
EMIRATES PROJECT MANAGEMENT ACADEMY

Bylaws

Version 3.0

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Drafting Note:

The Emirates Project Management Academy ("EPMA") Bylaws contain the most fundamental principles and rules regarding the nature of EPMA and govern the internal management of EPMA, as well as the Board and Committees members and Managers for such matters as to how they are elected, how meetings are conducted, and so on. They are to be adopted and maintained by the EPMA and ACTVET as per these Bylaws.

Bylaws are the ruling documents of an organization. Bylaws are critical, because they tell the Board how to conduct its business. However, because Bylaws are more or less set in stone, it is in the interest of the Board to keep them as brief as possible. Bylaws should set forth the basic structure and abilities of the Board, Committees and Managers. Everything else – such as policy recommendations – should be kept elsewhere

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EPMA Bylaws

General Provisions

Section 1 – Name, Organizational Structure and Principle Office

These Bylaws may be cited as the Bylaws of the Emirates Project Management Academy.

- 1.1 The name of the professional association is Emirates Project Management Academy which may be abbreviated to “**EPMA**”. The EPMA is created by the Abu Dhabi Centre for Technical, Vocational and Educational Training (“**ACTVET**”) by an Establishment Resolution No. 9-A, 2011 dated 5th March 2011 (the **Establishment Resolution**) as a professional organisation for the purposes set forth in the Establishment Resolution and these Bylaws.
- 1.2 The EPMA shall operate under the patronage, financial and administrative oversight of the Emirates Knowledge Institute (“**EKI**”) a professional disciplines focused organization which in turn is accountable to the Abu Dhabi Centre for Technical, Vocational and Education and Training (“**ACTVET**”). During the first stage of EPMA’s development and operation, all administrative support required to support its activities will be provided by the staff of ACTVET and if necessary, EKI.
- 1.3 EPMA is headquartered in Abu Dhabi, the United Arab Emirates, and may have chapters and branches with the approval of the Board of Trustees (the “Board”) as needed.

Section 2 - Purpose and Limitations on EPMA

2.1 Purposes of EPMA

- 2.1.1 EPMA has been founded as a professional membership association dedicated to contribute to UAE technological development and improvement of public welfare by fostering mutual cooperation in the project management field, distributing and promoting knowledge, technology and information about project management and boosting international exchanges with relevant specialized institutions.

2.1.2 Consistent with these Bylaws, the purposes of EPMA shall include the following:

- 2.1.2.1 to foster professionalism in the management of projects.
- 2.1.2.2 to contribute to the quality and scope of Project Management.
- 2.1.2.3 to stimulate appropriate global application of Project Management for the benefit of the general public.
- 2.1.2.4 to provide a recognized forum for the free exchange of ideas, applications, and solutions to Project Management issues among EPMA members, and others interested and involved in Project Management.
- 2.1.2.5 to identify and promote the fundamentals of Project Management and advance the body of knowledge for managing projects successfully.
- 2.1.2.6 to collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of Project Management activities.
- 2.1.2.7 to provide a guiding influence in academic and industrial research in the field of Project Management.
- 2.1.2.8 to seek and foster international cooperation and contacts with other organizations, public and private, which relate to project management and to collaborate in matters of common interest and benefit.
- 2.1.2.9 to identify, develop, foster, and maintain professional, practice, ethical, credentialing and accreditation standards and principles.

2.2 Limitations on EPMA

2.2.1 General Limitations. The purposes and activities of EPMA shall be subject to limitations set forth in these Bylaws and the Establishment Resolution. In addition, the purposes and activities of EPMA shall be restricted as follows so that no part of the net earnings of EPMA shall accrue to the benefit of, or be distributed to, the Board, Committees or Managers, or other private persons, except that EPMA shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable EPMA policies.

2.2.2 EPMA Delegated Authority. The EPMA's Board shall have the authority, responsibility and accountability to develop, establish, approve, and enforce policies and procedures

necessary to implement the requirements of this Section.

