

The Association of Management Consultants and Trainers in Jordan (Private Professional Association)

Bylaws

Chapter One Name, Venue and Objectives

Article One: Definitions and Interpretations

A- Definitions:

1. The words and phrases mentioned in this Bylaws shall have the meanings assigned to them in the applicable law on Societies.
2. The following phrases wherever mentioned in this statute shall have the meanings assigned to them unless the context indicates otherwise:

The Association:	The Association of Management Consultants and Trainers in Jordan.
Bylaws:	The Bylaws of the Association.
The Competent Minister:	The Minister of Interior.
The Competent Ministry:	The Ministry of Interior
The General Assembly:	All Full Members of the association who have fully paid their subscriptions in accordance with the provisions of this bylaws.
Board of Directors:	The body elected by the General Assembly to manage the affairs of the Association.
Full Member:	The founding member, and any subsequent duly approved member by the Board of Directors provided that he has fulfilled all his obligations including the settlement of the annual subscription fees, in accordance with the provisions of this Bylaws.

Article Two: The Association's Venue

- A- The founders whose names appear in Article (Five) of this Bylaws, and whose signatures appear on the registration application to establish an association entitled "*Management Consultants and Trainers in Jordan*", provided that its headquarters is located within the Capital Governorate, Amman District/Quarter and that its geographical scope of work shall be Jordan, and the neighboring Arab countries, and that its approved address for correspondence and notification shall be as indicated in the registration application.

B- The legal address of the Association shall be as stated in the registration application unless the Competent Minister and the Secretary-General of the Associations Registry are notified of any change or alteration thereto.

Article Three: Purposes and Goals

A- The competence, field of work, and activities of the Association are as shown below, provided that approvals, permits and consents are obtained when required, and in accordance with the prevailing legislations :-

Economic Empowerment Social and professional connections						
Work field no.	Scope of work	Description of the scope of work	Select the type of activity	Main target group	Secondary target group (optional)	Sex
6/3	Ensuring job opportunities	Developing the technical and cognitive skills necessary for effective participation in the labor market and linking the individual with the job opportunities (including skills such as communication, management, problem solving, teamwork, CV writing, interview preparation, etc)	Advocacy <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> Raising awareness Loans, financial <input type="checkbox"/> and in-kind assistance and support ,Research <input type="checkbox"/> studies and documentation Services <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> Capacity building	Children (0-17 years) <input type="checkbox"/> Youth (18-24 years) <input type="checkbox"/> Adults (25-64 years) <input type="checkbox"/> Elderly (> 65 years) <input type="checkbox"/> Family/Clan <input type="checkbox"/> Society as a whole <input checked="" type="checkbox"/> Civil society <input type="checkbox"/> organizations Media <input type="checkbox"/> Private sector <input type="checkbox"/> the government <input type="checkbox"/>	Orphans <input type="checkbox"/> The poor and <input type="checkbox"/> needy Refugees and the <input type="checkbox"/> afflicted Unemployed <input type="checkbox"/> Visual impairment <input type="checkbox"/> Hearing <input type="checkbox"/> impairment Motor disability <input type="checkbox"/> mental disability <input type="checkbox"/> Multiple disabilities <input type="checkbox"/>	male <input type="checkbox"/> <input type="checkbox"/> female Male <input checked="" type="checkbox"/> and female
6/5	Support services for small individual businesses and entrepreneurs	Providing appropriate training to establish or expand income-generating projects and contribute to marketing its services or products	Advocacy <input checked="" type="checkbox"/> Raising <input checked="" type="checkbox"/> awareness Loans, financial <input type="checkbox"/> and in-kind assistance and support ,Research <input type="checkbox"/> studies and documentation Services <input checked="" type="checkbox"/> Capacity building <input checked="" type="checkbox"/>	Children (0-17 years) <input type="checkbox"/> Youth (18-24 years) <input type="checkbox"/> Adults (25-64 years) <input type="checkbox"/> Elderly (> 65 years) <input type="checkbox"/> Family/Clan <input type="checkbox"/> Society as a whole <input checked="" type="checkbox"/> Civil society <input type="checkbox"/> organizations Media <input type="checkbox"/> Private sector <input type="checkbox"/> the government <input type="checkbox"/>	Orphans <input type="checkbox"/> The poor and <input type="checkbox"/> needy Refugees and the <input type="checkbox"/> afflicted Unemployed <input type="checkbox"/> Visual impairment <input type="checkbox"/> Hearing <input type="checkbox"/> impairment Motor disability <input type="checkbox"/> mental disability <input type="checkbox"/> Multiple disabilities <input type="checkbox"/>	male <input type="checkbox"/> <input type="checkbox"/> female Male <input checked="" type="checkbox"/> and female
8/3	Profession organizing	Promote and organize common interests of workers in the consulting and vocational training sector	<input checked="" type="checkbox"/> Advocacy Raising <input checked="" type="checkbox"/> awareness Loans, financial <input type="checkbox"/> and in-kind assistance and support ,Research <input checked="" type="checkbox"/> studies and documentation	Children (0-17 years) <input type="checkbox"/> Youth (18-24 years) <input type="checkbox"/> Adults (25-64 years) <input type="checkbox"/> Elderly (> 65 years) <input type="checkbox"/> Family/Clan <input type="checkbox"/> Society as a whole <input checked="" type="checkbox"/> Civil society <input type="checkbox"/> organizations Media <input type="checkbox"/>	Orphans <input type="checkbox"/> The poor and <input type="checkbox"/> needy Refugees and the <input type="checkbox"/> afflicted Unemployed <input type="checkbox"/> Visual impairment <input type="checkbox"/> Hearing <input type="checkbox"/> impairment Motor disability <input type="checkbox"/>	male <input type="checkbox"/> <input type="checkbox"/> feminine Male <input checked="" type="checkbox"/> and female

