



Ministry of Labor &  
Social Development  
Kingdom of Saudi Arabia



الهيئة السعودية للتخصصات الصحية  
Saudi Commission for Health Specialties

# **BASIC REGULATIONS**

## **OF**

### **SAUDI PEDIATRIC NEUROLOGY SOCIETY (SPNS)**



## SECTION ONE

### Definitions, Incorporation, Mission and Supervision

#### Chapter One

#### Definitions and Incorporation

##### **Article1:**

The following terms and expressions, wherever mentioned in this regulation indicates the meanings next to each:

**System:** The law of associations and non-governmental organizations (NGOs).

**Executive Regulations:** The executive regulations for the law of associations and NGOs.

**Regulation:** The bylaws (regulation) of the association.

**Society:** Saudi Association of Pediatric Neurology

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

**Board of Directors:** The Board of the Association's Directors.

**Administrative Officer/Executive Director:** The first official responsible for the executive body whether is an executive director, general manager, secretary general or other.

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

**Authority:** Saudi Commission for Health Specialties.



**Fund:** Association's Support Fund.

**Article2:**

According to the system of associations and NGOs issued by Cabinet Resolution No. (61) issued on 18/2/1437H and its executive regulations issued by Ministerial Resolution No. (73739) issued on 11/6/1437H; this association was established by the following mentioned persons:

S	Name	Address	N.ID	Issuance	Expiration
1	<i>WALID ABDULAZIZ ALTUWAIJRI</i>	Al-Nada District, Intersection of Street 3 & 12	1009414333	Huraymila	24/10/1460
2	<i>FAHD ABDO BASHIRI</i>	Al-Sahafa District, Degla Street	1058342054	Riyadh	02/05/1450
3	<i>MUHAMMAD ABDULRAHMAN ALMUHAIZEA</i>	Al-Malqa District	1039668072	Riyadh	25/08/1450
4	<i>MOHAMMED SAEED JAN</i>	Al-Nahda District, Fatima Al-Zahra Street	1027934288	Makkah	14/05/1460
5	<i>AHMED RUMAYYAN ALRUMAYYAN</i>	Al-Falah District 3232	1013904485	Buraidah	25/11/1461
6	<i>BALIGH MOHAMMED ALI</i>	Al-Sulaymaniyah District - Al Baz Street	1004775266	Riyadh	04/01/1443
7	<i>Raeda Saleem ElBaradei</i>	4991 Abu Al-Fadl Al-Nafis - Al-Jisr, Khobar 7413- 34714	1008639245	Riyadh	18/07/1426
8	<i>MOHAMMED TALAL ALRIFAEI</i>	King Abdulaziz Medical City Residential City	2168249221	Riyadh	15/12/1442
9	<i>ABDULAZIZ ALSAMMAN</i>	Al-Andalus District, Ahmed Bin Asqalani Street	1014987547	Riyadh	25/04/1451
10	<i>ABDULAZIZ ALGHAMDI</i>	Ishbilia District Al-Ghazwa Block	1041576404	Riyadh	17/05/1446

**Article3:**

The association has its legal entity, it is represented by the chairman of the board of directors according to his competencies mentioned in these regulations, and may be delegated with the general assembly decision to do more than what is mentioned.

**Article4:**



The headquarters of the association shall be in the city of Riyadh

*Address:* Saudi Commission for Health Specialties in Riyadh

*Postal or national address:* PO. B. 94656, *Postal Code:* 11614

## **Chapter Two**

### **Mission and Supervision**

#### **Article5:**

*The association aims to achieve the following objectives:*

1. Providing the opportunity for workers in the fields of specialization and interests of the association to contribute to the movement of scientific and professional progress in these fields
2. Contributing to the development of the skills of health practitioners, the development of professional scientific thought and the development of the association members' performance in the field of the association's specialization.
3. Facilitating the exchange of scientific production, scientific and professional ideas, providing scientific advice and carrying out the necessary studies to improve the level of performance in the areas of the association's interest with the relevant institutions and bodies.
4. Providing technical advice to the various health authorities regarding health practices, activities, and procedures, and evaluating health facilities for the purpose of approving to provide the service.
5. Participation in the evaluation of 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 departments of the Saudi Commission for Health Specialties and the service of health practitioners.

7. 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 field of the association's specialization.

2. Holding conferences, seminars and workshops and contributing to training programs and continuing health education in the fields of the association's specialization.

3. Inviting the relevant scholars and thinkers at the national and international levels to participate in the activities of the association.

4. Participation in the national and international conferences and exhibitions.

5. Conducting scientific research in the fields of the association's interest and related knowledge, encouraging its conduct and publication of such research findings.

6. Issuing of magazine, periodical, or both, concerned with publishing research and studies related to the association's areas of interest.

