

## Esri's Middle East and Africa Utility User Group Charter

### ARTICLE I - ORGANIZATION

The name of the organization shall be Esri Middle East and Africa Utility User Group. This organization shall also be known by the name "MEAUUG." Throughout this document MEAUUG may also be referred to as the "Organization."

### ARTICLE II - PURPOSES

The following are the purposes for which the Organization has been established:

1. Provide a forum (MEAUUG) for Esri utilities software users to communicate and exchange information and promote the efficient use and development of Geographic Information System (GIS) technology.
2. Provide Esri and MEA customers with a forum to discuss the latest developments in GIS for utilities.
3. Determine and prioritize changes and enhancements to Esri software and related software or extensions, and communicate those requirements to Esri.
4. Provide a forum for members to share with one another work flows, applications, business requirements for GIS and tips and tricks they have employed for the effective use of Esri software.

### ARTICLE III - MEMBERSHIP

Full Members. Membership is open to utility companies ("Full Member") who are Esri software users, and who submit an annually updated survey describing their company and their planned and present uses of ArcGIS.

Associate Members. By submitting and annually updating the user survey describing their entity, vendors, contractors, consultants, or other non-utilities are eligible to become MEAUUG members ("Associate Members"). Associate members must be Esri software users or have an association with Esri technology.

### ARTICLE IV - MEMBERSHIP MEETINGS

There shall be an MEAUUG Conference held each year.

The annual membership business meeting of this Organization shall be held during the MEAUUG Conference.

The Esri representative(s) shall notify each member the time and location of each meeting of MEAUUG.

Special meetings of this Organization may be called by the president when deemed for the best interest of the Organization. Notices of such meetings shall be emailed to all members at their addresses as they appear in the annual membership list at least thirty (30) days prior to the scheduled date set for the special meeting. Such notice shall state the reasons that the meeting has been called, the business to be transacted at the meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at said meeting.

#### ARTICLE V - OFFICERS MEETINGS

Actions Without a Meeting: Any action required or permitted to be taken at a meeting of the officers or of any committee may be taken without a meeting if all of the officers or committee members consent and approve by email to take the specified action without a meeting. Such consent shall have the same force and effect as a unanimous vote of the officers or of the committee as the case may be.

Quorum: A quorum shall consist of a majority of the officers attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the officers is present at said meeting, a majority of the officers present may adjourn the meeting on occasion without further notice.

At a minimum, one officers meeting per year will take place, location to be agreed upon by the officers themselves.

#### ARTICLE VI - VOTING

Each Full Member has one (1) vote per utility commodity and per company to be cast by the primary contact or his/her designee of said Full Member. Voting shall be by email (or electronically). Utility commodity is defined as the following categories: gas utility, electricity utility, district heating, water/wastewater/stormwater utility.

Associate Members may participate in activities, but are not accorded any voting rights on matters placed before the membership. Issues will be voted on by emailed correspondence.

Officers nominated cannot belong to the same company or parent company.

Officer nominations shall be submitted up to 30 days prior to the MEAUUG Conference. A notice of opening of nominations shall be sent 90 days prior to the MEAUUG Conference. Voting shall close 5 days prior to the MEAUUG Conference. Elected officers will be announced at the MEAUUG Conference.

First Year of Operation: In the first year of operation, solicitation of officers will occur following the first annual conference. The nomination period shall be 30 days. Voting period shall be 30 days after the nomination period.

## ARTICLE VII - ORDER OF BUSINESS

Below is an example of a typical agenda meeting. The topics of discussion are primarily concerning how to promote memberships and how to communicate with Esri.

1. Call to Order.
2. Review of the Preceding Meetings.
3. Reports of Officers.
4. Old Business.
5. Reports of Committees.
6. New Business.
7. Review (Action Item List).
8. Adjournment.

## ARTICLE VIII - OFFICERS

The officers of the Organization shall consist of:

1. President
2. Vice-President
3. Esri representative(s)

The President shall preside at all membership meetings. The President shall present at each annual meeting of the Organization an annual report of the work of the Organization. The President shall appoint all committees, temporary or permanent. The President obtains office by first serving one year as Vice-President.

The term of the President is one year beginning at the annual conference. The President shall not serve back-to-back terms with the exception of a President gaining office by way of the previous President's early vacancy of the office. The President shall not simultaneously serve in any other officer capacity. This office is open to any non-Esri employee MEAUUG current Full Member.

The Vice-President shall, in the event of the absence or inability of the President to exercise the office, become acting president of the Organization with all the rights, privileges and powers of a duly elected president. The Vice-President shall keep the minutes and records of the Organization in appropriate files. The Vice-President shall be the official custodian of the records of this Organization. The Vice-President shall present to the membership at any meeting any communication addressed to him or her as Vice-President of the Organization. The Vice-President shall attend to all correspondence of the Organization.

The Vice-President shall become President upon the completion of the calendar year following the Vice-President's election. The term of the Vice-President is one year beginning at the annual conference. The Vice-President shall not simultaneously serve in any other officer capacity. This office is open to any non-Esri employee MEAUUG Full Member.

Esri Representative(s). This position shall be held by one or more employees of Esri or of an official Esri Distributor. This position shall give and serve all notices to members of this Organization. This is an appointed post at the discretion of Esri with a term of two years. However, MEAUUG members may petition Esri for the replacement of the representative(s) if the general membership deems it necessary.

By agreement between the respective officers and the Esri representative(s), duties of the officers may be delegated to an employee of Esri. However, voting rights cannot be delegated.

In the event that an officer resigns or vacates their office during the course of their term, with the exception of Vice-President or Esri representative(s), the President shall appoint a replacement that adheres to the requirements set forth for that office. If the President vacates the office then the Vice-President assumes the duties of President. If the Vice-President vacates the office for any reason, the President shall arrange for a special election.

Removal: Any officer with the exception of the Esri representative(s) may be removed by the officers at a meeting, or by action in writing, whenever in the officers' judgment the best interests of the Organization will be served thereby. Any such removal shall be without prejudice of the person so removed.

#### ARTICLE IX - COMMITTEES

All committees of this Organization shall be appointed by the officers and the term of office shall be for a period of one year or less if sooner terminated by the action of the officers. Committees may be renewed each year by the officers.

#### ARTICLE X - AMENDMENTS

This charter may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of companies - one vote per company.