			Services <input checked="" type="checkbox"/> Capacity building <input checked="" type="checkbox"/>	Private sector <input type="checkbox"/> the government <input type="checkbox"/>	mental disability <input type="checkbox"/> Multiple disabilities <input type="checkbox"/>	
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B- To implement programs, activities and projects that achieve the above-mentioned purposes and goals, and that are consistent with them. The Association shall notify the Competent Ministry thereof before beginning their implementation.

C- To enhance the profession of consulting, training and administrative development, and to clearly define their role and responsibilities. Also, to establish a solid foundation that promotes effective performance, and to innovate its methods in alignment with modern concepts.

D- To regulate the professions of management consulting and management training, to elevate competencies, and to develop professionals in line with international standards. Furthermore, to provide them with the appropriate training, to advocate for their interests and to protect their rights. Also, to strengthen collaboration and to foster the spirit of cooperation among them, thus, enhancing their competitiveness within Jordan and internationally.

E- To cultivate a robust training culture, to establish clear standards for training and trainers while raising awareness of the vital role training plays in development. Also, to create a qualified network of trainers and training institutions that adhere to the highest standards of excellence.

F- To achieve the aforementioned objectives, the Association will undertake the following actions:

1. Organize courses, seminars, and lectures, and collaborate with similar centers, management consulting and training institutions, as well as local and international entities aligned with the Association's goals.
2. Issue studies, bulletins, periodicals, and guides related to the Association's objectives, and launch a comprehensive website featuring educational materials and resources for management consulting and training.
3. Offer essential information to members regarding the professions of management consulting and management training.
4. Ensure that members adhere to the established code of professional conduct for management consulting and training.
5. Recognize trainers and management consultants who meet the Association's standards, and develop a database of consultants, trainers, and training centers at local, Arab, and international levels.
6. Create specialized centers and programs within the Association's field, including innovative training programs and methodologies.
7. Undertake any additional activities that align with the Association's goals and support the professions of management consulting and management training,

their practitioners, and the beneficiaries of their services.

Article Four:

The Association offers its services to all citizens equally and on voluntary basis, with no intention of generating profits or providing benefits for to any individual member or specific person, whether directly or indirectly. Additionally, does not pursue any political goals associated with political parties or sectarian interests.

Chapter Two Membership

Article Five: Founding Members

The founding members of the Association are the members whose names are listed in the table below.

No.	Full name
1.	The late Dr. Tayseer Mohammed Abdel Jaber
2.	Eng. Ali Al-Lubaidi
3.	Eng. Ali Mohammed Mas a'ad
4.	Mr. Ghassan Baseem Mahmoud Al-Khatib
5.	Mr. Jamal Ibrahim Omar Al-Salah
6.	The Honorable Malak Al Nasser
7.	The Honorable Salwa Bamia
8.	Mr. Abdul Raouf Thabet Al-Tahir
9.	Dr. Yasser Mohammed Sarah
10.	Dr. Younis Ibrahim
11.	Mr. Nazih Jamil Samawi
12.	Mr. Bashar Adnan
13.	Mr. Mahmoud Ahmed Al-Khashman
14.	Dr. Hani Wasfi Mohammed Al-Shakaa
15.	Dr. Munif Abdul Majeed Hijazi
16.	Dr. Taghreed Khoury
17.	The Honorable Kifaya Hamad Al Owedi

Article Six: Membership Conditions:

A. Any individual may apply for membership in the Association, provided they meet the following criteria, along with any legal requirements:

1. Must be at least 22 years old.
2. Must possess legal competency.
3. Must support the goals of the Association and actively contribute to its work and activities.
4. Must endorse the Association's Bylaws in writing.

Membership Categories:**First- Individuals Membership****1. Honorary Member**

The Board of Directors may appoint honorary members from distinguished individuals, regardless of nationality, if such appointments are deemed beneficial. Candidates must meet the following criteria:

1. Must enjoy full civil rights, demonstrate good conduct, and adhere to professional ethics.
2. Candidate's nomination must be supported by three Board members.
3. Must endorse the Association's Bylaws in writing.
4. Must contribute to the Association's goals and activities.