7. Implementation of awareness 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 fields of the association's specialization.



## SECTION TWO

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

#### **Chapter One**

##### **Administrative Organization**

###### **Article6:**

The assembly consists of the following devices:

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

#### **Chapter Two**

##### **Membership Provisions**

###### **Article7:**

1. Membership in the association is classified into (4) types: working, affiliation, honorary, and premium.



2. The association may create other types of membership; none of the new types of membership has the right to run for membership in the board of directors under those memberships.

3. Membership in the association is closed to health practitioners or those interested in the association's field of specialization, according to the terms of membership.

**Article 8:**

1. The member is a worker in the association if he participated in the establishment of the association, or joined it after its corporation and the board of directors accepted his membership, and he was one of the specialists or practitioners of the association's specialty.

***2. The active member of the association must:***

1. Be a health practitioner in the specialty(s) (pediatric neurology, general pediatrics, medical rehabilitation).

2. Have a valid classification with the Commission for Health Specialties.

3. Pay an annual subscription of (100) Riyals to the association.

4. Cooperating with the association and its affiliates to achieve its objectives.

5. Not to do anything that might harm the association.

6. Compliance with the decisions of the General Assembly.

***7. The active member has the right to:***

1. Participate in the activities of the association.



2. View the association's documents and papers, including the resolutions issued in the association, whether they are from the general assembly, board of directors, the administrative official/executive director or others.
3. View the balance sheet of the association and its attachments at the association's headquarters before presenting 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 spent six months from the date of joining the Assembly.
6. Receive basic information on the association's activities on a regular basis.
7. View the minutes and financial documents at the association's headquarters.
8. Invite the General Assembly to convene for an extraordinary meeting in solidarity with 25% of the members who have the right to attend the General Assembly.
9. To address the association with a letter issued by him to the board of directors, and the association may address the member with a letter issued by the board of directors or whom the board delegates, delivered to the member in person, or sent to him through any of his addresses registered in the membership register.
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 association and paying the subscription.

12. The active member may address the association through any available means, and the board of directors or whomever it authorizes must provide the answer through the same means or through his address registered in the membership register.

**Article9:**

1. The member is affiliated with the association if he submits an application for membership to the association and it appears that one of the working membership conditions does not apply to him, and a decision was issued by the board of directors to accept him as an associate member, or submits an application for membership as an affiliate.

***2. The affiliating member of the association must:***

1. Pay an annual subscription to the association in the amount of (100) riyals.
2. Cooperating with the association and its affiliates to achieve its objectives.
3. Not to do anything that might harm the association.
4. Compliance with the decisions of the General Assembly.

***5. The affiliating member has the right to:***

1. Participate in the activities of the association.
2. Receive basic information on the association's activities periodically every fiscal year.



3. View the documents of the association and its documents.
4. The affiliated member may address the association through any available means, the board of directors or whomever it authorizes must provide the answer through the same means or through his address registered in the membership register.

### **Article10:**

1. The honorary member of the association shall be whoever the general assembly deems to grant him honorary membership in return for his material or moral contribution to the association.
2. The honorary member is not entitled to attend the Board's meetings.
3. The honorary member is not entitled to request access to any of the association's documents and papers, to attend the general assembly, or to be nominated for membership in the board of directors, and his presence does not prove the validity of the meeting.
4. The honorary member may address the association through any available means, and the board of directors or whomever it authorizes must provide the answer through the same means or through his address registered in the membership register.

### **Article11:**

1. The premium member of the association shall be whoever the general assembly deems to be granted honorary membership in the board of directors in return for his distinction in the field of work of the association.
2. The Board of Directors may invite the premium member to the meetings of the Board without having the right to vote.



3. The premium member is not entitled to request to attend the general assembly or to nominate himself for membership in the board of directors, and his attendance does not prove the validity of the board of directors meeting.

4. The premium member may address the association through any available means, and the board of directors or whomever it authorizes must provide the answer through the same means or through his address registered in the membership register.

### **Article12:**

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

1. Membership subscription is paid once a year, or based on a monthly schedule and according to the member's request and what the Board of Directors decides, taking the following into account:

1. Membership subscription is paid through the electronic payment platform only (if any).

2. The annual subscription must be paid before the end of the fiscal year.

3. The member shall not be exempted from paying the amounts due from him in the association in the event of termination of his membership therein.

4. The Board may respite the unpaid members of the association until the date of the nearest general assembly.



### **Article13:**

The membership capacity of the member shall be waived by a reasoned decision issued by the Board of Directors in any of the following cases:

1. Withdrawing 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, and this does not preclude the association's right to demand any dues from him or funds under his control.

2. Death.

3. If he loses one of the membership provisions.

***4. If a decision is issued by the General Assembly to withdraw 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 harm to the association

2. If the member exploits his membership in the association for a personal purpose.

3. If the member is late in paying the subscription for its due date in accordance with what was stated in **Article12**.

