

## **Basic Regulation The Saudi Society for Health Simulation**

## Table of content

Chapter I Definitions and Establishment.....	3
Chapter II Objectives and supervision.....	4
Chapter III Administrative organization of the association and the provisions of membership, the general assembly and the board of directors.....	4
Chapter IV The General Assembly.....	7
Chapter V Board of Directors.....	11
Chapter VI Permanent and ad hoc committees.....	15
Chapter VII Administrative Officer / Executive Director.....	16
Chapter VIII Financial regulation.....	18
Chapter IX Amendment to the regulation and solution.....	21
Chapter X General Provisions.....	22

## Definitions, Establishment, Objectives, and Oversight

### Chapter 1

#### Definitions and Establishment

##### Article one:

The following terms and expressions, wherever mentioned in this bylaw, have the meanings indicated opposite each of them:

The Law: The Law of Associations and Civil Society Institutions.

Executive Regulations: The executive regulations for the system of civil societies and institutions.

Bylaw: The basic bylaw of the Association.

Society: The Saudi Society for Health Simulation

The General Assembly: The highest organ in the association, and it consists of all working members who have fulfilled their obligations towards the association.

Board of Directors: The association's board of directors.

Administrative Officer / Executive Director: The first person responsible for the executive body, whether he is an Executive Director, General Director, Secretary General, or otherwise.

The Ministry: The Ministry of Human Resources and Social Development.

Supervising authority: Saudi Commission for Health Specialties.

The Fund: The Association's Support Fund.

##### Article two:

According to the law of civil societies and institutions issued by Cabinet Resolution No. (61) dated 2/18/1437 AH and its implementing regulations issued by Ministerial Resolution No. (73739)

And on 11/6/1437 AH; this association has been established.

##### Article Three:

The association has its legal personality, and is represented by the chairman of the board of directors according to his terms of reference mentioned in these regulations; a decision of the general assembly may delegate him to more than that.

##### Article Four:

The headquarters of the Assembly shall be in the city of Riyadh.

Its address: Saudi Commission for Health Specialties in Riyadh.

### Chapter II

#### Objectives and supervision

##### Article Five:

The association aims to achieve the following:

1. Provide the opportunity for workers in the fields of specialization and interests of the association to contribute to the scientific and professional progress movement in simulation.

2. Contributing to developing the skills of health practitioners, developing professional scientific thought and developing the performance of the association's members in the field of the association's specialization.
3. Facilitating the exchange of scientific production and scientific and professional ideas, providing scientific advice and carrying out the necessary studies to raise the level of performance in the areas of the association's interest with the relevant institutions and bodies.
4. Providing technical advice to various health authorities regarding health practices, activities and procedures, and evaluating health facilities for the purpose of adopting them to provide the service.
5. Participating in the evaluation of the professional academic qualifications and professional performance of practitioners in the field of the association's specialization in agreement with the relevant authorities.
6. Active participation in supporting the administrations of the Saudi Commission for Health Specialties and the service of health practitioners.
7. Maintaining the safety of patients without exposing their lives to risks during clinical practical training by setting professional classification standards for individual and training centers and programs for simulation in cooperation with the competent authorities.
8. Achieving the above-mentioned objectives by all appropriate means for the association, in particular the following activities:
  1. Preparing and updating clinical evidence (standards for practicing the profession) in the association's field of specialization.
  2. Holding conferences, seminars, and workshops, and contributing to training programs and continuing medical education in the fields of the association's specialization.
  3. Inviting scholars and thinkers concerned at the national and international levels to participate in the association's activities.
  4. Participation in local and international conferences and exhibitions.
  5. Conducting scientific research in the fields of the association's interest and related knowledge and encouraging its conduct and publishing the results of this research.
  6. Issuing a magazine or periodical, or both, concerned with publishing research and studies related to the association's fields of interest.
  7. Implementing awareness-raising activities such as educational brochures, messages, campaigns and other means of health awareness to raise the level of knowledge and awareness among the public in the areas of the association's specialization.

### **Chapter III**

Administrative organization of the association and the provisions of membership, the general assembly and the board of directors

#### **Section 1**

Administrative regulation

##### Article Six:

The association consists of the following bodies:

1. The General Assembly.
2. Board of Directors.
3. The permanent or temporary committees formed by the general assembly or the board of directors.
4. Executive management

#### **Section II**

Membership provisions

#### Article Seven:

1. Membership in the association varies into (4) types, which are: working, affiliation, and honorary.
2. The Association may introduce other types of membership, and none of the new types of memberships are entitled to run for membership in the Board of Directors under these memberships.
3. Membership in the association is entitled to health practitioners or those interested in the association's field of specialization according to the membership conditions.

