

(A Translation from Arabic)

The Amended Statute of Emaar Association for Development and Rehabilitation. First Chapter

Article "1"

A Charitable Association was established in Gaza Governorate, known as: **Emaar Association** in accordance with the provisions of the 2000 No.1 Law of Charitable Associations and NGOs and its executive board. Its name was amended following the extraordinary meeting of the General Assembly dated 19-03-2011 to become **Emaar Association for Development and Rehabilitation**.

Article "2"

The Association's Headquarters is located in Khan Younis Governorate, opposite **Cairo-Amman Bank, Jasser Alagha Building, Fifth Floor**.

Article "3"

Association's work field and geographical outreach: Relief, development, charity work and rehabilitation. Outreach: Gaza Governorates.

Article "4"

The Charitable Association shall enjoy a legal personality and will have an independent financial position, and shall have the right to possess movable and immovable assets, and dispose of it to the extent of achieving its aims.

Article "5"

The Charitable Association shall have the right to open one or more of its branches in Gaza Strip after the approval of the Ministry of the Interior.

Article "6"

Aims of the Association:

The Association aims to achieve the following objectives:

- 1- Helping with the development and progress of the local community by creating several charity projects such as Medical Centres, schools, kindergartens, gardens, clubs, places of worship, digging of wells and infrastructure projects.
- 2- Helping with relief of people hard hit with disasters.
- 3- Improving the living standard and securing the suitable shelters for the needy and underprivileged families.
- 4- Creating jobs for the unemployed through settling up charity projects.
- 5- Strengthening relations and co-coordinating efforts with individuals and bodies working in different fields of charitable work, exchanging expertise and information and encouraging the volunteering efforts in the areas of organization and donation.
- 6- Establishing environment and development projects.
- 7- Erecting of resources development projects.



Second Chapter Membership

Article "7"

Membership of the Charitable Association is personal and non-transferable by proxy or by deputizing, and may not be transmitted by inheritance.

Article "8"

Every person, whether natural or legal, who has full legal capacity, will be entitled for membership in the Charitable Association when he/ she meets the required conditions according to the Statute.

Article "9"

- 1- The founder members of the Association are considered members therein as from the date of its registration in the registers of the concerned department of the Ministry.
- 2- Each person wishing to become a member in the Charitable Association should submit an application to the Board of Directors stating: (Full Name/Address/Date of Birth/Occupation/ID Number/Nationality), and he should undertake to abide by the provisions of the Charitable Association's Statute and the resolutions of the Board of Directors.
- 3- The Board of Directors have the authority to make a decision on accepting or rejecting the application. If the application is rejected, objection to this may be made during the nearest meeting of the General Assembly.

Article "10"

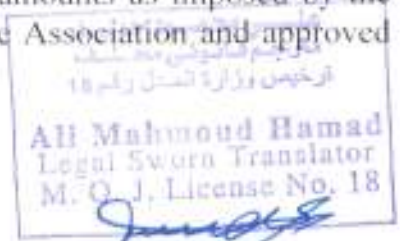
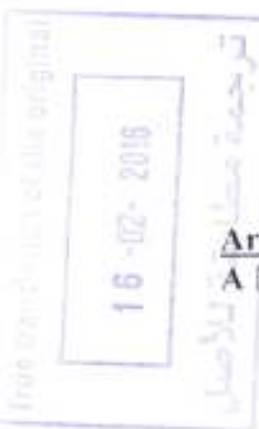
Conditions for Membership:

- 1- Must not have been sentenced in a felony or crime involving moral misdemeanor or dishonesty; unless otherwise rehabilitated.
- 2- Age of a member should not be less than 18 calendar years.
- 3- A member should be a Palestinian national.
- 4- High academic qualification (B.A..B.Sc., equivalent or more), last prerequisite may be waived if the participant is an associated member, in which case his name is not included among the General Assembly members of the Charity.

