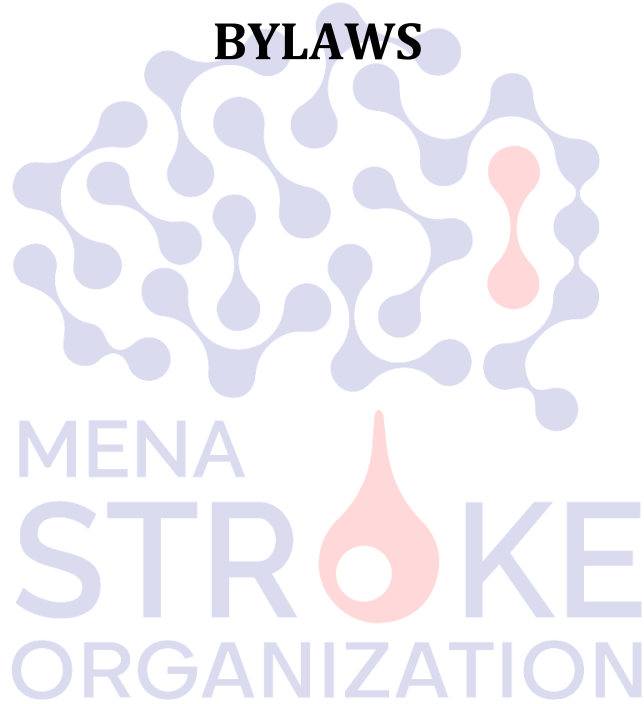




# MENA Stroke Organization

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## BYLAWS



## Bylaws of the MENA Stroke Organization

### Non-Profit Organization

#### **Article (1) Definitions**

In virtue of the Federal Law No. (6) Of 1974 in respect of the Public welfare societies, and the laws amending thereof, and the Federal Law No. (2) Of 2008 in respect of the National Societies and Organizations of Public Welfare, MENA Stroke Organization has been founded in 2014 as a Non-profit Organization; members are constituted of all physicians and other professionals in the field of Stroke.

**Offices:** The principal office for the Organization is located in the Emirate of Dubai, and the Organization may have other branches in any other countries in MENA region.

**Official Language:** Arabic Language is the official language of the Organization in all communications, and the other languages can be used if required.

#### **Definitions:**

- Region: Middle East and North Africa (MENA).
- Organization: MENA Stroke Organization.
- Stroke Organizations: All stroke Organizations and societies in the region
- Organizations: Non-profit Organizations in the region.
- Board of Directors: Elected Board of Directors of MENA Stroke Organization.
- Administrative Body: Administrative body elected by members of the branch.
- Society Board Members: Administrative Committee of the Medical Specialized Society elected by its members.
- Medical Specialized Societies: Component Scientific Societies in a specific Medical or Health Field.

**Remarks:** Items that are not mentioned in this section shall be named in Detail.

#### **Article (2) - Purposes**

In virtue of the Federal Law of non-profit Organizations in the UAE and based on the vision of the Organization's General Assembly Members, The purposes of the Organization are:

- Improving awareness of stroke and its risk factors amongst the general population

and health care providers.

- Training and education of stroke care providers according to evidence-based international guidelines.
- Promoting research on regionally relevant and strategic areas in stroke prevention and treatment.
- Collaborating with national and international organizations to promote stroke education, training, and research.
- Influencing public health policies in the MENA region to help prevent stroke and improve morbidity and mortality related to it.
- Fostering the development of an international communications system by encouraging activities of organizations, stroke networks, and foundations, as they operate within the goals and objectives of the MENA Stroke organization.

### **Article (3) – Membership**

#### **Categories of Membership:**

##### **1. Active Membership**

The member enjoys all the rights and privileges of the Organization to vote and nominate in the Board of Directors or Administrative Body of MENA branches - this membership is exclusive to MENA members who is a professional in the field of Stroke care and it's management and they shall be marked by the following specifications:

The member shall be marked by a good reputation and has never been received any penalty judgment restrict his freedom such as serious crime or a misdemeanour breach moral turpitude and dishonesty, unless he has been rehabilitated.

##### **2. Affiliated Membership**

The member enjoys all rights and privileges of membership, and be eligible to serve on Stroke Specialized societies with vote and nominate in the society board members only.

This membership is dedicated to:

- a. Non-MENA Nationals (Expatriates) residing in the MENA Region.
- b. All workers in the field of Stroke health services such as graduates of universities, Health Institutes, and study duration less than 4 years.

### 3. Honorary Membership

Honorary Membership is granted by the MENA Board of Directors may elect as honorary members any persons distinguished for their services or attainments in the field of Stroke health services or to the Organization.

