

**CONSTITUTION  
OF  
THE DUBAI NATURAL HISTORY GROUP (DNHG)**

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**Preamble**

WHEREAS:

The Dubai Natural History Group (also known by its English acronym "DNHG") was established in Dubai in 1985 by resident individuals interested in natural history in general and the natural history of the United Arab Emirates (UAE) in particular;

The DNHG has for more than 30 years conducted a program of monthly lectures, occasional field trips and other activities in accordance with rules and procedures that have been developed, adopted and minuted by an elected Committee;

The DNHG has always operated as a not-for-profit entity, governed and staffed by unpaid volunteers as officers, trip leaders, recorders, etc.;

The DNHG has for more than 25 years maintained a post office address in its name at PO Box 9234, Dubai, UAE, and has since 2011 maintained a website under the URL: [www.dnhg.org](http://www.dnhg.org), in each case acting through its then-Chairman as agent and designated signatory;

The DNHG has for more than 25 years maintained UAE bank accounts (a current account and a fixed deposit account) in the joint names of two designated Committee members as nominees, the total amount of its bank accounts at the date of adoption of this Constitution being approximately AED 80,000 (Eighty Thousand UAE Dirhams);

The DNHG has, since 2005, joined its sister groups, the Emirates Natural History Groups (ENHGs) in Abu Dhabi and Al-Ain, in operating under the patronage of H.E. Sheikh Nahayan bin Mubarak Al Nahayan, a member of the UAE Federal Cabinet and former Chancellor of UAE University; and

Since the formation in the late 1970s and early 1980s of the DNHG and its sister groups, the ENHGs in Abu Dhabi and Al-Ain, observations, studies and reports by conscientious amateurs affiliated with those groups have helped to greatly increase our knowledge and understanding of UAE plants, insects, reptiles, birds, mammals, fossils, marine invertebrates, archeology, and many other aspects of the UAE's wildlife and environment, including a number of still-unrivalled baseline surveys and important individual discoveries;

NOW THEREFORE:

The DNHG Committee wishes to memorialize and ensure the perpetuation of the recognized objectives of the DNHG and its fundamental operating principles and procedures in the form of a written constitution, which is hereby adopted as set forth below.

## Article 1: Establishment

- 1.1. The establishment of the DNHG on the basis of the principles and procedures set forth in this document is hereby acknowledged and ratified.
- 1.2. The DNHG is and shall be an unincorporated association of individuals.
- 1.3. The DNHG has operated and shall continue to operate as a not-for-profit entity, governed and staffed by unpaid volunteers, provided that the DNHG may with the approval of the Committee engage paid service providers for defined purposes.
- 1.4. The group has been and shall be known as the Dubai Natural History Group, and may also be referred to by its English language acronym "DNHG". Its name in Arabic shall be: "*majmoo3a-t Dubai li-tareekh aT-Tabi3eeyah*"

## Article 2: Purposes and Activities

- 2.1. The purpose of the DNHG is to encourage and assist its members in the study and appreciation of the natural history of the United Arab Emirates, the Middle East and the world at large, including but not limited to anthropology, archaeology, astronomy, botany, chemistry, conservation, ecology, entomology, geography, geology, herpetology, hydrology, marine life, ornithology, physiology, traditional culture and zoology.
- 2.2. The activities of the DNHG shall be those which promote and are consistent with its purpose, including the following principal activities:
  - 2.2.1. Sponsorship of lectures on natural history subjects.
  - 2.2.2. Conduct of natural history field trips for research and educational purposes.
  - 2.2.3. Maintenance of a library containing materials about natural history subjects.
  - 2.2.4. Maintenance of records about natural history phenomena in the UAE.
  - 2.2.5. Participation in and/or sponsorship of research projects relating to the natural history of the UAE.
  - 2.2.6. Publication of a newsletter and other information about DNHG lectures, field trips and projects, plus other information about natural history subjects, for the benefit of DNHG members.
  - 2.2.7. Communication with other similar groups, museums and scientific organizations in the UAE and elsewhere.
  - 2.2.8. Providing a forum for members to meet other individuals interested in and/or knowledgeable about natural history.
  - 2.2.9. Maintenance of a website providing information about the DNHG and its activities and resources and about UAE natural history.
  - 2.2.10. The conduct of other ancillary or related activities which are necessary or desirable in order to further the purposes and/or conduct the principal activities of the DNHG.