Section 3 – Business of EPMA

- 3.1 EPMA shall undertake the following activities to achieve its purpose stated in Section 2:
- 3.1.1 build a community of project management professionals in the UAE
 - 3.1.2 foster professionalism in the management of projects
 - 3.1.3 develop competencies in the project management field
 - 3.1.4 developing training programs and awarding professional qualifications in Project Management (Student, Associate, Certified Manager and Certified Director), all aligned to the UAE Qualifications Framework;
 - 3.1.5 working with Abu Dhabi educational institutions to attracting young UAE Nationals to seek a career in Project Management and to prepare students to obtain certificates in Project Management;
 - 3.1.6 researching, collecting and distributing information and data about project management;
 - 3.1.7 recognizing professional achievements and promoting mutual cooperation among members in the project management field;
 - 3.1.8 holding academic workshops, seminars and conferences on project management;
 - 3.1.9 cooperating and having exchanges with international institutions specialized in project management;
 - 3.1.10 publishing periodicals for development and exchanges of project management skills; and
 - 3.1.11 other activities needed for EPMA's essential business

Members

Section 4 - Membership of EPMA

4.1 General Membership Provisions

- 4.1.1 Membership in EPMA shall be open to organizations, schools, educational and research institutes, companies and individuals interested in the declared purposes of EPMA, consistent with the requirements and member qualifications of these Bylaws and applicable EPMA policies, established by the EPMA Board . Qualified persons seeking membership will be accepted as a member of EPMA upon the submission, receipt, acceptance, and processing of the required application materials, dues, fees, and assessments.
- 4.1.2 Member rights are defined as the opportunity not to vote on EPMA matters, as defined in these Bylaws. Privileges are defined as those tangible and intangible benefits, products and services offered with membership in EPMA which shall include but not be limited to privileged access to EPMA events, discounted rates for EPMA conferences and annual symposium, online access to EPMA's e-community, career development and mentoring services, and receipt of the EPMA Journal. The EPMA Executive Committee shall establish the privileges associated with membership.
- 4.1.3 Membership shall be attained by submitting the prescribed form of application and paying membership fees in order that a member shall have rights and duties stated in these Bylaws and participate in EPMA activities.

4.2 Classes and Categories of Members.

- 4.2.1 EPMA shall establish and maintain the following classes and qualifications of membership, each class with the rights hereinafter provided:

4.2.1.1 Corporate Membership

UAE registered organizations, schools, companies, educational and research institutes participating in Project Management related activities are categorized as Corporate Members

Membership Fees: AED700

Benefits: include unlimited access to the EPMA Knowledge Centre; free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.2 Individual Emirati Member - is any UAE National with a minimum of three (3) years Project Management experience and/or International Project Management qualifications, who is interested in, or engaged in, the practice, teaching or other application of Project Management, including research concerning Project Management, may qualify as an Individual Emirati Member of EPMA.

Membership Fees: AED400

Benefits: include unlimited access to the EPMA Knowledge Centre; free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.3 Individual Non-Emirati Member - is any person with a minimum of three (3) years Project Management experience and/or international Project Management qualifications, who is interested in, or engaged in, the practice, teaching or other application of project management, including research concerning project management, may qualify as an Individual Non-Emirati Member of EPMA.

Membership Fees: AED400

Benefits: include unlimited access to the EPMA Library Resources, free access to the

EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses

Optional Fee: Unlimited access to the EPMA Knowledge Centre is optional for an additional AED300.

4.2.1.4 Emirati Student Member is - any person in Grade 10 and above, or having completed a High School Diploma and is intending to embark on a career in Project Management may qualify for EPMA Student membership.

Membership Fees: AED100

Benefits: include unlimited access to the EPMA Knowledge Centre; free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.5 Non-Emirati Student Member is – any person in Grade 10 and above, or having completed a High School Diploma and intending to embark on a career in Project Management may qualify for EPMA Student membership.

Membership Fees: AED300

Benefits: include unlimited access to the EPMA Knowledge Centre; free access to EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.6 Non-Emirati Associate Member – is any person having completed a two-year post-secondary diploma from a UAE accredited, or globally equivalent college, who in addition possesses a minimum of one (1) year's professional Project Management experience may qualify for EPMA Associate membership.

Membership Fees: AED200

Benefits: include access to EPMA Library Resources, free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

Optional Fee: Unlimited access to the EPMA Knowledge Centre is optional for an additional AED300.

4.2.1.7 Emirati Associate Member – is any person having completed a two-year post-secondary diploma from a UAE accredited, or globally equivalent college, who in addition possesses a minimum of one (1) year's professional Project Management experience may qualify for EPMA Associate membership.

Membership Fees: AED200

Benefits: include unlimited access to the EPMA Knowledge Centre; free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.8 Honorary Fellow Member – is any individual who is recognized by the Executive Board as having contributed greatly to project management and who endorses the purpose and objectives of EPMA may acquire Honorary Fellow membership status with the approval of the Executive Board.

