

Articles of Association

Association of Free Thought Forum

Part One

Association's Name, Status and Purpose

Article (1):

These By-Laws shall be called the “Articles of Association” of the cultural Association of Free Thought Forum. They shall enter into effect upon the issuance of a written authorization from the Minister of Culture.

Article (2):

Definitions:

The following terms and expressions shall have the meanings assigned to them hereunder:

Association:	Association of Free Thought Forum
Law:	the Law on Societies and Social Bodies No. 33 of 1966 and its amendments
Minister:	Minister of Culture
Ministry:	Ministry of Culture
General Assembly:	General Assembly of the Association
Board of Directors:	the Board of Directors of the Association
Chairman:	the Chairman of the Board of Directors
Deputy:	Deputy of the cultural Association of Free Thought Forum
Secretary:	the Secretary of the cultural Association of Free Thought Forum
Member:	Each person fulfilling to the membership conditions in these By-Laws
Constituent Board:	the group of founding persons mentioned in these By-Laws
General Assembly:	the group of members registered in the Association in accordance with the provisions of these By-Laws
Administrative Board:	the Administrative Board formed in accordance with the provisions of these By-Laws Any committee constituted in accordance with the provisions of these By-Laws to carry out certain tasks

Article (3):

As per these By-Laws, a voluntary Cultural Board on behalf of the cultural Association of Free Thought Forum in the capital city of Amman, the Hashemite Kingdom of Jordan.

Article (4): Objective of the Association and the means to achieve them

1. Promoting the development and participation of Jordanian men and women in public life.
2. Activating and developing the communication of the civil society along with the private sector with the public sector and the exchange of experiences in the field of participation in public life.
3. Encouraging dialogue by working to spread the concepts of equality, individual freedom, and the values of citizenship, tolerance, free market economy, equal opportunity and the rule of law.
4. Communicating and cooperating with all agencies and institutions, locally, regionally and internationally, who corroborate with the Assembly in its concepts and objectives.
5. Researching and defining within the international experience and expertise in the areas of political development and party work.
6. Organizing conferences, seminars, workshops and performing any actions permitted by law to achieve the objectives of the association.

Part Two

Membership

Article (5): the Constituent Board:

The Constituent Board shall invite the General Assembly for its first ordinary meeting in order to perform election of the members of the Administrative Board in accordance with the provisions of these By-Laws, provided electing four members from the Constituent Board.

Article (6): Membership Terms:

1. Each person desiring to become a member of the Association of Free Thought Forum shall meet the following special requirements:
 - a) His age is not less than eighteen years.
 - b) He is of good conduct and reputation.
 - c) He is not a member of the board of directors, a general manager, a regional manager or an officer of another bank unless it is a subsidiary of the bank.
 - d) Have obtained the nomination of two members of the Constituent Board and two members of the Board of Directors of the Association, one among them is the President of the Board of Directors.

- e) Have agreed to the By-Laws of the Articles of Association of the Association in writing.
- 2. Membership Applications should be filed on the Form prepared by the Administrative Board for this purpose, which shall decide in the light of its content whether to accept this application or reject it without the need for a statement of reasons.
- 3. The Administrative Board may accept members to accept advocate honorary members in the Association for the period that it deems appropriate and in accordance with the principles it has established, provided that those members are not entitled to vote or run for the administrative functions of the Association.

Article (7):

A. Membership Types and fees:

Ordinary member over the age of 30: (50) JD annually

Ordinary Member under the age of 30: (25) JD annually

Students Memberships: (10) JD annually

- B. The membership fee shall be paid in the first month of each Gregorian year, and if the member joined before the sixth month of the Gregorian year, full fees shall be due, however if joining was after the sixth month, half the fees shall be paid as soon as joining the Association.

Article (8):

- 1. **Forfeiture of active membership capacity:** Members shall forfeit the active membership capacity in the following events:
 - A. Withdraw or resignation from the Association
 - B. Death
 - C. Forfeiture of one of the membership conditions
 - D. Dismissal from the Association
 - E. Delay in paying subscription fees at their maturity date for a period exceeding (3) months, provided having been notified of the due subscription fees through a registered letter during the month following the last made payment. The Administrative Board shall issue a decision of loss of membership by a majority vote
- 2. **Members Dismissal:** A member shall be dismissed through a decision taken by majority members of the Administrative Board; provided the President is within the majority of those members in any of the following two conditions:
 - A. If the member performed an action causing enormous materially, physically or morally harm to the Association
 - B. If the member took advantage of joining the Association to achieve personal purposes

Article (9): Re-instatement

The Administrative Board may re-instate the membership to the member whose membership has been forfeited because of non-payment of the subscription fees for a given year, if the amount owed has been paid.