### Article 3: Membership

- 3.1. The DNHG shall be a membership organization.
- 3.2. Membership shall be open to all UAE resident individuals having an interest in the aims of the group.
- 3.3. Membership may be conditional upon payment of an annual fee for a period to be specified by the Committee. The applicable fee shall be determined from time to time by the Committee. Membership shall lapse following the expiration of the membership year for which the annual fee was last paid.
- 3.4. At the date of adoption of this Constitution, the DNHG membership year runs from September 30 of one year through September 30 of the next, and the fee for membership is AED 50 for individuals and AED 100 for couples or families. Membership for the upcoming year shall be payable not later than September 30.
- 3.5. Life membership and/or honorary membership may be conferred at the discretion of the Committee in recognition of special services or a special relationship to the DNHG. Life members shall have all the rights of an ordinary member. Honorary members shall have all the rights of an ordinary member except the right to vote at Annual General Meetings or Extraordinary General Meetings.
- 3.6. Overseas membership may be conferred at the discretion of the Committee to former members or other individuals or institutions situated outside the UAE but having a special interest in the natural history of the UAE. Overseas members shall have all the rights of an ordinary member except the right to vote at Annual General Meetings or Extraordinary General Meetings.
- 3.7. The Committee shall have the right, in its sole discretion, to refuse or revoke the membership and prohibit the participation of individuals whose presence or behavior at DNHG events is not consistent with the welfare or enjoyment of other members or the purposes of the DNHG.

### Article 4: The DNHG Committee

- 4.1. The activities of the DNHG shall be governed by a Committee consisting of officers elected annually in accordance with Art. 8 or appointed on an interim basis in accordance with Art. 4.6.
- 4.2. The Committee shall consist of the following officers, at a minimum:
  - 4.2.1. Chairman
  - 4.2.2. Vice Chairman
  - 4.2.3. Secretary
  - 4.2.4. Treasurer

- 4.3. It shall be permissible for one person to hold two offices simultaneously, except that no one may serve concurrently as Chairman and Treasurer. The Committee may create additional offices, or eliminate existing offices (other than those specified in Art. 4.2) by majority vote at a duly convened meeting of the Committee.
- 4.4. The responsibilities of the various officers shall be as determined from time to time by the Committee, provided that the Chairman shall have the authority to represent the DNHG before all persons, public and private, and the Treasurer shall be responsible to oversee the DNHG's accounts, as further specified in Art. 9.
- 4.5. Committee members shall be chosen annually by election at the Annual General Meeting of the DNHG, as further specified in Art. 8.
- 4.6. The Committee may fill vacancies arising among its members between Annual General Meetings by majority vote at a duly convened meeting of the Committee. Offices newly created by decision of the Committee pursuant to Art. 4.3 may likewise be filled by majority vote of the Committee, as if they were vacancies arising in the Committee between Annual General Meetings.
- 4.7. The Committee may dismiss Committee members, including elected officers, by a two-thirds vote at a duly convened meeting of the Committee.

#### Article 5: Meetings of the DNHG Committee

- 5.1. The Committee shall meet periodically on a schedule to be determined by the Committee itself.
- 5.2. The Chairman and Secretary shall be responsible to see that notice of Committee meetings is given to the Committee by e-mail. Notice of a meeting shall include an agenda of the matters to be discussed. If a meeting is held in accordance with the agreed schedule, notice shall be given at least five (5) days in advance of the meeting. If a meeting is held otherwise than in accordance with the agreed schedule, notice shall be given at least ten (10) days in advance of the meeting.
- 5.3. The quorum for a valid meeting of the Committee shall be the attendance of at least four (4) Committee members, unless at the time of the meeting there are fewer than four Committee members, in which case a quorum shall require the presence all of the Committee members, in person or by proxy.
- 5.4. Committee members may be represented at a meeting by another Committee member designated by written proxy, provided that no Committee member may act as proxy for more than one absent Committee member.
- 5.5. Decisions of the Committee shall be taken by simple majority vote (51%) of the members in attendance at a meeting of the Committee (in person or by

proxy), unless a greater majority is required by this Constitution or by decision of the Committee. The Chairman shall have a tie-breaking vote.

