

RESOLUTION NO. ²⁷(1) OF 2008 WITH RESPECT TO PROMULGATING THE REGULATIONS OF THE PROFESSIONAL ASSOCIATIONS SUBJECT TO THE PROVISIONS OF LAW OF THE CENTRAL BANK OF BAHRAIN AND FINANCIAL INSTITUTIONS PROMULGATED BY LAW NO.(64) OF 2006

The Governor of Central Bank of Bahrain,

Having reviewed the Law of Central Bank of Bahrain and Financial Institutions promulgated by Law No.(64) of 2006,

And upon the submission of the Deputy Governor of the Central Bank of Bahrain,

HEREBY ORDERS:

Article 1

To enforce the provisions of the attached Regulations concerning the Professional Societies established in accordance with the provisions of Law of Central Bank of Bahrain and Financial Institutions promulgated by Legislative Decree No.(64) of 2006.

Article 2

The Concerned Directorate at the Central Bank of Bahrain shall implement this Resolution which shall come into effect from the day following the date of its publication in the Official Gazette.

Signed: Rasheed Mohamed Al Mearaj,
Governor of Central Bank of Bahrain.

Issued on: 7th Jumada Al Awwal, 1429 Hijra,
Corresponding to: 12th May, 2008 A.D.

REGULATIONS CONCERNING PROFESSIONAL ASSOCIATION

Article 1

DEFINITIONS

In the application of the provisions of this Resolution, the following terms and expressions shall have the meanings assigned against each:

CENTRAL BANK: Central Bank of Bahrain.

GOVERNOR: Governor of the Central Bank.

LICENSED: Any natural or corporate entity licensed by the Central Bank to provide any of the services subject to the supervision of the Central Bank, in bank branches and/or foreign companies may be licensed by the Central Bank.

ASSOCIATION: A professional Association amongst the licensed.

REGISTER: Professional Societies Register.

Article 2

GENERAL PROVISIONS

1. The provisions of this Regulation shall be applicable to the Professional Societies established between the licensees and subject to the provisions of Law of Central Bank of Bahrain and Financial Institutions promulgated by Law No.(64) of 2006.
2. The societies shall be subject to the supervision and control of the CBB. The CBB officers designated by Governor for this purpose shall have the right to examine a Association's

registers, documents and correspondence to ensure the proper application of the provisions of the Law, these Regulations, the constitution and resolutions of the General Assembly.

3. The Association's juristic entity shall be established from the date of publishing its approval of registration in the Official Gazette, enjoy administrative and financial independence, acquire funds and carry out the required actions to accomplish its objectives.
4. The Association shall not engage in politics nor shall it involve itself in speculative activities involving funds.
5. The Association shall observe all laws related to transferring and transporting funds inside and outside the Kingdom of Bahrain.
6. The name of the Association, address of its headquarters, registration number, and logo, if any, shall appear in all its books, records and publications.
7. The Association shall not be affiliated to, participate in or join an Association, association, club or union based outside the Kingdom of Bahrain without obtaining the prior permission of the CBB to this effect.

Article 3

REGISTER

An Association shall be registered with the CBB in accordance with the provisions of Law of Central Bank of Bahrain and these Regulations.

The CBB shall maintain a register to be called "Professional Societies Register" which shall include the following details:

1. Number and date of registration.
2. Association's name.
3. Association's address & contact numbers.
4. Summary of the Association's objectives.
5. Name of the Association's chairman and members of the Board of Directors.
6. Name of the authorised signatories on behalf of the Association.
7. Name of the Association's auditor.
8. Resolutions issued by the CBB concerning the Association, date and detail of the Official Gazette issue number in which it was published.
9. Other details.
10. Any amendments to the details given above.

Article 4

REGISTRATION APPLICATION

1. For the purpose of registering the Association, the founder members shall not be less than ten members.
2. The founder members shall submit an application to the CBB on the form intended for this purpose for approval to be accompanied by the following:
 - a) A copy of the Association's proposed Constitution in Arabic in accordance with the Model Form of Constitution of the Professional Societies, which is attached to this Regulation and signed by all the founder members.
 - b) The original copy of the minutes of the General Assembly of the Association's founder members and signed by all the members.
 - c) A copy of the valid licence certificate of each founder member issued by the CBB.