### **Article14:**

1. The Board of Directors, in cases of membership demise no. (3), (4) and (5) of **Article13** of these Regulations, shall inform those whose membership has been terminated through the approved means of communicating with members of the Association (an formal letter, e-



mail, or a text message) with the termination of his membership and his right to object.

2. A member may, after no reason for membership lapse, submit a request to the board of directors to restore 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 those whose membership has been terminated, nor his heirs to claim the refund of any amount paid by the member to the association, whether it was a subscription, gift, donation or other.

## Chapter Three

### General Assembly

#### **Article15:**

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 organs.

#### **Article16:**

***Closed benefit:*** The services of the association are only limited to its members, non-affiliated members are not entitled to benefit from any of its services except by a reasoned decision from the board of directors, and the board must inform the general assembly in its first meeting of its decisions issued in this regard.

***Open benefit:*** The services of the association are for the community and those who meet the conditions or criteria set by the board of



directors are entitled to benefit from the services of the association, and it is not necessary to participate in the association or pay any subscription to obtain any of those services.

**Article17:**

The board of directors is responsible for considering and deciding on the membership application for the association, and deals with the application in accordance with the following cases and conditions:

***1. If the applicant for membership is a normal person, the following are required:***

1. Subscription to membership should be through the platform prepared for this by the Saudi Commission for Health Specialties.
2. To be Saudi citizen.
3. He must be at least eighteen years old.
4. To be fully qualified.
5. To be of good conduct.
6. He has not been convicted of a crime involving moral turpitude or dishonesty, and he has not been rehabilitated.
7. To commit to pay the membership fee.
8. To submit an application to join includes his name according to his national identity and surname, his age, nationality, national identity number, place of residence and profession, contact data, including e-mail and mobile number, and a copy of his national identity is attached to his application.
9. If the membership applicant is a legal person from a civil or private entity, the following are required:



1. To be Saudi citizen.
2. Commit to pay the membership subscription.
3. To submit an application for joining includes his name according to the official document, his nationality, registration or license number, his national address, contact information, including e-mail and phone number, a copy of the commercial register, license, or endowment deed, or proof of his legal status in accordance with the governing system, shall be attached to his application and to be valid.
4. To appoint a representative of a normal character and he must meet the necessary conditions for membership of a natural person.

**Article18:**

***Subject to the provisions of the Law and the Executive Regulations; The Ordinary General Assembly is specialized in the following:***

1. Studying the auditor's report on the financial statements for the ended fiscal year, and approving them after discussion.
2. Approval of the estimate draft budget for the new fiscal year.
3. Discussing the report of the Board of Directors on the Assembly's work and activities for the ended fiscal year, and the proposed plan for the new fiscal year, and taking what it deems appropriate.
4. Approving the plan for investing the association's funds, and suggesting its areas.
5. Electing members of the board of directors, renewing their membership term, and releasing the previous board of directors from liability.



6. Appointment of a licensed chartered accountant; to review the association's accounts, and determine its fees.
7. The Ministry's correspondences and comments on the association, if any.
8. Disposing of any of the association's assets by buying or selling and authorizing the board of directors to complete that, and authorizing the board to invest the surplus funds of the association or establish investment projects.
9. Any other topics on the agenda.

### **Article19:**

Subject to the provisions of the Law and the Executive Regulations, the Extraordinary General Assembly shall be concerned with the following:

1. Deciding on the resignation of any member of the Board of Directors, or the revocation of membership from him, and electing a person to fill vacant positions in the membership of the Board of Directors, if there is no reserve member.
2. Cancel what you see as the decisions of the Board of Directors.
3. Proposing the association's merger with another association.
4. Approval of the amendment of this regulation.
5. Voluntarily dissolve the association.

### **Article20:**

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 until after the approval of the Ministry.

**Article21:**

The association must adhere to the consideration of the topics listed on its agenda, and it may not consider issues that are not included.

**Article22:**

The Chairman of the Board of Directors or whomever he delegates shall invite the members of the General Assembly, provided that the invitation is valid:

1. It must be through the approved means of communicating with members of the association (formal letter or e-mail).
2. It must be issued by the chairman of the board of directors of the association or his authorized representative, or whoever has the right to legally invite the association.
3. To include the agenda of the General Assembly.
4. To clearly specify the place, date and time of the meeting.
5. It must be sent to the member, the ministry and the supervising authority at least fifteen calendar days before the specified date.

**Article23:**

The General Assembly shall hold an ordinary meeting at least once every fiscal year, provided that the first meeting shall be held for each year during the first four months thereof. The General Assembly shall not hold an extraordinary meeting except at a prior request from the Ministry or the Board of Directors, or at the request of a



number of not less than (25%) of the members who have the right to attend the general assembly.