- 5.6. As an exception to the foregoing, urgent matters requiring a decision by the Committee may be presented for discussion and balloting by means of an e-mail circulated by or on behalf of the Chairman to all Committee members, provided that the matter to be decided is clearly presented, the need for expedited action is explained and reasonable time is provided for an exchange of views among the Committee.
- 5.7. The following decisions shall require a vote of at least two-thirds of the members of the Committee present (in person or by proxy) at a duly convened meeting:
  - 5.7.1. A recommendation to amend the DNHG Constitution.
  - 5.7.2. A recommendation to wind-up the DNHG and/or distribute its assets.

#### Article 6: Annual General Meeting

- 6.1. An Annual General Meeting (AGM) of DNHG members shall be held each year, not earlier than March 1 and not later than May 31. The AGM shall be held on a weekday evening to be decided by the DNHG Committee and may in the discretion of the Committee be combined with a DNHG lecture meeting.
- 6.2. Written notice of the AGM shall be given to DNHG members at least 21 days in advance of the date of the AGM. Written notice may be given by e-mail, including by e-mail circulation of the DNHG newsletter containing such notice. The Chairman and Secretary shall be responsible to see that notice of the AGM is given. Notice of the AGM shall include mention that the election of officers for the coming year will be conducted at the AGM.
- 6.3. The presence of at least 30 DNHG members shall constitute a quorum for purposes of the AGM, unless the number of members paid-up and in good standing is less than 30, in which case the presence of one-half of the actual number of members shall constitute a quorum.
- 6.4. The AGM shall include reports by the Chairman and the Treasurer as well as election of the DNHG Committee (collectively, the officers of the DNHG) for the coming year.
  - 6.4.1. The Chairman's report shall summarize and comment on the year's activities, on the general welfare of the DNHG, on any current or prospective initiatives and on any other matters which the Chairman, in his/her discretion, wishes to bring to the attention of the members.
  - 6.4.2. The Treasurer's report shall include an account of income and expenses for the year and shall indicate the state of DNHG finances.
- 6.5. The AGM shall include the election of officers for the coming year, as further specified in Art. 8.

- 6.6. Except as otherwise provided in this Constitution, decisions by the AGM shall require a simple majority vote of the members present and voting at the AGM.

#### Article 7: Extraordinary General Meetings

7.1. An Extraordinary General Meeting (EGM) of DNHG members may be held at any time, except during July and August, in order to amend the DNHG Constitution, to wind-up the DNHG and distribute its assets, to dismiss any officer(s), or to address any other matters not considered reasonably amenable to decision or action by the Committee alone.

7.2. An EGM shall be convened if called for by:

- 7.2.1. a majority decision of the Committee at a duly convened meeting;
- 7.2.2. a written request by the Chairman and any three other Committee members; or
- 7.2.3. a written petition signed by at least 25 DNHG members.

7.3. Written notice of an EGM shall be given at least 21 days in advance of the date of the EGM and shall contain a statement of the purpose of the EGM, i.e. the matters proposed for discussion and decision at the EGM.

7.4. An EGM shall be held on a weekday evening to be decided by the DNHG Committee (or otherwise as provided in notice given pursuant to Art. 7.5) and may be combined with a DNHG lecture meeting.

7.5. The Chairman and Secretary shall be responsible to see that notice of any EGM is given to DNHG members in any of the circumstances mentioned in Art. 7.2. If the Chairman and/or Secretary do(es) not act in a timely manner, then any Committee member or any three DNHG members may, under their respective names, circulate notice of the EGM to DNHG members, citing the underlying decision or petition.

7.6. The presence of at least 30 DNHG members shall constitute a quorum for purposes of the EGM, unless the number of members paid-up and in good standing is less than 30, in which case the presence of one-half of the actual number of members shall constitute a quorum.