Article 5

APPROVING THE REGISTRATION

1. The Governor or whoever is delegated by him shall issue a resolution granting the approval to register the Association if the application meets all the conditions provided for in this Regulation.
2. The CBB shall publish the resolution approving the Association's registration, summary of Association's Constitution and its registration number in the Official Gazette.
3. The CBB shall issue a certificate to the persons concerned according to the form prepared for this purpose by the CBB confirming the Association's registration.
4. The procedures provided for in Article (4) of these Regulations shall not be applicable on any existing and officially registered professional Association in the Kingdom of Bahrain and operating in accordance with the provisions of the Law. Such societies shall be re-registration with the CBB after submitting the following documents:
 - a) A registration application with the CBB.
 - b) A Association's previous registration certificate.
 - c) A copy of the Association's previously approved constitution.
 - d) Any other documents or information requested by the CBB.

Article 6

REJECTING THE REGISTRATION

1. The Governor shall issue a substantiated resolution rejecting the registration application if the conditions set forth in these Regulations are not fulfilled and inform the applicant thereof.
2. The applicants may contest the Governor's decision against the rejection resolution within thirty days from the date of notification of the rejection resolution.
3. The Governor's decision in respect of the contest shall be final without prejudice to the right to contest before law courts.

Article 7

ASSOCIATION'S ADMINISTRATION

A Association shall have a head office and administration office in the Kingdom and the establishment application shall indicate the head office and administration office.

Article 8

A Association shall, within the laws enforced in the Kingdom of Bahrain particularly the Law of Central Bank of Bahrain and Financial Institutions promulgated by Law No.(64) and these Regulations to co-ordinate between members and achieve co-operation between them.

Article 9

A Association shall seek to accomplish its objectives and carry put professional activities determined in its constitution within the limits provided for in the preceding Article.

Article 10

- (1) The Association's membership shall be exclusively be enjoyed by the licensees from banks and financial institutions, and from the date of paying the joining fees.
- (2) An Association's member shall comply with the following:
 - (a) He shall pay the association's membership and subscription fees.

- (b) He shall implement the decisions adopted by the Association's General Assembly and Board of Directors.
- (3) An association's constitution shall determine the methods of joining and withdrawal thereof.
- (4) An association's member shall have the following rights:
 - (a) To attend General Assemblys, to discuss the topics included in the agenda and to vote on such topics.
To obtain a copy of the Association's Constitution.
 - (b) To obtain the brochures or publications issued by the Association.
 - (c) To have access to the records, documents and correspondence of the Association at the times fixed by the Executive Committee and such access shall take place at the headquarters of the Association and in the presence of the concerned officer of the Association.

Article 11

An association's executive committee may dismiss a member after hearing his statement and secure the defence of his representative in the following cases:

1. To breach the Association's constitution or its internal regulations.
2. To violate the legitimate resolutions of the General Assembly or the executive committee.
3. To cease payment of the membership fees after being warned in writing.

The dismissal resolution shall not be issued except by the approval of two third members of the executive committee and the member shall be notified therewith within two weeks from the date of issue.

A member against whom a dismissal decision has been adopted may appeal against such decision before the general assembly at its first ordinary or extraordinary meeting and its decision shall be final without prejudice to his right to appeal before law courts.

The Executive Committee's Secretary shall notify the member in writing of the decision within two weeks from the date of adopting it.

Article 12

The Association's Constitution shall determine the membership forfeiture cases and amongst licence cancellation and bankruptcy.

Article 13

The General Assembly shall be considered as the supreme authority of the Association, define its policy and see to its implementation.

Article 14

The General Assembly shall consist of all the Association's members who have paid their dues in accordance with this Regulations and the Association's Constitution upon joining.

Article 15

1. The General Assembly shall convene its ordinary meeting once every year within three months from the end of the financial year at its head office.
2. The Executive Committee may summon the General Assembly to convene in another place.

3. The Executive Committee shall indicate in the summons for such a meeting the date and place of convening the General Assembly meeting, the proposed agenda, the attached documents and shall notify the members at least two weeks before the date of the meeting.
4. The General Assembly shall not discuss matters that are not on the agenda except with the approval of the majority of the General Assembly members present.

Article 16

The meeting of the General Assembly shall only be considered valid if the absolute majority of the active members are present. If the quorum is not obtained, the meeting shall be postponed for a second meeting to be held within a period of no less than two weeks from the date of the first meeting. The second meeting shall be valid if the number of those present is not less than one third (1/3) of the Association's General Assembly members. If the quorum is not obtained, the meeting shall be postponed for another meeting to be held within a period of two weeks and shall be considered valid if 10% of the members are present. If the quorum is obtained at the beginning of the meeting, the resolutions shall not be affected by the withdrawal of less than one half of the active members present.