Article "11"

A Member's Rights and Duties:

- 1- A member in the Charitable Association will have a personal right to participate and vote in every meeting of the General Assembly where he will have one vote in each poll. He will also be entitled to elect board members and be a candidate for such membership.
- 2- A member in the Charitable Association will have the right to participate in its activities and to benefit from its services.
- 3- A member undertakes to pay any fees or other amounts as imposed by the Board of Directors on members of the Charitable Association and approved by the General Assembly.



- 4- Termination of membership in the Charitable Association does not exempt the members from paying the amounts due on membership termination.

Article "12"

Termination of Membership of the Charitable Association:

- 1- Membership of the Charitable Association expires in the following events:
 - A. Upon the death of a member; and if the member is a legal personality, then upon the liquidation of the Charitable Association.
 - B. By withdrawal from the Charitable Association through giving a written notice to the Board of Directors to that effect, thirty days in advance.
 - C. The General Assembly may, upon a proposal from the Board of Directors, decide to dismiss a member for any of the following reasons:
 - If the member fails to pay what is due from him to the Charitable Association
 - If he fails to implement the provisions of the Statute or any resolution made by the General Assembly or the Board of Directors
 - If the members acts in contradiction to the objectives of the Charitable Association
 - If he is convicted in a crime involving immoral behaviour or a breach of trust.
- 2- Board of Directors may not propose dismissal of a member of the charitable Association for reasons mentioned in Article 2 without a written warning and giving him sufficient time to correct his mistakes and defend himself.

Article "13" : Members' correspondences:

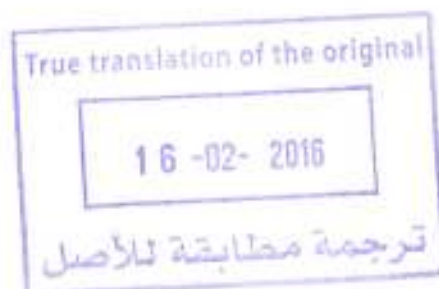
Each invitation, request, warning or notice directed from the Charitable Association to a member should be given to him in person, or sent by registered mail to his address as kept in the members' register, and the Association, upon a written note from the member, will change his address contained in the Membership Registry.

Third Chapter Organizational Structure of the Association

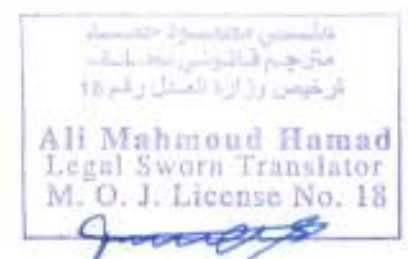
First: The General Assembly

Article "14" : The Assembly's members and its meetings:

The General Assembly consists of all Active Members once they have been accepted as members of the Charitable Association and upon payment of their financial obligations in keeping with the Statute and within the times specified by the Board of Directors.



3





Article "15" :

The General Assembly consists of all Active Members once they have been accepted as members of the Charitable Association and upon payment of their financial obligations in keeping with the Statute and within the times specified by the Board of Directors.

Article "16"

Convening of the General Assembly Meetings:

- 1- The General Assembly will be held at least once annually in its premises, and it could be held at any other location specified by the Invitation the agenda to it.
- 2- The General Assembly will be held upon a written Invitation, which will be addressed to each of its eligible members indicating the place, time and agenda of the meeting, ten days prior to the meeting .
- 3- Invitations to the ordinary and extraordinary General Assembly meetings will be made at the request of:
 - A. The absolute majority of the members of the Board of Directors
 - B. At least one third of the members of the General Assembly.
- 4- If the General Assembly has not been called for meeting under clauses A and B of Item No. 3 of Article "16" above, then the Minister may convene it or appoint someone else to call for a meeting.

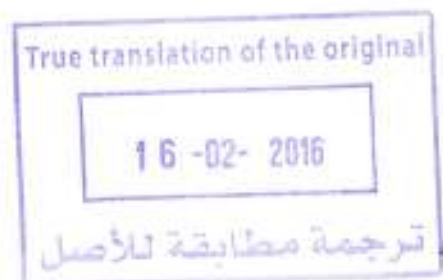
Article "17"

The Board of Directors will determine time, place and agenda of the ordinary and extraordinary General Assembly meetings.