Membership Fees: No Membership Fees

Benefits: include unlimited access to EPMA Knowledge Centre; free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.9 Retiree Member – is any person 50 years or above who has been an EPMA member in good standing for five (5) consecutive years, and who has retired from active employment, qualifies for EPMA Retiree membership. Retiree Members shall have all rights of the Individual Member class for a period of 5 years after retiring from active employment.

Fees: AED100 Membership Fee

Benefits: include unlimited access to EPMA Knowledge Centre; free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses.

4.2.1.10 EKI Member – is any person who is a UAE National having completed a High School Diploma but who has not made any decision as to which career path discipline or professional association they wish to become a member of but are interested in sourcing the EPMA and other professional association websites to further their career choices.

Membership Fees: No membership fees

Benefits: include access to EPMA Library Resources, free access to the EPMA Annual Conference, seminars and workshops; and discounts to all Classroom Courses. EKI Membership does not allow access to the EPMA Knowledge Centre

4.3 Membership Resignation, Suspension, Expulsion, Termination or Transfer

4.3.1 Resignation. Any member may submit a written resignation to the Secretary of EPMA, or other duly designated representative. Such a resignation shall become effective upon receipt, consistent with applicable policies, except that a resignation may not prevent EPMA from completing any ethics, disciplinary, or similar proceeding.

4.3.2 Suspension/Expulsion. Pursuant to a fair process and under procedures duly adopted by the EPMA Board, any member may be suspended or expelled from membership by majority affirmative vote of the Board. If the membership fee is not paid for over six (6) months, the member shall be urged to pay the fee with the grace period of three (3) months and if the member still does not pay, the qualification of the member shall be temporarily suspended. The membership shall be restored when the member pays off the fee.

4.3.3 Termination. Following notice by invoice, and consistent with these Bylaws and applicable policies, EPMA may terminate the membership of any member who has not satisfied membership requirements, including those under Section 4.3.2, related to the payment of all applicable dues, fees, and assessments. A member who violates these Bylaws or

defames EPMA may have his membership terminated by a majority affirmative vote of the Executive Management Group.

4.3.4 Transfer. Membership in EPMA is not transferable to any other person, regardless of category or classification.

4.4 Member Ethical Standards and Procedures.

4.4.1 The EPMA Board may adopt and publish ethical standards which apply to all classes of membership. In the event ethical standards are adopted, the EPMA Member Ethical Standards shall govern the activities and professional behavior of all EPMA members and shall prohibit, among others, violations of these Bylaws and policies of EPMA.

Section 5 - Membership Fee

5.1 Corporate and individual members shall pay membership fees as per Section 4.2 above. All such fees and assessments will be due and payable in advance of each year of membership in such amounts as are approved by the Board of

5.2 Non-Payment of Dues. Any member who has not paid all applicable fees and other assessments shall be in default and shall not be entitled to exercise any rights and privileges of membership until such time as all such current yearly fees and assessments are paid in full. Members who pay all dues, fees and assessments in arrears within one hundred (100) days of notice of the default shall not lose any membership seniority or similar status. Non-payment of all fees and assessments in excess of a twelve (12) month period will result in automatic termination of membership status at the end of that period.

5.3 Any member who gives up the membership or is expelled by EPMA shall not claim for the return of the membership fees already paid or other assets of EPMA.

5.4 Fees and Assessment Reduction and Waiver. The Board shall have the authority to develop, establish, and enforce policies to determine, amend, modify, and, in special circumstances, reduce or waive fees and assessments for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

Board of Trustees

Section 6 – General

6.1 Organization: EPMA shall be managed and governed by an appointed the Board whose duty will be to carry out the purposes and objectives of EPMA. The Board of

Trustees shall be consisted of five (5) members including the Chairman and the Vice Chairman. The Board Members shall be appointed by ACTVET management as stated in these Bylaws.

6.2 Authority: The Board shall be vested with the powers possessed by the non-profit organization itself, including the powers, accountability and authority to:

6.2.1 uphold and execute the organization's purposes;

6.2.2 appoint and remunerate agents and employees;

6.2.3 disburse funds of EPMA;

6.2.4 purchase, lease, sell, transfer and otherwise convey property; and

6.2.5 establish and adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with, and does not conflict with, the Establishment Resolution or Bylaws of EPMA (in their present form or as amended), or applicable law.