Article 17

The General Assembly shall call an extraordinary meeting in the following cases:

- A) At the written request of the Executive Committee.
- B) At the written request of at least one third of the members.
- C) At the invitation of the CBB.

The summonses for the meeting shall indicate the purpose of the meeting and the subjects listed on the General Assembly's agenda.

Article 18

The CBB shall be notified of all the General Assembly meetings at least fifteen days prior to each meeting with a copy of summons, agenda and documents attached thereto. The CBB may designate any officer it wishes to nominate to attend the meeting.

The CBB shall be furnished with a copy of the minutes of the General Assembly meeting within fifteen days from the date of such meeting.

Article 19

The resolutions of the ordinary General Assembly shall be passed by the majority of votes of members present and the resolutions of the extraordinary General Assembly shall be passed by a two third majority of the members present.

Article 20

A member of the General Assembly may give a proxy to another member to attend the General Assembly on his behalf.

A member may appoint no more than one member to act as his proxy which shall be personal, confirmed and approved by the Executive Committee. The proxy shall not include voting or dismissal of one or all the members of the Executive Committee.

Article 21

In accordance with the provisions of the preceding Article, an Association member representing himself or acting on behalf of another may not take part in the discussions of the General Assembly Meeting nor shall he cast his vote in respect of a matter referred thereto if he has a personal interest in the matter subject to the discussion or the resolution.

Article 22

The ordinary meeting of the General Assembly shall have the power to review the following topics:

1. Discussion and approval of the reports and proposals of the Executive Committee and committees and expressing views about them if necessary.
2. Review and approve the Association's annual balance sheet for the following year.
3. Reviewing and approval of the Association's final accounts,
4. Reviewing the reports of the Executive Committee for the activities of the year just ended.
5. Appointment of an auditor and fixing and examine its report about the Association's final account.
6. Election of the members of the Executive Committee.
7. Any other business included in the agenda.

Article 23

The Extraordinary General Assembly shall have the power to review the following:

1. Amendment of the Association's Constitution.
2. Merging the Association with another Association carrying on the same objectives, division thereof or setting up branches therefor.
3. Voluntary dissolution of the Association.
4. Any other matters which are specified by the party calling for the convention of the Extraordinary General Assembly meeting.

EXECUTIVE COMMITTEE

Article 24

The Executive Committee is the implementing authority in the Association. It shall implement the policy drawn up by the General Assembly and the resolutions adopted thereby for the realisation of the objects of the Association.

The Executive Committee shall run the affairs of the Association. For this purpose, it shall be empowered to carry out any act other than these provided for in this Constitution that they shall only be done after securing the consent of the General Assembly.

The Executive Committee shall carry out the followings

1. To draw up the framework for the Association's overall policy.
2. To prepare various plans and programmes for accomplishing of the Association's aims.
3. To lay down the Association's regulations in accordance with its Constitution.
4. To review the incoming reports and the Association members' suggestions and take proper action concerning them.
5. To prepare the Association's annual balance sheet and the final account.
6. To prepare the Association's annual activity report.
7. To form the necessary committee to implement the Association's aims and to encourage members to join the different committees.
8. To prepare and distribute circulars, booklets and the necessary studies for realising the Association's aims..
9. To appoint the Association's administrative and consultancy body.

Article 25

The Executive Committee shall consist of a number of members of no less than five and exceeding twelve to be elected by the General Assembly from its members for a renewable term or terms of two years by a secret ballot.

Article 26

The Executive Committee's election shall be conducted within a period not exceeding two months from the expiry date of the current Committee or the resignation of over two third of its members in a mass. The Current Committee shall run the Association's affairs during such period.

The member's nomination that has not paid his membership fees and financial obligations to the Association before the meeting of the General Assembly shall not be accepted.

An "Election Committee" shall be formed under the chairmanship of the CBB's representative and membership of two members who have not nominated themselves for the Committee membership to be nominated by the CBB's representative to undertake the receiving and examining the nomination application, determine who has the right to attend the General Assembly, supervise the voting and sorting process, and announcement of the result.

The Committee shall be entrusted with settling all matters related to the elections and its decision shall be final and without appealing it before Law courts. The Committee shall prepare a detailed report about all matters related to the elections.

Article 27

Members of the Executive Committee shall, at the end of the General Assembly elect from amongst them a Chairman, Deputy Chairman, Secretary, a Treasurer and the remaining formation of the Executive Committee at the Committee's first meeting.