Part Three

Resources of the Association and how to use and dispose them

Article (10): Revenues of the Association consist of:

- A. Members' subscription fees
- B. Grants and Donations
- C. The proceeds of the revenues and activities of the Association
- D. Bequests
- E. Any other resources approved by Administrative Board and permitted by law
- F. Grants and donations and bequests and endowments from Jordanian or external sources, provided not to be conditioned and be with the consent of the Council of Ministers and upon the recommendation of the Minister.

Article (11):

- A. The fiscal year of Association begins as of 1/1 and ends in 31/12 of each Gregorian year; however the first year begins from the date of registration until the end of that year.
- B. The funds of the Association shall be deposited in a bank designated by the Administrative Board
- C. The President of the Association or his deputy jointly with the treasurer shall sign on withdrawing any amount of money deposited in banks.
- D. The funds of the Association shall be spent only to achieve its objectives.
- E. The Association shall maintain at its head office duly organized account.
- F. Taking into account the provisions of Article 918), the Association shall select and appoint an auditor to annually audit its accounts and in its ordinary annual meeting.

Part Four

Bodies representing the Association Assembly

General Assembly

Article (12):

General Assembly shall be composed of all associate members to the Association and who have fulfilled their obligations in accordance with the provisions of this By-Law and a period of at least one year had elapsed on their membership in the Association.

Article (13):

The Board of Directors shall invite the General Assembly for its regular meeting once every year, within one month from the date of completion of the audit of the Association by the auditor approved for this purpose, and may invite the General Assembly to extraordinary meetings whenever necessary through a decision of the Administrative Board.

Article (14):

1. The Board of Directors invite the General Assembly to meet in a place determined by the Board of Directors and through a notification sent to all members who have the right to attend at least 30 days prior to the date set for the meeting. The agenda of the General Assembly meeting and a list of members who have the right to attend the General Assembly meetings shall be enclosed with the invitation.
2. 10% of the members who have the right to vote may send a written request to the Board of Directors to informing them of their desire to invite the General Assembly to convene, with a statement of the purpose of that, if the Board of Directors did not respond to such a request within fifteen days, they shall be entitled to progress to His Excellency the Minister to request the mentioned meeting. The Minister, upon the investigation, shall take the appropriate actions, and his decision in this regard shall be strictly final.
3. His Excellency the Minister shall be notified in writing of the date and place of any meeting of the General Assembly in at least fifteen days before from the date of holding the meeting, and accompanied by the agenda and detailed list of the names of the members who are entitled to attend the meeting.

Article (15):

Each member has the right to delegate in writing another Board member to represent him in attendance of the General Assembly meetings. In such event, the number of such delegated members shall not exceed the number attendants.

Article (16):

The ordinary meeting of the General Assembly shall be presided over by the Chairman of the Board or his Deputy, in case of the deputy's absence, the General Assembly shall elect from among the members the chairman of that meeting.

Article (17):

Ordinary meetings of the General Assembly shall be deemed legal if attended by 51% of the members who have the right to vote. Should such a quorum not be present, the chairman of the Board of Directors shall direct a second invitation to the General Assembly to hold another meeting within 15 days from the date of the first meeting. The second meeting shall be considered legal if attended by ten members therein.

Article (18):

Taking into account the provisions of Article (18), the General Authority not consider other matters not included in the agenda of the meeting prepared by the Board of Directors.

Article (19):

The powers of the General Assembly during its ordinary meeting shall include powers necessary for considering, discussing and taking the appropriate decisions on the following issues, even if they were not included in the agenda:

- A. The ratification of the balance sheet of the Association.
- B. Election of the Association auditors.
- C. Report of the Board of Directors on the activities of the Association, during the year. The report must also review the status of membership.
- D. Election of the members of the Board of Directors through secret ballot, while taking into account the provisions of Article (22) of this By-Law.
- E. Appointing a certified auditor of non-members of the Board of Directors.
- F. Adoption of the establishment of a branch or branches of the Association with the approval of His Excellency the Minister.
- G. Any other matter which the Board of Directors proposes to include in the agenda, and are within the work scope of the General Assembly in its ordinary meetings, provided that such a proposal is approved by an absolute majority of raised hands, except as provided in paragraph (d) of Article (18) of this By-Law.

