


Articles of Association
Manama Center for Human Rights

www.manamacenter.org

Part I

General Provisions

Article 1

A center was founded in the Kingdom of Bahrain under the name (Manama Center for Human Rights) and was registered under No. 4/P/1/2011 in accordance with the Law on Associations, Social and Cultural Clubs, and Private Entities operating in the field of youth, sports and private institutions, issued by Legislative Decree No. (21) of 1989, as amended, and Ministerial Resolutions issued in implementation thereof; hereinafter referred to as (the Center).

Article 2

This Center shall be registered as a private institution in accordance with the provisions of the the Law on Associations, Social and Cultural Clubs, and Private Entities operating in the field of youth, sports and private institutions, issued by Legislative Decree No. (21) of 1989, and the provisions of the attached Articles of Association and Memorandum of Association.

The legal personality of the institution shall be established as of the date of publication of its registration in the Official Gazette.

Article 3

The headquarters of the Center, legal domicile and place of its Trustees shall be Flat 24, Road 3017, Block 330 Bou Ghazal - Kingdom of Bahrain.

Article 4

The Center shall be legally represented by the Chairman of the Board of Trustees or his deputy under a decision of the Board of Trustees.

Article 5

The Center may not be involved in politics, and may not engage in financial speculation. The Center shall observe public order and morales and shall be committed in all its activities not to compromise the integrity of the State, the form of its government or its social order.

Article 6

The Center's name, address of headquarters, registration number, scope of work - if any - and logo shall be indicated in all its registers, records and publications.

Article 7

The Center may not be affiliated with, or participate in or join any body based outside the Kingdom of Bahrain without prior relevant permission from the Ministry of Human Rights and Social Development.

Part II **Objectives of the Center**

Article 8

The Center is not a charity organization and does not provide any aids to any person. The Center shall operate, within the applicable laws in the Kingdom of Bahrain, to achieve the following objectives as per the capabilities of the Center:

1. Promote the principles and culture of human rights at both thought and practice levels.
2. Raise awareness about the rights and duties as the best way to defend and protect them.
3. Work through lawful means and in accordance with the law to disallow discrimination on the grounds of race, religion, creed, color; and promote respect for the independence of the judiciary and the rule of law.
4. Raise awareness of the young generation on respecting human right values and instill their ideals through plans and programs implemented in prior coordination with the competent government agencies.
5. Monitor the implementation of the principles of human rights as enshrined in international conventions and ensured for the individuals and groups under the Constitution of the Kingdom of Bahrain.
6. Support civil rights, public freedoms and human rights through legal and legitimate means and in prior coordination with the competent government agencies.
7. Monitor any violation of human rights or any abuse of their values.
8. Promote cooperation and coordination with internal and external stakeholders in order to protect human rights.

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9. Coordinate with the competent legislative bodies and government authorities to push towards overcoming difficulties facing the application of laws on human rights and issue new laws and regulations that protect and respect human rights, and reconsider some of these laws and regulations.
 10. Promote a culture of tolerance, dialogue and rapprochement between the various groups of the society.
 11. Effectively contribute to all activities related to the objectives of the center inside or outside the Kingdom.
 12. Contribute to the development of resources in the various areas of human rights in order to monitor human rights situations and various issues subject to the approval of the competent government authorities, and in coordination therewith.
 13. Encourage sustainable development efforts and community awareness to preserve the environment.

Article 9

The Center shall seek to achieve its objectives in compliance with the applicable laws of the Kingdom of Bahrain by the following means:

1. Organize training courses, workshops, seminars, lectures, exhibitions and programs subject to obtaining the approval of the competent government authorities.
2. Communicate with all means of mass media, audio and video media to raise awareness of human rights culture among all members of the society.
3. Publish bulletins, publications and data on the goals of the Center subject to obtaining the approval of the competent government authorities.
4. Coordinate with the civil society organizations with regard to the objectives of the Center.
5. Any other means approved by the Board of Trustees and not in contrary to the applicable laws and regulations in the Kingdom of Bahrain, subject to obtaining the approval of the competent government authorities and in coordination therewith.