**Article24:**

The member of the General Assembly may delegate another member to represent him in attending the meeting and voting on his behalf.

***For the delegation to be valid, the following are required:***

1. The representation must be through the approved means of communicating with the association (formal letter or e-mail).
2. The chairman of the board of directors or whomever he delegates accepts the delegation.
3. The member shall not represent more than one.
4. It is not permissible to delegate any of the members of the Board of Directors.

**Article25:**

The member of the General Assembly may not participate in voting on any resolution if he has a personal interest, with the exception of electing members of the Board of Directors.

**Article26:**

The meeting of the General Assembly is considered valid if attended by more than half of its members. If this is not achieved, the meeting will be postponed to another date, which will be held within a period of at least an hour and a maximum of fifteen days from the date of the first meeting attendees and not less than (25%) of the total members for the extraordinary general assembly.



1. Resolutions of the Ordinary General Assembly are issued by a majority of the attending members.
2. Resolutions of the Extraordinary General Assembly are issued by a two-thirds majority of the number of members present, and they shall not take effect until after the approval of the Ministry.

### **Article27:**

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 according to the following:

1. The Board of Directors announces to all members of the General Assembly who meet the conditions that the door for candidacy for membership of the new Board of Directors is open, at least one hundred and eighty(180) days before the end of the term of the Board of Directors.
2. The nomination period closes ninety days before the end of the term of the Board of Directors.
3. Nomination is 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 closing the nomination period.
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 candidates received from the ministry at the association's headquarters or



website, and at least fifteen (15)days before the end of the term of the board of directors.

7. Each candidate approved by the Ministry is allowed to display his C.V on the association's website and at the entrance to the association's headquarters or the available electronic means.

8. The names of the winners of the elections will be announced, and they are the ones who get the most votes according to the number of council members. In the event of equal votes for the winner of the last seat, the lottery will be taken, unless one of them cedes.

9. The general assembly elects the members of the new board of directors from the list of candidates through the platform prepared for this. 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. A copy is to be placed in the association's file.

10. The process of electing the new members of the board of directors, the president, the deputy, and the financial supervisor, takes place immediately after the results are announced through the platform prepared for this, and a copy of the electoral process report is sent to the ministry to ensure its progress in accordance with the system, the executive regulations and the founding regulations.

11. The new composition of the board of directors shall be published in the association's register.

12. At the end of the term of the Board of Directors, it shall continue to exercise its administrative, not financial, duties until a new Board of Directors is elected.



## Chapter Four

### Board of Directors

#### **Article28:**

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

#### **Article29:**

The term of one term of the Board of Directors is four years.

#### **Article30:**

Every active member of the association has the right to nominate himself for membership in the board of directors, and whoever is nominated for membership in the board of directors is required to:

1. To be Saudi citizen.
2. To be fully qualified.
3. To be an active member of the General Assembly for a period less than six months.
4. He must not be less than (21) years old.
5. He shall not be a worker in the authority concerned with supervising the association in the ministry or the supervising authority, except with the approval of the ministry.
6. To have fulfilled all financial obligations towards the association.



7. He has not been convicted of a crime against honor and honesty, unless he has been rehabilitated.

8. He shall not be a member of the Board of Directors for more than two successive previous sessions, except with the approval of the ministry.

9. The ministry did not object to his candidacy for the council.

**Article31:**

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 the board in this case must submit the request to the ministry and be justified.

**Article32:**

1. If the position of the Chairman of the Board of Directors, his deputy or one of its members becomes vacant for any reason; the quorum of the council is completed by the reserve member who voted most 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 jointly submit their resignations; the Ministry appoints 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 (60) days from the date of its appointment.

**Article33:**

1. The association's board of directors holds a meeting based on an invitation by the chairman of the board or his representative, who



directs it to the members at least (15) days before the meeting date, provided that the invitation includes the following data:

1. It should be in writing through the approved means of communicating with the association (formal letter or an email).
2. It must be issued by the chairman of the board of directors of the association or his authorized representative, or whoever has the right to invite the association legally.
3. It should include the meeting agenda.
4. To clearly specify the place, date and time of the meeting.

2. The meetings of the Board of Directors are held on a regular basis so that their number is not less than four meetings per year, taking into account the proportional time period between each meeting and the next, provided that a meeting is held every four months at least.

3. In the event that more than half of the members of the Board of Directors request a meeting; the chairman or his representative shall call for its meeting within two weeks from the date of the request.

#### **Article34:**

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

#### **Article35:**

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



accommodation in the event that they are assigned to tasks related to the association.

**Article 36:**

1. With regard to the competencies established for the General Assembly, the Board of Directors shall have the powers and competencies in managing the association that achieves its purposes.