Article (20):

Resolutions are passed at the General Assembly meetings by an absolute majority of the members present in all the issues mentioned above and by a majority of two-thirds of the members of the Association present in the following cases:

- A. Amending the Association Article and Memorandum of Association with respect to its purposes and objectives.
- B. Dissolution of the Association.
- C. Dismissal of the Board of Directors, its chairman or one of its members

Article (21):

No member of the Association shall vote if the subject presented was a resolution to come into agreement with him, sue him or end a lawsuit between him and the Association, as well as when he has a personal interest in the resolution presented for vote except for the election of the Board of Directors and other bodies or committees related to the Association.

Article (22):

The resolutions of the General Assembly shall be recorded records in the minutes and shall be signed by the Chairman and the Secretary, while mentioning in the minutes of each meeting the names of members of the Association who have the right to attend (and paid the fees for membership) and the names of the attendees by themselves or their delegates. In addition, the Chairman name, the Secretary, the resolutions issued and the number of acquired by votes shall be mentioned.

Board of Directors

Article (23):

The Association shall be operated upon registration directly by all the founding members, whereas the Chairman, the Deputy, the Secretary and the Treasurer shall be elected by them and the decisions shall be taken by majority, until appointing such time as for the election of the Board of Directors, provided holding the elections during a period ranging between 18 and 24 months from the date of registering the Association, as the founding members shall determine the date for this election. This election shall be called the first general election of the Association.

Article (24):

1. Ordinary meetings of the General Assembly shall be deemed legal quorum if the presence of 51% of the members eligible to. In the absence of a quorum, the elections shall be postponed for a period of not less than a week and no more than two weeks,

whereas the legal quorum shall be considered legal regardless of the shares represented therein. The General Assembly may extend the maximum limit of the elections to 21 days in case there is an official holiday during the election period due to the absence of legal quorum.

2. The Board of Directors shall inform the General Assembly of the intent to hold elections at least 30 days prior to holding it, and attach a copy of the agenda of the General Assembly meeting and the financial statements duly audited for the previous period.
3. The duration of the Board of Directors shall be (2) two years per term and it is not permitted to re-elect a member of the Board of Directors for a period exceeding two consecutive terms, and the first session of the elected Board of Directors after the foundation shall not be counted for the founding members as a calculated term for them for the purposes of the election twice in a row, whereas of each of them have the right to be nominated for the third term if the first term for any of them was the term that took place after incorporation.
4. The elections of the Board of Directors members of the Association shall be held by means of a secret ballot to elect nine members.
5. The vouchers that contain names of nine or less shall be accepted, noting that each election voucher containing duplicate names shall be considered invalid.
6. The General Assembly shall elect the Election Regulatory and Observation Committee consisting of 3 members of the General Assembly, provided that no one of them has nominated himself for election.
7. Board of Directors shall be composed of:
 - A. The first four candidates who had received the highest number of votes from a group of candidates who are not members of the former Board of Directors.
 - B. The first five candidates who had received the highest number of votes of the members of the former Board of Directors, and in the event of unavailability of five candidates from the former Board, the existing number shall be taken while completing the remaining of the new candidates, whatever the ratio between the elected of the former and the new Board.
8. If the votes are equally divided between two or more candidates, new secret ballot shall be held between them.
9. Two reserved members shall be assigned the first and the second who have received the largest number of votes after the nine elected members, whether they had served or did not serve the previous term by highest number of votes granted to them.
10. In the event of a vacancy for one member of the Board of Directors, it shall be replaced by one who has received more votes than the candidates who did not succeed in the elections, and so in each case and whether they are members of the former Board of Directors of the past or not.
11. Elected members of the Board of Directors shall elect among them the Chairman, his Deputy, the Secretary and Treasurer.
12. It is not permitted to hold elections if the total delegates were more than 50% of the attending members number who are eligible to vote.
13. In the event of the Chairman resignation, the new Chairman of the Board of Directors shall be elected or appointed from the members of the Board of Directors after the appointment of a member of the Board according to the provisions of subsection (1) above.

14. In the case of equal number of candidates for the desired number of election, the elections shall be canceled and the candidates shall win regardless, even if they were members of the precedent Board of Directors or not.
15. In the case of voting through delegation, the acting delegate shall have the right of only one delegation.
16. The door for nomination shall be opened at the head office of the Association a month before the elections date and shall be closed before the start to vote directly.
17. A member of the Board of Directors shall lose his membership if he failed to attend 3 consecutive meetings or 6 separate meetings without legitimate reason acceptable by the Board.

Article (25):

It is not permitted to combine between a membership of the Board of Directors and paid work in the Association except through a resolution of the General Assembly.