#### Article Eight:

1. A member is a worker in the association who participates in the establishment of the association, or who has joined after its establishment; the board of directors has to accept his membership, whereof he then becomes one of the specialists or practitioners in the association's specialty.
2. A member working in the association must:
  1. Be a health practitioner in a specialty / specialties (health simulation or medical education)
  2. Has a valid classification with the Health Specialties Authority.
  3. Paying an annual subscription in the association amounting to (200) riyals.
  4. Cooperating with the association and its employees to achieve its goals.
  5. Avoid causing harm to the association.
  6. Adhere to the decisions of the General Assembly

An active member has the right to:

1. Participate in the association's activities.
2. Peruse the association's documents including the decisions issued by the association, whether they are by the general assembly, the board of directors, the administrative official / executive director, or others.
3. Review the association's balance sheet and its attachments at the association's headquarters and before submitting it to the general assembly in sufficient time.
4. Attending the general assembly.
5. Vote on the decisions of the general assembly if he has passed six months from the date of his joining the assembly.
6. Receive basic information about the association's activities periodically.
7. Peruse the minutes and financial documents at the association's headquarters.
8. Call the general assembly to hold an extraordinary meeting in solidarity with 25% of the members who have the right to attend the general assembly.
9. The member may address the association with a letter issued by him directing him to the board of directors, and the association may address the member with a letter issued by the board of directors or whomever the board delegates to be delivered to the member personally, or sent to him through any of his addresses registered in the membership registry.
10. Delegating in writing to one of the members to represent him in attending the General Assembly.
11. Candidacy for membership of the board of directors, after a period of no less than six months from the date of joining the Society and paying the subscription.
12. An active member may address the association through any available means. The board of directors or whomever he delegates must provide the answer through the same means or through his address registered in the membership registry.

#### Article 9:

1. A member is an affiliate in the association if he submits an application for membership to the association and it appears that one of the membership conditions working on him does not apply and a decision was issued by the board of directors to accept him as an associate member, or he applied for membership as an affiliate.
2. The associate member of the association must:
  1. Pay an annual subscription in the association amounting to (200) riyals.

2. Cooperate with the association and its employees to achieve its goals.
3. Avoid causing harm to the association.
4. Commit to the decisions of the General Assembly.
5. An affiliate member is entitled to the following:
  1. Participate in the association's activities.
  2. Receive basic information about the association's activities periodically every financial year.
  3. Peruse the association's documents.
  4. The affiliate member may address the association through any available means, and the board of directors or whomever he delegates must provide the answer through the same means or through his address registered in the membership registry.

#### Article Ten:

1. An honorary member of the association shall be whoever the general assembly deems to grant him an honorary membership in return for his material, work or moral contribution to the association.
2. The honorary member is not entitled to attend Board meetings.
3. The honorary member is not entitled to request access to any of the association's documents, to attend the General Assembly, cannot nominate himself for membership in the Board of Directors, and his attendance is not needed in the meeting.
4. The honorary member may address the association through any available means, and the board of directors or whomever he delegates must provide the answer through the same means or through his address registered in the membership registry.

#### Article Eleven:

1. He shall be an honorary member of the association whoever the general assembly deems to grant him an honorary membership in the board of directors in return for his distinction in the field of the association's work.
2. The board of directors may invite the honorary member to board meetings without having the right to vote.
3. The honorary member is not entitled to request the attendance of the General Assembly, nor to nominate himself for membership in the board of directors, and his attendance is not required to the meeting of the Board of Directors.
4. The honorary member has the right to address the association through any available means, and the board of directors or whomever he authorizes must provide the answer through the same means or through his address registered in the membership register.

#### Article Twelve:

Each member of the association must pay the specified subscription according to the type of membership to which he belongs, and he is not entitled to exercise any of his rights in the event that he breaches the payment of the subscription, and the provisions for participation are as follows:

1. Membership is to be paid once a year, or based on a monthly schedule and according to the member's request and what is decided by the Board of Directors, taking into account the following:
  1. Membership subscription is to be made through the online payment platform only (if applicable).
  2. It is an obligation to pay the annual subscription before the end of the fiscal year.
  3. A member is not exempt from paying the amounts owed by him in the association in the event that his membership ends.
  4. The board may delay the unpaid members of the association until the date of the nearest general assembly.

#### Article Thirteen:

The membership status of a member ceases to exist by a reasoned decision issued by the Board of Directors in any of the following cases:

1. Withdrawal from the association, based on a request submitted by the member to the board of directors through the approved means of communicating with the association. This does not preclude the association's right to claim any dues from him or funds that he has under his hands.
2. Death.
3. If he loses one of the membership conditions.
4. If a decision was issued by the general assembly to withdraw the membership, in any of the following cases and at the discretion of the general assembly:
  1. If the member commits an act that would cause material or moral damage to the association.
  2. If the member abuses his membership in the association for a personal purpose.
  3. If the member delays the payment of the subscription beyond his due date, in accordance with the provisions of Article Twelve.

#### Article Fourteen:

1. In cases of membership loss No. (3), (4) and (5) of Article Thirteen of these regulations, the board of directors must inform those whose membership has expired through the approved means of communicating with members at the association (official letter or e-mail, Or a text message) with the demise of his membership and his right to object.
2. After the reason for membership ceases to exist, a member may submit a request to the board of directors to return the membership to him, and the board must decide on the request by a reasoned decision and communicate it to the member.
3. It is not permissible for the member or his lost membership or his heirs to claim the refund of any amount paid by the member to the association, whether it is a subscription, a gift, a donation, or anything else.

### **Chapter IV**

#### The General Assembly

#### Article Fifteen:

Taking into account the powers of the ministry and the supervising authority, the general assembly is the highest authority in the association, and its decisions are binding on all its members and the rest of the association's bodies.