***The most prominent competencies are following:***

1. Approving the Society's work plans, including the strategic plan, the executive plan and other major work plans, and following up on their implementation.
2. Periodic review and approval of the organizational and functional structures of the association.
3. Establishing and supervising systems and controls for internal control and conducting periodic reviews to verify their effectiveness.
4. Laying down foundations and standards for the governance of the association that do not conflict with the provisions of the system, the executive regulations, supervising their implementation, monitoring their effectiveness and amending them when needed.
5. Opening bank accounts with Saudi banks, paying and collecting checks or exchange permits and account statements, activating accounts, closing and settling them, updating data, objecting checks, receiving returned checks, and other banking operations.
6. Registering real estate, emptying it, accepting wills endowments and gifts, merging the bonds of the association's property, dividing and sorting them, updating the deeds and entering them into the comprehensive system, converting agricultural lands to residential,



and making any realizing actions of the association, after approval of the general assembly.

7. Developing the financial resources of the association and striving to achieve its sustainability.

8. Managing the association's property and money.

9. Preparing the rules for investing the surplus funds of the association, and activating them after being approved by the ministry.

10. Develop a written policy that regulates the relationship with the beneficiaries of the association's services to ensure that the necessary care is given to them, and that it is announced.

11. Cooperating in preparing the follow-up and annual reports on the association and providing them to the ministry.

12. Update the association's data periodically and provide it to the ministry according to the forms approved for this purpose.

13. Provide the ministry with the final account and audited financial reports from the auditor after approval by the general assembly and within four months from the end of the fiscal year.

14. Supervising the preparation and approval of the association's annual report.

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 of the association, defining his powers and responsibilities, and providing the ministry with his name, the decision to appoint him, and a copy of his national identity, along with his contact details.



17. Appointing the leading staff in the association, and defining their powers and liabilities.
18. Inform the ministry of every change in the legal status of the members of the general assembly, the board of directors, the administrative officer/executive director and the Financial Director, within a month from the date of the change.
19. Develop policies and procedures that ensure the association's commitment to the rules and regulations, in addition to the obligation to disclose the essential information to the beneficiaries, the ministry, the supervising authority and other stakeholders, and enable 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 supervising authority.
21. Establish procedures to ensure obtaining the approval of the ministry and the supervising authority in any required procedure.
22. Fulfilling the rights of the association, fulfilling its obligations, and issuing the necessary decisions in this regard.
23. Introducing the association and working to highlight its objectives and activities in the relevant departments.
24. Accepting memberships in its all forms and giving reasons for the rejected decisions.
25. Inviting the general assembly to convene.



26. Laying down the rules and procedures necessary to organize the work of the committees after their formation and how to coordinate between them and to be approved by the general assembly.

27. Any other tasks assigned to him by the general assembly, the ministry or the supervising authority in his field of competence.

28. Board decisions are issued by a majority vote of those present, and in the event of equal votes, the vote of the chairman is considered deciding.

29. The minutes and decisions of the meeting shall be recorded in minutes and signed by the attending members.

30. The board has the right to authorize the chairman or his deputy and the financial supervisor to act together in his financial competencies or result in financial competencies, and to take the appropriate towards them, and the board has the right, in other terms of competencies, to form permanent or temporary committees from it to carry out the work entrusted to them, and it has the assistance of members from outside it, and he may authorize the Chairman or any other member to do so.

31. The board of directors shall authorize its chairman, deputy, or whomever it deems appropriate to represent the association before entities such as ministries, courts, governmental and private departments, and others, and specify its powers and grant him the right to or not to delegate others.

32. The board of directors may dispose of the property of the association's real estate by purchasing or sale after obtaining an authorization from the general assembly to do so.



### **Article37:**

The member of the board of directors shall abide by the obligations arising from his membership, including the following:

1. Attending the meetings of the board of directors, participating in their discussions and voting on decisions, and he may not delegate.
2. Chairing 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 and informing it of its experiences and knowledge, proposing topics and presenting initiatives that would advance the association.
5. Comply with the instructions issued by the ministry, the supervising authority, the general assembly and the board of directors.
6. Preserving the association and its confidentiality and taking care of its interests.

### **Article38:**

1. Subject to the powers assigned to the board of directors and the general assembly; the chairman of the board of directors shall be responsible for activating and following up the powers and competencies entrusted to the board of directors.

### ***The most prominent competencies are:***

1. Presiding over the meetings of the board of directors and the general assembly.



2. Representing the association before all governmental, private and civil bodies within the limits of the powers of the board of directors and delegating the general assembly, including pleading before judicial and quasi-judicial authorities and representing the association before it, by raising and repelling, and he may delegate that to whomever he deems fit from the board members or others.
3. Signing the resolutions issued by the board of directors.
4. Signing the checks, securities and exchange documents with the financial supervisor.
5. Deciding on urgent issues presented to him by the administrative official/executive director, which cannot be delayed in what is within the powers of the Council, provided that those issues and the decisions taken in their regard are presented to the Council in the first meeting.
6. Inviting the board of directors and the general assembly to convene.
7. The president has the right to delegate his duties to his deputy.

