



**المركز العربي لتطوير حكم القانون والنزاهة**

**Arab Center for the Development of the Rule of Law and Integrity**

**By-laws of the Supervising Board**



## I- Introduction:

Pursuant to the resolution of the general assembly of partners of the Arab Center for the Development of the Rule of Law and Integrity, hereinafter called the "Center", passed at the session held on....., providing that a Supervising Authority of the Center be set up, hereinafter called the "Supervising Board", these by-laws have been laid down to specify the method of formation of the said board, its work mechanism and its competence.

### Chapter I

Formation, Membership, Term and Powers of the Supervising Board

## II- Formation and Membership of the Board:

The Supervising Board shall be made up of de facto members and appointed members.

The de facto members are: the active partner, the secretary general, the financial and administrative manager and the legal consultant.

The appointed members are three of the partners or members of the board of trustees, nominated by the general assembly of partners.

## III- Term of the Board:

a- The de facto member shall be a member of the Supervising Board so long as he is performing the task assigned to him as described in the preceding article.

The term of membership of the appointed members shall be two years starting from the date on which they are notified of the general assembly resolution that appointed them. Any of the appointed members may be re-nominated at the end of the term of his membership.

The Supervising Board shall hold its meetings at the headquarters of the Center, at the invitation of its President or three of its members.

b- The membership of the Board shall expire for any of the following reasons:

- The de facto member has lost the capacity qualifying him to the membership of the Supervising Board:
- The end of the term of the appointed member without renewal thereof.

- Resignation.

- Decease during the term of membership.

- Justified dismissal of the appointed member by a resolution of the general assembly of partners, on its initiative, on the proposal of the active partner, for reasons assessed by the assembly, at its discretion, by a resolution passed by absolute majority.

c- If the seat of a member of the Supervising Board becomes vacant for any reason, the substitute de facto member shall legally occupy the vacant seat or the general assembly of partners shall select another appointed member to occupy the vacant seat if the vacant seat is that of an appointed member.

The general assembly shall pass its resolution to fill the vacant seat at the first session it holds after the seat becomes vacant. The new appointed member shall act for the remainder of the term of the board.

## **Chapter II**

The Bureau, Sessions, Powers and Duties of the Board

### **IV- The Board Bureau:**

The bureau of the Supervising Board shall be made up of the President, Deputy President and Secretary.

The active partner shall be a de facto President of the Supervising Board and the Secretary General shall be a Deputy President. The Legal Consultant of the Supervising Board shall be the Secretary.

a- President:

The President shall convene and chair the meetings of the Consulting Board and prepare, along with the Secretary General and the Secretary the agenda of the said board, and shall be the link between the general assembly of partners and the Consulting Board. The President shall implement the resolutions of the Consulting Board in coordination with any member of the said board that he may deem suitable.

b- Deputy President:

The Deputy President shall perform the duties of the President in the event of his absence or at the request of the President, and shall also implement the resolutions of the Consulting Board relating to running the daily business of the Center and prepare with the President the reports which the latter is entrusted with preparing.

c- Secretary:

- He shall draw up and record the minutes of the meetings and the resolutions taken by the Consulting Board.

- He shall send invitations and notify the resolutions of the Consulting Board to the persons concerned, directly or through the immediate competent officers at the Center.





## **V- Board meetings:**

The Supervising Board shall hold its meeting at the headquarters of the Center or any other place specified by a regulatory resolution taken by the said board in advance, at the invitation of the President or three of its members. The quorum at the meetings shall consist of the attendance of the majority of members.

The meetings shall be held at least once a month or every time a meeting is called to discuss an urgent matter. The member of the Consulting Board may not be absent for more than two successive meetings except for acceptable serious reasons, under the penalty of deeming him as having resigned.

## **VI- Powers and Duties of the Supervising Board:**

The Supervising Board shall be liable for managing the Center and making sure that the Center matches in terms of organization, management, finances and intellectual activities the purposes for which it has been established and that it operates within the framework of a policy through which the programs of the Center can be developed and managed efficiently and effectively.

- The Supervising Board shall, in particular, have the following powers and duties:

### **a- General Duties:**

- To ensure that a general policy of the Center has been proposed by the Board of Trustees and that the said policy serves the mission and objectives of the Center. The Supervising Board shall have the right to draw attention in this regard.
- To implement the general policy plan proposed by the Board of Trustees and duly approved, at all administrative, financial and intellectual levels.
- To make sure that the resources put at its disposal are used to serve the mission and goals of the Center.

### **b- Special Powers:**

- To select the employees, workers and researchers and other persons who have entered into agreement with the Center, to conclude contracts with them, determine their salaries, entitlements, promotions and indemnities, terminate their services and settle their rights resulting from the contracts passed with them.
- To decide the behavioral penalties against employees and workers according to the law.
- To develop the performance through close follow up of the implementation of systems, methods and productivity according to the international standards in force at similar advanced research centers.
- To ensure that the assets, funds, properties and income of the Center are managed with high efficiency and productivity, to protect the future and development of the Center.

- To ensure that the international standards are applied upon management and assessment of the accounts, by employing persons qualified for operating the said accounts, by concluding contracts with persons qualified for regular auditing and annual assessment of the said accounts.
- Regular appraisal of the administrative performance of the employees, workers, researchers and consultants either by itself or by seeking the assistance of external experts.
- To follow up and appraise the performance of the branch centers, get into contact with them and take the appropriate decisions to develop their performance and make sure that it conforms to the contracts signed by the said branches, in order to guarantee the implementation of the methodologies and criteria governing their performance, according to the conditions of licensing of the said branches.
- To follow up the performance of the Center projects, appraise the productivity and assist the management of each project in appraising the project and putting it on the right track of performance, according to the drawn plan.
- To search for new projects and resources of the Center in general and seek to obtain financial resources to support the activities of the Center.
- To assist the active partner in drawing up the balance sheet for the ended financial year and draw up the summary account and draft the budget for the following year.

### **Chapter III**

#### **Miscellaneous Provisions**

#### **VII- Filling in the Lacks:**

The articles of association of the Center shall apply in respect of any matter not provided for in these by-laws of the Supervising Board.

#### **VIII- Effectiveness and Amendment of the By-laws:**

These by-laws shall become effective following approval thereof at a general assembly meeting of the partners and shall be voted on by the absolute majority of the persons present and shall be amended in the same manner.