The chairmanship and membership of the Executive Committee shall be for the natural person representing the elected member aside from what takes affect on his employment status.

Article 28

It shall not be permitted to combine between the membership of this Association's Executive Committee and Board membership of another Association carrying on similar activities except by a special permission from the CBB.

Article 29

1. The Chairman is the legal representative of the Association towards all third parties, chair the meetings of the Executive Committee and the General Assembly, jointly sign the minutes with the Executive Committee's Secretary.
2. The Deputy Chairman shall have all the Chairman's powers during his absence, and the Executive Committee has the right to delegate to him certain powers of the Association.
3. The Secretary shall prepare the agendas for the meetings of the Executive Committee and the General Assemblies, record their minutes and shall sign them jointly with the Chairman. He shall supervise, keep and carry out the Association's clerical duties, prepare correspondence, files, records, books, documents and contracts.
4. The Treasurer shall, in accordance with these Regulations, Constitution and resolutions of the General Assembly and Executive Committee, manage the Association's funds, maintain financial records, revenues and expenditure, deposit the funds in a licensed bank, make payments as per vouchers jointly signed by him with the Chairman, take receipt of the subscription fees and register them in the records. Keep the financial documents involving financial obligations for or against the Association, ensuring the reconciliation of revenues and expenditure according to the provisions of the financial regulations. He shall prepare a monthly report to the Executive Committee regarding the financial position on the basis of its revenues and expenditure and shall keep a certain amount as petty cash according to the regulations of the Association.

Article 30

The Executive Committee may form sub-committees from amongst its members or others, and shall specify the number of members of each subcommittee, its functions and specialisation so as to refer the results of their studies and research work to the Executive Committee to decide.

Article 31

The Executive Committee shall regularly meet at least once every three months and its meetings shall be considered valid if the majority of its members are present and the Secretary shall prepare the agendas of all the Executive Committee meetings and present them to the Chairman to decide what he deems fit. The Secretary shall serve the summonses upon the members at least one week before the meeting.

The resolutions of the Executive Committee shall be valid if they are passed by the majority of the members present and in case of a tie, the Chairman shall have a casting vote.

Article 32

The Executive Committee shall convene an extraordinary meeting upon the summons of the Chairman or upon the request of at least one third of the Committee members for deliberation over specific issues and such meeting shall not discuss any other matter not included in the agenda.

The CBB may request the convention of the Executive Committee meeting if this is deemed necessary.

Article 33

If a member of the Executive Committee is absent from the committee's meetings three times successively or six intermittent meetings without an acceptable excuse, such member shall be considered to have resigned from the Executive Committee. If an office on the Executive Committee becomes vacant due to the death, resignation or removal of any member, the alternate member who wins the majority of votes shall fill the vacant office for the remaining term. The term of office of the new member shall complete that of his predecessor to the end of the term.

Article 34

The Executive Committee may appoint a director from amongst its members or from non-members and shall delegate thereto the power to handle any of the Executive Committee's affairs.

The appointment of a director may take place against the payment of a remuneration to be determined by the Executive Committee. In this case, the director shall be deemed to have resigned from the Executive Committee should he be a member thereof.

ASSOCIATION'S FINANCE

Article 35

The Association's revenues shall consist of:

1. Joining fees paid by the member after registration or re-registration.
2. Membership fees.
3. Donations and contributions approved by the CBB.
4. Revenues from its activities and investment of its funds.

Article 36

1. The Association shall observe all the laws related to transferring and transporting money inside and outside the Kingdom of Bahrain.
2. The Association shall not receive funds from a foreign person nor from a foreign organisation and should not remit any of the abovementioned to persons or organisations abroad without a permission from the CBB except for the sums which are remitted for the cost of books, circulars, technical and professional publications.

Article 37

The Association's financial year shall commence on 1st January and shall end on 31st December in every year.

Article 38

The Chairman and members of the Executive Committee shall be held responsible, each in his respective capacity, for the Association's funds and for any act which may contravene the provisions of the Association's Constitution, internal regulations and resolutions of the General Assembly.

Article 39

Upon the Executive Committee's recommendation, the General Assembly shall draw up financial regulations governing the ways and means whereby funds are spent or deposited. It shall also determine the membership and subscription fees and the amount which the Treasurer shall

maintain as a permanent advance for spending in emergencies and such other matters and documents supporting the expenditure.

Article 40

1. The Executive Committee shall refer the Association's balance sheet to the General Assembly after they are approved by all the members after being reviewed and endorsed.
2. The Executive Committee shall present the next year's budget proposal to the General Assembly for approval after being endorsed.
3. Copies of the final account, the balance sheet, Auditors and Executive Committee's reports should be included in the summons to members fifteen days prior to the General Assembly meeting.

