirates.

## **Article 5 – Membership**

Persons, firms, corporations, organizations or associations may apply for membership of the Group. Members shall

1. Receive a notification to attend and vote at all general meetings of the Group.
2. Be entitled to be elected to the RC.
3. Be entitled to receive invitations to activities of the Group and industry information as distributed by the Group.

### **Application / Approval process:**

1. Complete the application form
2. Reviewed administratively
3. Application to be reviewed by the Membership Committee.
4. Application to be approved by the Board of directors.
5. Announcement of new members

### **Cessation of membership, including suspension resignation**

1. The member has been subject to a determination by a regulatory body that his or her fitness to practice as a member of that profession is impaired and as a consequence he or she is removed from that body's register.
2. Representative Council judges, after due inquiry, the member to have behaved in a manner prejudicial to the welfare or good name of the association.
3. A member shall not be dismissed from membership of the association without being given the right to attend and be heard by the Council.
4. A Member may resign at any time by giving a written notice.
5. Failure to pay dues despite being notified twice and then his membership will be suspended and if still failed to pay the dues after one month he will cease to be a member.

Anyone who has ceased to be a Member, for whatever reason, shall no longer be entitled to any of the privileges of membership.

## Types of Membership

Members who want to actively participate in the activities and the decisions of the Group, having fulfilled the prerequisites of the association and having duly paid their membership fee are categorized into one of the following categories:

1. Active Membership
2. Affiliated Membership
3. Honorary Membership
4. Corporate/ Association member
5. International Members

**Active Membership** - The member enjoys all the rights and privileges of the association to vote and nominate in the Board of Directors or Administrative Body of the association. This membership is exclusive to licensed individuals in the field of surgical and medical aesthetics.

The member should have good standing reputation and has never received any penalty judgment restricting his freedom such as serious crime or a misdemeanor breach moral turpitude and dishonesty, unless he has been rehabilitated. *Annual fee \$ 500*

**Affiliated Membership** - Individuals, practicing in an industrial, commercial and/or professional activity as free-lancers, or in partnership with others, or working for [surgical and medical aesthetics](#) organizations, who want to actively participate in the activities of the group, having duly paid their membership fee. Do not have voting rights. *Annual fee of \$300*

**Honorary Membership** - Any member elected by the General Assembly or the RC based on their contributions to AASMA and/or any persons distinguished for their services or attainments in the field of Surgical and Medical Aesthetics. They can be invited to attend the meetings but have no voting rights. *No fees.*

**Corporate / Association Members** - [Surgical and medical aesthetics](#) associations or companies with at least 10 members entitled to attend general meetings but with no voting rights. *Fees are \$200 per member/employee.*

**International Members** - A professional specializing in [surgical and medical aesthetics and](#) residing in a country outside the Arab league. *Fee is \$100.*

## **Voting rights**

Only active members have the right to vote at Annual General Meetings and at all Ordinary and Extraordinary Meetings.

Voting by proxy will be accepted only if written authorization by the member is submitted to the Assembly. Members will not be permitted to exert more than three proxies in addition to their own votes.

## **ARTICLE 6 – Accounts**

The RC shall appoint a professional auditor to audit the accounts of the Group. The RC shall present the annual financial report made to date not more than five months before the date of the meeting, before each annual general meeting.

The RC must follow the decisions and votes of the members at the Annual General Assembly regarding the expenditure of revenues.

The RC must provide account disbursements through Provisional Quarterly Reports and the Annual Statement of Receipts and Disbursement.

The utilization of credit balances shall be decided only after having received the opinions of Members that vote at the annual General Assembly.

Copy of the Group approved annual balance sheet shall be deposited with the (DCCI).

## **ARTICLE 7- The Representative Committee**

The Group will be managed by the Representative Council.

- a) Seven Directors, with the right to vote, elected from the members with the right to vote.
- b) Three Directors, with consultative rights only, elected from any of the membership options.

These members are to be elected by the annual General Assembly.

The RC, within two weeks from installment shall elect the Chairperson, the Deputy Chairperson, the General Secretary, Treasurer and nominate the Financial Controller.

The Representative Committee shall remain in charge for a period of four calendar years and may be re-elected once for a consecutive term.

The RC will meet not less than two times in one calendar year, before the annual General Assembly, on the summoning by the Chairperson and/or by at least a third of its members with the right to vote.

The RC cannot legislate without the presence of a minimum of five members having the right to vote.

The resolutions are valid with the simple majority of votes and, in case of parity; the vote by the Chairman is decisive.

During the first Assembly, The Representative Committee, by ballot, will nominate:

1. The Chairperson
2. Deputy Chairperson
3. The Second Deputy Chairperson
4. The General Secretary
5. The Vice President for Financial Affairs

The Financial Controller may be elected from among Members of any category or, if so decided, from outside the Group.

#### **ARTICLE 8 – The Capacities**

The Chairperson shall chair the Assemblies and the Representative Committee meetings. The Deputy Chairperson shall chair all assemblies in case of the President's absence.

#### **ARTICLE 9 – Resignations**

In case of resignations by one member of the RC, the same will be replaced by co-opting a candidate for the remaining duration of the nomination period of the Board.