Article "18"

The General Assembly will discuss the following topics in an ordinary meeting without clearly mentioning them in the Invitation note :

1. Report of the Board of Directors on the activities of the Association, and the attached approval thereof .
2. The Financial Report issued by the Board of Directors, and its approval .
3. Auditor's Report on the Association's Financial Position, and approving it
4. Appointing a legal Auditor
5. Electing a new Board of Directors



Article "19" Meeting's Quorum

- 1- A General Assembly meeting will be opened only in the presence of an absolute majority (50% +1) of members . When such quorum is achieved at the opening of a meeting, the General Assembly may continue the session and make decisions even though the number of attendants may become fewer.
- 2- If the said quorum is not achieved within half an hour from the time specified in the Invitation, then the meeting is considered postponed for 15 days at the same time and place, without making a new Invitation. In such a case , the attendants, provided their number is not less than one third of the members of the Association, may review and make decisions regardless of their number .

Article "20" Meeting of the General Assembly's Representatives:

- 1- If the number of members of the General Assembly exceeds one thousand, meetings of the General Assembly will be held through agreement of representatives chosen by all the members in the way and fashion decided by the Board of Directors.
- 2- The meeting of the representatives is considered similar to that of the Charity's General Assembly and comes under its provisions.

Article "21" : Chairmanship of the meeting:

General Assembly meetings will be presided over by the Chairman of the Board of Directors, his Deputy or the oldest member.

Article "22"

- 1- Resolutions of the General Assembly will be passed by the absolute majority of members in respect of amending the Statute.
- 2- Resolutions of the General Assembly will be issued by a two-third majority of members in the following matters
 - A. Dissolution of the Association
 - B. Amending of the Statute concerning the Association's objectives
 - C. Removing the Members of Board of Directors and subjecting the members to a vote of no-confidence
 - D. Consolidation or merger of the Association with other bodies.
- 3- Resolutions of the General Assembly will be issued by an absolute majority of the attending members for all matters that are not mentioned in Paragraphs 1 and 2 of Article "22".

Article "23" Meetings' proceedings:

For every General Assembly meeting held, proceedings of such a meeting will be prepared by the Association's Secretary who will sign it together with the Chairman of the Board of Directors. Such proceedings will be a preliminary evidence of its contents, and the legality of the General Assembly meeting and the decisions made therein.

Ali Mahmoud Hamad
Legal Sworn Translator
M. O. J. License No. 18



Article "24" Informing the Ministry of the Meetings:

The Board of Directors should notify the Ministry and the concerned Ministries in writing on the timing and place of the ordinary and extraordinary General Assembly meetings, at least one month in advance, with the agenda attached.

Second: Board of Directors

Article "25"

The Association will be managed by a Board that consists of 11 members who are elected by the General Assembly for a term of three years.

Article "26"

Duties of the Board of Directors

The Board of Directors will have the following duties:

- 1- Managing the Association's affairs and setting up codes and internal regulations and work instructions
- 2- **Appointments of the necessary staff, determining their duties and terminating their services in accordance with the provisions of law**
- 3- Setting up committees as deemed necessary for improving performance, and specifying the duties of each
- 4- Preparing final accounts for the vocational year-end and preparing a balance sheet for the new year
- 5- Submitting the administrative and financial annual reports and any future plans or projects to the General Assembly
- 6- Inviting the General Assembly to attend ordinary and extraordinary meetings and implementing its resolutions in line with the provisions of the law and the Statute
- 7- Following up on any remarks received from the Ministry and the concerned Ministries regarding the Association's activities, and replying to them.

Article "27" Tasks of the Board of Directors Members:

The Board of Directors will select from among its members a chairman, a deputy chairman and a treasurer.