2. Fellow Member

The Board of Directors may nominate a current Full Member as fellow member, if they meet the following requirements:

1. Must hold a CMC certificate or an equivalent qualification in an approved training field.
2. Must have been a member of the Association for at least five years.
3. Must have made significant contributions to the fields of management consulting or management training.
4. Must enjoy full civil rights, demonstrate good conduct, and adhere to professional ethics.
5. Must endorse the Association's Bylaws in writing.
6. Must contribute to the Association's goals and activities.

3. Full Member

Any Jordanian or Arab citizen may become a Full Member if they meet these conditions:

1. Must possess at least a bachelor's degree or equivalent from a recognized university:

Consultant: Must have at least five years of relevant experience in management consulting or management training, with full-time work during the last three years.

Trainer: Must have worked as a management trainer for the last three years, completing a minimum of 400 training hours annually.

2. Must enjoy full civil rights, demonstrate good conduct, and adhere to professional ethics.
3. The application must be accepted by the Membership Committee.
4. The application must be approved by the Board of Directors.
5. Must endorse the Association's Bylaws in writing.
6. Must contribute to the Association's goals and activities.

4. Associate Member

Any Jordanian or Arab citizen may apply for Associate Membership if they meet the following criteria:

1. Must hold a bachelor's degree or equivalent from a recognized university, and have a minimum of three years of professional experience. Additionally, must have worked for at least one year in management consulting or training, either independently or within a management consulting firm, or as an internal management consultant in a public or private institution.
2. Must enjoy full civil rights, demonstrate good conduct, and adhere to professional ethics.
3. Application must be accepted by the Membership Committee.
4. Application must be approved by the Board of Directors.
5. Must endorse the Association's Bylaws in writing.
6. Must contribute to the Association's goals and activities.

5. Support Member

The Board of Directors may appoint support members regardless of their nationality if it deems this to serve the Association's goals and purposes. The member must meet the following conditions:

1. To be able to support the Association and assist it in achieving its purposes

and goals.

2. To enjoy his civil rights, have good conduct and behaviour, and adhere to professional ethics.
3. That the Membership Committee accepts his application as a support member of the Association.
4. That the Board of Directors approves his application.
5. Must endorse the Association's Bylaws in writing.
6. Must contribute to the Association's goals and activities.

6. Potential Member

The Association may accept potential members from among the new graduates provided that the applicant has obtained a bachelor's degree or its equivalent from a recognized university in one of the specializations related to the management consulting profession, and that the following conditions are met:

1. To enjoy full civil rights, have good conduct and behavior and adhere to professional ethics.
2. That the Membership Committee accepts his application as a potential member of the Association.
3. That the Board of Directors approves his application.
4. Must endorse the Association's Bylaws in writing.
5. Must contribute to the Association's goals and activities.

Second: Membership of Legal Persons

- A- Legal persons, in their legal capacity, and providing consulting services or training have the right to join the association as Full Members, this requires that one of the owners of the legal entity or one of its employees be a fellow member or a Full Member of the association, this membership shall lapse upon the removal of this condition unless the legal entity regularizes its situation in this regard within six months from the date of the removal of this condition, the legal entity as Full Member shall be represented in the General Assembly meetings of the Association with one vote.
- B- Legal entities, in their legal capacity, and engaged in consulting or training services are eligible to join the Association as associate members. Membership does not require that any owner or employee of the entity be a participating member. Additionally, associate members do not have voting rights in the General Assembly meetings.
- C- The Board of Directors may appoint honorary members from significant legal entities, regardless of nationality, if such appointments are deemed beneficial to the Association's goals and purposes.

Third: The Board of Directors has the authority to accept members from non-Arab nationalities if it is in the Association's best interest.

Fourth: Membership for all persons who were members before the adoption of this Bylaws will be considered valid.

B. Membership applications must be submitted using the form provided by the Board of Directors, which will determine whether to accept or reject the application. An applicant has the right to appeal a rejection to the Competent Minister within thirty days of notification. The Competent Minister may take appropriate action after review, and their decision will be final.

C. The Board of Directors may grant honorary membership for a period it sees fit, and based on its established criteria. However, honorary members cannot participate in General Assembly or Board of Directors meetings, vote on decisions, or hold administrative positions within the Association.

D. Subject to this Bylaws, legal entities may join the Association in accordance with the principles set by the Board of Directors.

(Note: Associations are excluded from membership as legal entities, per the Associations Law No. 51/2008, which stipulates that an Association may not be a member of another Association.)

Article Seven: Membership Fees and Annual Subscription

1. The General Assembly will determine membership fees, annual subscription, qualification fees, and any other fees or service charges for services rendered by the Association to its members. The General Assembly reserves the right to amend these fees as necessary.

The membership fees and annual subscriptions, as outlined in Article 5 of this Bylaws are as follows:

Membership type		One-timeMembership	AnnualSubscription
Individuals	Honorary Member	nothing	nothing
	Fellow Member	nothing	100
	Active member	150	100
	Associate Member	75	50
	Supporting Member	75	50
	Promising Member	30	20
Legal Persons	Honorary Member	nothing	nothing
	Active member	300	200
	Associate Member	300	200

2. Annual Subscription fees must be paid in advance during the first quarter of the fiscal year. Full payment of the annual subscription is required at least one month before the end of the Association's fiscal year.
3. If a member joins the Association during the fiscal year, he will pay only the subscription fee for the remaining period of that year.