6.3 The Board may establish and maintain Committees and similar bodies that will serve as independent entities in accordance with the degree of autonomous authority and responsibility delegated to it by the Board through formal resolution, to develop policies, programs and procedures concerning the operation of the autonomous committee. All such Committees shall operate consistent with these Bylaws and subject to the limitations of their formal terms of reference.

Section 7 – Board of Trustees Composition and Functions

7.1 Accountable to the EPMA membership, the EPMA Board shall be solely responsible and accountable for strategic planning and the establishment of policy with respect to activities of EPMA. The EPMA Board shall oversee the management, control and supervision of the business, as well as other lawful activities and affairs deemed necessary to further the objectives of EPMA, including an annual report to EPMA members.

7.2 Board Composition: The Board, inclusive of the Chairman and Vice Chairman, shall be comprised of five (5) voting Board Members (the "Member(s)").

7.3 Board Limitations/Conduct: The Board by virtue of the Establishment Resolution and these Bylaws is granted the authority to establish policies and procedures specifying Board

limitations and conduct including, but not limited to, the following:

- 7.3.1 election of the Chairman, Vice Chairman and Committees .
- 7.3.2 reviewing budget and financial reports before the submission to the
- 7.3.3 Department of Finance (“DOF”), approval of business plan, Bylaws and changes in the rules decided by the Executive Committee.
- 7.3.4 hearing of major business reports and advice
- 7.3.5 issues regarding setup of branches
- 7.3.6 issues with the Board of Trustees' authority according to these Bylaws
- 7.3.7 any other matters the Board deems to be discussed related to the business activities of EPMA
- 7.4 Board Members Independence/Loyalty: All Board Members and Managers shall act in an independent manner consistent with their obligations to EPMA and applicable law, regardless of any other affiliations, membership, or positions.
- 7.5 Duties of Board Members: The Board is entrusted to see that EPMA adheres to the purposes for which it was created and that its integrity and financial resources are preserved for future generations as well as for current purposes.
- 7.6 Compensation from EPMA Activities: Board Members shall not receive any compensation, or other tangible or financial benefit from any element or activity of, or related to EPMA, except as reimbursement for actual, reasonable expenses directly associated with such EPMA element or activity, when authorized by the Board.
- 7.7 Committees: The Board may establish and maintain Committees, subject to such limitations, policies and rules as the Board may adopt, to assist it in the performance of its duties according to Section 18.
- 7.8 The Chairman shall represent EPMA, the Board and supervise the general affairs of EPMA.
- 7.9 The Vice Chairman shall assist the Chairman and in case of the Chairman's absence, the Vice Chairman shall act as the Chairman's proxy.
- 7. 10 The Chairman may appoint advisors if necessary to provide the Chairman with advice.

7.11 Subject to approval, the Board of Trustees may invite governmental and non-governmental stakeholders to nominate a representative to be a Board of Trustee Member under the following provisos:

- a) Such stakeholders maintain a minimum of two hundred (200) corporate subscriptions within the EPMA Professional Association; and
- b) Are nominated for appointment to the Board by either a higher authority or by a quorum vote of the Board.

Section 8 - Election and Term of Members

- 8.1 Until such time as EKI has been established, ACTVET shall appoint the Members to the Board. Following its establishment, Emirates Knowledge Institute shall assume this responsibility.
- 8.2 The term of appointment of Members is three (3) years. In case of vacancy, resignation or removal, the remaining Members may elect another qualified person to fill the vacancy for the unexpired portion of the term.
- 8.3 If a Member is not present in person or by teleconference link from more than three (3) consecutive meetings without good cause, he shall be deemed to have resigned his position and shall be replaced in accordance with Section 8.2 above.

Section 9 - Meetings and Quorum of the Board Members

- 9.1 Annual and Regular Meetings: The Annual Meeting of the Board (**Annual Board Meeting**) shall be held at a time and place designated by the Secretary as instructed by the Chairman, in the absence of the Chairman said instructions shall be issued by the Vice Chairman, for the transaction of business that comes before the Board. There shall be at least three (3) other regular meeting of the Board each year at a place designated by a majority of the Board for the transaction of such business as may come before the Board. Therefore, the number of meetings that shall be held by the Board shall be at least four (4) meetings per year.