Article 10

A member of the Center shall:

1. Be resident in the Kingdom of Bahrain;

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2. Be eligible for the civil rights;
 3. Be at least 18 years of age;
 4. Not be a member of a board of trustees in an organization found to be responsible for irregularities because of which such organization was dissolved, before the lapse of five years from the date of the decision to dissolve the organization;
 5. Be of good name and conduct and not have been convicted in a crime against honor or integrity unless rehabilitated;
 6. Be familiar with public issues as well as with issues relevant to the Center's work;
 7. Not have previously taken a position or issued a statement, whether verbal or written, contrary to the objectives of the Center; and
 8. If a founder or active member; not be a member of a political association.

Article 11

Membership

Membership of the Center shall be divided into three categories:

Active membership: members who satisfy all conditions stipulated in Article (10) herein, and have the rights to nominate, vote and elect; and have all the membership duties. Active membership shall be accepted by the approval of two thirds of the founders and two thirds of the Board of Trustees.

Associate Membership: members who satisfy all conditions stipulated in Article (10) herein with the exception of items (1) and (8). Associate members shall not have the right to nominate, vote or elect. Associate membership shall be accepted by the approval of two thirds of the Board of Trustees.

Honorary Membership: this membership is granted to those who provide valuable services for the Center and satisfy all the requirements contained in Article (10) herein with the exception of items (1) and (8). An honorary members shall not have the right to nominate, vote or elect. Honorary membership shall be accepted by the approval of two thirds of the Board of Trustees.

Article 12

Anyone wishing to join the membership of the Center may apply to the Secretary of the Board of Trustees using the form designed for this purpose. The Secretary shall forward the application to the Board of Trustees at its first meeting to decide within one month from the date of submission on accepting or rejecting

the application. Such decision shall be taken by a two-third vote for associate and honorary memberships. Additionally for active membership, the approval of two thirds of the founders shall be required.

Article 13

The applicant shall be notified in writing of the decision of the Board of Trustees, to accept in principle or reject his application, within one month from the date of taking such decision, explaining the reasons in case of rejection. Applications rejected earlier by the Board may only be reconsidered after the lapse of a period of not less than three months from the date of rejection.

Article 14

Members who wish to withdraw from the Center may apply to the Secretary of the Board of Trustees in writing, indicating the the reasons for withdrawal. The Secretary shall froward the application to the Board within one month from the date of submission to consider the reasons for the member withdrawal and try to persuade him to recede his application within one month from its submission to the Board. If not receded during this period, the application shall be accepted, and the withdrawing member shall be required to pay all subscriptions due from him, as well as any other financial liabilities to the Center.

Article 15

The Board of Trustees may dismiss a member from the Center after hearing his point of view in the following cases:

1. If he violates the Articles of Association or the internal bylaws of the Center.
2. If he violates the valid decisions of the Board of Trustees.
3. If he embezzles funds from the Center, squanders assets in his custody, or forges the Center's seals, correspondence or papers.
4. If he unlawfully slanders or defames the Center, its work or Board of Trustees.
5. If he refuses to pay the due subscriptions without an acceptable reason despite being notified in writing that he must pay.
6. If a sentence was passed against him in a criminal felony involving moral turpitude or dishonesty unless rehabilitated.
7. If he discloses any secrets of the Center which he came to know as a result of his membership.

Article 16

Membership of the Center shall be forfeited in one of the following cases:

1. Death;
2. Withdrawal;
3. Loss of any condition(s) set forth in Article (10) herein, including items 1, 2, 4, 5 & 8; but with the exception of items 1 & 8 for associate and honorary membership; or
4. Dismissal from the Center.

Article 17

A member of the Center must do the following:

1. Comply with the Center's Articles of Association and internal bylaws, and the decisions of its Board of Trustees;
2. Pay the fees as determined by the internal bylaws;
3. Seek to achieve the objectives of the Center through participation in its committees, programs and activities;
4. Not to abuse his membership in the Center to promote political ideas, personal beliefs or personal interests. In all his actions, he must remove himself from suspicious situations; and must not cause any harm to the Center or its services. He must always be in a good appearance worthy of the privilege of membership; and
5. Respect the members of the Center regardless of their religious or intellectual affiliations.

Part III Board of Trustees

Article 18

The Board of Trustees shall be the executive authority of the Center and shall, in particular, do the following:

1. Develop the general policy framework for the Center.
2. Manage the Center and follow up the implementation of its approved general policy and programs; and represent the Center before third parties.
3. Develop the bylaws for the Center based on its Articles of Association.
4. Form committees as necessary to achieve the goals of the Center.