Article Eight: Termination and Suspension of Membership

A- Termination of members:

1. Membership shall be terminated under the following circumstances:
 - A- Withdrawal of a member from the Association by written notice.
 - B- Failure to pay the annual subscription fee by the due date as specified in Article 7 above.
 - C- Loss of eligibility criteria for membership.
 - D- Death of the member.
 - E- Loss / deficiency of legal capacity.
2. **Dismissal of Members:** A member is dismissed by a majority vote of the Board of Directors in the cases listed below. If the member required to be dismissed is a member of the Board, he shall not have the right to attend the session held for this purpose and vote in it.
 - A. He commits acts that may cause significant material or moral harm to the Association.

- B. He repeatedly violates the established rules of professional conduct.
 - C. He breaches the Association's Bylaws, and the violation continues despite written notification to cease.
3. A dismissed member may appeal the decision to the Competent Minister within thirty days of notification. The Minister's decision will be final.

B: Suspension of Membership

1. Two-thirds of the Board of Directors may suspend a member for a specified period under these conditions:
 - A. The member submits a written request to suspend his membership for a specified period.
 - B. The Board of Directors finds that the member has committed administrative or financial violations after it has formed an investigation committee hereof.
3. During the suspension, the member loses all rights as a Full Member as stipulated in this Bylaws and the law.
4. A suspended member is entitled to appeal the suspension to the Competent Minister within thirty days of notification. The Competent Minister's decision will be final.

Article Nine: Reinstatement of Membership

- A. If a person whose membership was terminated due to non-payment of subscriptions wishes to rejoin the Association, the provisions of Articles 6 and 7 of this Bylaws will apply.
- B. The Board of Directors is entitled to reinstate a suspended member by a majority vote after confirming that the reasons for suspension have been resolved.
- C. Members, or heirs of deceased members, are not entitled to refund of fees, subscriptions, gifts, or donations made to the Association.
- D. If the Competent Minister decides to reinstate a dismissed member on grounds of Article 8/3 of this Bylaws.

Chapter Three

General Assembly of the Association

Article 10: The General Assembly

The General Assembly consists of all Full Members who have paid their subscriptions according to the definition specified in Article (1) of this Bylaws.

Article 11: Meetings of the General Assembly

1. The General Assembly shall hold one ordinary annual meeting within the first four months of each year, called by the Board of Directors, and the invitation to the meeting shall be sent to all members at least two weeks prior to the meeting date.
2. If it is not possible to deliver the invitations as per clause (1) above, announcing the meeting of the General Assembly in two daily newspapers shall serve as notification, provided that it is done at least two weeks before the meeting date, and that the announcement includes the agenda of the meeting.
3. The General Assembly may hold one or more extraordinary meetings during the year upon the invitation of the Board of Directors, or at the written request to the Board of Directors and signed by no less than a quarter of the fellow members and/or Full Members. The invitation for extraordinary meetings of the General Assembly shall follow the same procedure as that for ordinary meetings.
4. An extraordinary meeting of the General Assembly is deemed legally valid with the presence of at least two-thirds of the members who have paid their annual subscriptions, either in person or by proxy. If the legal quorum is not met within the first hour of the specified start time, the invitation is deemed void, and another extraordinary meeting may be called.
5. The Board of Directors must notify the relevant Competent Minister and the Secretary-General of the Associations Registry in writing about the time, location, and agenda of the General Assembly meeting at least two weeks prior to the meeting; otherwise, the meeting shall not be considered legal.
6. The Board of Directors must deposit a copy of the decisions issued by the General Assembly with the Competent Ministry within fifteen days from their issuance.

Article 12: Proxies

- A. Each member has the right to appoint another member to represent them in attending General Assembly meetings and voting on decisions at these

meetings via a written proxy in accordance with the form prepared by the Board of Directors for this purpose, which must be submitted to the Board of Directors at least one day before the meeting for approval.

- B. A proxy member may not represent more than one member.
- C. The presence of a member acting as a proxy for another member shall be counted for the purposes of establishing a legal quorum for the meeting and for any subsequent meeting of the General Assembly, provided that the percentage of proxies does not exceed 20% of the total number of General Assembly members.

Article 13: Chairman of the Meeting

Meetings of the General Assembly shall be Chairmanned by the Chairman of the Board of Directors or, in their absence, by the Vice Chairman. If both are absent, the General Assembly shall elect a Chairman to preside the meeting from among the members of the Board of Directors by a simple majority of the attending members.

Article 14: Holding Meetings

A. Quorum for an Ordinary General Assembly Meeting:

An ordinary General Assembly meeting is deemed legally valid with the presence of a majority of the members who have paid their annual subscriptions, either in person or by proxy. If the legal quorum is not met within the first hour of the specified start time, the meeting shall be postponed to another date at least fifteen days later, and the members who missed the first meeting shall be informed of the new date. The second meeting is deemed legally valid with the presence of at least the number of members of the Board of Directors specified in this Bylaws.

