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INTERNAL BYLAWS

Approved in the Meeting of the Board of Directors
held on Monday 24/12/2007 A.D.
and effective as of 1st of January 2008 A.D.



Based on the content of article (51) of the Articles of Association of Kuwait Transparency Society, the Internal Bylaws was set

Article (1)

The internal bylaws is concerned with the administrative organization of the activities of Kuwait Transparency Society; it is complementary to the Society's Articles of Association as per the hereinbelow mentioned articles.

Article (2)

Amendment, deletion or addition of any article in these bylaws is the responsibility of the Board of Directors, provided such amendment, deletion or addition does not contradict with the Society's Articles of Association.

Chapter One Membership of the Society (1)

Article (3)

The visiting member referred to in article (5) of the Articles of Association:

- a- If Kuwaiti national: he should be under the age of 21.
- b- If non-Kuwaiti: he should have a legal residence in Kuwait.

(1) This chapter was added in amendment performed by the Board of Directors to the internal bylaws in its meeting held on 24/12/2007.

Article (4)

Membership procedures referred to in article (6), paragraph (5) of the Articles of Associations are:

- a- Submitting the membership application to the society secretariat on the specified form.
- b- Participating in one of the Society's committees or attending the Society's activities for a period not less than 4 months.
- c- Undertaking, in case of his acceptance as an active member, to abide by the Articles of Association and all the bylaws of the society, particularly:
 - The content of article (55) of the Articles of Association.
 - The "Strategy" Instrument.
 - The Bylaws concerning the Conflict of Interests.

Chapter Two: Election of the Board of Directors

Article (5)

A- After the approval of the General Assembly, the Chairman shall appoint a committee of three members to supervise the election process, provided such members are not candidates for Board Membership and that the assignment of the committee shall end by the end of the elections.

B- Election of Board Members shall be by secret ballot.

C- The elected Board must hold a meeting within 72 hours to elect the designated positions.

Article (6)

A- Elections for Board membership shall be held once every two years; and the General Assembly must be called for a meeting within two months from the end of the fiscal year.

B- Nomination for Board membership shall be open before a minimum of one month from the date of elections. Nomination shall close (15) days before the election process, and shall be made on a written request submitted to the Secretary. The Secretary must announce the names of the candidates on the notice board in the Society's Headquarters. A candidate shall have the right to withdraw his nomination 5 days before the election process.

C- The General Assembly shall elect seven members from among the candidates for the Board of Directors. Two of the unsuccessful candidates who obtain the second in line highest votes shall be on the reserve.

Chapter Three

Code of Conduct of Board Members ⁽²⁾

Article (7)

Board Members adhere to abiding by the highest standard of honesty, accountability, and acting pursuant to the values, principles and policies of Kuwait Transparency Society.

Article (8)

Board Members understand that they have to perform a special role in enhancing and encouraging the Society, its values, principles and policies among the concerned parties, whether they are members of the Society or not.

Article (9)

Board Members agree to fully abide by the Conflict of Interests Bylaws of the Society.

(2) This chapter was added in amendment performed by the Board of Directors to the internal bylaws in its meeting held on 24/12/2007.

Article (10)

- a- Articles of Association of the society.
- b- The Strategy Instrument, vision, mission, values, objectives, principles & policies and work fields.
- c- Conflict of Interests Bylaws.
- d- Code of Conduct stated in this chapter.

This undertaking is conditional for the acceptance of the nomination application form, and a copy of the said undertaking shall be safe kept with the (Values Committee) of the Society.

Article (11)

Board Members should adhere to the following:

- a- Have good relation with and mutual respect of other Board Members.
- b- Communication and consultation with other Board Members openly, brotherly, friendly and in a manner that supports their fulfillment of their duties and liabilities sincerely and efficiently.
- c- To respect the privacy and confidentiality of private life when dealing with personal details of Board Members.
- d- To obtain, through the Board of Directors, the consultancy of committees and members of the society concerning the application and development of all policies and activities that might affect them.

