

**Lebanese International Business Council**

**BYLAWS**

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**Chapter One**

**Boards of the Association**

**Article I:**

The association is composed of four boards:

1. General Board
2. Regional Branches
3. Board of Directors
4. Executive Committee

**1. General Board**

**Article II: Formation:**

The General Board shall be composed of all actual active affiliated members who had paid their subscriptions and it shall be constituted of:

1. Central General Board, with its office situated at Beirut, Lebanon.
2. General Regional Boards of the branches of the LIBC and its meetings. The main offices of those Boards shall be the cities and countries where the members of the same reside. Each regional branch/chapter is managed by an administrative office and a regional executive board/committee.

Branches/chapters of the cities may agree to form a unified branch/chapter to comprise the one country (state) provided that the formation of the same does not contradict with Article One.

3. All members of the regional boards/committees must official join the Association (LIBC).
4. All articles and provisions of the Articles of Association and the Bylaws of regional branches/chapters in overseas countries must be approved of by the Executive Committee of LIBC and in line with the same.

### **Article III: Meetings/Assemblies:**

1. One regular meeting shall be held by the General Board once a year at least to discuss the agenda and take the appropriate resolutions pursuant to the convocation of the Executive Committee who shall set the time and place of this meeting.
2. Special meetings shall be held by the General Board to discuss the agenda and take appropriate resolutions pursuant to the convocation of the President or the Executive Committee or twenty percent of the members of the General Board.

### **Article IV: Quorum:**

A date for the meeting of the General Board shall be set by the Central Exclusive Board and a convocation shall be addressed at least two months prior to the set date. Convocations shall be sent through regional offices and branches/chapters of the Association, expatriate coordinators. Convocations whether for regional offices and from these offices to the members may be made through mail, facsimile, internet and Lebanese Embassies and Consulates.

A majority of the members who have paid their subscriptions, that is more that half of the members registered on the list of the active members, shall constitute a quorum at a meeting. Should a quorum not be constituted on the set date, and due to the special character of the Association and the presence of its members in places far away from the main office, the convocation shall inevitably be addressed to all members for another

meeting which shall be the day following the day set in the date of the first convocation of the first meeting. The second meeting shall be legally convened whoever attends the same.

**Article V: Resolutions:**

All resolutions in the General Board shall be made and seconded by the regular, legal majority of members. However, amendment of the Bylaws needs a two-third majority of members to be legal.

**Article VI: Functions and Powers:**

The General Board shall have the following functions and authorities:

1. Discussing and deliberating the annual report and taking proper resolutions thereof.
2. Discussing and deliberating the annual financial report and taking proper resolutions thereof.
3. Discussing and deliberating all issues mentioned on the agenda of the General Board and taking proper resolutions thereof.
4. Electing the members of the Executive Committee pursuant to the provisions of the present Bylaws, taking into consideration the provisions of the Articles of Association.
5. Amending the Articles of Association and Bylaws.

**Article VII: Agenda and Discussions of the Meetings of the General Board**

1. Agenda of the regular and special meetings of the General Board of the Association shall be set by the Executive Committee and the members of the General Board shall be advised of the same along with the convocations for such meetings.
2. Any member of the General Board is entitled to bring about the issues he desires to discuss during the meeting of the General Board provided that he notifies the Executive Committee of the same before

the latter addresses the convocations for the meeting of the General Board. These points and issues shall be discussed by the Executive Committee to evaluate their seriousness prior to including them in the agenda.

**Article VIII:**

Meetings of the General Board of the Association shall be chaired by the President of the Executive Committee or any of his delegated deputies in case of the absence of the President.

**Article IX:**

Any member who breaches any term or condition of affiliation or refrains from paying the due subscription fees one month after being warned of the same shall be considered to have resigned from the Association.

**2. Regional Branches/Chapters**

**2. Board of Directors**

**Article X: Formation:**

1. The Board of Directors shall be formed of two representatives elected by the regional General Board of all branches/chapters of the countries overseas at a rate of one representative for each fifty affiliated members to the Association who belong to one country and of two expatriate coordinators appointed by the President and the Central Executive Board. The Board of Directors consists also of the Vice Presidents and Heads of Committees that are appointed by the president and approved by the Executive Committee.
2. Should the number of the affiliates in one country be less than fifty, these affiliates shall be represented by one member regardless of their number.
3. Members of the Board of Directors shall be directly elected from the members of the Regional General Board for each branch/chapter by secret ballot under the supervision of the representative of the Central Executive Board. Members of Regional General Board for each

branch/chapter shall meet in Beirut or the country where they reside to select one or more member in the administrative office pursuant to Article Ten, Sections (1 & 2) whereas expatriate coordinators shall be appointed in the countries that has no branches/chapters for LIBC by the President and under the approval of the Central Executive Board. Such coordinators shall be considered members in the Board of Directors.

