



المركز العربي لتطوير حكم القانون والنزاهة

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

By-laws of the Board of Trustees

I- Preamble:

Pursuant to a resolution of the general assembly of partners of the Arab Center for the Development of the Rule of Law and Integrity (main branch-Beirut), hereinafter called the "Center", taken at the session held on 02.05.2006 and providing that a Board of Trustees of the Center be formed, hereinafter called the "Board". These by-laws have been drawn up to specify the method of formation of the board and mechanism of work thereof and any committees emanating thereof and other matters regulating this activity.

Chapter I

Formation, Membership, Term and Powers of the Board

II- Formation of the Board:

The Board shall be composed of twelve members as a minimum and twenty-four members as a maximum.

The number shall be fixed every two years within the above-mentioned limits, by a resolution of the general assembly of partners.

The members shall be selected by the general assembly upon nomination of the partners, allies and branch representatives.

The regional group of the branches shall be entitled to nominate a number of candidates and to be represented with the board by one or three members as a maximum.

The regional groups are:

1- First group: Lebanon, Syria, Iraq, Jordan, Palestine, Yemen.

2- Second group: Egypt, Jordan

3- Third group: Morocco, Tunisia, Algeria, Libya.

4- Fourth group: Gulf Cooperation Council countries.

(The candidate may be from inside or outside the network of partners and allies).

The candidates shall be nominated from among jurists, members of parliament, media figures, politicians and development and reform activists. They shall, in general, be persons renowned for their literary and academic activity, especially in the field of activity of the center or members of entities or institutions supporting the center or specializing in activities similar to the center activity.

Fair geographical distribution across the Arab World of the nominated persons and institutions as well as the representation of both sexes shall be taken into consideration upon selection of the members of the board, in addition to efficiency, experience and good conduct.

The general assembly of partners may increase or decrease the number of members of the board of trustees by a resolution that it takes at an ordinary session.



The legal persons shall be entitled to membership. Each legal person shall be represented by a delegate under a written authorization. The said delegate shall have the same qualifications of the natural person. His authorization shall remain valid throughout the term of the board and may only be changed by the legal person that delegated him for justified fundamental reasons.

III- Term of the Board:

a- The term of the board shall be fixed at two years calculated from the date of convening the first meeting of the board, after the members thereof accept the resolution of their appointment.

The first meeting of the board shall be held at the place and time specified by the active partner of the Center. Any member may be reappointed at the end of his term.

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

- End of the term without renewal thereof.
- Resignation of the member.
- Decease of a member during the term of membership.
- Dismissal of a member by a justified resolution (with relative majority vote) of the general assembly of partners, on the initiative of the said assembly, for reasons that it assesses at its discretion or on a recommendation of the board of trustees passed by the relative majority of its members, giving a detailed justification based on appraisal of the activity and conduct of the member.

c- If any seat of a board member becomes vacant for any reason, the general assembly of partners shall, within a period of three months from the date of vacancy, select a new member to fill the vacant seat. The new appointed member shall act for the remainder of the term of the board.

IV- Rights of the Board Member:

The board member shall be entitled to benefit from all the services provided by the center to the partners and allies, especially the following services: logistic, research, methodical, office and communication support.

The intellectual work of any board member shall, if he wishes so, be published through all means of publication, at the cost price. Finally, the members of the board of trustees shall be entitled to benefit from the logistic services provided by the center branches and its foreign relations networks across the Arab and foreign states.

V- Board Sessions:

The board shall hold its sessions at the headquarters of the center or one of its branches or in any other place specified by the board by a regulatory resolution taken in advance, at the invitation of the Chairman of the Board or three of its members.

The board sessions shall be regular and the dates and intervals thereof shall be specified by a resolution duly taken by the board.

The board shall hold at least one session following the formation thereof to draw up a work plan and propose the design of the policy of the Center for the next two years. It shall also hold another session to discuss and issue a report on the rule of law in the Arab Countries.

The board shall discuss the agreed agenda notified to the members within a minimum period of fifteen days prior to the date of the session. Before examination of the agenda, one or more items may be added thereto on the proposal of any member and the approval of the majority of the board members.

The resolutions shall, at the board sessions, be passed by the absolute majority of all the members at the first session. In the event where there is no quorum, the majority shall consist of the persons present at the next session called one month after the first session.

VI- Power of the Board of Trustees:

The power of the board of trustees shall be consultative. The board may, without limitation, do the following:

- a- Follow up the execution of the resolutions duly passed by the board.
- b- Discuss the business and plans of the Center and make recommendations with regard thereto.
- c- Propose the plan, methodologies and pivots of the regular report of the rule of law in the Arab World.
- d- Propose the formulation of the general policy of the Center and specify the pivots of its work and priorities of the projects within the period of its term.
- e- Verify the papers, researches and studies carried out to formulate the report on the rule of law in the Arab world.
- f- Propose the methodology of formulation of the report on the rule of law in the Arab World and selection of the writers.
- g- The board members shall, in a consultative capacity, contribute to making and drafting the report on the rule of law and propose the publication thereof. To this end, the center shall put at their disposal the required human and data processing resources and work tools.
- h- Review the plans, information and recommend the appraisal thereof.
- i- Discuss and appraise the business and activities of the Center and present the necessary recommendations with regard thereto to the active partner.
- j- Propose new projects and activities to the Center.



k- Support the center and seek to obtain financial resources to finance the activities of the center in general.

Any board member shall, in the event where he disagrees with any opinion or methodology, express such disagreement in writing. The remarks and difference in opinions shall be recorded and documented in the archives of the Center and in supplements to the report.

The board shall be entitled to pass a resolution by the majority of the votes of its members about the extent of appropriateness of publishing the differences in opinion and remarks.

Chapter II

VII- The Bureau, Sessions and Powers of the Board:

The board shall, within one week from the date of its appointment, elect a bureau from among its members.

1- The Board Bureau:

The board bureau shall be made up of the President, deputy President and the active partner, the Secretary General of the Center, de facto members or any person delegated by both of them.

a- The President:

- He shall chair the sessions of the board of trustees.
- He shall prepare, with the assistance of the Secretary General of the Center and any board member he may deem suitable, the draft policy of the Center and its annual work plan and present the said draft at the meetings of the board of trustees, in preparation for delivering the said draft to the active partner for voting thereon and approval by the general assembly of partners.
- He shall follow up the preparation of the regular report on the rule of law, in preparation for presenting it to the active partner.

b- Deputy President:

He shall act in the place of the President in his absence and perform the tasks assigned to him by the President.

c- Secretary:

1- He shall legally be the active partner designated by the assembly of partners and shall also be called the general supervisor.

2- He shall:

- Draw up and record the minutes of the sessions and the proposition passed by the board.
- Receive the incoming phone calls, applications and incoming letters and present them to the board or the committee concerned and undertake reply thereto later.
- Send invitations and notify the board resolutions to the concerned parties.
- Assist the President in preparing the reports whose preparation is entrusted to the President.

Chapter III

VIII- Approval and Amendment of the By-laws:

These by-laws shall be approved at a general meeting of the partners and shall be voted on by the absolute majority of the persons present and amended in the same way.

Finances:

The Arab Center for the Development of the Rule of Law and Integrity (Main Branch-Beirut) shall undertake coverage of all the aspects of the cost of operation and meetings of the board of trustees and allocate a chapter for this purpose in its budget. The said cost shall be covered by the budget of the main center or the contributions (percentage of deduction from the projects) of the branches in the Arab Countries.