#### Article Sixteen:

Closed benefit: The services of the association are limited to its members and not others, and only the members affiliated with it are entitled to benefit from any of its services except by a reasoned decision by the board of directors, and the board must notify the general assembly at its first meeting of its decision issued in this regard.

Open benefit: The association's services are for the general community, and those who meet the conditions or standards set by the board of directors are entitled to benefit from the association's services, and it is not necessary to participate in the association or pay any subscription to obtain any of those services.

#### Article seventeen:

The board of directors has the authority to consider and decide on the membership application for the association, and it also deals with the application according to the following conditions:

1. The membership subscription should be through the platform prepared by the Saudi Commission for Health Specialties.
2. candidate must be a Saudi national.

3. Candidate must be above eighteen years old.
4. To be fully competent.
5. To be of good conduct.
6. That he has not been convicted of a crime involving moral turpitude or dishonesty, and he has not been rehabilitated.
7. He must commit to pay the membership subscription.
8. To submit an application to join that includes his name according to his national identity, surname, age, nationality, national identity number, place of residence and profession, and contact information including e-mail and mobile phone number, and attaches to his request a copy of his national identity.
9. If the membership applicant is a person of legal capacity from ~~private or~~ private entities, then the following is required:
  1. He/she must be a Saudi.
  2. Commitment to pay the membership subscription.
  3. To submit an application for joining that includes his name according to the official document, his nationality, registration number or license and his national address, and contact information, including e-mail and phone number, and attached to his request a copy of the commercial register, license, endowment deed, or what proves his legal status in accordance with the system governing it.
  4. To appoint a representative of a natural character who must fulfill the necessary conditions for membership of a lay person.

#### Article eighteen:

Subject to the provisions of the Law and the Implementing Regulations. The ordinary general assembly shall be concerned with the following:

1. Study the auditor's report on the financial statements for the ended fiscal year, and approve them after discussion.
2. Approve the draft of the estimated budget for the new fiscal year.
3. Discuss the board of directors' report on the association's work and activities for the ended fiscal year, and the proposed plan for the new fiscal year, and take whatever it deems necessary in this regard.
4. Approve the association's funds investment plan, and proposing its fields.
5. Elect members of the board of directors, renew their term of membership, and absolve the previous board of directors from liability.
6. Appointment of a licensed chartered accountant in order to review the accounts of the association, and determine its fees.
7. Responsible to follow the ministry's correspondence and its observations on the association, if any.
8. Dispose any of the association's assets to buy or sell and authorize the board of directors to complete that, and authorize the board to invest the surplus from the association's funds or to establish investment projects.
9. Any other topics listed on the agenda.

#### Article Nineteen:

Subject to the provisions of the law and implementing regulations, the extraordinary general assembly shall have the following competence:

1. Decide on the resignation of any of the members of the board of directors, or revoking his/her membership, and the election of a person to fulfill the vacant positions in the membership of the board of directors, if there is no alternate member.
2. Canceling the decisions of the board of directors as it sees fit.
3. Proposing merging the association into another association.
4. Approval of the amendment of this bylaw.
5. Dissolving the association voluntarily.



Article Twenty:

The decisions of the Ordinary General Assembly shall take effect immediately upon their issuance, and the decisions of the extraordinary general assembly shall not take effect without the approval of the ministry.

Article twenty-one:

The association must adhere to review and accept the topics listed in its agenda.

Article twenty-two:

The chairman of the board of directors or whoever he delegates calls the members of the general assembly, and the following conditions are required for the invitation to be valid:

1. To be through the approved means of communicating with members of the association (official letter or e-mail).
2. It should be issued by the chairman of the association's board of directors or whoever he delegates, or whoever has the right to call the association legally.
3. To include the agenda of the general assembly.
4. That the place, date and time of the meeting be clearly specified.
5. To be sent to the members, the ministry and the supervising authority at least fifteen calendar days before the specified date.

Article twenty-three:

The general assembly holds an ordinary meeting at least once every financial year, provided that the first meeting of each year is held during the first four months of it, and the general assembly does not hold an extraordinary meeting except with a prior request from the ministry or the board of directors, or at the request of a number not less than (25%) of the members who have the right to attend the general assembly.

Article twenty-four:

A member of the general assembly may delegate another member to represent him in attending the meeting and voting on his behalf, and for the validity of the delegation the following is required:

1. The delegation should be through the approved means of communicating with the association (an official letter or an e-mail).
2. That the delegation may be accepted by the chairman of the board of directors or whoever he delegates.
3. A member should not act on behalf of more than one member.
4. It is not permissible to delegate any of the members of the Board of Directors.

Article twenty-five:

A member of the general assembly may not participate in voting on any resolution if he has a personal interest in it, with the exception of electing members of the Board of Directors.

Article Twenty-Six:

The meeting of the general assembly is considered valid if it is attended by more than half of its members, and if this is not fulfilled, change the date of the meeting to another date to be held within a period of at least an hour and a maximum of fifteen days from the date of the first meeting, and the meeting in this case in relation to the ordinary general assembly is valid regardless of the number of members attendees, with no less than (25%) of the total members for the extraordinary general assembly.

1. The decisions of the ordinary general assembly are issued by the majority of the members present.
2. The decisions of the extraordinary general assembly are issued by a two-thirds majority of the number of members present. They are not enforceable except after approval by the ministry.