4. Elections of the Executive Committee shall be conducted in Beirut during a meeting for the General Board and the Board of Directors called by the President and Central Executive Board.
5. Any member shall have the right to delegate a proxy to the meetings of the General Board through a written authorization addressed to the Executive Committee whereby he clarifies the intention of representation, duration and validity and subscribed to by the principal and the attorney.
6. No member in the General Board shall be entitled to represent more than two members in the meetings of the General Board (of the Association).
7. Elections of the Board of Directors and the Executive Board shall be conducted in Beirut or the country overseas in meeting of the Regional General Board called by the Executive Board.
8. Elections of the Board of the Regional Office Branch and the Executive Sub-Committee and the President of the same shall be made at Beirut or pursuant to the desire of the majority of the affiliated members of the branch/chapter during the meeting of the Regional General Board and shall be called by the Regional Executive Board. A member of the Executive Committee or a delegate to represent the same shall supervise these elections.

**Article XI: Functions of the Board of Directors:**

1. The convening Board of Directors shall elect the members of the Central Executive Board, each to his position, by secret ballot during a meeting called by the Executive Committee and the meeting shall be presided by the President of the Central Executive Board.

2. Any member of the Board of Directors shall have the right to run for the elections of the Central Executive Board. Candidature shall be open until three days prior to the elections. In the candidature application, the position the candidate is running to shall be specified. Applications arriving later than the duration of candidature set forth shall be refused.
3. Members of the Board of Directors or Expatriate Coordinators shall preside the offices of the Regional Branches/Chapters of the Association overseas where they operate. In case there is more than one member in a country overseas each member of the same shall be a President of a Regional Office in the city or the country overseas belonging to. Should more than one member who belong to the same city win, the Executive Board shall appoint one of them as the President of the Regional Office in the city overseas and the President is entitled to appoint expatriate coordinators whenever necessary under the approval of the Central Executive Board.
4. Members of the Board of Directors and Expatriate Coordinators, each in the region he exercises his activities, shall be responsible for the connection between the members of the Association within the region and the main office of the Association. Furthermore, such member shall perform all missions delegated to him by the Central Executive Board.
5. Within the region he performs his activities within, President of the Regional Office Branch/Chapter shall execute and develop the activity of the Association, as well as communicating with the Lebanese Community in this region in order to serve the purposes of LIBC.
6. Executive Committee shall approve of the elections of the offices of the Regional Branches/Chapters with the right to veto in all elections and to form, run and manage offices of the Regional Branches/Chapters and it shall also have the right to review the financial report and the report of the Secretary of any Regional Branch/Chapter where so ever and it shall have right to access, veto and cancel the Regional Board whenever it deems it proper. The Executive Treasurer of the Executive Board of the LIBC shall have

the right to audit and approve of the financial report of the branch/chapter.

**Article XII: Term of the Members of the Board of Directors:**

The term of the member of the Board of Directors or the expatriate coordinator shall end three years after his election and he can be reelected or reappointed for additional three years. However, none of the of the members can be elected unless after three years of the end of their second term in office. The President and the Executive Committee are entitled to appoint the Coordinator as a member in the Board of Directors for a term specified by the President provided that such term does not exceed an additional three-year term.

**3. Executive Committee:**

**Article XIII: Formation:**

1. Executive Committee shall be composed of nine members:
  - A President
  - Two Executive Vice Presidents
  - An Executive Secretary
  - An Executive Treasurer
  - A Controller
  - A Public Relations Officer
  - A Central Expatriate Coordinator residing in Beirut
  - Previous Direct President
2. Members of the Executive Committee shall be elected by the Board of Directors. The President the Executive Committee is entitled to rerun for a third term in office but after three years from the end of his second term. However, the members of the Founding Board shall have

- the right to run for two consecutive terms after the expiry of their first term (i.e. the foundation term).
3. Previous Chairmen of the Executive Committee are entitled to attend the meetings the same Board without having the right to voting.

**Article XIV: Term in Office:**

1. The term of the Executive Committee shall be for three years. Regarding the first (founding) Executive Board, the term of the same shall be for three years as a maximum and its members may run themselves for the membership in the same Board in line with the content of Article Thirteen above.
2. Two months prior to the end of term, the Executive Committee must call the Board of Directors to elect the Central Executive Board's members.
3. The term of the first (founding) Executive Board shall commence as of the date of the cognizance.