B. Quorum for Extraordinary General Assembly Meetings:

An extraordinary General Assembly meeting is deemed legally valid with the presence of at least two-thirds of the members who have paid their annual subscriptions, either in person or by proxy. If the legal quorum is not met within the first hour of the specified start time, the invitation is deemed void, and another extraordinary meeting may be called.

Article 15: Agenda of the General Assembly

A. Agenda of the General Assembly at its Ordinary Meeting:

The ordinary General Assembly is responsible for the following topics:

1. Discussing and approving the administrative and financial reports of the Association, including the budget for the concluded financial year, and the final financial statements of the Association.

2. Discussing and approving the estimated budget for the following financial year.
3. Electing members of the Board of Directors (if scheduled).
4. Appointing an External Auditor for the Association from outside the Board of Directors.
5. Amending the Bylaws of the Association.
6. Dismissal of the Board of Directors before the end of its term, and electing another Board for the remaining term.
7. Approving the general policies of the Association and the necessary plans and programs for implementation.
8. Discussing and approving the internal systems, and the financial and administrative instructions of the Association, including those related to the branches and their relationship with the parent Association.
9. Discussing any other topic presented by the Board of Directors, provided that it is agreeable to at least 25% of the attending members with voting rights.

B. Agenda of the Extraordinary General Assembly Meeting:

The extraordinary General Assembly is responsible for the following topics:

1. Dissolution and liquidation of the Association.
2. Any other urgent matters presented by the Board of Directors.
3. Any matter negatively affecting the reputation of the Association. The respective Decisions are made by a simple majority of those present.
4. The General Assembly may discuss any matters not listed on the agenda during its extraordinary meeting.
5. Approving the establishment of a branch or branches of the Association inside or outside the Kingdom.
6. Amending the Bylaws regarding the goals and purposes.

Article 16: Decisions of the General Assembly

- A. Taking into account what is mentioned in clause (5) of paragraph (b) of Article 15 above, decisions at the ordinary General Assembly meeting shall be made by a simple majority of the present General Assembly members, and by a two-thirds majority of the attending members who have paid their annual subscriptions at the extraordinary General Assembly meeting.
- B. A member of the General Assembly should not participate in voting if the topic presented to the General Assembly has to do with entering into an agreement with that member, or filing a lawsuit against the member, or ending a lawsuit between member and the Association, nor when the member has a personal interest in the decision being voted on, except for the election of the Board of

Directors and other bodies or committees related to the Association.

Article 17: Record of Meetings

A. The decisions of the General Assembly shall be documented in meeting minutes, and should be signed by the Chairman and the Secretary. Minutes of meetings shall include the names of the members entitled to attend, and the names of those present, either in person or by proxy. Also, should mention the names of the Chairman and the Secretary, and the decisions made, along with the number of votes received.

Chapter Four Board of Directors

Article 18: Management of the Association

The Association shall be managed by a seven members Board of Directors elected by the General Assembly in accordance with the provisions of this Bylaws. The term of office for members of the Board of Directors is three years, renewable for one additional term.

Article 19: Conditions for Membership in the Board of Directors

- A. In addition to the conditions required for the Full Member, the nominee should meet the following requirements:
1. Has to be at least 21 years old.
 2. Has a significant interest in the goals and purposes for which the Association was established.
 3. Not convicted of a dishonorable misdemeanor or any felony.
- B. The General Assembly may elect a non-Jordanian or a corporate member to the Board of Directors, provided that the approval of the Ministers Council's is obtained for their membership.

Article 20: Vacancy of Position

- A. If a position on the Board of Directors becomes vacant for any reason during its term, the member who received the most votes after the elected members in the previous election of the Board of Directors shall serve in place of the member whose position has become vacant, and their membership shall complete the term of the vacant position.
- B. If the Board of Directors fails to implement the provisions of paragraph (A) above, it shall exercise its powers until the subsequent meeting of the General Assembly is convened to elect a person to fill the vacant position according to the provisions of this Bylaws. In all cases, the new member shall assume the position for the remaining term of their predecessor.
- C. The provisions of Article (8) of this Bylaws shall apply to members of the Board of

Directors regarding the termination of membership.

Article 21: Powers of the Board of Directors

First: The Powers

The powers of the Board of Directors include managing the affairs of the Association, and representing it before the official and private entities, and before judicial authorities. In particular the following:

1. Preparing the annual work plan of the Association.
2. Preparing the annual report that is submitted to the General Assembly regarding the Association's activities.
3. Managing the administrative and financial affairs of the Association.
4. Establishing the necessary financial and administrative procedures for managing the Association's affairs.
5. Forming permanent, temporary, subcommittees, or specialized committees necessary for the Association and determining their competencies, and appointing necessary executive staff and employees.
6. Authorizing the Chairman of the Board of Directors or any member of the Association or others to carry out any tasks deemed beneficial for the Association.
7. Authorizing signatory powers for certain financial, administrative, and judicial matters of the Association to any member of the Board of Directors, or to a group of them.
8. Managing movable and immovable assets of the Association, disposing of them, mortgaging them, and donating them in accordance with the powers granted to them by the General Assembly.
9. Executing the decisions of the General Assembly.
10. Any other tasks or powers delegated to them by the General Assembly.
11. Carrying out any other matters necessary for the interests of the Association.