Article (26):

The Chairman represents the Board of Directors of the Association with all governmental, civil and judicial bodies in its rights and duties.

Article (27):

The Board of Directors powers shall include all matters related to managing the Association affairs, specifically including the following:

- A. Preparing the annual report of the Association's activity
- B. Organizing meetings of the General Assembly and preparing a draft estimated budget for the next fiscal year
- C. Identify and open the Association's accounts in banks decided by the Board of Directors
- D. Preparing the financial statements for the current fiscal year and reviewing the auditor report
- E. Preparing the administrative and financial systems required by the Association users
- F. Appointing Executive Director of the Association, determining his salary, annual appointment and dismissal, if needed
- G. Approving the work procedures and internal management

Article (28):

1. The General Assembly shall hold a meeting every 3 months to look into the affairs of the Association and the meeting shall be a legal if attended by 51% of the.
2. The decisions of the Board of Directors shall be adopted by an absolute majority of the members present at the meeting and in case of equality of votes the chairman of the meeting shall have a casting vote.

Article (29):

At its first meeting after the meeting of the General Assembly, the Board of Directors shall elect from amongst its members a chairman, a deputy chairman, a secretary and a Treasurer at the same meeting.

Article (30):

1. It is not permitted for a member of the Board of Directors to fail to attend its meetings without reason acceptable by the Board.
2. Each member who had failed to attend 3 consecutive meetings without legitimate reason acceptable by the Board shall be construed dismissed from the Board of Directors membership, while taking into account the text of Article (26).

Article (31):

The Board of Directors shall have the right for the formation of sub-committees to follow the activities of the Association in certain fields

Article (32):

The Powers of the Chairman include the following:

1. Presiding over the Board of Directors and the General Assembly
2. Representing the Association in the official and the judicial authorities
3. Supervising all work of the Association and its committees
4. Signing on behalf of the Association in all administrative and judicial affairs
5. In the case of absence of the Chairman, the Deputy shall assume the duties and responsibilities of the chairman during his absence.

Article (33):

The Powers of the Chairman Secretary include the following:

1. Keeping records of the Association and conducting its communication
2. Recording the proceedings of the meetings of the Board of Directors and the General Assembly
3. Assuming the work of the Treasurer in his absence.

Article (34):

The Powers of the Chairman Treasurer include the following:

- A. Accepting the amounts received by the Association and issuing receipts stamped with the Association's seal signed by him (and the power to receive the amounts may be given to one of the staff members of the Association or one of the Constituent Board) and deposit those funds in the bank determined by the Board of Directors.
- B. Implementing the decisions of the Board of Directors with respect to the Association's financial transactions, signing jointly with the chairman the pertaining pledges and submitting quarterly account on the Association's financial state to the Board of Directors.
- C. Bookkeeping and maintaining financial documents at the head office of the Association to be under the request of the competent administrative authorities.
- D. May not acting or spend money of the Association, except as determined by the Board of Directors.

Part Five

Dissolution of the Association

Article (35):

- A. The Association shall be dissolved through a decision taken by the General Assembly in its extraordinary meeting, provided that the votes in favor of the solution are not less than the two-thirds of members of the Association who are entitled to vote.
- B. If the Association was dissolved for any reason, the Association's movable and immovable funds shall devolve after fulfilling all obligations to the King Hussein Cancer Center in Amman.

Part Six

General Provisions

Article (36):

The Association may be affiliated to any union, merge or combine with another Association or social organization registered in Jordan, abroad or more, according to the provisions of articles (8 and 9) of the Law on Societies and Social Bodies No. 33 of 1966 and its amendments or any other substitute law in Jordan.

Article (37):

The Association has the right to own property, land and other movable and immovable property and has the right to sell, mortgage and rent any of them by a decision of the General Assembly and approved by the Minister and his decision in this regard shall be strictly final.

Article (38):

The following persons shall be the members of the Constituent Board of the Forum:

- 1. Dina Hani Abdullah Dkhqan
- 2. Sa'id Darwish Yusuf Karajah

3. Samer Hassan Daoud Khorma
4. Samer Ghazi Jamal Kwar

5. Feeken Hakoob Yacob Aslanian
6. Louay Mohammad Saleem Rasheed Rabe'ih
7. Mohammed Salem Mohammed Masadeh
8. Mai Mahmoud Ibrahim Shalabeih
9. Nada - Elizabeth Taha Mohammed Hiari
10. Nawaf Wasfi Sa'eed Mustafa Wahbi Al Tal