- 1- The Chairman of the Board of Directors, or, in his absence, his Deputy, will have the following duties:
 - a. Representing the Charitable Association before other bodies and signing, on its behalf, on all paperwork, correspondence, contracts and agreements held with other parties and approved by the Board of Directors .
 - b. Presiding over meetings of the General Assembly, the Board of Directors and the internal committees, and reserving the right to call for these for meetings.
 - c. Approving the agenda for Board of Directors' meetings and monitoring the implementation of its resolutions.
 - d. Signing in co-operation with the Secretary on minutes of meetings, administrative decisions and staff-related matters.
- 2- Signing in co-operation with the Treasurer on title deeds and financial vouchers.

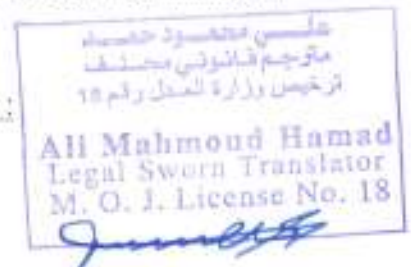
- 2- Duties of the Secretary of the Charity Board of Directors :



True translation of the original

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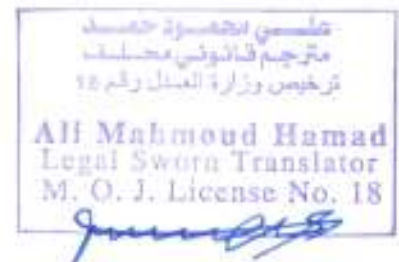
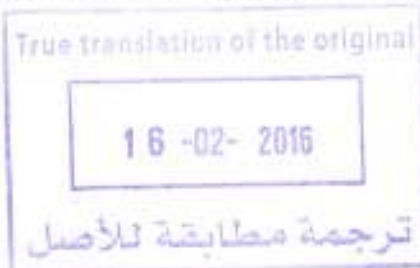
- A. Preparing an agenda for the Board of Directors, inviting members and being in charge of meetings, preparing minutes of meetings and decisions and writing them down in records.
- B. Keeping records according to the law.
- C. Notifying the Ministry, the concerned Ministries and the concerned Union of the membership movement in the Association or any change or modification that might occur, by sending a written letter within no more than fifteen days from the change or modification.
- D. Helping with the execution of the decisions of the Board of Directors.
- E. Preparing the annual administrative report about the Charitable Association's activities and presenting it to the Board of Directors.
- F. Preparing an agenda for the General Assembly and calling for ordinary and extraordinary meetings according to regulations .
- G. Supervising all administrative work and personnel affairs and receiving membership applications.

The treasurer's duties are as follows:

- A. He is considered in charge of all the financial affairs of the Association according to the prevalent rules and financial regulations .
- B. General supervision of the Association's resources and expenses, issuing receipts for all revenues, receiving them and depositing them at a national bank attested by the Board of Directors.
- C. Recording all revenues and expenses in special records, being in charge of organizing financial work and supplies, supervising them and giving his remarks to the Board of Directors.
- D. Supervising the annual inventory and reporting thereof to the Board of Directors.
- E. Paying all the amounts duly payable by the Board of Directors and keeping their vouchers and documents.
- F. Reviewing financial records of the Charitable Association before payment of the amounts, as well as controlling and keeping them.
- G. Carrying out all decisions of the Board of Directors concerning financial dealings provided they match with the items of the budget.
- H. Preparing a balance sheet of the Charitable Association for the next year jointly with the treasurer and presenting it to the Board of Directors.
- I. Signing title deeds and financial documents in co-ordination with the Board of Directors .
- J. Looking over the remarks sent by the concerned Ministry and replying to them.

Article "28" Meetings and Decisions of The Board of Directors

The Board of Directors meet at least quarterly and invites the following:



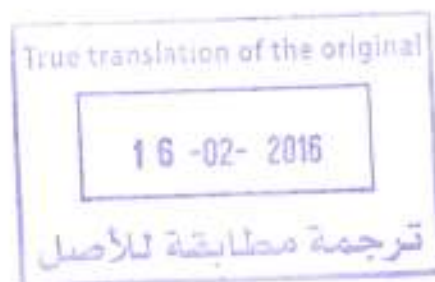
- 1) The Chairman or his Deputy or a majority of the members of the Board of Directors. The meeting is not considered legal unless attended by two thirds of the members. Its decisions are passed only by absolute majority (50% + 1).
- 2) The Board of Directors hold extraordinary meetings whenever necessary upon an invitation from the Chairman, his Deputy or one third of its members.