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5. Prepare the annual report and final accounts for the year ended, along with the supporting documents.
 6. Approve the publications of the Center after obtaining the approval of the competent government authorities; and approve the contracts concluded by the Center.
 7. Determine the bank, where the Center's funds will be deposited.
 8. Approve the voluntary dissolution of the Center in accordance with its Articles of Association.
 9. Appoint a chartered accountant to audit the accounts of the Center.
 10. Appoint staff for the Center and determine their salaries.
 11. Review the Center's periodic reports and accounts and approve same in accordance with the provisions herein.

Article 19

The Board of Trustees shall consist of five members elected from the founding or active members. Management positions in the Board shall be for a term of three years renewable for another term(s) by direct secret ballot.

Article 20

The Board of Trustees may select new members from outside the Board in the case of a vacancy or more in the Center's Board of Trustees in accordance with the internal bylaws of the Center.

Article 21

It is not permissible to combine membership of the Board of Trustees of the Center and the membership of the board of trustees of another institution engaged in similar activity.

It is not also permissible to combine membership of the Board of Trustees and paid job in the Center. Further, two or more persons who are relatives of the fourth degree may not be members of the Board of Trustees at the same time. The same rule applies in the selection of the staff of the Center.

Article 22

The Board of Trustees shall elect from among its members a Chairman, Vice-Chairman, Secretary and a Treasurer at its first meeting through a secret ballot.

The terms of reference for each of them shall be as follows:

Chairman:

He shall be the legal representative of the Center before third parties. He shall chair and moderate the meetings of the Board of Trustees, sign the minutes of meetings jointly with the Secretary. He shall sign all checks, disbursement vouchers, contracts and financial documents jointly with the Treasurer. He shall also sign the decisions to dismiss members. He shall oversee the work of the Center. Further, he shall decide on urgent matters that do not endure delay provided that such matters shall be presented to the Board of Trustees at its first meeting.

Vice-Chairman:

He shall have the powers of the Chairman in his absence and the Board of Trustees may vest him with certain administrative and financial powers or permanent technical powers.

Secretary:

He shall prepare the agenda of the meetings of the Board of Trustees, record the minutes and sign them jointly with the Chairman. He shall supervise all clerical work, correspondence, files, records, registers, papers and contracts.

Treasurer:

He shall manage the funds, accounts, revenues, and expenses of the Center and shall deposit the funds in an approved bank. He shall disburse approved payments under permissions signed jointly by him and the Chairman. He must record the funds in the records and registers, and keep financial documents that involve a financial liability on or a right to the Center taking into account that revenues and expenses should be matched in accordance with the provisions of the financial bylaws. He shall submit a monthly report to the Board of Trustees on the financial position of income and expenses. He may retain a certain amount for necessary petty cash as determined by the financial bylaws of the Center. He shall work with the auditor on the development of the annual budget and final report.

Article 23

The Board of Trustees may form sub-committees from among its members or others; determine the number of members and terms of reference of each committee; and shall establish a system for their work. Such sub-committees must report the results of their study and research and their opinions to the Board to decide on them as it deems appropriate.

Article 24

The Board of Trustees shall meet once a month on a regular basis. Its meetings shall be valid if attended by the majority of its members provided that the Chairman or Vice-Chairman is present. The Secretary of the Board shall prepare the agenda of the meetings of the Board of Trustees and submit same to the Chairman of the Board to decide thereon at his discretion; and then, the Secretary shall inform the members thereof at least one week before the meeting.

The decisions of the Board shall be taken by a majority vote of the members present. If the votes was a tie, the side of the Chairman shall have the casting vote.

Article 25

The Board of Trustees may hold an extraordinary meeting at the invitation of the Chairman or at the request of at least one third of the Board members to consider matters of emergency. Such meeting shall be limited to discuss the approved topics on its agenda.

The Ministry of Human Rights and Social Development may request the convening of a meeting of the Board of Trustees, if necessarily required.

Article 26

Every Board member who will fail to attend the meetings for three consecutive times or six times during one year without an acceptable excuse shall be considered to have resigned from the membership of the Board of Trustees.