#### **Terms & Conditions of Membership:**

1. The member should be MENA Nationality or Non-MENA nationality who is licensed to work in health services in the region.
2. The member should be graduated in the field of stroke health services from recognized universities.
3. A member of good standing.
4. To comply with all MENASO approved conditions in the field of stroke health services
5. To pay subscription fees to the Organization on a regular basis.

#### **Procedures for admission to Membership:**

1. To submit membership Application in its approved forms.
2. Attach all the required documents listed in membership application form.
3. Board of Directors approval within a period not exceeding one month from the date of submission.
4. If membership request is rejected, the applicant is entitled to appeal before the Board of Directors in order to review reasons for rejection within one month from the date of notification.

#### **Duties & Privileges of the members:**

1. To focus on achieving objectives of the Organization as per mentioned in the MENASO bylaws.
2. To comply with Medical Ethics.
3. To comply with the moral obligations towards membership.

#### **Termination, Suspension of Membership:**

Membership should be terminated in the following cases:

1. Member's death.
2. Breach of membership's duties as stated in Item (4) of Article (3).
3. Having convicted of imprisonment due to committing a felony or a misuse of trust or honor misdemeanor unless he/she is already rehabilitated.

(Membership Termination should be proposed by the Board of Directors and approved in the first coming meeting of the Ordinary General Assembly.

## **Article (4) - General Assembly**

### **Preamble:**

The General Assembly shall comprise all the active members satisfying the conditions and requirements of the membership with their membership are not less than three months old up to the date of conveying the Organization general assembly. Affiliated Members may attend the general assembly meeting but they shall not counted on the purpose of the quorum, neither shall vote nor to be elected. The General Assembly is the Higher Authority of the Organization.

### **Ordinary General Assembly:**

The Ordinary General Assembly shall hold once every year within the four months following the end of the fiscal year to examine the issues of interests to the organization, within the scope of its objectives; and shall notify Ministry of Social Affairs within ( 15) days prior to the date General Assembly Meeting.

### **Objectives of the Ordinary General Assembly**

1. Approving the Organization previous general assembly minutes.
2. Approving the Board of Directors report about its business in the expiring year, the
3. Approving the budget draft for the New Year and the final account of the expiring fiscal year.
4. The proposals submitted by the Board of Directors and members.
5. Electing a board of directors or filling the vacant positions.
6. Nominating an accounts auditor and fixing his remuneration.
7. Any emerging issues.

### **Adopting the Ordinary General Assembly:**

1. The Organization's Ordinary General Assembly Meeting shall be valid if attended at least more than half of the number of the active members. If the required number is not available, the assembly shall be postponed to another date after not less than (15) days nor more than (30) days from the date of the first meeting. The Second assembly shall be deemed valid regardless of the number of the attending members.
2. Board of Directors shall provide the ministry with a copy of the final account of the previous year and the budget draft of the new year within a period not exceeding (15) days from the date of being approved by the General Assembly.
3. The General Assembly's resolutions shall be issued by the majority of the number of the attending active members.

### **Extraordinary General Assembly:**

The General Assembly may be invited to extraordinary meetings based on a justifiable request by the Ministry of Social Affairs, the Board of Directors or by a quarter of the active members, provided that the purpose of meeting shall be clear; Invitations shall be sent by the Board of Directors with (2) two weeks prior to the date of convening as well as the agenda, and Ministry of Social Affairs shall be notified about the same.

### ***Objectives of Extraordinary General Assembly:***

1. Dispose of the resignations served by all or some board of director's members if such resignations may affect the legal quorum of the board.
2. Forfeiture of the membership of one or more members of the board.
3. Filling the vacant officers if necessary to maintain the legal quorum of the board.
4. Proposing the amalgamation of the Organization in another similar Organization having the same objectives. The merge proposal shall be deemed as a joining application to be approved by the Organization's extraordinary general assembly.
5. Nullifying any of the board of Director's resolution.
6. Amending the articles of the Organization after the ministry's approval.
7. The voluntary winding up of the Organization.
8. Any urgent matters affecting the business operation at the Organization entailing inviting the general assembly for meeting.

### ***Adoption of the Extraordinary General Assembly:***

The Organization Extraordinary General Assembly shall be deemed valid by attendance of three-thirds of the active members. However, if the quorum is not satisfied, the meeting shall be postponed for at least 15 days but not exceeding 30 days from the date of the first assembly. The second assembly shall be deemed valid by attendance of half (50%) of the number of the active members. If such quorum is not satisfied, then a third assembly meeting shall be invited within a period similar to the date of the second assembly meeting. The third assembly meeting shall be valid by attendance of any number of the active members. In these cases, the general assembly's resolutions shall be issued by the majority of three thirds of the number of the attending active members.