This procedure will not be applicable should four or more members of the RC resign during the calendar year. In this case, the RC must resign and new elections will be called within three weeks from the date of the last resignation. The new RC will remain in charge for the remaining period of the mandate.

The next Annual General Meeting shall confirm the nomination of the co-opted new members with the understanding that, even before the official statement takes place, they will be allowed to participate in The Representative Committee' management activities and voting.

#### **ARTICLE 10 – Annual General Meeting**

An Annual General Meeting shall be held.

The Chairperson of the RC or a nominated member of RC may convene a general meeting of the Group. General meetings may also be convened by the Secretary of the requisition by a majority of members of the RC or on the requisition of two-thirds of the Members.

A twenty-one (21) days' notice specifying the place, day and the hour of the meeting is to be provided to members.

The Annual General Meeting shall consider the following topics:

1. The annual financial reports
2. A report of activities by the RC and Auditors
3. The election of RC at the end of the term
4. The appointment of auditors if needed

An agenda of the meeting including any special business, if any, is to be provided no less than 7 business days prior to the meeting.

An agenda of the meeting including any special business, if any, must be sent to members no less than 7 days before the Annual General Meeting. Any matters outside the above topics will be considered a special topic.

The Annual General Meeting should meet once a year, as set forth and at the times given by the regulations and by-laws.

#### **ARTICLE 11 – Extraordinary Assemblies**

Extraordinary Assemblies are called to discuss and legislate only on the following topics:

1. Budget revisions out of the annual General Assembly
2. Revision of Statute and By-law
3. Rules and regulations for Members' Admissions
4. Action towards members
5. Dissolution of the Group

These topics cannot be discussed in any other Assembly

An Extraordinary Assembly is called by:

- The RC through the Chairperson
- A minimum of 25 % of the Members with the right to vote in the Assembly

The summoning of Extraordinary Assemblies is notified to all the Members of the Association at least three weeks in advance together with the agenda. An Extraordinary Assembly can debate only on what is already inserted in the agenda.

#### **ARTICLE 12 – Ordinary Assemblies**

An Ordinary Assembly is called by:

1. The Representative Committee through the Chairperson
2. A minimum of 25 % of the Members with the right to vote in the Assembly

The summoning of Ordinary Assemblies is notified to all the Members of the Association at least one week in advance together with the agenda.



### **ARTICLE 13 – Quorum and Voting**

The Annual General Assembly quorum for the validity of the Assembly and its decisions is reached by the presence of at least 75 % of the Members with the right to vote.

Should the quorum not be reached, the General Assembly will be suspended and a second session called.

The quorum required for the second called Annual General Assembly will be at least 50% of the Members with the right to vote.

The proposals and resolutions will be approved by the simple majority of votes by Members having the right to vote that are present or are represented in the Assembly unless otherwise specified by this Statute on specific issues.

Should the quorum not be reached even after the second call, the Annual General Assembly shall be summoned again, with the same rules, after a week period.

Resolutions shall then be approved with the simple relative majority of votes unless otherwise specified by this Statute.

Quorum and voting pertaining all other kinds of Assemblies are ruled under the by-law (Regalement Interno).

### **ARTICLE 14 – Minutes of Assemblies**

Minutes of Assemblies will be written only in English and signed by the Chairperson and the General Secretary for distribution to all Members that request for them. A copy shall be forwarded to the DCCI.

### **ARTICLE 15 – Amendment to the constitution**

This constitution can only be amended by an Extraordinary Assembly, duly summoned for this purpose.

Any modification shall be approved by a majority of at least 75 % of the Members with the right to vote.

Should the quorum not be reached at the first call, the Extraordinary Assembly shall be summoned again, with the same rules.

Resolutions shall be approved by a majority of two-thirds of the present votes.

#### **ARTICLE 16 – Internal Regulations and By-laws**

The Internal Regulations and By-laws shall be established by The Representative Committee and cannot be in conflict with this Constitution and the Laws and Regulations prevailing in the United Arab Emirates.

The Internal Regulations and By-laws shall regulate what is not included in the present Articles of Association.

The Internal Regulations and By-laws can be modified by The Representative Committee but must be ratified through an Extraordinary Assembly, by an absolute majority of the Board Members.

#### **ARTICLE 17 – Dissolution of the Group**

The **Group** shall not be dissolved other than through an Extraordinary Assembly summoned exclusively for this purpose, whereby the majority of at least two-thirds of the Members with the right to vote shall approve such dissolution.

Should the quorum not be reached, the Extraordinary Assembly shall be summoned again within three weeks. The resolution shall then be adopted with a simple majority.

Should the Groups dissolution be approved, the Extraordinary Assembly shall nominate one or more liquidators that, under the supervision of the DCCI will take care of the selling off of all assets.

The net assets will be donated to one or more charitable organizations in the DCCI and/or in the United Arab Emirates.

#### **ARTICLE 18 – Constitution Registration**

The present Articles of Association shall be deposited, in English only, at the Dubai Chamber of Commerce and Industry.

This Constitution is composed of 18 Articles and has been discussed and approved in Dubai on 12 January 2020