#### Article Twenty- Seven:

Subject to the provisions of the law and the executive regulations, the procedures for the election of members of the board of directors shall be in accordance with the following:

1. The board of directors announces to all members of the General Assembly who meet the conditions to open the door for candidacy for membership of the new board of directors, at least one hundred and eighty days before the end of the term of the board of directors.
2. The nomination deadline closes ninety days before the end of the term of the Board of Directors.
3. Candidacy is done through the platform prepared for this by the Saudi Commission for Health Specialties.
4. The board of directors shall submit the names of the candidates to the ministry according to the form prepared by the ministry for this purpose, within a week of the candidacy door closing.
5. The ministry approves the final list of candidates, and its decision is final and not subject to appeal.
6. The Board of Directors must display the list of names of the candidates received from the ministry at the association's headquarters or website, and at least fifteen days before the end of the term of the board of directors.
7. Each candidate approved by the ministry shall be able to display his/her CV on the website of the association and at the entrance to the association's headquarters or available electronic means.
8. The names of the election winners are announced, and they are the ones who get the most votes according to the number of council members. If the votes are equal, the winner of the last seat will resort to the lottery, unless one of them gives up.
9. The general assembly elects the new board of directors from the list of candidates through the platform prepared for that. The new board of directors must provide the ministry with the names of the members who were elected within a maximum of fifteen days from the date of the election. For a copy of it to be placed in the association's file.
10. The election of the members of the new board of directors, the president, the deputy and the financial supervisor, takes place as soon as the results are announced through the platform prepared for that. He/she sends a copy of the electoral process report to the ministry to ensure that it proceeds according to the system, the executive regulations and the founding bylaw.
11. The new formation of the board of directors shall be published in the association's register.
12. Upon the end of the term of the board of directors, it shall continue to exercise its non-financial administrative duties until a new board of directors is elected.

## **Chapter V Board of Directors**

#### Article twenty-eight:

The association is managed by a board of directors consisting of (5/7/9/11/13) members, who are elected from among the members of the general assembly working in accordance with what is specified in these regulations.

#### Article twenty nine:

The duration of one session of the board of directors is four years.

#### Article thirty:

Every working member of the association has the right to nominate himself for membership in the board of directors, and whoever runs for membership in the board of directors must meet the following conditions:

1. To be a Saudi.
2. He shall be fully competent.
3. To be an active member of the general assembly for a period of not less than six months.
4. He/she should not be less than (21) years old.
5. He /she should not be working in the department concerned with supervising the association in the ministry or the supervising authority, except with the approval of the ministry.
6. He/she must have fulfilled all financial obligations towards the association.
7. He/she should not have been issued a final judgment convicting him of a crime involving breach of honor and trust, unless he has been rehabilitated.
8. He/she should not be a member of the board of directors for more than two previous consecutive terms.
9. The ministry does not object to his candidacy for the council.

#### Article thirty-one:

It is not permissible to combine a position in the association and membership of the board of directors except with the approval of the ministry, and in this case the council must submit the request to the ministry and be justified.

#### Article Thirty- Two:

1. In the event that the seat of the chairman of the board of directors, his deputy, or one of its members becomes vacant for any reason whatsoever; The quorum of the council is completed by the reserve member most voted in the last elections, and the council is reconstituted.
2. In the event that the board is completely dissolved by a reasoned decision from the ministry, or if the members of the board of directors collectively submit their resignations; The ministry shall appoint a temporary council, provided that one of its tasks is to call the general assembly to convene and elect a new board of directors, within sixty days from the date of its appointment.

#### Article Thirty -Three:

1. The association's board of directors shall hold a meeting based on an invitation from the chairman or whoever delegates him to direct it to the members at least 15 days before the date of the meeting, provided that the invitation includes the following information:
  1. To be in writing through the approved means of communicating with the association (official letter or e-mail).
  2. It should be issued by the chairman of the association's board of directors or whoever he/she delegates, or whoever has the right to call the association legally.
  3. To include the meeting agenda.
  4. The place, date and time of the meeting be clearly specified.
2. Board meetings are held on a regular basis, so that their number is not less than four meetings per year, taking into account the proportionality of the time period between each meeting and the next, provided that a meeting is held at least every four months.
3. In the event that more than half of the members of the Board of Directors request a meeting; The president or his representative must convene it within two weeks from the date of the request.

#### Article Thirty- Four:

The board of directors shall hold its meetings at the association's headquarters, and it may hold them in another place within the association's administrative scope.

#### Article Thirty- Five:

Membership in the board of directors is a voluntary work for which the member does not receive a wage, with the exception of compensating members for the costs of their transportation and housing in the event that they are assigned to tasks related to the association.