Article 41

The Association's cash funds shall be deposited in one of the licensed bank or banks in the Association's official name. The CBB shall be notified of such and shall be notified if the bank is changed within one week from the date of such change.

Article 42

The Association's funds shall not be spent unless sanctioned by the Executive Committee and for the Association's purposes according to the provisions of the financial regulations and the Constitution.

In emergency cases, payment may be made by an order of the Chairman and without a prior approval of the Executive Committee, provided that the matter shall be referred thereto at its next meeting accompanied by the reasons thereof and documents supporting the expenditure.

Article 43

The General Assembly shall elect the auditors from those nominated by the Executive Committee and the General Assembly shall fix their fees.

Article 44

ASSOCIATION'S MERGER, DIVISION, SETTING UP BRANCHES THEREOF OR DISSOLUTION

The General Assembly may decide to merge with an association or other associations seeking to accomplish similar objects and it may divide the Association and set up branches thereby. The General Assembly's decision to merge the Association or divide it or set up branches thereof shall not be enforced unless recorded in the Register maintained for this purpose with the CBB and published in the Official Gazette.

Article 45

ASSOCIATION'S DISSOLUTION AND LIQUIDATION

1. The Association may be dissolved voluntarily in accordance with the provisions of these Regulations if it appears to be incapable of accomplishing the objects for which it has been established or if the number of the Association members falls to a level which makes it impossible to continue its activities or for any such other reasons.
The General Assembly's resolution for the Association's voluntary dissolution shall not be enforced unless recorded in the Register and published in the Official Gazette.
3. If an association has been dissolved, the General Assembly shall appoint a liquidator therefor and shall determine the period and remunerations for carrying out his duties. The officers in charge of the Association's administration shall take steps towards handing over to the liquidator all the documents and records of the Association upon request. They, the bank, in which the Association's funds are deposited, and the debtors shall be barred from handling any of the Association's affairs or its rights except by a written order from the liquidator.
4. Upon the completion of the liquidation, the liquidator shall distribute the properties remaining to the associations which carry on the same activities as these of the Association.

If the distribution method of the Association's funds proves impossible, the CBB shall decide the association's to which such funds shall go thereto.

Article 46

A Association may be dissolved arbitrarily and it may be closed on a temporary basis for a period of time of no more than (45) days by a resolution of the CBB in the following events:

- a) If it is proved that it is unable to realise the objects for which it has been set up.
- b) If it disposes in its properties in areas other than these intended therefor according to its objects.
- c) If it is not possible to convene its General Assembly meeting for two consecutive years without an acceptable excuse.
- d) If it commits a serious breach of the law or if it contravenes public order or morals.

The decision of the CBB for dissolution or temporary closure shall be notified to the Association by a registered letter which shall be recorded in the register maintained for this purpose at the CBB and shall be published in the Official Gazette.

The Association may contest the decision for dissolution or temporary closure before the Governor within (15) days from the date of publishing the said decision in the Official Gazette or the date of notification therewith.

Article 47

The members of the Association which has been dissolved or closed temporarily as well as the officers in charge of administering it and its employees shall be prohibited from continuing its activities or disposing of its properties with effect from the date of publishing it in the Official Gazette or upon learning of the dissolution thereof.

In addition, no officer shall participate in the activities of the Association after the publication of the dissolution decision in the Official Gazette.

Article 48

If an association has been dissolved arbitrarily, the General Assembly shall appoint a liquidator therefor and shall determine the period and remunerations for carrying out his duties. The officers in charge of the Association's administration shall take steps towards handing over to the liquidator all the documents and records of the Association upon request. They, the bank, in which the Association's funds are deposited, and the debtors shall be barred from handling any of the Association's affairs or its rights except by a written order from the liquidator.

Article 49

Upon the completion of the voluntary or arbitrarily liquidation, the liquidator shall submit a final report thereof to the CBB and all funds shall be disposed of in accordance with the provisions of the third paragraph of Article (45).

Article 50

FINAL PROVISIONS

- (1) An association shall not amend its Constitution except with the approval of the CBB and registration thereof in the Register.
- (2) An association shall effect any amendment imposed by any legislation or regulation introduced by the CBB in future and its registration in the Register.
- (3) An interpretation by the CBB of any of the provisions of this Constitution or any subsequent amendment thereof shall be binding upon the Association.