**Article XV:**

Any of the members who loses any term or condition of affiliation, does not appear at three consecutive meetings of the Executive Committee without a legitimate, acceptable reason by the same Board or refrains from paying the due subscription fees after at least one month of being warned and notified of the same shall be considered to have resigned from the membership in the Executive Committee and shall inevitably moved to the members of the General Board.

**Article XVI: Meetings of the Central Executive Board:**

1. Executive Board shall hold a regular meeting once every four months.
2. Special meetings of the Executive Committee may be held pursuant to the convocation called by its President in order to decide the issues set forth in the convocation. Four members to the Executive Committee or the Ministry of Foreign Affairs and Expatriates may ask the Executive Committee to meet a special meeting after clarifying the objective of the meeting. The President shall set the date and place of



the special meeting after the discussing the same with the Central Executive Board.

### **Article XVII: Quorum and Resolutions:**

A majority of members attending the meetings of the Executive Committee shall constitute a quorum and the same shall decide the resolutions of the Central Executive Board. In case of tied votes, the vote of the President shall be decisive.

### **Article XVIII: Functions and Powers of the Executive Committee**

1. Executive Committee shall work on executing the resolutions and recommendations of the General Board and shall plot the total comprehensive plan for the work of the Board for the next year and shall put the same along with the budget project for vote before the General Board.
2. Executive Committee shall perform all activities that may prepare and encourage the investments of the expatriate Lebanese in all industrial, commercial and tourist and other sectors in Lebanon. For this purpose, the Board may appoint expatriate coordinators and found regional offices for the Association in cities overseas where Lebanese live and where there are no offices. These offices shall be presided by members of the Board of Directors or expatriate coordinators. The Board may also found committees whose members are among businessmen from outside the Association or among the members of the General Board to study or execute its projects by delegation from the Executive Committee.
3. The Executive Committee shall supervise the activities of all Regional Offices overseas.

These offices shall be administrative after being formed with the Executive Committee in Beirut. The Board shall supervise the connection of these offices together.

4. Executive Committee shall activate the Regional Offices in every country by working hard to execute the LIBC's purposes and

- recommendations, especially brotherhood and solidarity ties within the Lebanese community and businessmen abroad and to enhance their connections with their home country on all aspects, especially economically and encourage them to invest in Lebanon and deal with one another.
5. Executive Committee shall set forth the number of staff, personnel and advisors, determine their qualifications, terms and conditions of their employment, their salaries, responsibilities, functions, powers, rights and obligations whenever necessary. The Board is further entitled to appoint necessary committees, whether from the members of the General Board or otherwise, to conduct their functions.
  6. President of the Executive Committee shall have the right to appoint Vice-Presidents among the members of the Association all over the world who shall have specified powers for specified terms provided that their term in office in the Appointment Resolution does not exceed the term of the Board. Such Vice-Presidents shall not be members in the Executive Committee, but they can attend the meetings of the Board through a call from the President without having the right to vote. The names of such Vice-Presidents shall be provided to the Executive Committee for approval. The Vice-Presidents are part of the Board and they have the right to elect and vote during the meetings of the Board.
  7. Executive Committee shall have the right to organize and appoint a Trustees Council and an Advisory Council and to specify their formation and powers. The Board is further entitled to appoint Honorary Members and the Minister of Foreign Affairs and Expatriates shall be the Honorary President of LIBC throughout his term in office.

**Article XIX: Functions and Powers of Each Member in Central Executive Board:**

Board of Directors shall, among its members, elect the members of the Central Executive Board, each member for the position he is running into and the Residing Central Coordinator shall stay in Beirut. Those shall form the Central Executive Board.

### **First: President:**

The President of the Executive Committee shall perform the following duties and powers:

1. Representing the Association before others and before the Government.
2. Presiding and managing meetings of the General Board, Board of Directors and the Central Executive Board, taking into account the provisions of the previous articles, and shall also chair the Committees meetings if he desires to.
3. Cooperating with the Executive Secretary for preparing the agendas of the meetings of the General Board and Executive Committee and bringing the same about for being resolved.
4. Subscribing, along with the Executive Secretary, to the minutes of the meetings of the General Board and the Central Executive Board.
5. Singing to all administrative, official formalities pertaining to the Association.
6. Signing to all drafts and financial documents along with the Executive Treasurer.
7. The President shall be considered responsible for directing all businesses and activities.
8. Appointing Expatriate Coordinators, Vice-Presidents and Head of Committees whenever necessary.
9. President of the Executive Committee shall be entitled some of his powers to a member in the Board of Directors and he shall inform and advise the members of the Executive Committee of the authorization. Such proxy shall perform the duties delegated to him on the responsibility of the President.