Second: Decision-Taking

1. The Board of Directors shall make its decisions by majority; in the event of a tie, the Chairman's vote shall be decisive.
2. A member of the Board of Directors shall lose their membership if they are absent from three consecutive meetings without an excuse accepted by the Board of Directors, provided that the period of absence does not exceed six consecutive months from the last meeting they attended, even if their absence was justified.
3. If a member's position on the Board of Directors becomes vacant before the end of their term, the member who received the next highest number of votes in the General Assembly meeting that elected the Board of Directors shall replace them. If there is no one to replace them in this manner, the Board of

Directors shall choose another member from among the fellow and/or Full Members to fill the remaining term, provided that the total number of members appointed in this manner without election does not exceed three. Otherwise, the General Assembly must be called to elect a new Board of Directors. The General Assembly must approve at its first meeting any member who joined the Board of Directors without election.

Resignation from the Board of Directors is considered accepted immediately upon submission in writing to the Board of Directors and does not require a decision from the General Assembly for acceptance.

Article Twenty-One : Powers of the Board of Directors

First: Powers

The powers of the Administrative Board include everything related to managing the affairs of the Association and representing it before official and private bodies and others , and before judicial authorities , and in particular the following:

1. Developing the Association's annual work plan'.
2. Preparing the annual report submitted to the General Assembly on the Association's activities'.
3. Managing the Association's administrative and financial affairs'
4. Developing and implementing the financial and administrative instructions necessary to manage the Association's affairs'.
5. Forming permanent , temporary , sub- committees or specialized committees necessary for the Association. Determine its powers , and appoint the executive bodies and employees necessary for the Association .
6. Authorizing the Chairman of the Board of Directors or any member of the Association or others to carry out any tasks that it deems to be in the interest of The assembly is doing it.
7. Authorizing any member of the Board of Directors or a group of them to sign on behalf of the Association in some financial, administrative and judicial matters related to the Association .
8. and immovable assets in accordance with the powers granted to it by the General Assembly.
9. Implementation of the decisions of the General Assembly.
10. . Any other tasks or powers delegated to it by the General Authority
11. Doing any other things required by the interest of the Association .

Second: Decision making

1. The Board of Directors shall take its decisions by majority vote, and in the event of a tie, the vote of the Chairman of the session shall be decisive.
2. A member of the Board of Directors shall lose his membership if he is absent from three consecutive meetings of the Board of Directors without an excuse accepted by the Board of Directors provided that the period of absence does not exceed six consecutive months from the last meeting he attended even if his absence was excused.
3. If the membership of a member of the Board of Directors becomes vacant before the end of his term, He shall be replaced by the member who follows him in the number of votes obtained in the meeting of the General Assembly that elected the Board of Directors. And if there is no one to replace him in this way, the Board of Directors shall select from among the fellow and / or Full Members of the Association another member to replace him for the remaining term. Provided that the number of members appointed in this manner and without election shall not exceed three members. Alternatively, the General Assembly must be called to elect a new Board of Directors. The General Assembly must approve, at its first meeting, any Board member that the Board of Directors appointed without election.

The resignation of a member of the Board of Directors shall be accepted immediately upon its submission in writing to the Board of Directors. It does not require a decision from the General Authority to be accepted.

Article 22: Board of Directors Meetings

The Board of Directors shall hold a meeting at least once a month to discuss the affairs of the Association. Meetings are deemed legally valid with the attendance of 51% of the members of the Board, and decisions are made by an absolute majority of those present. In the event of a tie, the Chairman shall have a casting vote.

(Note: The number of meetings of the Board can be mutually agreed upon; however, it must not be less than once every three months. A legal quorum for meetings and decision-making can also be agreed upon by the Board of Directors.)

Article 23: Election of the Chairman, Vice Chairman, Treasurer, and Secretary

The Board of Directors shall elect a Chairman from among its members at its first meeting following the General Assembly meeting, and it shall also elect a Vice Chairman, a Treasurer, and a Secretary in the same meeting. The same procedures shall be followed in case of a vacancy in any of these positions.

Article 24: Duties and Powers of the Chairman of the Board

A. The powers of the Chairman of the Board include the following:

1. Representing the Association in front of the others. The Chairman may delegate the authority to any of the Association's members or employees for this purpose, as

deemed appropriate.

2. Overseeing the activities of the Association and its committees.
 3. Calling for Board of Directors and General Assembly meetings, and presiding these meetings.
 4. Any other tasks stipulated by these Bylaws or delegated to him by the General Assembly or the Board.
- B. The Vice Chairman shall assume all the Chairman's powers in the event of their absence.

Article 25: Duties and Powers of the Secretary

The Secretary is responsible for the following:

- A. Organizing and maintaining the Association's records in an appropriate fashion.
- B. Recording the minutes of the meetings of the Board of Directors and the General Assembly.
- C. Performing any tasks assigned to him by the Board of Directors that fall within his scope of work.