- 9.2 Notice of regular meetings of the Board may be provided to each Board Member seven (7) days prior to the meeting, in any manner determined by the Board. Regular meetings may be held via telephone conference or similar form of telecommunications which permits all Members participants to communicate and effectively participate during the meeting.
- 9.3 Special Meetings: Special meetings may be called by a majority of the Board or the Chair by filing a written request for such a meeting with the Secretary stating the purpose, place, date, and hour therefore, due written notice having been given to each Board Member at least seven (7) days prior to the date of the meeting, or fifteen (15) days' notice where an in-person meeting is called. Special meetings may be held via telephone conference, or similar form of telecommunications, which permits all Board Member participants to communicate and effectively participate during the meeting.
- 9.4 Quorum: A majority of the Board Members shall constitute a quorum of any meeting of the Board in the event of deadlock of the votes the Chairman shall have a casting vote. Such a majority shall be capable of transacting any business authorized by, or as may be provided in, these Bylaws and the Establishment Resolution. Except as otherwise provided in these Bylaws or by law, the act of a majority of Board Members present at a meeting at which a quorum is present, in person or by teleconference link, at the time shall be the act of the Board.
- 9.5 Board actions: Every decision of the Board shall be by a majority vote unless otherwise required by law, the policies of the Board, or these Bylaws. Each Board Member shall be entitled to one vote on any matter coming before the Board.
- 9.6 Special action by the Board without meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all Board Members. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent(s), or a signed copy, shall be placed in the minutes book of the Board.
- 9.7 Proxies: Voting by proxy shall be permitted between the Board Members in the Board meetings.

Managers

Section 10 - Types and Numbers of Managers

- 10.1 The Chief Executive Officer ("CEO") of EPMA shall be appointed by ACTVET management, supervise the following activities and hire a small number of paid workers

for EPMA subject to ACTVET Management's approval.

- 10.1.1 Manage day to day operations of EPMA;
- 10.1.2 setup, adjustment and implementation of annual business plan;
- 10.1.3 membership management, service and accounting;
- 10.1.4 promotion projects to achieve the purpose of EPMA;
- 10.1.5 international cooperation to achieve the purpose of EPMA;
- 10.1.6 publication of periodicals and technical documents;
- 10.1.7 other business to achieve the purpose of EPMA.

10.2 The CEO referred to in Section 10.1 shall, in the first instance, be full time employees of ACTVET who will perform their respective his/her functions within EPMA and could be a member of any Committee.

10.3 Further Managers will be added to the EPMA by recommendation of the CEO and approval by the ACTVET management.

Section 11 - Duties of Managers

11.1 The CEO shall supervise the general affairs of the EPMA.

11.2 Managers shall assist the CEO and attend the Committee meetings to discuss affairs of EPMA if required. No voting rights for the Officer, unless he/she is a Board and/or Committee member.

Section 12 - Term of Managers

12.1 The term of appointment of Managers is two (2) years and they may serve additional terms. The term is reckoned from the date of designation.

12.2 When there is an Officer vacancy, the vacancy shall be filled through recommendation by the CEO and approval by the Board and the elected Officer shall remain in office during what remains of the term of the predecessor.

Committees

Section 13 - Establishment of Committees

- 13.1 EPMA Board may establish such Committees as are deemed to be needed to achieve the goal of its business stated in Section 3.
- 13.2 In the first instance it is intended that the Executive Committee will be established following the determination of their terms of reference by the Board of Trustees: A special resolutions related to establishing other Committees the business activities of EPMA shall be issued by the Board.
- Executive Committee; and
- 13.3 A Board Member from the Board shall be co-opted as Chairman of each such Committee thereby formed.

Section 14 - Rules of Committee

- 14.1 Applicable rules for the governance of each committee will be decided following the deliberation and resolution of the Board

Executive Committee

Section 15 - Functions of the Executive Committee

- 15.1 The Executive Committee will deliberate, prepare and make recommendations to the Board relating to the following.
- 15.1.1 Establishment and operation of business plan;

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- 15.1.2 Prepare budget and financial reports to be ratified and approved by the Board prior to the submission to DOF;
 - 15.1.3 issues entrusted by the Board;
 - 15.1.4 revision and abolition of Bylaws, rules, policies or procedures;
 - 15.1.5 issues with the Executive Committee's authority according to these Bylaws.
 - 15.1.6 any other matter requested by the Board and related to EPMA business activities.