**Article39:**

Taking into account the powers established for the board of directors, the general assembly and for the chairman of the board of directors; the financial supervisor shall be responsible for the authorities and competencies related to the financial affairs of the association in order to achieve its purpose.

***The most prominent competencies are the supervision of the following:***

1. All the association's financial affairs in accordance with the applicable financial system and rules.



2. Association resources and expenses, and extract receipts for all operations and receive them.
3. Deposit the association's funds in the designated bank accounts.
4. All revenues and expenses are listed in their respective records.
5. Annual inventory and submitting a report on the inventory result to the board of directors.
6. Disbursement of all amounts decided to be disbursed in a system, while maintaining the documents that prove the validity of the exchange, and monitoring and keeping the documents.
7. Implementation of the decisions of the board of directors in relation to financial transactions.
8. Preparing the association's budget for the following year and presenting it to the board of directors.
9. Signing the exchange and disbursement receipts with the chairman of the board of directors or his deputy.
10. View the observations received from the external auditor, and respond to them according to the statutory principles.

**Article40:**

1. The 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 the approved means of communicating with the association (formal



letter or e-mail), this does not preclude the association's right to demand any funds in his possession.

2. Death.

3. If he loses one of the provisions of membership in the general assembly in accordance with what was stated in **Article13**.

4. If he commits an act that would cause material or moral harm to the association.

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

6. If he is absent from the board of directors without an excuse accepted by the board for three consecutive meetings, or six separate meetings in one session.

7. If he is unable to perform his role on the board of directors for health reasons or any other reasons.

8. The board of directors must issue a decision against the member who has lost membership, and notify the ministry with the decision within a week from its date.

## Chapter Five

### Permanent and Temporary Committees

#### **Article41:**

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



**Article42:**

The decision issued for the formation of each committee determines its name, number of members, and its terms of reference, including naming its chairman, provided that the members should include one of the board of directors.

**Article43:**

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

## **Chapter six**

### **Administrative Official/Executive Director**

**Article44:**

The board of directors appoints the administrative official/executive director by a decision issued by the board that includes all manager's data and clarifies his powers, responsibilities, rights, obligations and salary in light of the system, the executive regulations and these regulations. taking into account the range and average salaries of executive directors in associations of similar size and field, and a copy of his appointment decision and salary justifications shall be sent to the ministry, with a copy of his national identity card and attached contact information.

**Article45:**

The administrative official/executive director must manage the association, finish its daily work, follow up on all its departments and



sections, prepare the necessary plans to achieve all its objectives, and work on its organizing and development.

**Article46:**

If the association is unable to appoint a full-time CEO for its business for any reason; the board of directors, after the approval of the ministry, may assign one of its members to temporarily take over this work, and in this case the appointed member shall not lose his right to attend and discuss the board of directors' meetings without voting on its decisions.

**Article47:**

***Before appointing the administrative officer/executive director of the association, the board of directors must verify the following conditions:***

1. To be Saudi citizen.
2. He must be of full legal capacity.
3. He must not be less than (25) years old.
4. To be fully dedicated to managing the association.
5. To have at least (3) years of experience in administrative work.
6. His certificate should not be less than (Bachelor).

**Article48:**

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

1. To set up the association's plans according to its levels, based on the general policy and its objectives, and following up its implementation after its approval.



2. To set up foundations and standards for the regulations of the association that does not conflict with the provisions of the system, the executive regulations and these regulations, and supervising their implementation and monitoring the extent of their effectiveness after their approval.
3. Preparing the necessary procedural and organizational bylaws that ensure that the association carries out its work, achieves its objectives, and follows up its implementation after its approval.
4. Executing and circulating the association's bylaws, regulations, decisions and instructions.
5. Providing the association's needs of the necessary programs, projects, resources and equipment.
6. Suggesting the rules for investing the surplus funds of the association and the mechanisms for their activation.
7. Draw and implement development and training plans and programs that are reflected in improving and developing the performance of the association's affiliates.
8. Set up a written policy regulating the relationship with the beneficiaries of the association's services and ensuring that the necessary given care, and announcing it after its approval
9. Providing the ministry with data and information about the association in accordance with the forms approved by the ministry, cooperating in preparing the follow-up and annual reports after presenting them to the board of directors and approving them, and periodically updating the association's data.