Article 26: Duties and Powers of the Treasurer

The Treasurer is responsible for the following:

- A. Receiving inflows of cash to the Association, and depositing the cash with the bank designated by the Board of Directors, after recording the transaction in the Association's books. The financial documents, records, and books should be retained for at least five years.
- B. Executing the Board's decisions involving financial transactions in the best interest of the Association.
- C. Keeping the financial books and documents at the Association's venue to be available for the concerned regulatory bodies. The financial documents, records, and books should be retained for at least five years.
- D. Funds of the Association should not be spent or disposed of except as determined by the Board of Directors, and in accordance with the provisions of this Bylaws.
- E. Receiving in-kind donations, and assessing their monetary value according to local market prices, and recording them in the Association's books. The Board of Directors is committed to maintaining and storing them properly until a decision is made regarding their use for the Association's purposes.
- F. Executing the Board's decisions involving the Association's financial transactions and supplies. The undertaken financial transactions thereto will be signed by the Chairman who will submit a monthly status report to the Board of Directors.
- G. Jointly co-signing the Association's financial transactions with the Chairman of

the Board, or someone designated by the Board of Directors.

- H. The Secretary shall perform the Treasurer's duties in their absence, and the Board of Directors shall appoint a Deputy Treasurer from among its members.

Article 27: Meetings Attendance

- A. Board members should not miss the meetings, except for an acceptable excuse provided prior to the meeting.
- B. The Board member will lose their membership if they miss three consecutive meetings without an acceptable excuse to the Board, provided that the absenteeism does not exceed six consecutive months from the last attended meeting, and even if the absence was excused.

Chapter Five

The Association's Resources and how to Utilize and Dispose-of them

Article 28: Association's Resources

1. The financial revenues of the Association comprise:
- A. Personal contributions made by members to support the Association in achieving its goals and purposes.
- B. Subscriptions, membership registration fees, training fees, and service charges that are provided by the Association to the members or others.
- C. Donations, gifts, grants, and bequests.
- D. Support from the Associations Support Fund.
- E. Revenue derived from activities.
- F. Any other resources approved by the Board.
2. If the Association wishes to receive a donation or funding from a non-Jordanian entity, it must notify the Council of Ministers, indicating the source of the donation or funding, the amount, the method of receipt, the spending purpose, and any specific conditions.

Article 29: The Financial Year and Records of the Association

- A. The financial year of the Association begins on January 1 and ends on December 31 of each Gregorian year.
- B. The Association's funds shall be deposited in a bank designated by the Board, and its accounts shall not subject to secrecy in relation to any inquiries made by the Competent Minister or the Secretary General of the Associations Registry.
- C. The Association's funds will not be disposed of except in the cases to achieve its

objectives, and with the approval of the Board.

- D. Any withdrawals from the Association's funds with banks require the joint signatures of the Chairman of the Board, or their deputy, and the Treasurer, or the Secretary in their absence.
- E. The Association shall duly maintain its financial and accounting records and documents at its venue.
- F. The Association shall maintain a special record at its headquarters that should display the members of the General Assembly, annual subscriptions, minutes of the General Assembly and the Board of Directors, as well as any other technical records related to the Association's activities.
- G. The Association's accounts must be audited annually by a certified external auditor within a period not exceeding three months from the end of the financial year. The Association may request the Competent Minister an exemption from auditing the balance sheet if it falls below two thousand dinars, thus allowing the Competent Ministry to conduct the audit and review of the financial accounts.

Article 30: Paid work

Any member working for the Association may receive a compensation with the pre-approval of the General Assembly. The decision should be made by a majority of its members, and should include the duration of the appointment, the underlying reasons, the nature of the work, and the salary which should be commensurate with peer salaries in the market.

Chapter Six: Governance

Article 31: Good Governance

- A. The Association strives to adopt practices, standards, regulations, and instructions that promote good governance and transparency of its operations and activities by:
 - 1. Implementing standards and practices to encourage commitment to the laws, regulations, and public morals by the Association, its members, the Board of Directors, and its employees, while seeking to achieve the public interest through participation in community development and preventing any practices that could negatively affect the public interest.
 - 2. Implementing standards and practices that ensure compliance by the Association, its members, the Board of Directors, and its employees with the Association's Bylaws, internal regulations, and policies that conform to the applicable legislation within the Hashemite Kingdom of Jordan.
 - 3. Adopting stringent behavioral standards and practices to limit conflicts of interest in financial, administrative, technical, and supply matters, while

ensuring respect for the confidentiality of all information related to the Association and its activities in accordance with the provisions of applicable legislation.

4. Adopting rigorous administrative regulations and instructions to enable the Board of Directors to oversee the Association's activities, to and impose administrative and legal accountability, as well as ensuring the separation of powers and duties to guarantee effective oversight.
5. Adopting rigorous financial regulations and instructions that ensure continuous financial oversight of the Association's resources and expenditures, ensuring adherence to the provisions of these Bylaws.
6. Adopting regulations and instructions governing the employment process within the Association based on competence and merit, ensuring a suitable work environment for employees.
7. Adopting standards governing the process of collecting donations and grants for the Association, aiming to build trust with donors and funders and gain their support.
8. Adopting advanced standards of integrity and transparency to achieve the Association's goals, mission, and implementation of its activities.