Article "29": Resignation of members of the Board of Directors

- 1) A member of the Board of Directors may resign at any time by submitting a written resignation to the Board of Directors. The Board of Directors will decide upon such resignation within a period not exceeding one month from this date . In case of no reply, the resignation is deemed accepted .
- 2) A member of the Board of Directors would cease to hold office at the board of directors in the event of losing eligibility or being declared bankrupt.

Article "30": Miscellaneous about Board of Directors'

1. If a position of one Board of Directors' member becomes vacant, it is occupied by the member next in number of votes to the relevant member in the last elections of the general assembly. If none is available, the other remaining members can appoint another member from among the general assembly members to the Board of Directors till the nearest meeting is held by the. The remaining members, being a temporary committee, can continue to function as a Board of Directors till such appointment takes place.
2. If it is impossible for a member of the Board of Directors to perform his tasks for one reason or another, the other remaining members can appoint one of the general assembly members to replace him to perform his tasks temporarily till he returns.
3. If it is impossible for the Board of Directors to meet due to resignation or death, the remaining members, being a temporary committee, perform the work for a period not exceeding one month during which the general assembly is called for choosing a new Board of Directors.
4. A member of the Board of Directors has to work in the interest of the Association within the scope of its objectives, and according to the Statute and decisions of the general assembly. He has to perform all duties of the association according to the Law of Charitable Associations and Civil Societies.
5. The general assembly may dismiss any member of the Board of Directors at any time according to a suggestion from that board .
6. The previous Board of Directors is accountable for all financial matters during its period of work before the general assembly and the concerned authorities.



Article "31": Collective Resignation of Members of the Board of Directors:

In case all members of the Board of Directors resign collectively or the temporary committee mentioned in paragraph (1) Article (19) is not performing its duties, the minister should appoint a temporary committee from among the members of the general

assembly to do the tasks of the Board of Directors for one month, during which the general assembly meets to elect a new Board of Directors,

Article "32" Duties of The Board of Directors:

The Board of Directors should perform the following duties:

1. Organizing the following records:
 - A. In-coming and out-going correspondence records.
 - B. A record of the Statute including names of the Board of Directors in each vote as well as the date of the elections.
 - C. A record of the names of the Charitable Association's members including their identity card numbers, ages, dates of membership, occupation and nationality.
 - D. A record of the minutes of the Board of Directors meetings and of the general assembly in serial order.
 - E. A record of cash and in kind revenues and expenses in detail according to the prevalent financial procedures.
- 2- The Board of Directors has to arrange records of its meetings and decisions.
- 3- All records of the Board of Directors mentioned in Article 21 Paragraph (A) should be stamped by the concerned department before being used.
- 4- The Board of Directors should keep the aforementioned records in paragraph (A) Article 21. They should not be destroyed and they should be handed to the concerned department on terminating the Association. Such records should be seen by the concerned department at the Ministry at any time they wish.

Article "33": Signatures:

The Chairman and Treasurer sign all checks, monetary notes and financial documents and paperwork that are binding to the Association, and performing internal deals within their jurisdiction .

Article "34" :Relatives of the Board of Directors:

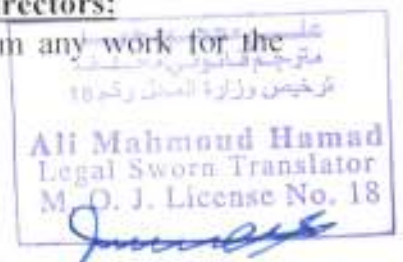
The Board of Directors may not include among its members two first-grade and second-grade members.