10. Submitting the nomination of the names of senior employees in the association to the board of directors with defining their powers and responsibilities for approval.
11. Upgrading all association services.
12. Follow up on the progress of the association's work and set indicators to measure its performance and achievements at the level of plans and resources, verify its direction towards objectives, address problems and find solutions.
13. Preparing the financial reports and the estimated draft budget of the association in accordance with the criteria considered in preparation for their approval.
14. Preparing the job evaluation for the association's affiliates and submitting it for approval.
15. Issuing circulars and instructions for the workflow of the association.
16. Assuming the secretariat of the board of directors, preparing the agenda for its meetings, writing the minutes of the meetings, and working to implement the issued decisions.
17. Supervising the activities and events carried out by all the association, and submitting reports thereon.
18. Preparing periodic reports for all the activities of the association clarifying the achievements and obstacles and ways to remedy them, and submitting them to the board of directors for approval.
19. Any other tasks assigned to him by the board of directors in his field of competence.



### **Article49:**

***In order to accomplish the tasks entrusted to him, the executive director has the following powers:***

1. Delegating the association's affiliates to finish its own business or attend events, meetings, visits, courses, or others, as required by the interest of the work, and not exceeding one month per year, provided that the related days do not exceed ten days.
2. Follow up the decisions of appointing the necessary human resources in the association, preparing their contracts, following up their work, submitting to the board of directors the signing and cancellation of contracts and acceptance of resignations for approval.
3. Approval of performance reports.
4. Implementation of all programs and activities at the association level in accordance with the approved plans.
5. Approve the vacations of all the association's employees after the approval of the board of directors.
6. Delegating the powers of department heads in accordance with the powers granted to him.

### **Article50:**

The board of directors is the supervisory body for the administrative official/executive director, and the board has the right to follow up his work and hold him in accountable.

### **Article51:**

In the event of a default or breach of the administrative officer/executive director of the association; the board of directors



may, in proportion to the extent of the default or breach, hold the administrative official/executive director accountable.

## **SECTION THREE**

### **Financial Regulation**

#### **Chapter One**

#### **Association Resources and Fiscal Year**

##### **Article52:**

*The financial resources of the association consist of the following:*

1. Affiliation fees for association membership.
2. Donations, gifts, bequests and endowments.
3. Zakat, spent on the activities of the association included in the zakat banks.
4. Revenues from activities with a financial return.
5. Governmental subsidies.
6. Investment returns of the association's fixed and movable assets.
7. What the association's support fund allocates to the association in support of implementing and developing the association's programs.

##### **Article53:**

The first fiscal year of the association starts from the date of issuance of the license by the ministry, and ends in December of the same



license year, and the duration of each fiscal year after that is twelve Gregorian months.

## Chapter Two

### Disbursement of Association's Funds and Budget

#### **Article54:**

1. The disbursement of the Association's funds is limited to the purposes of achieving its objectives, it may not spend any amount of money otherwise.
2. The association may own real estate, provided that this is accompanied by the approval of the general assembly before the acquisition or its approval in its first following meeting, the general assembly may negotiate with the board of directors in this regard.
3. The association may place its surplus revenues in endowments, or invest it in areas of likely earning that guarantee it obtaining fixed assets, or re-employ it in production and service projects, and it must obtain the approval of the general assembly for that.

#### **Article55:**

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

#### **Article56:**



The association must deposit its cash funds in its name with one or more national banks selected by the board of directors, and withdrawals from these funds should not be without the signature of the chairman or his deputy and the financial supervisor. The board of directors may, with the approval of the ministry, delegate dealing with bank accounts to two of its members or one of its leaders of the executive management must be Saudi national, and checks should be dealt with as much as possible.

**Article57:**

***The following conditions are required for the disbursement of any amount of the association's funds:***

1. Issuance of a decision of disbursement by the board of directors.
2. Signing the dismissal bond or the check by each of the chairman of the board of directors or his deputy with the financial supervisor.
3. Quadruple entry of the beneficiary's name, address, ID number and place of issuance in the special register for that as the case.

**Article58:**

The financial supervisor prepares a periodic financial report to be 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 the ministry is provided with a copy.

**Article59:**

The association maintains the administrative and accounting records and books that it needs in accordance with accounting standards. Registration and enrollment are carried out on a timely basis, it maintains them at its headquarters, and ministry's officials are able



to view them. The association has a certified external auditor who submits a financial report at the end of each fiscal year to the board of directors in preparation for its approval by the general assembly, these records include the following:

1. Administrative records, including the following:

1. Membership records.
2. Record of the general assembly meetings minutes.
3. Record the minutes of the board of directors' sessions.
4. Record of the association's affiliates.
5. Record of the beneficiaries of the association's services.

