

Internal Bylaws

**Approved in the Meeting of the Board of Directors held on
Monday 18/3/2025.**

At Board of Directors Meeting No. 2/2025.

**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 shouldn't be under the age of 21.
- b- If non-Kuwaiti: must be a citizen of one of the Gulf Cooperation Council countries or Yemen, or have a legal residence in Kuwait.

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. If he is accepted as an active member of the association, he pledges to abide by the bylaws, the strategic document, and all the association's regulations, while maintaining good relations and proper respect between him and his colleagues in the general assembly.
- b- Participation in one of the association's committees, or participation in attending the association's activities, providing advice to it, or communicating with others to achieve its goals, for a period of no less than six months, Then a report approved by the Board of Directors is submitted regarding this.
- c- Submit a certificate from the Ministry of Interior regarding his criminal record, or sign a declaration of good conduct, complete the official "membership application" form, attach the above-mentioned documents, and pay the required membership fees.

Membership applications are submitted to the Board of Directors, which meets twice a year for consideration, in the first and third quarters of each year.

⁽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 (5)

If a member is proven to have violated any of the articles of association, the strategic document, or the association's bylaws, after being investigated or summoned for investigation and refusing to attend, the matter of the violation will be referred to the Values Committee.

Article (6)

The Board of Directors may include national figures of the Association as (honorary members), as follows:

a) Membership system

- 1) The honorary member shall be examined by the Board of Directors, and the honorary member shall be notified of the Board's desire, and shall be provided with a copy of these regulations.
- 2) The term of honorary membership ends with the end of the term of membership on the Board of Directors.
- 3) The honorary member is exempt from subscription fees, application procedures, and fees.
- 4) The Board of Directors shall meet with the honorary member according to his circumstances.

b) Honorary member duties:

- 1) A number of topics are presented to the honorary member with the aim of listening to his opinions and recommendations. Examples of these topics include:
 - • Annual plan.
 - • Final accounts for the past fiscal year.
 - • Draft budget for the next fiscal year.
 - • The association's major projects.
- 2) An honorary member may propose any topic they deem appropriate to the association's objectives, and their proposal shall be presented at the first meeting of the Board of Directors.
- 3) An honorary member has the right to attend any activity held by the association, whether open or closed.
- 4) An honorary member shall assist the Board of Directors in dealing with any obstacles or difficulties that impede the association's work, to the extent they deem appropriate.

Chapter Two : Election of the Board of Directors(2)

Article (7)

- 1) The President, with the approval of the General Assembly, shall appoint a three-member committee to oversee the Board of Directors elections, Provided that none of them are candidates for board membership. The committee's mandate ends with the conclusion of the elections.
- 2) Board members shall be elected by secret ballot.
- 3) The elected Board of Directors shall hold a meeting within 72 hours to elect the designated positions.

Article (8)

- 1) Elections for membership in the Board of Directors shall be held once every two years, provided that an invitation to convene the General Assembly shall be sent within two months of the end of the fiscal year among the concerned parties, whether they are members of the Society or not.
- 2) Nominations for membership in the Board of Directors shall open at least one month before the election date and shall close 15 days before the election process is held. Nominations shall be made by submitting a written request to the Secretary, who shall announce the names of the candidates on the bulletin board at the Association's headquarters. The candidate has the right to withdraw his nomination before the elections are held, or to be satisfied with running as a reserve member.
- 3) The General Assembly shall elect nine members from among the candidates for the Board of Directors, and there shall be two reserve members from among those who received the highest number of votes and who were not successful.

Chapter Three: Code of Conduct for Board Members

Article (9)

Board members are committed to upholding the highest standards of integrity and accountability, and acting in accordance with the values, principles and policies of the Kuwait Transparency Society.

Article (10)

The Board of Directors recognizes that they have a special role to play in promoting and encouraging the Association, its values, principles and policies among its stakeholders, both members and non-members.

Article (11)

The Board members agree to fully comply with the Association's regulations (conflict of interest, code of conduct, harassment).