B. The Association is committed to maintaining the vitality and integrity of the voluntary sector, and enhancing community trust in it through financial transparency and documented information. To ensure this goal and prevent the Association from being exploited for any illegal activities, it commits to the following:

1. Exercising due diligence to identify the donors or beneficiaries of the Association's services, ensuring their legal status and activities, the purpose of their relationship with the Association, and the nature of this relationship, and the beneficial owner from the business rapport with the Association, while recording all relevant data in special registers and retaining it for no less than five years from the date of the transaction or the end of the business rapport, as appropriate, and updating this data regularly.
2. Ensuring not to engage with unidentified persons or those with fictitious names or identities or with shell banks or companies.
3. Immediately notifying the Secretary General of the Associations Registry of any suspicious transaction that has to do with money laundering or terrorist financing, keeping a copy of the notification and all related documents and information for no less than five years from the date of the notification or until a final court ruling is issued regarding the transaction, whichever is longer.
4. Respecting the confidentiality of information related to the notification submitted to the Secretary General of the Associations Registry under the provisions of paragraph (3) of this section and any procedures related to this

- notification that may be regarded as suspicious transactions that have to do with money laundering or terrorist financing or any information related thereto.
5. Maintaining records for all financial transactions conducted by the Association locally, regionally, or internationally, containing sufficient data to identify these transactions, and retaining these records along with all related documents and information for no less than five years from the date of the transaction or the end of dealings with the Association, as appropriate, and updating this data regularly.
 6. Complying with the provisions of the applicable Associations Law regarding funding from non-Jordanian entities.
 7. Complying with the obligations set forth in relevant international resolutions that are enforceable and adhering to them as communicated to the Association by the Secretary General of the Associations Registry or relevant authorities.

Chapter Seven

Dissolution of the Association

Article 32: Dissolution and Liquidation of the Association

- A. The Association is dissolved in accordance with the provisions of this Bylaws or the prevailing applicable legislation. In the event of dissolution, the Association must cease its activities while retaining its legal personality to the extent necessary for the dissolution process.
- B. The Competent Minister shall form a committee for the dissolution of the Association, which will undertake the following tasks:
 1. Announce the decision of the Association's dissolution by publishing it in two local daily newspapers for three consecutive days at the Association's expense. The announcement must include a call for creditors to submit their claims, and for debtors to confirm their obligations, emphasizing the need to review the dissolution committee within one month from the date of publication, and to submit supporting documents that evidence their claims or obligations.
 2. Communicate with the banks of the Association through the Competent Ministry to suspend the authorized signatories, and to request a descriptive account statement showing the Association's balance and the latest financial transactions.
 3. Open a special account for the Association at the bank designated by the committee to deposit any funds received or collected.
 4. Drawing up an inventory of the Association's assets, both movable and

immovable, and organize detailed statements of these assets, as well as account for the debts owed to the Association by others, and prepare detailed statements regarding these debts and the obligations owed by the Association to others, and certifying them.

5. Take necessary legal measures to collect the Association's debts and protect its assets, including filing lawsuits and taking necessary actions to safeguard the Association's funds and to collect its rights, and to settle its debts from the account mentioned in item (3) of this paragraph or from any other accounts of the Association.
6. Sell the Association's assets or any part thereof if it is proven that there are insufficient funds in the Association's account to settle all obligations.
7. Recommend to the Competent Minister the formation of a specialized technical committee to study any program or project that has not yet been completed, or lacks clarity in its financial documents in terms of expenditures and revenues, and provide necessary recommendations thereto.
8. Ascertain if the decision issued by the General Assembly prior to the dissolution of the Association, regarding the donation or disposal of any of its assets for the benefit of any other party, was in line with the provisions of this Bylaws and the applicable Associations Law, ensuring that this decision was not related to the dissolution of the Association, and recommend to the Competent Minister whether to implement the decision of the General Assembly of the Association or not.
9. Provide the Competent Ministry with a monthly report on the progress of the Association's work, including its accounts.

Recommend to the Competent Ministry upon completing the dissolution procedures of the Association to transfer its assets to the fund.

Chapter Eight

General Provisions

Article 33: Membership in Arab and International Organizations

A- The Association may join Arab and international centers, organizations, and unions that are in line with its objectives and activities.

B- The Association may form a coalition with one or more other Associations to implement a joint program, activity, or developmental project aimed at achieving its goals and purposes.

Article 34:

The Association has the right to own real estate, land, and other movable and

immovable assets necessary to achieve its objectives. Also, it has the right to sell, mortgage, and lease any of these assets by a decision made by the General Assembly.

Article 35:

The provisions of the applicable Associations law and the regulations and instructions issued pursuant to it shall apply to any case not specified in this Bylaws, or where any of its provisions conflict with the provisions of the applicable Associations law and the regulations and instructions issued pursuant to it.