7.7. With respect to any matter(s) proposed for decision at an EGM, the Committee shall be responsible to meet in advance of the EGM and to take a decision or make a recommendation on such matter(s). The Committee's recommendation or decision shall be advised by e-mail to all DNHG members and to the EGM. However, the failure of the Committee to meet or make a recommendation shall not invalidate the EGM.

7.8. A decision to amend the DNHG Constitution or to wind-up the DNHG may be taken at a general meeting held for that purpose, by:

- 7.8.1. A two-thirds vote of the membership on the recommendation of a two-thirds vote of the Committee;

- 7.8.2. A majority vote of the membership on the unanimous recommendation of the Committee; or
  - 7.8.3. A three-fourths vote of the membership.
- 7.9. Except as provided in Art. 7.8, decisions by the EGM shall require a vote of at least two-thirds of the members present and voting at the EGM.

#### Article 8: Election of Officers

- 8.1. Election of members to serve as DNHG officers and Committee members shall be conducted annually at the AGM.
- 8.2. Sitting officers and Committee members are eligible for re-election.
- 8.3. Individuals who wish to be nominated for election shall give notice accordingly to the Chairman or Vice Chairman, indicating the office for which they wish to be considered, not later than February 7 of each year (if the AGM is held in March) or not less than 21 days prior to the date of the AGM (if the AGM is held in April or May).
- 8.4. Election shall be by majority (51%) vote of the members present and voting at the AGM.
- 8.5. Elections for uncontested officer positions may be conducted by voice vote.
- 8.6. Election for contested officer positions shall be conducted by secret ballot.
- 8.7. If for any reason all Committee positions have become vacant without any provision having been made for the election of new officers, then any three DNHG members may together give notice of an EGM to be held for the purpose of electing new officers to serve as the Committee, in the manner provided in Art. 7.5 and citing this Art. 8.7 as authority.

#### Article 9: Finances

- 9.1. The DNHG shall operate as a not-for-profit organization.
- 9.2. All money received by the DNHG shall be reserved for use in accordance with its purposes and activities, and may be disbursed accordingly, including (without limitation) for rental of a meeting hall, purchase of IT or audio-visual equipment, books for the library, reasonable expenses of visiting lecturers (including reasonable hospitality), postal and communications expenses, website expenses, sponsorship of approved research projects, and publication of a newsletter to members and other selected UAE natural history information.
- 9.3. The financial affairs of the DNHG shall be supervised by the Committee and the Committee shall decide the procedures for disbursement of funds.
- 9.4. The primary source of funds for the DNHG shall be membership fees, which shall be set by the Committee from time to time at a level reasonably necessary

to cover the expenses of the DNHG plus a reserve for future expenses and contingent expenses.

- 9.5. The DNHG may charge a nominal fee for members to participate in field trips and may charge a nominal price above cost for the sale of natural history books and for promotional items identifying the group and its members, e.g., polo shirts or greeting cards.
- 9.6. The DNHG may establish one or more bank accounts, either in its own name or jointly in name of two or more members designated by the Committee to act as nominees, to hold its cash assets.
- 9.7. Authority to operate the DNHG's bank account(s) shall be as authorized from time to time by the Committee.
- 9.8. The DNHG Treasurer shall keep the DNHG's accounts and report monthly to the Committee and annually to the membership, at the Annual General Meeting.

#### Article 10: Lectures

- 10.1. The Committee shall endeavour to ensure a regular program of lectures on a diverse mix of natural history topics.
- 10.2. DNHG lectures shall be open to the general public.

#### Article 11: Field Trips

- 11.1. The Committee shall strive to ensure a program of field trips featuring a diverse mix of natural history venues.
- 11.2. Field trips and other activities shall be limited to DNHG members, subject to exceptions for bona fide non-resident guests of members, special invitees, etc., in accordance with rules to be established by the Committee. For the avoidance of doubt, DNHG field trips shall not be open to the general public.
- 11.4. Trip participants shall be responsible for any costs associated with DNHG field trips and deposits may be required. The DNHG may also charge a nominal fee for members to participate in field trips.
- 11.5. DNHG membership shall entail acceptance of the DNHG's field trip policies, including the DNHG's standard waiver of liability, as in effect from time to time, without which the DNHG would be unable to offer field trips. Field trip participants may be required to sign a separate waiver form confirming their acceptance of those policies, as a condition of participation in individual trips.
- 11.6. The Committee reserves the right, and reserves to individual field trip leaders the right, to restrict participation in DNHG field trips on any reasonable basis, including (without limitation) total numbers, considerations of physical difficulty, preparedness, availability of suitable transportation, etc.