#### Article thirty-six:

1. Taking into account the specializations established for the general assembly, the board of directors shall have the powers and competencies in managing the association fulfilling its purposes, and among its most prominent specializations are the following:

1. Approving the association's work plans, including the strategic plan, the executive plan and other main work plans, and following up on their implementation.
2. Periodic review and approval of organizational and functional structures in the association.
3. Establish systems and controls for internal control, supervise them, and conduct periodic reviews to verify their effectiveness.
4. Laying down foundations and standards for the association's governance that do not conflict with the provisions of the law, the executive regulations and this bylaw, supervising their implementation, monitoring their effectiveness, and amending them when needed.
5. Opening bank accounts with Saudi banks and banks, paying and collecting cheques checks or exchange permissions and account statements, activating accounts, closing and settling them, updating data, objecting cheques, receiving bounced cheques, and other banking operations.
6. Registering real estate, emptying it, accepting wills, endowments, and donations, merging, dividing and sorting the assets of the association, updating the deeds and incorporating them into the comprehensive system, converting agricultural lands into residential, and carrying out any actions that achieve the association's euphoria and interest, after the approval of the General Assembly.
7. Developing the financial resources of the association and the pursuit of its sustainability.
8. Managing the association's properties and funds.
9. Preparing the rules for investing the surplus funds of the association, and activating them after approval by the ministry.
10. Establishing a written policy that organizes the relationship with the beneficiaries of the association's services, ensuring that the necessary care is provided to them, and advertising it.
11. Cooperation in preparing the annual and consecutive reports on the association and providing the ministry with them.
12. Updating the association's data periodically and provide the ministry with it according to the forms it adopts for this purpose.
13. Providing the ministry with the final account and audited financial reports by the auditor after approval by the general assembly and within four months of the end of the fiscal year.
14. Supervising the preparation and approval of the annual report of the association.
15. Supervising the preparation of the estimated budget for the new fiscal year and submitting it to the general assembly for approval.
16. Appointing a full-time executive director for the association, defining his/her powers and responsibilities, and providing the ministry with his/her name, appointment decision, and the number of his/her national identity, along with contact details.
17. Appointing the leading employees in the association, and defining their powers and responsibilities.
18. Informing the ministry of every change that occurs to the statutory status of the members of the general assembly, the Board of Directors, the administrative officer / executive director and the financial director, within one month from the date of the change.
19. Establishing policies and procedures that ensure the association's compliance with the rules and regulations, in addition to the obligation to disclose essential information to the beneficiaries, the

- ministry, the supervising authority and other stakeholders, and enabling the other to view the final account and financial and administrative reports, and publish them on the association's website.
20. Supervising the implementation of the decisions and instructions of the general assembly, the external auditor, the ministry or the supervisory authority.
  21. Establishing procedures to ensure obtaining the approval of the ministry and the supervising authority in any procedure that requires this.
  22. To fulfill the association's rights, fulfill its obligations, and issue the necessary decisions in this regard.
  23. Introducing the association and working to highlight its goals and activities in the relevant circles.
  24. Accepting various forms of membership, and reasons for rejecting decisions.
  25. Calling the general assembly to convene.
  26. Laying down the necessary rules and procedures to regulate the work of the committees after their formation and how to coordinate them and approve them by the general assembly.
  27. Following other tasks assigned to him by the general assembly, the ministry or the supervising authority in his field of competence.
  28. Understanding that council decisions are issued by the majority of the votes of the attendees, and in the event of a tie, the vote of the president is considered casting.
  29. Emphasizing on having the proceedings and decisions of the meeting be recorded in a report and signed by the attending members.
  30. Authorizing the president or his deputy and the financial supervisor to act together in his/her financial competencies or result in financial specializations, and to take the appropriate measures towards them, and the council has the right, beyond them from the competencies, to form permanent or temporary committees from it to carry out the tasks entrusted to them, and it may seek the assistance of members whoever is outside it, and has the power to authorize the president or any other member to do so.
  31. Authorizing the chairman or his/her deputy or whomever he deems to represent the association before entities such as ministries, courts, governmental and private departments and others, and define his/her powers and grant him/her the right to delegate others.
  32. Disposing the real estate association's property by buying or selling after obtaining an authorization from the general assembly in this regard.

#### Article Thirty- Seven:

A member of the board of directors is bound by the obligations arising from his/her membership, including the following:

1. Attending meetings of the Board of Directors and participating in their discussions and voting on decisions.
2. Presidency and membership of the committees assigned to him by the council.
3. Representing the association before the relevant authorities after assigning the chairman of the board of directors.
4. Serving the association, informing it of his experiences and knowledge, proposing topics, and presenting initiatives that would advance the association.
5. Comply with the instructions issued by the ministry, the supervisory authority, the general assembly and the board of directors.
6. Preserving the association and its secrets and taking care of its interests.

#### Article thirty-eight:

1. The chairman of the board of directors shall be responsible for activating and following up the powers and functions assigned to the board of directors, and among the most prominent of his competencies are the following:

1. Presiding over the meetings of the board of directors and the general assembly.
2. Representing the association before all governmental and private bodies within the limits of the board of directors 'powers and authorizing the general assembly, including pleading before the judicial and quasi-judicial authorities and representing the association and he has the right to delegate whomever he/she deems fit from the board members or others.
3. Signing the decisions issued by the Board of Directors.
4. Signing cheques securities and exchange documents with the financial supervisor.
5. Deciding on urgent matters presented to him by the administrative officer / executive director and which cannot be delayed in what is within the powers of the council, provided that he presents those issues - and the decisions taken in their regard to the board at the first next meeting.
6. Calling the board of directors and the general assembly to convene.
7. The president has the right to delegate to his deputy the responsibilities he/she has.

