

[FBG/FBC]

## **ELECTORAL CODE**

### **Article VIII.1.1 of the [FBG/FBC] Constitution**

Preamble

This Electoral Code was initially approved together with the [ FBC/FBG] Constitution.

All defined word used in this Electoral Code shall have the same meaning as in the Constitution.

This Electoral Code aims at organizing the election of the Directors constituting the Board of Directors as per articles III.1.1 and III.1.2 of the Constitution (the “**Election**”).

Specific provisions of Article XI of the Constitution which applicable to the first election of the Board of Directors shall prevail over the general terms of this Electoral Code.

#### **I. Election Agenda**

The Board of Directors shall fix the Election Date as per Article III.1.1 of the Constitution.

Solely paid Ordinary Memberships give right to the member or the designated representatives of the member to be Candidate(s) and Voter(s) for the Election.

The date of the Election Date shall be communicated to the Ordinary Members at least thirty-five (35) days before the Election Day.

Communication of the Election Date to the Ordinary Members shall be accompanied by a statement opening candidacies at the Election and a Candidacy Form to be filled and submitted by Candidates to the Election Committee, as defined below.

The final agenda and details of the Election shall be notified to the Ordinary Members in accordance with Article III.1.2 of the Constitution.

#### **II. Election Committee and Election Trustee**

##### *II.1 Election Committee*

The Board of Directors shall establish an Election Committee composed of two (2) non-executive Directors and two (2) Permanent Team members. The Election Committee shall be under the supervision of one the outgoing President.

The Election Committee shall coordinate the election process and be the single point of contact for Candidates and Ordinary Members.

List, forms, and any other election documents required for the Election shall be validated by the Election Committee.

The Election Committee and the President shall promote equal opportunities and gender diversity throughout the election process.

For the election to occur, the final list of candidates must include a minimum of eight (8) males candidates and eight (8) female candidates.

#### II.2 *Election Trustee*

A third-party appointed by the Board of directors among a member of an international audit firm shall act as the Election Trustee to supervise the fair process of the election.

### III. **Electronic Process**

Even if an elective General Assembly is organized partially or totally in physical presence of the members and unless decided otherwise by the Board of Directors, Elections of Directors shall be organized through a fully electronic system.

In case of impossibility to hold an Election through an electronic system, the Board of Directors may call the Election under a traditional material process as per below Article X.

### IV. **Rules applying to Candidates**

#### IV.1 *Eligibility to be elected as Director*

Each Ordinary Member being less than 70 Years old may run for election at the Board of Directors.

#### IV.2 *Candidacy Form*

A Candidacy Form shall be made available by the Election Committee to the Ordinary Members from the notification of the Election Date.

#### IV.3 *Submission of Candidacy*

Candidate must send their Candidacy Form at least eighteen (18) days before the Election Date.

Candidacies must be submitted together with a copy of valid residency title in the UAE, either a residency visa or Emirati passport.

#### IV.4 *Verification and approval of Candidacy*

The Election Committee shall review all Candidacies and shall reject the Candidacy from the Candidates whom:

- a) Have not filled the Candidacy Form in conformity with the request;
- b) Do not have a valid residency title in the UAE and/or
- c) at the time of submitting their candidacy to the Election Committee, have not cleared the payment of their membership.

#### IV.5 *Finalization of the candidates list*

If the final list of candidates does not reach a minimum of eight (8) female candidates and eight (8) male candidates, the election process shall be postponed by ten (10) days during which the Election Committee and the President shall endeavor their best efforts to find the candidates that are necessary to match this requirement. In case of impossibility to match this requirement by the end of this period, the Ordinary Members shall be informed of this situation and the election shall proceed solely with the available candidates.

#### IV.6 *Election Campaign*

Candidates' campaign shall follow the principles set forth in Article IV.2 of the Constitution.

The Election Committee will provide a digital platform and internal digital marketing tools such as member's mailings to allow each of the Candidates to promote themselves with equal means in space and time.

### **V. Election System**

Upon proposal of the Election Committee, the Board of Directors shall choose a third-party election system which is adapted, suitable, secured and tested for the intended Election.

Such election system shall allow Voters to only vote once while votes shall always remain ascertainable but anonymous.

As minimum requirement, the system shall provide for each ballot a single secured voting key to which the vote is accountable, and capable of being independently checked or observed.

The minimum encryption for the vote shall be 256-bits. Voter's data shall never be shared or used otherwise than for elections and shall stay private.

The Election Trustee shall have access to all necessary information related to the election system.

## **VI. Rules applying to Voting members**

To appear on the final voting list of Voters, Ordinary Members must have paid and cleared their membership fee before the list is closed by the Election Committee.

Save for the first election under the new Constitution for which the list is approved under a specific resolution, the final list of Voters shall be established by the Election Committee on the 16<sup>th</sup> day prior to the Election Day.

Only Voters mentioned on this final list will receive the election agenda and the material sent as per above Article I.

Ordinary Members willing to claim against not being mentioned on the Voters' list shall bring their claim to the Election Committee, the decision of which shall be final.

## **VII. Access to Vote**

Voters shall have access to the online ballot through the election system.