- 11.7. The Committee reserves the right, and reserves to individual field trip leaders the right, to refuse participation in field trips by individuals whose presence or behavior is not consistent with the welfare or enjoyment of other members or the purposes of the DNHG.

#### Article 12: Other Activities

- 12.1. Newsletter. The DNHG shall communicate with its members via a newsletter. Direct circulation of the newsletter shall be limited to DNHG members, provided that the newsletter may also be circulated to non-member individuals and institutions having a bona fide interest in the natural history of the UAE. The list of such additional recipients shall be determined and reviewed by the Committee from time to time.
- 12.2. Library. The DNHG may maintain a library of selected publications relating to natural history generally and the natural history of the UAE in particular. The DNHG library shall be available to members on such conditions as may be decided by the Committee from time to time, on the recommendation of the DNHG Librarian (if any). At the date of adoption of this Constitution, the DNHG library consists of a mix of books, journals, pamphlets and reprints or photocopies from journals and is housed in the library of the Emirates Academy of Hospitality Management in Dubai. Many of the items in the DNHG library collection are out-of-print and otherwise hard to find publications deserving of special measures for their preservation and security.
- 12.3. Records. The DNHG may solicit and maintain records of UAE and related natural history phenomena. For this purpose the Committee may designate individual Recorders for specific groups of plants, animals or other phenomena. Recorders may be appointed, removed and replaced by majority decision of the Committee. The Committee and the Recorders shall endeavor to ensure that the records so obtained are maintained in good order and are passed on to subsequent Recorders. The records so maintained shall be made available to bona fide researchers on terms to be decided from time to time by the Committee.
- 12.4. Website. The DNHG may maintain a website for the purpose of identifying itself, making its activities known to DNHG members and the general public, and making UAE natural history information available to a larger audience.
- 12.5. Additional Activities. Consistent with Art. 2, the DNHG may sponsor or conduct other activities which are necessary or desirable in order to further the purposes and/or conduct the principal activities of the DNHG.

#### Article 13: Winding-Up Provisions

- 13.1. If the DNHG is wound-up, whether by a decision taken pursuant to Art. 7.8 or as otherwise authorized by law, the Committee may oversee the winding-up, unless it decides to appoint one or more persons to serve as administrator(s) for

that purpose, or unless an administrator is appointed by an EGM held to make such an appointment, or unless an administrator is appointed pursuant to law.

- 13.2. In the event of a winding-up, any assets of the DNHG after payment of debts shall be distributed to such organizations and/or individuals as will, in the judgment of the Committee (or any other person(s) appointed by the Committee in accordance with Art. 13.1 to administer the winding-up), best serve the purposes of the DNHG, provided that some or all assets may be distributed equally among the members of the DNHG who are then paid-up and in good standing, in which case non-cash assets may be converted to cash by auctioning them for sale to members.
- 13.3. If the winding up is administered by anyone not appointed by the Committee or by an EGM held to make such an appointment, then all assets of the DNHG shall be distributed equally among the members of the DNHG who are then paid-up and in good standing, in which case non-cash assets may be converted to cash by auctioning them for sale to members.

#### Article 14: Miscellaneous

- 14.1. The DNHG may maintain a post office box, either in its own name or in the name of a nominee.
- 14.2. The DNHG may affiliate itself, formally or informally, with other groups in the UAE having similar purposes, and may share resources with such other groups, to the extent determined by the Committee.
- 14.3. The DNHG and its activities shall be governed by the laws, regulations and practices prevailing in the United Arab Emirates and the Emirate of Dubai.

So adopted by the DNHG Committee on the 18th day of October 2016.