#### Article Thirty- Nine:

Subject to the powers established for the board of directors, the general assembly, and the chairman of the board of directors; The financial supervisor shall be responsible for the authorities and specializations related to the financial affairs of the association in order to achieve its purpose, and one of his most prominent functions is supervising the following:

1. All affairs of the financial society in accordance will follow financial rules and regulations.
2. The association's resources and expenditures and extracting receipts for all operations and their receipt.
3. Depositing the association's funds in the bank accounts designated for it.
4. Recording of all revenues and expenditures respectively in their records.
5. Annual inventory and report of the inventory result to the board of directors.
6. Paying all the sums decided to be disbursed by law while keeping the documents confirming the validity of the disbursement and monitoring and keeping the documents.
7. Implementing the decisions of the board of directors regarding financial transactions.
8. Preparing the assembly's budget for the following year and presenting it to the board of directors.
9. Signing the exchange and securities applications with the chairman or his deputy.
10. Examining the observations received from the external auditor, and responding to them in accordance with the legal rules.

#### Article Forty:

1. A member of the board of directors loses his membership by a reasoned decision issued by the board of directors and is not entitled to run again in any of the following cases:

1. Withdrawing from the board of directors, based on a request submitted by the member to the board of directors through approved means of communicating with the association (an official letter or e-mail). This does not preclude the association's right to claim any funds under his hands.

2. Death.

3. If he loses one of the conditions for membership in the General Assembly, as stated in Article Thirteen.

4. If he committed an act that would cause material or moral damage to the association.

5. If he exploits his membership in the council for a personal purpose.

6. If he is absent from the attendance of the board of directors without an excuse, the board will accept it for three consecutive sessions, or six separate sessions in one session.

7. If he is unable to perform his role in the board of directors due to a health reason or any other reason.

8. The Board of Directors must issue a decision against the lost member, and notify the ministry of the decision within a week of its date.

## Chapter VI

### Permanent and ad hoc committees

#### Article Forty- One:

The general assembly may form permanent committees to carry out tasks of a continuous nature, and it with the board of directors may form temporary committees to carry out specific tasks in terms of their nature and duration.

#### Article Forty- Two:

The decision issued to form each committee determines its name, the number of its members and its functions, including naming its head, provided that one of them is a member of the board of directors.

#### Article Forty- Three:

The board of directors sets the rules and procedures necessary to organize the work of the committees after their formation and how to coordinate them and approve them by the general assembly.



## Chapter VII

Administrative Officer / Executive Director

### Article Forty -Four:

The Board of Directors appoints the administrative officer / executive director by a decision issued by the Board that includes all the director's data and explains his powers, responsibilities, rights, obligations and salary in light of the law, the executive regulations and these regulations. Therefore, taking into consideration the range and average salaries of executives in associations of similar size and scope, a copy of his appointment decision, and the rationale for his salary, shall be sent to the ministry, with a copy of his national identity card and contact information attached to him.

### Article Forty -Five:

The administrative official / executive director must manage the association, end its daily business, follow up all its departments and divisions, prepare the necessary plans to achieve all its goals, and work to organize and develop them.

### Article Forty -Six:

If the association is unable to appoint a dedicated executive director for its business for any reason; The board of directors, after the approval of the ministry, may assign one of its members to undertake this work temporarily, and in this case the designated member does not lose his right to attend and debate the meetings of the board of directors without voting on its decisions.

### Article Forty- Seven:

The board of directors, before appointing the administrative officer / executive director of the association, must verify that the following conditions are met:

1. He/she must be a Saudi national.
2. He/she must be fully qualified according to Sharia.
3. He/she shall not be less than (25) years old.
4. To be free to run the association.
5. To have experience of no less than (5 or more) years in administrative work.
6. His/her certification equal to Master's or Bachelor's degree.

### Article Forty-Eight:

The administrative officer / executive director undertakes all administrative work, including :



1. Drawing up the association's plans according to its levels, based on the general policy and its objectives, and following up on their implementation after approval.
2. Drawing up principles and standards for the association's governance that do not contradict the provisions of the law. Implementing regulations and overseeing their implementation and monitoring their effectiveness after their approval.
3. Preparing the necessary procedural and organizational regulations that ensure that the association carries out its work, achieves its objectives, and follows up on its implementation after its approval.
4. Implementing the association's bylaws, regulations, decisions, and instructions, and disseminating them.
5. Providing the association's needs in terms of programs, projects, resources and necessary equipment.
6. Proposing the rules for investing the surplus funds of the association and the mechanisms for activating them.
7. Drawing up and implementing development and training plans and programs that are reflected in improving the performance of the association's employees and developing them.
8. If he is unable to perform his role in the board of directors due to a health reason or any other logical excuse, the board will accept it for three consecutive sessions, or six separate sessions during his term of appointment.
9. Draw up a written policy that organizes the relationship with the beneficiaries of the society's services and ensures that the necessary care is provided to them, and announced it after its approval.
10. Providing the ministry with data and information about the association according to the forms approved by the ministry and cooperating in preparing the annual and follow-up reports after presenting them to the board of directors and approving them, and updating the association's data periodically.
11. Raise the nomination of the names of senior employees in the assembly to the board of directors, specifying their powers and responsibilities for approval.
12. Upgrading all services of the association.
13. Follow up the association's work and set indicators to measure performance and achievements in it at the level of plans and resources, verify its direction towards goals, address problems and find solutions to them.
14. Preparing the financial reports and the estimated draft budget of the association in accordance with the considered standards in preparation for approval.
15. Preparing the employment calendar for the association's employees and submitting it for approval.
16. Issuing circulars and instructions regarding the progress of work in the association.
17. Assuming the secretariat of the board of directors, preparing the agenda of its meetings, writing the minutes of the sessions, and working to implement the decisions issued by it.
18. Supervising all activities and events carried out by the association, and submitting reports on them.
19. Preparing the periodic reports for all the society's work, explaining the accomplishments, obstacles, and remedies, and submitting them to the board of directors for approval.
20. Any other tasks assigned to it by the board of directors in his field of competence.