Each Voter will receive in advance of the election opening, an email containing a unique voter's link (a website address that contains an access key and takes the voters straight to the ballot).

Alternatively, Voters will be allowed to access the ballot system by using a web browser to visit an access link where they will be prompted to enter their access key and then to vote.

Access key will only be usable once. No proxies are allowed.

Each Voter will be presented with a ballot that randomizes (shuffles) the order of candidates. This removes the ballot order effect on voting results (where the first candidate is more likely to be selected than the lower-ordered candidates).

A Voter can choose not to vote for any option or candidate by selecting "Abstain" when they submit their vote. This may express that the Voter does not find the Candidates presented to be suitable for the position.

Upon a successful vote, a confirmation message will appear on a confirmation page. Voters will also receive by email a voting receipt. These are records of their successful ballot submission.

## **VIII. Election**

Collection of ballots for the vote shall be open at least eight (8) days ahead of the Election Day and shall close on the Election Day, thirty (30) minutes after the official opening of the General Assembly.

The Election Trustee will control the election operations to ensure fairness and to help resolving any issue with the election and to avoid election fraud.

At the invitation of the President of the General Assembly, the Election Trustee shall pronounce the results of the Ballot and list the elected Directors starting from the Director having received the highest number of ballots and going down the list up to the last elected Director while applying the rule of Reservation as per Article IV.2 of the Constitution under which a minimum of three (3) elective seats in the ballot must be reserved to candidates having a residency title in the territory.

#### **IX. Election of the Executive Committee Members**

Election of the Executive Committee Officers shall be as per Article 5 of the Constitution.

#### **X. Absence of electronic voting system**

As per above Article III, in case of impossibility to run an electronic election it shall then be proceeded, upon decision of the Board of Directors, with a traditional vote process.

##### *X1. Before Election Date*

Any formality or action mentioned under above Articles I to VI which is not capable to be undertaken under electronical means shall be replaced by equivalent traditional means:

- communication by email shall be replaced by either of or a mix of postal letters, faxes or couriers as deemed convenient by the Election Committee with regard to the available details for each Ordinary Member;
- candidacies must be deposited in person or sent by postal letter, fax, or courier. The date of receipt by the Election Committee shall be considered the date of reception of the candidacy;
- Candidates campaign will be organized by the Election Committee by postal mailing.

##### *X.2 Election Date*

The Election shall take place solely during the General Assembly.

Each Ordinary Member shall register as a voter at the beginning of the General Assembly and shall register any proxy at the same time (maximum 2 as per the Constitution).

##### *X.3 Election Procedure*

During the General Assembly, the president of the Assembly shall:

- a) invite, one by one each of the Candidates to present themselves to the voters through a presentation, the type and maximum length of which shall be determined by the Election Committee. (presentation order shall be decided by a draw), then
- b) Describe the voting procedure and invite the Voters to proceed to the voting station to cast their ballot; then
- c) Open the voting period which shall last for a pre-determinate announced period and shall last until the earliest of the last Voter having voted or the voting period having elapsed.

##### *X.4 Election setting*

Details of the Election setting shall be determined by the Election Committee based on the logistics required for the number of Voters.

Unless otherwise decided, one or more voting stations shall each be organized as follows:

- a) One table shall contain printed ballots mentioning the name of the Candidates in an order determined by a draw. Each name shall be followed by a ticking box;
- b) One or more private booths or curtain closed private areas equipped with pens shall be at the disposal of Voters to cast their vote;
- c) Ballots must be folded with the vote inside the folding;
- d) Each voting station must be composed of three attendants appointed by and among members of the Election Committee and working under the supervision of the Election Trustee. A transparent Ballot box locked or sealed by the Election Trustee shall put in the middle of the voting station and one list of the Voters shall be put on each side of the Ballot box;
- e) The first Attendee will check the presence of the Voter on the first voting list, once checked the second attendee will open the Ballot box for the Voter to cast its vote, then the third attendee will request the voter to sign the voting list;
- f) After the closing of the vote, a counting table shall be organized in sight of the public. Members of the Election Committee shall proceed with the counting by counting first the number of checked voters and signed voters on the two voting lists, then by counting the number of Ballots and then by counting the number of votes by Candidates. The Election Trustee shall supervise such Counting and may order recounts if necessary. Shall be invalid, the ballots the following ballots: (i) containing more ticked boxes than required, and/or (ii) containing any written mention or sign.
- g) In case of difficulty regarding the validity of a Ballot the decision of the Election Trustee shall be final;
- h) Upon termination of the counting, the Election Trustee shall draft an Election report mentioning all counts and results as well as all claims and difficulties encountered and solved during the vote. This report shall be signed by the Election Trustee and all the members of the Election Committee. In case one or more members refuse to sign the report can only be officialized if more than half of the required signatures have been affixed;
- i) At the invitation of the president of the General Assembly the Election Trustee shall announce the list of elected Directors and thereafter the president of the General Assembly shall officially close the Election;
- j) The voting lists, the ballots and the Election report shall be kept and archived for at least five (5) years after the Election date.

#### **XI. Recourses**

All recourses shall be subject to the competence of the relevant local Court.