The Board Member shall also submit a copy of this undertaking to the (Values Committee) in the Society.

Chapter Four: International Relations

Article (12)

The Board of Directors shall elect from among its members an International Relations Commissioner to undertake the following affairs:

- Coordinate on continuous basis with Transparency International and other international organizations in a manner consistent with the objectives of the Society and in compliance with the applicable regulations in the State of Kuwait.
- Follow up and seek to participate in international and regional conferences related to the objective of the Society,

Article (13) (3)

The Society participates in international activities like general conferences, meetings, gatherings, and training programs relative to its objectives. The Board of Directors shall name representatives of the society in such activities provided that expenses of such participation is pursuant to the content of the Financial Bylaws of the Society.

(3) This article was added in amendment performed by the Board of Directors to the internal bylaws in its meeting held on 24/12/2007.

Chapter Five: Working and Special Committees and Alliances

Article (14)

The Board of Directors may form permanent or ad-hoc committees (under the title of committee or any other title) from among the Society members or others in order to achieve the objectives specified in its Articles of Association.

The members of each committee may not be less than three. The Board shall specify the maximum number of each committee as deemed appropriate.

Article (15)

The Board of Directors shall form (General Committees) according to the following:

A- Committees are announced by way of a circular issued by the Secretary indicating the name and activities of the committee. The member who wishes to join any such committee must register his name with the Secretary within two weeks of the opening date.

B- If the number of members willing to participate in any committee exceeds the maximum limit, the Chairman and the secretary shall select the required number from among those registered.

C- In case the number required to form any committee is not attained or in case of withdrawal of a member, the Chairman shall appoint a volunteer to join the Committee to complete the number of its members.

D- At its first meeting, the committee must designate the positions necessary for its work. The positions shall be elected from among the committee members.

E- The committee shall keep minutes of the meetings it holds and shall send a copy of the same to the Secretary.

Article (16)

The Board of Directors may form (special ad hoc committees) to prepare a technical report, write a scientific paper or organize a scientific conference or a specialized symposium on certain subjects related to promoting transparency and combating corruption according to the following:

- A- Members of such committees shall be elected from among Society members or others - a minimum of five members.
- B- Once the committee is formed, its name, members (specialties and experience must be taken into consideration), objective and term required to carry out its activity must be specified.
- C- At its first meeting, the committee shall designate the positions necessary for its work and such positions shall be elected from among the committee members.
- D- The committee shall prepare a final report on the designated subject with necessary documents attached, and refer the same to the secretary.
- E- The Committee suggests following up the recommendations set in its report for achieving the utmost benefit thereof.

Article (17)

If a member fails to attend or is absent from three consecutive committee meetings or six meetings within a year, without an acceptable written excuse, he shall be deemed to have resigned. And if a member fails to arrive half an hour after the time of the meeting, he shall be deemed absent.

Article (18)

The Board of Directors is entitled to dissolve any committee in the following cases:

- Not fulfilling the purpose for which it was formed.
- Violation of the Society's Articles of Association, Internal Bylaws, Financial Bylaws or Board resolutions.
- Inefficiency.

Article (19)

A committee may not open bank accounts, but may have an account in the accounts books in the Society by way of an application submitted by the committee and approved by the Chairman and the Treasurer.

Chapter Six: Alliances

Article (20)

The Board of Directors may invite other authorities to jointly form an alliance to achieve a Society objective.

The Board of Directors shall specify the objective, nominate members and suggest work system of the alliance.

The work system of the alliance shall be approved in coordination with the members who agreed to join it.

Article (21)

The Board may enter into alliances upon invitation from other parties provided that the objectives of such an alliance do not contradict the objectives of the Society.

Chapter Seven: Utilizing the Headquarters

Article (22)

The Society facilities shall be utilized for the activities of the Society and the objectives for which it was established.

