

المركز العربي لتطوير حكم القانون والنزاهة Arab Center for the Development of the Rule of Law and Integrity

By-Laws of the Branch Centers

Preamble

The Arab Center for the Development of the Rule of Law and Integrity, defined hereinafter for the purposes of these articles of association as "the Center" is a civil, not-for-profit company established in Lebanon on August 13, 2003, and registered in the Civil Companies Register with the First Instance Court of Beirut, taking the form of a mixed liability company.

Article 6 of the articles of association of the Center allows the Center to have branches in Arab states or in any other place.

And whereas the Center has established a presence in Lebanon and its activities extend to some Arab countries, through communication with development activists or through its carrying on of activities and projects concerning situations related to development, legal, judicial and media promotion and freedoms across the Arab World from the Middle East to North Africa. And since the Center has established professional cooperative relationships with foreign institutions having similar activities, the need has arisen for establishing branch centers operating in coordination with the Beirut headquarters, according to the processes and rules mentioned in these articles.

I- Definition of the Branch Center:

The branch center is every institution carrying on an activity exactly similar to the activity of the Center, established by the Center directly as a branch outside the Lebanese territory, or established by a local group of people with the approval of and license from the Center, according to the concepts and principles adopted by the Center.

The branch centers, both branches and offices shall, as detailed hereinafter, form an integrated network of an integrated entity and shall have a website run by the main center. The branches and offices shall have pages on the said website.

II- The Geographical Scope of the Branch Center:

Each time a branch center is established, the scope of its geographical activity shall be specified in agreement with the main center. Other branch centers shall be taken into consideration to ensure that there is no conflict of activity within areas that are geographically close.

The said centers shall operate in coordination among them and with the main center in relation to the regional activities which exceed the scope of business of the branch center.

III- Exclusivity:

The branch center shall, whatever the manner of establishment thereof, have the exclusive right to carry on its activity under the name of "Arab Center for the Development of the Rule of Law and Integrity" within the geographical scope agreed upon with the main center.



IV- The Branch Center Founded by the Main Center:

This branch center shall be directly attached to the main center which shall establish, equip and run the said branch according to the rules and principles adopted at the main center. The same principles and methodologies adopted at the main center shall apply in respect of the branch whose human resources shall form an integral part of the main center and whose activities shall be directly linked to those of the main center and form a part thereof. Thus, the branch center shall be administratively and financially attached to the main center.

The said type of branch centers shall have all the rights and obligations of the main center, taking into consideration the domestic laws and regulations and the special conditions in each country concerned.

The office can be turned into an independent branch by a resolution passed by the general assembly of the main center by relative majority. It shall be called a branch then and be governed by the rules applying to branches.

V- The Local Branch Center:

The said center shall be founded and equipped by the license applicants, provided that they are not less than three, according to criteria agreed upon with the main branch in advance, and shall take legal form according to the legal patterns available in the country of establishment. The management of the said branch shall be financially and administratively independent of the main center, but shall be given the right to bear the name of the Arab Center for the Development of the Rule of Law and Integrity, in addition to the name of the country concerned, for example in Jordan", "in Morocco", etc... and to apply the methodologies, rules and programs adopted at the main center exclusively, under a license by the main center, after ensuring that it conforms to the specifications and conditions governing the main center.

To obtain a license to establish a branch center, an application shall be submitted to the main center on a pre-prepared form obtained from the main center, including data about the license applicants and their qualifications, the causes for submittal of the application, and the legal, economic, political and intellectual data about the country where the branch center is to be built and the business opportunities according to the principles of the main center.

VI- Aim and Objectives of the Branch Centers:

The aim and objectives of branch centers are the same aim and objectives for which the main center has been established, notably the following principles:

- 1- Strengthening belief in the important role of the rule of law and laying down the fundamentals of justice to serve the social and economic development of Arab societies and natural or legal persons and to serve the structure of good governance based on respect of the human rights and dignity.
- 2- Laying down the foundations of eligible democracy based on the principles of sharing, accountability and transparency.