### **Second: Two Vice-Presidents:**

1. One of the Vice-Presidents shall perform all the duties and powers of the President in case the latter is absent and on the basis of an authorization made by the latter as well.
2. One of the Vice-Presidents shall form a Trustees Council and an Advisory Council in coordination with the President and the Central Executive Board.
3. The delegated Vice-President shall perform the powers of the President in case the latter is absent.
4. The delegated Vice-President shall follow up the best course of business of the committees and boards of the Association and shall prepare a summary report about the businesses and meetings of these boards and make the same available for the Central Executive Board.

**Third: Executive Secretary:**

The Executive Secretary shall:

1. Prepare, organize and keep logs of the minutes of the meetings and the resolutions made in the meetings of the General Board and the Central Executive Board.
2. Sign correspondences along with the delegated Vice-President and help with the formation of a Trustees Council and an Advisory Council with one of the Vice-Presidents delegated for such duty.
3. Sign the minutes of the meetings of the Association along with the President and to sign the administrative and official transactions and formalities on the basis of the request of the President.
4. Cooperating with the President to prepare the agendas of the meetings of the General Board and the Executive Committee and make the same available for the Administrative Board for ratifying the same.
5. Organize all the businesses of LIBC designated by the President or the Executive Committee and notify all the resolutions to the competent authorities, receive incoming correspondences and follow up the best course of business of the Association.

#### **Fourth: Executive Treasurer:**

The Executive Treasurer shall:

1. Keep books of accounts of the Association.
2. Collect and receive subscriptions, donations and proceeds of various parties and events.
3. Sign all drafts and financial documents with the President.
4. Keep a certain amount to be set by the Executive Committee for emergency and miscellaneous expenditures.
5. Present an annual statement of account of the Association to the Executive Committee and whenever necessary or on the basis of the request of the Central Executive Board.
6. Pay the sums of purchases and expenditures.
7. Any member of the Board shall be entitled to have access to the accounts of the Board at any time whatsoever.
8. Draw up an annual budget in the financing and expenditures and send the same to the Executive Committee for approval and then send it to the General Board.
9. Preside the Financial Committee and be responsible for the same and for the manner of changing LIBC and be responsible for plotting the general financial plan of LIBC.
10. Treasurer shall have the right to nominate and appoint members of the financial committee to raise funds and donations to secure the financial resources and necessary financial support to execute the programs, plans and activities of the Association after obtaining the approval of the Executive Board.
11. Be responsible for collecting the subscription fees and tune the term of the members and the Board of Directors.

12. In case the Executive Treasurer is absent, the Accountant shall replace him and substitute for the Treasurer in performing the latter's duties on the basis of an authorization made by the latter.

**Article XX: Committees:**

1. The Executive Committee is entitled to appoint committees as necessary to improve the course of business and to involve the greatest number possible of members of the Board of Directors and the General Board in activating and broadening the businesses of LIBC in order to achieve its goals.
2. President of LIBC shall appoint Head for each committee who will be part of the Board of Directors and the Executive Committee shall agree such appointment. The Head of the Committee shall nominate the members of his committee, provided that the number of such members shall be at least four and ten as a maximum. Head of the Committee shall notify the President of the names of his committee members for approval. Head of the Committee shall select the members among specialized Lebanese businessmen in the field of the committee and he shall take into account the presence of the members of the board in his committee.
3. Activity, term, duties and type (enduring or interim) of the committee shall be set forth by the Central Executive Board. President of the Board of Directors or the Executive Committee shall have the right to terminate the term of any committee and appoint a replacement if necessary.
4. Main Committees:
  - Economy and Commerce Committee
  - Financial Committee
  - Industrial Committee
  - Agricultural Committee
  - Public Relations Committee

- Information Committee
  - Statistics Committee
  - Tourism Committee
  - Technology Committee
5. Committees shall hold meetings whenever they are called by the heads at least once every four months and they shall communicate in the proper ways. Each committee shall present a periodic report every four months to the President and the Members of the Executive Committee with their recommendations to enhance business.
  6. Head of the Committees are entitled to attend the meetings of the Executive Committee to present their reports and to present their prospective or participate in the deliberations without having the right to vote.

## **Chapter Two**

### **Elections**

#### **Article XXI: General Provisions:**

1. Results of the election shall be declared as soon as ballots are sorted and the candidate who gets the greater number of votes shall be considered the winner.
2. Should two or more candidates get the same number of votes, the candidate who has joined the Association first shall be the winner. Should there be a tie in the same, the elder candidate shall be winner.
3. Executive Committee shall publish within the offices of the Association an initial list of the names of the candidates one month prior to the date of the elections and objections to the same list shall be accepted until one week prior to the elections otherwise it shall be final.