#### Article forty-nine:

In order to accomplish the tasks entrusted to him, the Executive Director has the following powers:

1. Delegating the association's employees to complete its own work or attend events, meetings, visits, sessions, etc., as required by the interest of the work, and not exceeding one month per year, provided that the continuous days do not exceed ten days.
2. Follow up on the decisions of assigning the necessary human resources to the association, preparing their contracts, following up on their work, and submitting to the board of directors to sign contracts, cancel them, and accept resignations for approval.
3. Adoption of performance reports.
4. Implementation of all programs and activities at the level of the association according to the approved plans.
5. Approving the licenses of all the association's employees after the approval of the Board of Directors.
6. Delegating the powers of department heads according to the powers granted to him.

#### Article fifty:

The board of directors is the supervisory authority over the administrative official / executive director, and the council has the right to follow up on his work and hold him accountable.

#### Article Fifty- One:

In the event of a default or failure by the administrative officer / executive director of the association; The board of directors may, in proportion to the size of the default or breach, hold the administrative official / executive director accountable

## **Chapter VIII**

Financial regulation

### **Section 1**

Society resources and fiscal year

#### Article Fifty- Two:

The financial resources of the association consist of the following:

1. Membership fees for association membership.
2. Donations, gifts, bequests, and endowments.
3. Zakat, which is disbursed in the activities of the association included in the Zakat banks.

4. Revenues from activities with financial returns.
5. Government subsidies.
6. The proceeds from the investment of the association's movable and immovable property.
7. What the association support fund allocates to the association in terms of support for the implementation and development of the association's programs.

#### Article Fifty-Three:

The association's first fiscal year starts from the date of issuance of the license by the ministry, and ends in December of the same year of licensing, and the duration of each fiscal year after that is twelve calendar months.

## **Section II**

Spending from the association's funds and budget

#### Article Fifty-Four:

1. The association's funds are spent only for the purposes of achieving its objectives, and it is not permissible for it to spend any money otherwise.
2. The association may acquire real estate, provided that this is accompanied by the approval of the general assembly before the acquisition or its approval in its first subsequent meeting. The general assembly may negotiate with the board of directors in this regard.
3. The association may put its surplus revenues in endowments, or invest them in areas of probable earnings that guarantee it obtaining a fixed resource, or re-employ them in production and service projects, and it must obtain the approval of the general assembly on that.

#### Article Fifty-Five:

The approved budget is considered valid starting from the beginning of the specified fiscal year, and in the event that its approval is delayed, it will be disbursed from it at the rates of the last fiscal year's budget for a maximum period of three months, taking into account the fulfillment of the association's obligations towards the other.

#### Article Fifty- Six:

The association must deposit its cash funds in its name with one or more local banks chosen by the board of directors, and withdraw from these funds should not be made except with the signature of the chairman or his deputy and the financial supervisor. The board of directors may, with the approval of the ministry, authorize dealing with the bank accounts of two of the members or from Leaders of the executive management, provided that they are Saudi. Also dealing with cheque is possible.

#### Article Fifty -Seven:

For any amount of the association's funds to be disbursed, the followings are required:

1. The issuance of a decision to spend by the Board of Directors.
2. Signing the payment permit or cheques by each of the chairman or his deputy with the financial supervisor.

3. The beneficiary's name, address, ID number and place of issuance shall be recorded in the relevant register, as the case may be.

#### Article Fifty -Eight:

The financial supervisor prepares a periodic financial report signed by him in addition to the association's director and accountant, and it is presented to the Board of Directors once every three months, and a copy is provided to the ministry.

#### Article Fifty- Nine:

The association maintains the administrative and accounting records with the accounting standards, up-to-date, and they are kept at its headquarters. The authorized ministry employees are formally able to view them. The association has references certified external accounts who submit a financial report at the end of each financial year to the Board of Directors in preparation for approval by the general assembly.

Administrative records, including the following:

1. Register membership.
2. Record the minutes of the general assembly meetings.
3. A record of the minutes of the board of directors' sessions.
4. Register the association's employees.
5. Register of the beneficiaries of the association's services.
6. Accounting records
7. The general journal.
8. A register of the association's properties and its fixed and movable assets.
9. Receipt vouchers.
10. Exchange vouchers.
11. Registration bonds.
12. Register member subscriptions.
13. Any other records that the board of directors deems appropriate to use.