Article (23)

The Board of Directors may consider hosting another society that has no headquarters either on permanent or temporary basis. The Board shall determine the location to be occupied by such society and the fees for such utilization.

Article (24) (4)

Companies, societies, unions and voluntary work groups may use the domicile of the society pursuant to the following conditions:

a- Closed meetings and gatherings:

- Registered and under-registration civil society organizations, pursuant to the specialization of the organization.
- Voluntary workgroup: provided that the objective of the gathering does not contradict with the Kuwaiti constitution or laws.

The application form of such use should be filled and submitted to the secretariat at least three days prior to the meeting date.

b- Seminars and General Activities:

- Registered civil society organizations pursuant to the specialization of the organization.
- Civil society organizations under registration: in cooperation with a registered society and pursuant to the specialization of the organization.
- Commercial Companies: in cooperation with a registered civil organization and pursuant to its specialization.

The application form of such use should be filled and submitted to the secretariat at least one week prior to the activity date.

(4) This article (24) was added in amendment performed by the Board of Directors to the internal bylaws in its meeting held on 24/12/2007 in replacement of the cancelled article (16) which read as follows: (The secretary may approve the request of organizations and societies whose objectives do not contradict with those of the society to use any of its utilities (meeting halls, divans, etc, and the society may request fee payment against such usage).

C- Training Programs:

- Registered and under registration civil society organizations pursuant to the specialization of the organization, against paid fees as specified in article (9) of the Financial Bylaws of the Society.
- Commercial companies: against paid fees; as stated in the financial bylaws of the Society, Article (9).

The application form of such use should be filled and submitted to the secretariat at least two weeks prior to the activity date.

In all cases, the society is entitled to reject the request orally or in writing without mentioning the reasons.

Nomination to the Membership of the Board of Directors

Acceptance and Undertaking

I, the undersigned nominee to the membership of the Board of Directors have reviewed the content of (the internal bylaws – second chapter – Board Members code of ethics) of Kuwait Transparency Society and fully comprehend the same. I affirm that I fully abide by its content, and that I shall continue to consider the same in all my activities on behalf of the Society.

In particular, I agree to abide by article (8) of the internal bylaws of the Society, which reads as follows:

Upon submitting the nomination application for membership of the Board of Directors, the nominee submits an undertaking that in case of winning a chair in the board he shall abide by the following:

- Articles of Association of the Society.
- The strategy instrument
- vision, mission, values, objectives, principles & policies and work fields.
- Conflict of Interests Bylaws.
- Code of Conduct stated in this chapter.

This undertaking is conditional for the acceptance of the nomination application form, and a copy of the said undertaking shall be safe kept with the (Values Committee) of the Society.

I shall further abide by article (9) of the internal bylaws of the Society, which reads as follows:

Board Members should adhere to the following:

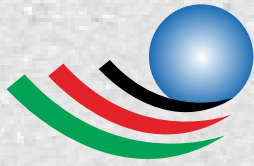
- Have good relation with and mutual respect of other Board Members.
- Communication and consultation with other Board Members openly, brotherly, friendly and in a manner that supports their fulfillment of their duties and liabilities sincerely and efficiently.
- To respect the privacy and confidentiality of private life when dealing with personal details of Board Members.
- To obtain, through the Board of Directors, the consultancy of committees and members of the society concerning the application and development of all policies and activities that might affect them.

The Board Member shall also submit a copy of this undertaking to the (Values Committee) in the Society.

I further abide by submitting my statement of financial declaration within three months of obtaining the Board Membership, on the official form prepared for this purpose as referred to in the financial bylaws of the Society.

Name:			
Membership No.		Date:	
Signature:		Date of Submission:	

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جمعية الشفافية الكويتية
Kuwait Transparency Society



TRANSPARENCY
INTERNATIONAL
the global coalition against corruption
K U W A I T

**THANK
YOU**