4. Candidature application shall be filed to the Executive Committee who shall look into the availability of the required terms and conditions and shall publish the names of the accepted candidates for different offices at the main office of the Association and other branches/chapters offices three days prior to the date of the elections. Objections to the same shall be accepted until one day prior to the election day otherwise it shall be final.

**Article XXII: Election Meetings:**

Election meeting shall be managed and presided by the President of the Executive Committee and the Ministry of Interior and the Ministry of Foreign Affairs and Expatriates shall be notified of the elections.

Provisions of the present chapter shall be applied to the elections of Board of Directors and the elections of the Central Executive Board.

**Article XXIII: Advising and Notifying the Public Departments:**

Information Secretary of the Ministry of the Interior and the Ministry of Foreign Affairs and Expatriates must be advised of the date of the elections one month prior to its date so that the same can delegate representative to observe and monitor the course of the election process.

**Article XXIV: Vacancy of a Position:**

Should any position in the Executive Board become vacant for any reason, the Executive Committee shall appoint a member from the Board of Directors to the vacant position until the end of the term of the Executive Committee and this member shall be entitled to run for the following election (subsequent elections).

Should the positions of more than half the members of the Executive Committee become vacant, this Board shall be considered to be inevitably dissolved and new elections shall be called for by the President or the remaining members.



## **Article XXV: Termination of the Term of the Central Executive Board:**

The General Board is entitled to call for elections of a new Board of Directors and a new Executive Committee prior to the end of their terms provided that one third of members of the General Board and the attendance and the approval of two thirds of the Board of the motion.

### **Chapter Three**

#### **Financial Issues of the Association**

##### **Article XXVI:**

Annual subscription fee for each member is set to be US\$ 250.00 or its equivalent in the Lebanese pounds and one thousand US dollars or its equivalent in the Lebanese pounds for enterprises. The Executive Board, pursuant to the approval of two thirds of its members, may amend the annual subscription fee. Should any member refrains from paying the subscription fees for three consecutive years, he/she shall be barred from the membership in the Association. If such a member desires to renew his subscription in the third year, he shall have to pay the subscription fees of the previous three years so that his membership could continue; consequently, he/she is not entitled to in any activity pertaining to LIBC unless he/she pays his/her due fees.

##### **Article XXVII:**

1. No amount from the Association's moneys shall be spent unless a resolution in made and seconded in the Executive Committee. However, the Treasurer, after the approval of the President, may cover the administrative expenses and pay the dues to facilitate the financial business and the course of management in certain urgent occasions or on his own responsibility provided that the Executive Board shall be later notified of the same and confirm its approval to the same.
2. The President and the Executive Treasurer –or the Controller in case the Executive Treasurer is absent–shall sign to the Checks of LIBC and the Executive Treasurer may, on his own responsibility, delegate

in writing a representative to sign and draft checks from the account of LIBC.

**Article XXVIII:**

The Executive Treasurer is not entitled to pay any amount from the moneys of the Association but on the basis of a payment order, signed to by the President, whereby the reason of payment is mentioned. Such decision made by the President must be based on the budgets and resolutions made by the Executive Board.

**Article XXIX:**

Moneys of the Association shall be deposited at a bank accredited by the Government and specified by the Executive Committee and in an account opened in the name of the Board for amounts that are more than one thousand US dollars or its equivalent in the Lebanese pounds.

Nassib Fawaz  
President  
(Signature)

Fahim Gemayel  
Executive Vice President  
(Signature)

Oussama Tabbara  
Executive Vice President  
(Signature)

Ghayath Rifai  
Executive Secretary  
(Signature)

Abdallah Al Jammal  
Executive Treasurer  
(Signature)

Hikmat Nasser  
Public Relations  
(Signature)

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL DOCUMENT  
BY MOUNIR TARABIEH, FROM THE DEPARTMENT OF POLITICAL  
AND REFUGEES AFFAIRS AT THE MINISTRY OF INTERIOR, ON  
SEPTEMBER 27, 2004.

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AFFIDAVIT OF TRANSLATION:

THE FOREGOING IS A TRUE TRANSLATION of the Arabic  
PHOTOCOPIED text attached hereunto made and produced to the best of  
my knowledge and ability at Beirut on February 28, 2005 A.D. All proper  
nouns are hereon written according to their pronunciation in the source  
language. Consequently, spelling variations may occur.