#### Article Sixty:

The association prepares the balance sheet and final accounts according to the following:

1. The certified auditor shall supervise the association's work and its accounts, verify that the budget and the income and expenditures account are identical to the accounting records, and whether they have been properly held in a legal manner, and verify its assets and liabilities.
2. The association closes all its accounts according to what is recognized in the accounting at the end of each fiscal year.
3. The certified auditor prepares all the recognized financial statements at the end of each financial year, which allows the real financial position of the association to be known, and he must deliver them to the board of directors during the first two months of the new fiscal year.
4. The board of directors studies the balance sheet, final accounts and the draft estimated budget for the new year, and then the chairman or his deputy, the financial supervisor, the association's accountant and the general secretary sign each of them, in preparation for submitting them to the general assembly for approval.

The Board of Directors presents the balance sheet, closing account and project of the estimated budget for the new year; The general assembly must approve it, and then provide the ministry with a copy of each.

## **Chapter IX**

Amendment to the regulation and solution

### **Section 1**

## Amendment to the regulation

### Article Sixty-one:

This regulation is to be amended according to the following procedures:

1. A member of the board of directors or a member of the general assembly submits the amendment proposal and its justifications to the board of directors for presentation at the nearest meeting of the general assembly.
2. The board of directors studies the required amendment, including the reasons for the amendment and the suitability of the proposed formula.
3. The Board of Directors shall call the general assembly in accordance with the provisions stipulated in these regulations, and he shall present the draft amendment to it.
4. The general assembly votes on the proposed amendment in accordance with the voting provisions stipulated in these regulations, and it issues its decision to approve or not the amendment.
5. In the event of a general assembly decision approving the amendment and submitting it to the ministry for approval, with an indication of the modification that was made and its reasons.
6. The amendment does not officially activated, except after the approval of the ministry

### Article Sixty-two:

Subject to the provisions of Article 63, if the Board of Directors rejects the proposal to amend the basic regulations; The member, in solidarity with 25% of the members who have the right to attend the general assembly, may issue an invitation to hold an extraordinary meeting and present a proposal to amend the basic regulations to vote on it, and the board of directors must complete the procedures mentioned in the aforementioned article.

## **Section II**

### Assembly dissolved

### Article Sixty-three:

An association may be dissolved voluntarily by a decision of the general assembly, in accordance with the procedures and provisions stipulated in the system, the executive regulations, and these bylaws.

### Article Sixty-four:

Procedures for voluntary dissolution of the association are as follows:

1. The board of directors studies the proposal to dissolve the association voluntarily in light of the obligations it has, the services it provides, the beneficiaries, and so on, and then issues its decision to approve the proposal or not.
2. In the event that the board of directors issued a decision approving the proposal to dissolve the assembly voluntarily, he must submit a recommendation to the extraordinary general assembly, including what he/she deems appropriate, expressing the justifications and reasons for this, and he must propose the following:
  1. One or more liquidators to carry out liquidation work.
  2. The liquidation period.
  3. Fees of the liquidator or liquidator.
  4. The party to which the association's funds revert.
5. The Board of Directors calls the extraordinary general assembly in accordance with the provisions stipulated in these regulations, and it must present its recommendation regarding the dissolution of the association to a vote, with reasons, justifications and proposals in this regard.
6. In the event that the extraordinary general assembly issued a decision approving the dissolution of the association; The decision must include the following:

1. Appointing one or more liquidators to carry out liquidation work.
2. Determine the term of liquidation.
3. Determine the fees of liquidators.
4. Determine the party to which the association's funds devolve.
5. The board of directors must provide the ministry and the supervising authority with a copy of the extraordinary general assembly's decision and the minutes of the meeting within (15) days from the date of its convening.
6. The board of directors must initiate the liquidation procedures after receiving the ministry's decision to approve the liquidation by appointing the liquidator and starting the liquidation procedures with him.
7. The board of directors must inform the ministry and the supervising authority of the completion of the liquidation work. The notification shall be accompanied by a report from the liquidator explaining all the details of the liquidation.
8. All the property of the dissolved association may devolve to one or more societies; One of the associations or civil institutions operating in or near its service area and registered with the ministry, provided that it is stipulated in the dissolution decision.

**Article Sixty-five:**

All employees of the association must not dispose of the association's assets, funds and documents after the general assembly's decision to dissolve it, and they must cooperate with the liquidator in order to quickly and thoroughly finish the tasks entrusted to him, including handing over the association's assets, funds and documents to the liquidator as soon as it is requested.

**Article Sixty-Six:**

Once the liquidation has been completed, the liquidator must take the following measures:

1. Paying the association's obligations towards other entities and its employees.
2. The liquidator must observe the condition of the endowment, the will, and the donor's condition, if any.
3. If the period specified for the liquidator to complete the liquidation procedures has passed without completing them; By a decision issued by the ministry upon the request of the liquidator, it may be extended for another period, and if the liquidation is not completed during that period, the ministry may appoint another liquidator.

**Chapter X**

**General Provisions**

**Article Sixty-seventh:**

This bylaw is considered governing the association and its bylaws are based on it, and unless a text is stipulated in its regard, the provisions of the associations and civil institutions system and the executive regulations shall be applied to it.

**Article Sixty-eight:**

This bylaw shall be enforced from the date of its approval by the ministry.