In the case of death, resignation or dismissal of a member of the Board of Trustees or if a member's post becomes vacant for any reason, such member shall be replaced by a member selected by the founders. The Board must notify the Ministry of Human Rights and Social Development of such replacement. In all cases, the approval of the member in writing is required prior to his appointment.

The term of office of the new member shall be complementary to the term of his predecessor until the end of the Board's term.

Article 27

The Board of Trustees shall be dissolved if at least one third of its members resign at the same time, or if the number of remaining members becomes, for any reason, less than half of the Board members.

In both cases, the Ministry of Human Rights and Social Development shall take the necessary action to appoint a board of trustees or a director for the Center in coordination with the founders, within two months from the date of dissolution.

Article 28

The Board of Trustees shall keep at the headquarters of the Center the following records and registers:

1. A register of members of the Board of Trustees showing, in particular, for each member his name, surname, nationality, occupation, date of birth, date of admission to membership and personal ID number as indicated in the Central Population Registry card.
2. A record where the minutes of the Board of Trustees are recorded provided that such minutes are signed by the Chairman and the Secretary.
3. A record for revenues and expenses.
4. A record for the bank account.
5. A register to record all real estate, movable property or other fixed assets owned by the Center. Such register must contain a brief description, the purchase price and date, and the location of each item, as well as the name, capacity and address of the person who has the custody of such items. The register must also indicate each change to their condition.

If necessary, the Board of Trustees may add any data to the data contained in the records and registers indicated above.

The Board may also create other records and registers which may be required for good operation. However, before the commencement of the work on the referred records and registers, it is required that each page is serially numbered and stamped by the seal of the Center. All records, registers and files should be continuously updated.

Article 29

The Board of Trustees may appoint a director from its members or others, and may authorize him to act in any affairs of the Board of Trustees.

The appointment of the director may be for a wage determined by the Board; and in such case, the director shall be considered to have resigned from the membership of the Board of Trustees, if he was a member.

Part IV

Financial Resources of the Center

Article 30

The revenues of the Center shall consist of:

1. The proceeds of investment of the Centers funds, its projects and profits generated by such projects within the limits set by the laws of the Kingdom of Bahrain, subject to the prior approval of the Ministry of Human Rights and Social Development.
2. Amounts allocated by the founders and the Board of Trustees subject to the approval of the Ministry of Human Rights and Social Development.
3. Grants and bequests, which are authorized by the Ministry of Human Rights and Social Development to be accepted.

Any other resources accepted by the Board of Trustees in accordance with the law and are not inconsistent with the Articles of Association of the Center, subject to obtaining prior approval from the Ministry of Human Rights and Social Development.

Article 31

The Center may neither obtain funds from a foreign person or entity, nor send anything of the above to persons or organizations abroad without permission from the Ministry of Human Rights and Social Development other than amounts to pay the price of books, pamphlets, and scientific and artistic magazines.

Article 32

The fiscal year of the Center shall start on the first of January and end on the 31st of December of each year, except for the first year which shall start from the date when the Center acquires the legal personality.

Article 33

The Chairman and members of the Board of Trustees, each within the scope of his competence, shall be responsible for the Center's funds and any disposal thereof, which is contrary to the provisions herein and the internal bylaws of the Center.

Article 34

The Board of Trustees shall adopt financial bylaws regulating the financial affairs of the Center, particularly including, inter alia, areas of disbursement and deposit of the Center's funds, and amounts that may be retained by the Treasurer as an imprest for payments in cases of contingency. Such financial bylaws shall only be effective after approval by the Board of Trustees.

Article 35

The Board of Trustees shall appoint a chartered accountant or an auditor accredited in the Kingdom of Bahrain to audit the Center's accounts and report thereon to the Board of Trustees. The auditor's report shall be communicated to the Ministry of Human Rights and Social Development.

Article 36

The cash funds of the Center shall be deposited in its registered name with a bank approved by a relevant letter from the Ministry of Human Rights and Social Development Bank. The Ministry should also be notified whenever the bank is changed within a week from the date of such change. No amount may be withdrawn from the bank unless under a check signed by the Chairman and Treasurer or their deputies authorized under a decision of the Board of Trustees.

Article 37

No amount of the Center's money can be disbursed unless by a decision of the Board of Trustees. Such disbursements should only be consistent with the goals of the Center and as determined herein and in the terms and conditions of the financial bylaws.