- 3- Bringing together experts and specialists in legal, judicial, social and economic sciences to employ their knowledge in the carrying out of training studies and works and in cultural meetings.
- 4- Building knowledge, promoting capabilities through different meetings and activities, compiling and spreading intellectual work relating to the specialization of the Center, by all means of publication, without seeking profits. The financial aim is limited to managing the studies and the works performed at cost to cover the charges required by the continuation of the work progress and the publication requirements.

VII- Scope of Activity of the Branch Centers:

The scope of activity of branch centers shall be similar to that of the main center. Thus, the branch centers are performing the following works domestically, in the field of their geographical business:

- 1- To carry out studies, on their own initiative or that of the main center or at the request of others.
- 2- To perform the training works that serve the rule of law, justice or social or economic development, on their own initiative or at the request of the main center or others.
- 3- To perform projects issued by the said branch centers or for the account of others, including organizing conferences, workshops or seminars.
- 4- To post on the website of the main center, free of charge, the studies, works and activities carried on by the branch center or by the partners, or any intellectual work or activity whose owner whishes to post on its website.
- 5- To manage in their interest and name, the rights of property of experts and authors linked to the works that they perform, whether as members of the branch center, the main center or others.

VIII- Using the Name, Motto and Logo of the Arab Center for the Development of the Rule of Law and Integrity:

All branch centers shall be forbidden to use the name the "Arab Center for the Development of the Rule of Law and Integrity" before obtaining a written license to do so by the main center. The said license shall be issued only after the main center verifies that the identity of the founders of the branch center and officers in charge of the management, operation process and methodologies thereof meets the criteria adopted by the main center.

The branch centers shall be forbidden to register and/or claim any rights linked to the name "Arab Center for the Development of the Rule of Law and Integrity" or any of the components thereof as well as the motto and logo thereof, for their benefit, since all the rights of the name, motto and logo belong to the main center. The rights of the branch centers shall not, in any way whatsoever, exceed the use of the name, motto and logo, within their geographical scope and the period of their link to the main center. The branch centers shall lose the said right in the event where they cease to deal with or be connected to the main center.



The branch centers shall be forbidden to make any amendment or change in the name, motto or logo throughout the period of their link to the main center and after their separation therefrom, for any period, however long it may be.

IX-Abidance by the Rules and Methodologies:

The branch centers shall abide by the rules, methodologies, scientific and technical means, financial and administrative regulations, the board of trustees and the allies' network by-laws laid down by the main center. They shall also abide by the work manners and methods specified by the latter, notably the methodologies of performance and management of projects and researches, the implementation of workshops, training methods and publication techniques.

In addition to abiding by the financial regulations, the branch center shall keep accounts that rely on the international accounting standards (IAS) and submit regular and annual financial data to the main center.

The branch centers shall exercise care to preserve the reputation of the "Arab Center for the Development of the Rule of Law and Integrity", by strictly committing themselves to applying the work methodologies and performance procedures. However, the said centers shall have the right to present any observations on the methods, means, methodologies and ways of work and propose the improvement thereof and development of performance, in coordination with the main center.

The main center or any person that it delegates shall have the right to inspect the branch center at any time to ensure that the methodologies, these by-laws and the conditions of the license contract are observed and to make remarks. The branch center shall abide by the guidelines given to it to preserve the level of performance and name of the main center.

X- The Rights of the Branch Centers vis-à-vis the Main Center and the Inter-branch Rights:

To ensure the good progress of work at the branch centers and their launching and continuity, the relationship with the main center shall be based on cooperation and integration. The branch centers shall have the following rights, including but not limited to:

- Sending some of their employees or researchers from time to time to the main center for training and receiving the necessary guidelines and experience to start work at the branch center and ensure continuity thereof, provided that the travel and accommodation expenses are borne by the branch center. The fees shall be agreed upon in each project or event alone.

If the main center sends trainers to the branch center, the latter shall bear the cost of their travel and accomodation, in addition to their fees, if the period of their stay for training exceeds two days.

- The branch center shall be given the right to use the software used by the main center and the other branch centers, as well as the right to use the archive of the main center and the other branch centers and field facilities of the main center and the other branch centers, the communications network and the relationships with Arab and international institutions with which the main center is operating, all that through the main center and under its supervision.