Chapter Four: International Relations

Article (12)

- When submitting the nomination application, the candidate for membership in the Board of Directors shall submit a pledge to commit to the following if he wins a seat on the Board of Directors:

- 1) The association's bylaws.
- 2) The strategy document: vision, mission, values, objectives, principles and policies, and areas of work.
- 3) The association's regulations.

This pledge is considered a condition for accepting the nomination form, and a copy of it must be deposited with the Association's Values Committee.

Article (13)

Each member of the Board of Directors is committed to the following:

1. Maintaining good relations and proper respect between them and the members of the Board of Directors.
2. Communicate and consult with the members of the Board of Directors in an open manner and in a spirit of brotherhood and camaraderie, in a manner that helps each of them carry out their duties and responsibilities with sincerity and efficiency.
3. Respect the privacy and confidentiality of private matters when handling personal data of Board members.
4. Consult, through the Board of Directors, with the Association's committees and members regarding the development and implementation of all policies and activities that may affect them.
5. The membership period on the Board of Directors shall not exceed two union terms, if possible.

A pledge to this commitment shall be submitted upon nomination for membership in the Board of Directors, and a copy thereof shall be deposited with the Association's Values Committee.

Article (14)

Any member of the Board of Directors or member of the Values Committee who suspects that a member of the Board has violated the provisions of this section (Code of Conduct for Members of the Board of Directors) has the right to submit a complaint regarding the suspected violation to the Values Committee for adjudication.

Chapter Five: Chapter Four - International Relations

Article (15)

The Board of Directors may select from among its members a commissioner or form a commission for international relations to carry out the following matters:

- 1) Continuous coordination with Transparency International and other international organizations, in accordance with the Association's objectives and in accordance with the regulations in force in the State of Kuwait.
- 2) Monitoring international and regional conferences related to the Association's objectives and ensuring the participation of Association representatives in them.
- 3) Seeking international financial and technical support for the Association's activities, in accordance with the regulations set forth in the Association's rules and regulations.

Article (16)

The Association participates in international activities, such as general conferences, meetings, gatherings, and training programs related to the Association's objectives. The Board of Directors appoints representatives of the Association to participate in these activities, provided that the expenses of these participations are in accordance with what is stated in the Association's financial regulations.

Article (17)

The Board of Directors may form committees (in the name of a committee or any other name) permanent or temporary, general or specialized, from among the members of the association and others, to achieve its objectives stipulated in the bylaws. The number of committee members shall not be less than three members, and the Board of Directors shall determine the maximum number of members in each committee as it deems appropriate.

Article (18)

- At its first meeting, the Committee shall determine the positions required for the Committee's work, and those to fill those positions shall be elected from among the Committee members. The Committee shall prepare minutes of the meetings it holds and an annual report, and shall send a copy thereof to the Board of Directors.

Article (19)

If any member fails to attend or is absent from a meeting of the joint committee without an acceptable excuse for three consecutive meetings or five meetings during the year, he shall be deemed to have resigned. Any member who is absent for half an hour from the meeting shall in this case be deemed absent.

Article (20)

The Board of Directors has the right to dissolve any committee in the following cases:

- 1) It has not fulfilled the purpose for which it was formed.
- 2) It violates the Association's bylaws, strategy document, association regulations, or Board decisions.
- 3) It is ineffective.

Article (21)

Committees may not open bank accounts, but may have special entries in the association's account register, based on a request submitted by the committee and the approval of the president and treasurer.

Chapter Six – Alliances

Article (22)

The Board of Directors may invite other well-known entities to form an alliance together to achieve one of the Association's purposes. The Board of Directors shall approve the alliance's purposes, its representatives, and its proposed operating system. The alliance's operating system shall be approved in coordination with the other entities that have joined it.

Article (22)

The Council may accept the association's entry into an alliance based on an invitation it receives from other recognized entities, provided that the alliance's objectives do not conflict with the association's bylaws, strategic document, and regulations.

(end)

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:

- a) Articles of Association of the Society.
- b) The strategy instrument
- c) vision, mission, values, objectives, principles & policies and work fields.
- d) Conflict of Interests Bylaws.
- e) 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:

- 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.

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:	