The Extraordinary General Assembly may not examine matters not included in its business agenda.

### **Article (5) - Board of Directors**

- The Board of Directors consists of (7) seven members nominated by the active members in the General Assembly meeting.
- The Board's term is three Years.
- The member may be re-elected more than one Board term.
- The age of the board member shall not be less than twenty one years.
- The Board's member may not act as a member in another similar non- profit Organization working in the same business activity.

The Board of Directors consists of the following positions:-

- The President
- Vice-President
- Secretary-General
- Treasurer
- Scientific Committee Chairperson
- Media & International Relations Chairperson
- Organizational Development Chairperson

#### **Remarks:**

The duties and responsibilities of the Board of Directors are listed in the Executive Manifest of the Board of Directors and the Administrative Body of the branch.

### **Article No 6- Financial Resources**

#### **Financial Resources of the Organization**

1. The Organization's financial resources shall comprise the following:
2. Member's subscriptions.
3. Revenues of activities, and services.
4. Donations, gifts, will and subsidies received by the Organization under the provision of the Law No. (2) Of 2008 in respect of the national societies and Organizations of public welfare and its amended cabinets.
5. All other Revenues.

#### **Financial Year**

The financial year of Organization shall commence on 1st of January up to 31st December of each year.



### **Deposit of the Organization's Funds**

The Organization shall deposit its cash funds in its name in one or more national banks in the UAE. And shall notify the Ministry thereof. Such amounts shall not be withdrawn without getting the approval and signature of the President or Vice-President in joint with the Treasurer.

The Organization shall notify the ministry upon changing the bank wherein its funds are deposited, within 10 days from the date of such change.

### **Disposal of the Organization's Funds**

The Organization shall spend its funds in a manner achieving the objectives for which it has been established and based on Organization bylaws and the Financial Regulations of the Organization.

### **Properties of the Organization:**

The Organization funds and properties shall be deemed its property, where members or board members do not have the right therein.

### **Financial Control in the Organization:**

All funds and properties of the Organization are considered as for public. The Organization shall be subject to the Federal Government Authorities' control represented by Ministry of Social Affairs and State Audit Institution.

In order to achieve that, the ministry and the State Audit Institution shall have access to the Organization's books, records and documents.

### **The Public's Right:**

The withdrawing or terminated members shall not have any right in such funds.

### **Financial Rules & Regulations**

There is Rules & regulations financial system for the Organization that are followed when dealing with branches, societies, committees, Board of Directors or any other activities consistent with the objectives of the Organization.

### **Permanent Advance:**

Apart from spending from permanent Advance, it is not allowed to spend from Organization's funds without resolution approved by the Board of Directors.



### **Article No 7- Branches**

1. The Organization may establish branches and centers inside the MENA region.
2. The branch shall be approved to be registered at the ministry, approved by the Board of Directors or by the earliest Ordinary General Assembly.
3. The Organization's bylaws are the main legal reference for the branches.
4. Executive Rules & regulations shall specify the functions of such branches approved by the Board of Directors, as well in and in the earliest Ordinary General Meeting, and it shall be considered as the Bylaws of the Branches.
5. The branch may managed by the Administrative Body elected only by members who are working in the branches under supervision of the Board of Directors.
6. Administrative Body consists of (5) members and they subject to approved conditions mentioned in Article (5) of this Bylaws.

### **Article (8) - Medical Specialized Societies**

1. The Organization may establish Stroke Specialized Societies under the umbrella of MENASO.
2. The MENASO's bylaws is the main legal reference for the societies.
3. Members are practicing the same medical specialization are considered as active members in the Society.
4. No member shall be registered in the Society, unless /she he is a registered member in the MENASO.
5. The Society shall be approved by the Board of Directors to be registered under the umbrella of MENASO and by the earliest Ordinary General Assembly
6. The Society may managed by the Board Members elected only by members of the Stroke specialized society under the supervision of a representative of the Board of Directors.
7. Executive Rules & regulations shall specify the functions of the societies by the Board of Directors, as well in and in the earliest Ordinary General Meeting, and it shall be considered as the Bylaws of the Stroke Specialized societies.

### **Article No 9- International Participations**

The Organization may:

1. Represented in the events such as conferences, forums, assemblies, or meetings outside the region after obtaining the Board's approval.
2. Associate, participate or join any Organization or society or body based outside the UAE. Or it may deal with such society or body or may carry out any activities or

execute any projects outside the region.

3. Hold conferences, forums, meetings, or events attended by foreigners from other countries subject to the approval of the Board.