- The branch center shall have the right to be represented with the Board of Trustees of the main center, by nominating candidates on its behalf. It shall have the right to nominate other persons for inclusion in the allies' network, all that while giving due regard to the by-laws of the Board of Trustees and Allies Network.
- The branch center may seek to obtain projects and activities outside the geographical scope of its business, on condition of coordinating with the main center, and provided that the branch center whose activity covers the said works performs them. The benefit sought by the branch center shall be specified for each event alone between the two and with the main center.

XI- The Rights of the Main Center vis-à-vis the Centers called "Branches":

In addition to the rights and obligations provided for in the above articles and relating to the use of the name, logo and motto and the abidance by the regulations and methodologies laid down by the main center and the respect of the scope of its business and methods, the center shall have the following rights vis-à-vis the centers called branches, for example:

- The center shall collect ten percent of the amount of all the contracts and projects and the amendments thereto signed by the branch center with others, if the contribution of the main center includes planning, formulating and seeking to fund the project, and supervising management and appraisal.
- The main center shall collect five percent of the amount of all the contracts and projects and amendments thereto in the event where its contribution is limited to supervision, management and appraisal.
- Part of the above-mentioned percentages shall be allocated to cover the budget of the Board of Trustees and the cost of contribution by the main center in developing the work methodologies and tools.

The cost of travel and accomodation of the delegates of the main center to contribute to the contracts and projects performed by the branch center shall be borne in all events by the latter.

- In the event where there are no projects under way with the branch center, the latter shall contribute to covering the cost of the Board of Trustees at its expense.
- The accounts between the main center and the branch center shall be settled at the headquarters of the main center twice a year, every six months from the date of establishment of the branch center.
- The right of general supervision of the activity of the branch center and verification, at all times, that it is properly applying the work methodologies and methods to which it is committed hereunder.
- The right to appraise the performance of the branch center. The latter shall submit to the main center regular reports on its activities and allow the delegates of the main center to physically inspect the activities and performance methods of the branch center which shall put at their disposal all the facilities and documents required for such inspection. The branch center shall also provide the oral and written explanations that it deems necessary in this regard.



- The right to use the logistical, technical and information facilities of the branch center free of charge.
- To participate and contribute to the performance of the activities of the branch center through direction, guidance and assistance in applying the methodologies.

XII- End of the Relationship between the Main Center and the Branch Center:

The relationship between the main center and the branch center shall end for any of the following reasons:

- The branch center discontinuing work for any legal reason or for dissolution and liquidation.

- The branch center ceasing to carry on the activities provided for herein, by amending its business rules and carrying on activities different from those provided for herein and performing works that conflict with the objectives and reasons for which the main center was established.
- Carrying on profit-seeking commercial activities and therefore not abiding by the objectives for which the branch center was established.
- Discontinuing any of the activities provided for herein for a period of one full year without legitimate excuse or a force majeure.
- Radical change in the identity of the founders of the branch center or the officers in charge thereof, in such manner that their capacities no longer conform to the criteria adopted by the main center, taking into consideration the fact that the license of the branch center issued by the main center takes into consideration the identity of the applicants for the license, Intuitu Personae.
- At the end of relationship between the main center and the branch center, the branch center shall lose all the privileges provided for herein and shall immediately cease to use the name, logo and motto.
- The main center shall have the right to recover all the rights it may have granted to the branch center. The main center shall also have the right to keep the delegates of the branch center with the Board of Trustees in their personal capacity or to terminate their membership as it may deem appropriate.

XIII- Dissolution and Liquidation of the Branch Center:

The branch center shall be governed by the conditions applying to the main center in the event of dissolution and liquidation, especially as the net funds resulting for such dissolution and liquidation shall, after reserving all existing and resulting rights, equally pass to the United Nations Arab Office and a regional Arab development fund, specified by the members of the branch center, following consultations with the main center.

No assets or rights resulting from dissolution and liquidation may, in any event whatsoever, be distributed to the members of the branch center who shall have no right to benefit from such assets or rights, other than the rights owed to them against authenticated and proven contracts subsequent to the date of establishment of the main center and relating to intellectual or professional activities assigned to them.

XIV-Amendment of the By-laws:

The main center shall alone have the right to amend the by-laws of the said branch centers without recourse to any other party. The main center shall, upon making any amendment, notify the branch centers thereof within a period of two weeks from the date of issue of the amendment for acting in accordance therewith.