Article "35" Combining membership of the Board with administrative work:

It is not allowed to combine membership of the Board of Directors with a paid job in the Association.

Article "36" :Personal interest of member of the Board of Directors:

A member of the Board of Directors is not allowed to perform any work for the Association if he has a personal interest therein.





Fourth Chapter

The Association's Finances

Article "37" Finances of the Association:

The finances of the Association consist of:

- 1) Members' subscriptions.
- 2) Donations, grants and unconditional aids according to receipts approved by the Ministry.
- 3) Revenue of the Charitable Association's activities which are of guaranteed profits and legally allowable.
- 4) Resources approved by the Board of Directors.

Article "38" Annual Budget:

1. The Association has an annual balance sheet starting from 1st Jan every year and ends on 31/12 of the same year, to be supervised by a legal accountant unless its expenses are less than 1000 Jordanian Dinars or their equivalents in local, legal currency.
2. In either case, an auditor presents a financial report about the Association covering the past fiscal year to the general assembly to be approved and attested in its annual meeting.

Article "39": Bank Accounts:

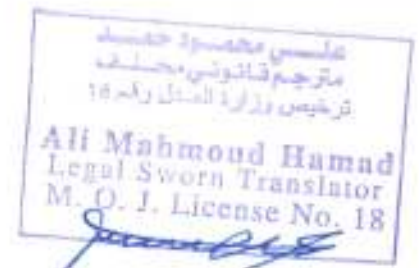
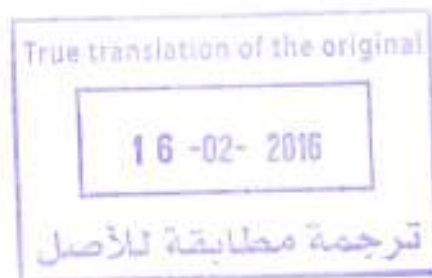
- 1- The Charitable Association deposits its cash money at a certified bank/banks and the Association should inform the concerned Ministry on the whereabouts of depositing within a week from the date of depositing.
- 2- The treasurer has no right to keep any cash money, in the cash box, exceeding one month's expenditure .
- 3- The Association should show the auditor all account books, minutes of the meetings, decisions and payment and cash receipts.

Article "40": Expenditure:

- 1- All the moneys of this Charitable Association are allocated for achieving its objectives and may not be spent on any other purposes.

Article "41": Financial and managerial reports:

The Association has to submit its accounts books and the financial report every year to the concerned Ministry within four months from the end of the fiscal year.





Fifth Chapter

Dissolution of the Association

Article "42" Association's Self-dissolution:

- 1- If the Association did not or was not able to achieve its objectives, the majority members of the Board of Directors or one third of the general assembly members will have the right to call for an extraordinary meeting to consider terminating the Association and to dispose of its assets.
- 2- The resolution to terminate the Association will be valid if two thirds of the Charitable Association's members attend the meeting and two thirds of the attending members approved to that .
- 3- If others moneys remain after paying off all liabilities of the Association, then such moneys will be transferred to another Association of similar objectives inside Palestine.

Article "43": The Ministry's termination of the Association:

The Ministry reserves the right to terminate the Association in the following cases:

1. If the Association does not practice its actual work during the first year from the date of its registration.
2. If the Association substantially violates its basic constitution and does not correct its conditions within three months from the date of receiving a written notice thereof.
3. If the Association disposed of its moneys in ways other than those specified for it.
4. If it submitted fake data to the Ministry or to any other official bodies .
5. If it violates any provisions of the law, public order or public ethics.

Sixth Chapter

General Provisions

Article "44": Incorporated and merger:

The Charitable Association, through a majority of two thirds of its members, has the right to get incorporated or merged into another Charitable Association qualitatively or regionally or under the General Union according to the Law of NGOs.

Article "45": Forming of committees:

The Charitable Association has the right to form work committees to achieve its objectives.

Article "46": Political activities:

The Charitable Association is forbidden to have any political activities and form underground organizations.