### **Article No 10- Miscellaneous**

#### **First: Bylaw of MENASO**

1. Bylaw of Organization is the main reference for the Organization, its branches and its medical specialized societies, starting from the date of adopting the bylaws by the General Assembly and the Board of Directors.
2. Bylaw of Organization may be amended only after two years of execution.
3. Any succeeding amendments to Bylaw of Organization shall be approved by Extraordinary General assembly as stipulated in Item (4) Article 2 of the EMA Bylaws.
4. Executive rules shall be issued in relation to some of the articles mentioned herein, within maximum one month starting from approving Bylaws by the Ministry.

#### **Second: Documents & Records**

The Organization shall keep, at its headquarter, all its records, books, instruments and publications, all financial documents and records which show movement of revenues, funds, expenses, papers and documents of the company especially:

- Records of members' names and the paid subscription fees.
- Books containing the Board of Director's and the General Assembly Minutes of Meeting.
- Books of revenues and expenditures accounts supported with certified documents.
- The name of the Organization, its registration number and scope of its activities shall be placed in its books, records and publications.

#### **Third: Supervision**

The board of directors shall have the right to supervise the Organization's programs and projects within the scope of its objectives stipulated under its articles of Organization, and it may organize training courses and provide technical opinion and other kinds of sponsorships to enhance the level of the services and to realize the competence in performance.

#### **Fourth: Liquidation of the Organization**

Extraordinary General Assembly may liquidate the Organization as per the following terms and conditions:

Obtaining the approval of the dissolving and liquidating the Organization issued by the Minister.

1. As per the resolution of the majority that represents 3/4 three-quarters of active members who are present in the meeting.
2. To notify the ministry about the time of the Extraordinary General Assembly meeting with at least (15) fifteen days from the appointed time of the meeting, such notification shall include the time and place of the meeting.
3. The persons in-charge of the affairs of the Organization for which liquidation resolution, whether voluntarily or compulsorily, is issued, may not dispose of its funds and documents except by virtue of a decision by the ministry. Such a decision shall specify the manner of liquidation according to the regulations specified in the executive bylaw hereof. The minister shall issue a decision thereby specifying the manner of entity to which such funds shall devolve.

#### **Fifth: Merging the Organization**

1. Extraordinary General Assembly may merge the Organization with another similar Organization as the following terms and conditions:
2. When the other Organization agree the merging decision.
3. As per the majority that represents 3/4 three quarters of active members who are present in the meeting.
4. Merging Approval Decree shall include procedures of Executions and effectiveness.
5. To notify the ministry about the time of Extraordinary General Assembly meeting with at least (15) fifteen days from the appointed time of the meeting.

**Sixth:** The Organization may not deviate from the objectives stipulated under its articles. The Organization and its members are prohibited to interfere in politics or to arise the sectarian, racial or religious disputes.

**Seventh:** The Organization may not raise donations from any person before obtaining a license from the Ministry in this concern.

**Eighth:** The Organization may not donate either cash or in-kind to any establishment, authority or union outside the country before obtaining a license from the ministry.

#### **Ninth: Acceptance of dissolution of the Board of Directors**

In case the Board of Directors' resignation approved or dissolved, the ministry shall nominate an interim Board of Directors from the Organization's active members, as such board of directors take over the authorities of the elected board of directors, for a period of 6 months, renewable for a similar period. The existing members of the Organization's board of directors and the staff shall submit all the Organization's funds,

records, documents and books once the said interim board is formed.

#### **Tenth: Loss or Harm**

The President and the Board of Directors' members are responsible for any loss or damages affect the Organization because of neglect or default. The Organization, any of its members or the board of directors may take legal actions in order to remedy such loss or harm suffered by the Organization.

#### **Eleventh: Penalties**

- All members shall comply with the memorandum of Organization, and the board of directors has the right to issue the suitable penalty against any member who does not comply with oral or written notice, such penalty may reach to termination and cancellation of membership.
- The Bylaws is the main reference for all Scientific Medical Societies, and the Board of Directors may take necessary action against the society that did not committed with the articles of this bylaws or giving written notice to dissolving the Society, or Society's board Members and to be re- elected again.
- The MENASO Bylaws is the main reference for the MENASO branches, and the Board of Directors may take the necessary action if did not committed with the articles of these bylaws or giving written notice, or to dissolving the Administrative Body of the branch or to re-elect based on a justifiable request to extraordinary General Assembly to dissolve the branch.
- As per Article (4) extraordinary General Assembly may to reject, stop or re-amend any penalty resolution passed by the Board of Directors.

#### **Twelfth:**

This bylaw is approved the MENASO Board Members General Assembly Meeting on 12 December 2019.