In contingencies, disbursements may be made under the orders of the Chairman of the Board without prior approval of the Board, provided that such disbursements are presented to the Board in its first meeting together with the causes and disbursement vouchers.

Article 38

Financial Dispositions

The Board of Trustees must inform the Ministry of Human Rights and Social Development of the financial dispositions of the Center assets if the value of such dispositions is more than three thousand Dinars, within a week from the date of the Center's intention to effect the disposition.

The Ministry of Human Rights and Social Development may object to the disposition within a week from the date it is notified in accordance with the provisions of Article (85) of the Law on Associations, Social and Cultural Clubs, and Private Entities operating in the field of youth, sports and private institutions. Such objection shall render the disposition invalid.

Any concerned party may challenge the Ministry's decision to object to the disposition before the Supreme Civil Court within sixty days from the date of notifying the Center of the objection.

Article 39

The assets of the Center, in-kind or cash, including grants and others, shall be the property of the Center; and no member of the Center or any member who has lost membership for any reason or his heirs shall have a right thereto.

Article 40

The Minister of Human Rights and Social Development shall have the right to stop the implementation of any decision by the management of the Center if in contrary to law, the Center's Articles of Association, public order or morals.

Part V

Dissolution of the Center or Establishing Branches Thereof

Article 41

The Center may be voluntarily dissolved in accordance with its Articles of Association, or if a decision to that effect was taken by a two-third majority vote by the Board of Trustees and two thirds of the founders. The dissolution decision shall be published in the Official Gazette.

Article 42

The Center may be compulsorily dissolved, and may be administratively suspended temporarily for a period not exceeding forty-five days under a decision from the competent minister in the following cases:

1. If it proved to be unable to achieve the purposes for which it was established.
2. If it has disposed of its assets in areas not consistent or relevant to its purposes.
3. If it commits a serious breach of the law or violates public order or morals.

The decision of the competent minister to dissolve or temporary close the Center shall be served by a registered letter and shall be published in the Official Gazette. The Center and any concerned party may appeal the decision of dissolution or temporary closure before the Supreme Civil Court within fifteen days from the date of publication in the Official Gazette. The Court shall decide on the appeal on summary case basis.

Article 43

After voluntary or compulsory dissolution, members of the Center, as well as its management staff and employees, shall be prohibited to continue its activity and dispose of its fund; and shall refrain therefrom as soon as they are informed of the dissolution.

It shall also be prohibited for any person to participate in the activity of the Center after the publication of the decision of dissolution in the Official Gazette.

Article 44

If case of dissolution of the Center, the Ministry of Human Rights and Social Development shall appoint a liquidator with pay. Those in charge of the Center management must hand over to the liquidator all documents and records of the Center upon request.

They, as well as the bank where the Center's funds are deposited and the debtors, shall be prohibited to act in any affairs of the Center or dispose of its rights except by a written order from the liquidator.

Article 45

After the completion of the liquidation process, the liquidator shall distribute the remaining money to associations operating in the field of the Center's work in the Kingdom of Bahrain as determined by the decision of dissolution.

If the method of distribution became impractical, the Ministry of Human Rights and Social Development shall determine which social entities will receive the Center's funds.

Article 46

In case the Center is dissolved, its assets are liquidated and the decision of its dissolution is published, its registers and records shall be maintained with the Ministry of Human Rights and Social Development for ten years.

Article 47

The Board of Trustees may decide to open branches for the Center within the Kingdom of Bahrain, if required, subject to the approval of two thirds of the members of the Board of Trustees and the Ministry of Human Rights and Social Development.

Part VI Final provisions

Article 48

Any amendment to the Articles of Association of the Center shall not be effective unless it is recorded in the register established for this purpose at the Ministry of Human Rights and Social Development, and published in the Official Gazette.

Article 49

The Center may appoint employees or workers to work permanently or temporarily at the Center. Their salaries or remunerations shall be paid as approved by the Board of Trustees, within the limits set by the financial bylaws of the Center and in accordance with the provisions of the Labor Law for the Private Sector promulgated by Legislative Decree No. (23) of 1976, as amended.

Article 50

In case of any confusion or ambiguity in the interpretation of a provision(s) contained herein, the Board of Trustees must refer to the Ministry of Human Rights and Social Development for interpretation and clarification.