6. ***Accounting records, including the following:***

7. General journal.
8. Record of the association's property and its movable and fixed assets.
9. Receipt bonds.
10. Disbursement bonds.
11. Registration bonds.
12. Record of members' subscriptions.
13. Any other records that the board of directors deems appropriate to use.

**Article60:**

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



1. The accredited auditor monitors the progress of the association's business and its accounts, verifying the conformity of the budget and the accounts of revenues and expenses to the accounting books, whether they have been kept in a proper and orderly manner, and verifying its assets and obligations.
2. The association closes all its accounts in accordance with the accounting convention at the end of each fiscal year.
3. The accredited auditor prepares all the financial statements that are generally accepted in accounting at the end of each fiscal year, which allows knowing the true financial position of the association, and he must submit them to the board of directors during the first two months of the new fiscal year.
4. The board of directors shall study the balance sheet, final accounts and the estimated draft budget for the New Year, each of them shall be signed by the chairman of the board of directors or his deputy, the financial supervisor, the association's accountant and the Secretary-General, in preparation for submitting them to the general assembly for approval.
5. The board of directors presents the balance sheet, the final account and the draft budget estimate for the New Year; for the general assembly must approve them, and then provide the ministry with a copy of each.



## **SECTION FOUR**

### **Amendment to the Regulation and Dissolution**

#### **Chapter One**

#### **Amendment of the Regulation**

##### **Article 61:**

***This regulation is modified according to the following procedures:***

1. The member of the board of directors or a member of the general assembly shall submit the proposal for amendment and its justifications to the board of directors for presentation at the nearest meeting of the general assembly.
2. The Board of directors shall study the required amendment, including viewing the reasons for the amendment and the appropriateness of the proposed formula.
3. The Board of directors invites the general assembly in accordance with the provisions stipulated in these Regulations, and must submit the draft amendment thereto.
4. The general assembly shall vote on the proposed amendment in accordance with the voting provisions stipulated in these Regulations, and shall issue its decision approving the amendment or not.
5. In the event that the general assembly issued a resolution approving the amendment; the request for approval of the



amendment shall be submitted to the ministry, with a statement of the amendment and its reasons.

6. The amendment shall not enter into force until after it is approved by the Ministry.

### **Article62:**

Subject to what is stated in **Article 63**, if the board of directors rejects the proposal to amend the bylaws; the member, in solidarity with (25%) of the members who have the right to attend the general assembly, may send an invitation to hold an extraordinary meeting and present a proposal to amend the bylaws for a vote, and the board of directors must complete the procedures contained in the aforementioned article.

## **Chapter Two**

### **Assembly Dissolution**

#### **Article63:**

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

#### **Article64:**

***The procedures for voluntarily dissolution of the association shall be as follows:***

1. The board of directors studies the proposal to voluntarily dissolve the association in light of the obligations it has and which it owes, the



services it provides, the beneficiaries and other data, then it 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 voluntarily dissolve the association, it must submit a recommendation to the extraordinary general assembly with what it saw, giving justifications and causes, and it must propose the following:

1. One or more liquidators to carry out liquidation activities.
2. The duration of the liquidation.
3. Fees of the liquidator or liquidators.
4. The entity to which the association's funds go.
5. The board of directors shall invite the extraordinary general assembly in accordance with the provisions stipulated in these regulations, and it shall present its recommendation regarding the dissolution of the assembly 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 assembly; the decision must include the following:

1. Appointing one or more liquidators to carry out the liquidation business.
2. Determine the duration of the liquidation.
3. Determining the fees of the liquidators.
4. Determining the authority to which the association's funds will go.



5. The board of directors must provide the ministry and the supervising authority with a copy of the decision of the extraordinary general assembly 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 approving 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, and the notification shall be accompanied by a report from the liquidator explaining all the liquidation details.

8. All property of a dissolved association may be transferred to one or more associations; one of the NGOs operating in or close to its service area and registered with the ministry, provided that the dissolution decision stipulates.

#### **Article65:**

All association affiliates must not dispose of the association's assets, money and documents after the general assembly's decision to dissolve it is issued, and they must cooperate with the liquidator in order to finish the tasks entrusted to him quickly and accurately, including handing over the association's assets, money and documents to the liquidator upon request.

#### **Article66:**

***Once the liquidation is completed, the liquidator must take the following actions:***



1. Payment of the association's obligations towards other parties and its affiliates.
2. The liquidator must observe the condition of the trustee, the will and the condition of the donor, if any.
3. If the period specified for the liquidator to complete the liquidation procedures has elapsed without completing them; by a decision issued by the ministry at the request of the liquidator, it may be extended for another period. If liquidation is not completed during this period, the ministry may appoint another liquidator.

## **Section Five**

### **General Provisions**

#### **Article67:**

This regulation is considered to govern the association and its based bylaws.

#### **Article68:**

This regulation shall be effective from the date of its approval by the ministry.