Section 16 – Quorum of Committees

- 16.1 The Executive Committee shall be managed and governed by 3 members including the Chairman of the Committee appointed by the Board. The Committee meeting shall be opened with the attendance of a majority of the Board Members and the agenda shall be resolved by a majority of the Managers present, provided that in case of a tie, the Chairman holds a casting vote.

Section 17 - Convening of Executive Committee Meetings

- 17.1 An Executive Committee meeting shall be called by the Chairman of the Committee who shall chair the Executive Committee meeting.
- 17.2 A notice stating the objective of the meeting shall be sent to each Committee member seven (7) days prior to the meeting to convene the Executive Committee meeting.

Section 18 - Exceptional Convening of an Executive Committee Meetings

- 18.1 The Chairman of the Committee shall convene a meeting upon the request in the following cases within twenty (20) days of the request when a majority of Committee calls for a meeting stating the objective of the meeting for urgent matters.

Finance and Budgeting

Section 19 – Financial practices

- 19.1 The revenue of EPMA comes from the following.
- 19.1.1 Membership fees
 - 19.1.2 Sponsorships
 - 19.1.3 Workshop and Seminars
 - 19.1.4 Other income determined by the Board
- 19.2 Financial Year: The financial year of EPMA is from January 1 to December 31 of the year, except the first year which starts from the date of establishment and ends December 31 of the same year.
- 19.3 Budget and Business Plan: A budget showing anticipated revenue and authorized expenses shall be ratified by the Board at its Annual Board Meeting to be submitted to the DOF, before the beginning of the new financial year. The annual budget for succeeding years shall be consistent with DOF approved annual budgeting policies and procedures.
- 19.4 Establishment of Special Accounts: Special account systems may be set up with the approval of the Board as needed for EPMA's business operation.
- 19.5 Business Performance and Financial Report: Business Performance and Financial reports of EPMA shall be reported to the competent authorities within two (2) months after the end of the financial year.
- 19.6 Independent Audits. The Board shall provide for an annual audit of EPMA's finances and financial statement by an independent auditor. The results of such audit shall be reported to the Board. The Chairman shall submit regular, scheduled statements of account to the Board.
- 19.7 Liabilities. No member, Officer, EMG Representative, committee, chair, department, employee, agent or representative of EPMA shall have authority or power to expend EPMA funds, incur liability, or make any commitment for EPMA that will bind EPMA or create any financial liability, unless specifically authorized by these Bylaws or by the prior express, written approval of the Board.

- 19.8 Contractual and Financial Delegations. The Board shall review and approve from time to time a Delegations of Authorities setting out the contractual and financial limits for applicable EPMA signatory authorities to enter into any contract or execute and deliver any financial instrument in the name and on behalf of EPMA. Such authority must be expressly granted in writing prior to the execution of any contract or financial instrument.

Secretariat

Section 20 – Secretariat

20.1 The Secretary or temporary secretary of the Board shall be responsible for keeping the minutes or to see that minutes of every meeting of the Board are kept. A recording Secretary, not a member of the Board, shall be appointed by the Board and shall attend all meetings and record all actions of the Board. Such minutes shall be reviewed and signed by the Secretary of the Board or acting Secretary. The minutes shall include the date, time, place, Board Members present, Board Members absent, all motions made at open meetings and action taken thereon, the purpose(s) for which closed sessions are called, all roll call votes, a reference to reports presented and items discussed when no action is taken.

Supplementary Rules

Section 21 – Corporate Governance

- 21.1 Authorization to act on behalf of EPMA. Except as provided in these Bylaws or in the Establishment Resolution, or by applicable law, no Board Member, EMG Representative, Officer, employee, representative, office holder, or other agent of EPMA may act on behalf of EPMA or hold himself or herself out to the public as authorized to act on behalf of EPMA without the prior express, written approval of the Board of Trustees.
- 21.2 Revision of Bylaws: Any revisions shall be subject to the approval of the Board of Trustees, the passing of a Resolution by the Board and approval of the competent

authorities, if applicable.

21.3 Applicable Law: The provision of the Emirate of Abu Dhabi Laws shall apply to the issues not defined in these Bylaws.

21.4 Notification and Method: Issues set forth by the rules and the following shall be notified on daily newspapers.

21.4.1 Changes in the name and address of EPMA

21.4.2 Other important issues

21.5 Severability. If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable, the remainder of these Bylaws shall be considered valid and operative.

21.6 Language. English shall be the official business language of EPMA.

Bylaws

21.7 These Bylaws shall come into effect on the date of formal formation of EPMA being the
day of 2013.