



National Center for
Non-Profit Sector

Implementing Regulations of the Civil Society Associations and Organizations Law

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Implementing Regulations for the Law of Civil Society Associations and Organizations

Section One

Definitions and Supervisory Authority

Article (1)

The following words and phrases, wherever they appear in the Regulations, shall have the meanings indicated opposite each:

1. **Law:** Law of Civil Society Associations and Organizations
2. **Center:** National Center for Non-Profit Sector
3. **Board:** The Center's Board of Directors.
4. **Association:** A civil association.
5. **Board of Directors:** The civil association's board of directors.
6. **Organization:** A civil organization.
7. **Board of Trustees:** The civil organization's board of trustees.
8. **Competent Authority:** The entity designated by the Council of Ministers.
9. **Supervising Authority:** The governmental entity within whose district the Association's or Organization's activities fall.
10. **Regulations:** The Implementing Regulations for the Law of Civil Society Associations and Organizations.
11. **Basic Bylaws:** The basic bylaws of the Association or Organization.
12. **License:** A document issued by the Center to Associations and Organizations, serving as their legal identity.
13. **Senior Leadership Positions:** Shall mean the position of the highest executive authority within the association or foundation, whose accountability and reporting are directly to the Board of Directors or the Board of Trustees, including but not limited to the General Manager or the Chief Executive Officer (CEO). This definition shall also include any senior administrative or executive position that reports directly to the chief executive and exercises decision-making authority, oversight, or control over operational, financial, or compliance-related functions.

Article (2):

The Regulations Governing the Relationship between the Center and the Technically Supervisory Authorities shall set out the procedures for engagement and coordination between the Center and the supervisory authority, as well as the rules governing technical supervision over charitable associations and civil society institutions within the Kingdom.

Section Two
Civil Associations
Chapter One
Objectives and Activities of the Association

Article (3):

For the purpose of implementing the provisions of the Law and Regulations, any group with a continuous organization for a specific or indefinite period, composed of natural or legal persons, or both, primarily not-for-profit, with the aim of achieving a charitable or solidarity purpose, or one of the activities stipulated in Article (5) hereof shall be considered an association.

Article (4):

Subject to the objectives stipulated in the Law and taking into account the association's scope of specialization, the association's bylaws shall specify the objectives upon which the association is established and which shall define the scope of its activities. The association may not exceed such objectives except with the approval of the Center, in coordination with the supervisory authority, in cases of pandemics, seasonal activities, developmental needs, and other cases as determined by the Center.

Article (5):

The Association shall be established to achieve any of the following purposes or activities:

1. Charity, solidarity, public services, or welfare.
2. Religious, social, cultural, health, environmental, developmental, awareness-raising, technical, or seasonal activities.
3. Educational, teaching, scientific, research, or training activities.
4. Professional, craft, creative, youth, women's, children's, tourism, or volunteer activities.
5. Consumer protection and family protection.
6. Disasters and crises and ensuring community safety.
7. Family and social development.
8. Any other civil activity deemed appropriate by the Center.

Chapter Two

Establishing an Association

Article (6):

A natural person seeking to establish an association must meet the following requirements:

1. Be a Saudi national.
2. Be fully legally competent.
3. Not have been convicted of a crime involving honor or honesty, unless his or her reputation has been restored.

Article (7):

A natural person wishing to establish an association must submit the following to the Center:

1. An application submitted by at least ten individuals, using the form prepared for this purpose by the Center, accompanied by a statement detailing the applicants' information as follows:
 - A- Name according to national ID.
 - B- National ID number.
 - C- Occupation.
 - D- National address.
 - E- Contact information, including email and mobile phone number.
2. Name and contact information of the person authorized by the applicant for incorporation, including email and mobile phone number.
3. Bylaws of the Association, according to the form prepared by the Center, not c with the Law or the Regulations.
4. The basic information of the members of the Association's Board of Directors for the first term.

Article (8):

If any of the founders is a non-governmental legal person, the following documents shall be submitted:

- A. The commercial registration, license, waqf registration certificate, or any document evidencing the applicant's legal status in accordance with its governing law, provided that such document is valid and in force.
- B. The National Address of the applicant and its branches, if any.
- C. A Social Insurance Certificate, if applicable.
- D. A Zakat and Income Certificate.
- E. Any other information required by the Center

Article (9):

Any non-governmental legal persons wishing to establish an association shall submit to the Center the following:

1. The documents stipulated in Article (Eight) of these Regulations.
2. A letter containing approval for the establishment of the Association issued by the authorized person as stipulated in Article (Ten) hereof.
3. The name, address, and contact information of the applicant's legal representative, including email and mobile phone number.
4. An application to establish the Association in accordance with the prescribed form.
5. Bylaws of the Association, according to the form prepared by the Center, not conflicting with the Law or the Regulations.
6. The basic information of the members of the Association's Board of Directors for the first term

Article (10):

The authorized person in a legal person shall be determined as follows:

1. All partners of the company, or any person duly authorized to act on their behalf.
2. The trustee or the Board of Trustees of a waqf, or any person duly authorized to act on their behalf.
3. The General Assembly in an association.
4. The Board of Trustees in a civil society institution.

For legal persons other than those specified in this Article, the Center shall determine the authorized person in accordance with the applicable laws and regulations governing such entities.

Article (11):

Applicants with legal status must notify the Center of any change that occurs to any of them during the incorporation procedures. The Center shall consider such changes and may take any necessary action, such as requesting additional documents or requirements, or canceling the application with a reasoned decision.

Article (12):

The Center shall decide on the application for establishing an association in accordance with the following procedures:

1. The Center shall review the application to verify that it meets the conditions and includes the information stipulated in the Law, these Regulations, and the decisions and instructions issued pursuant thereto.
2. The application shall be assigned a registration number and date for study by the Center once all documents specified in the Regulations, according to the applicant's status, have been completed, at which point the application shall be considered complete.
3. The Center shall refer the application to the supervisory authority for review and issuance of its decision.
4. The Center shall, after coordination with the competent authority, issue its decision to approve or reject the application within sixty (60) days from the date of completion of the required documents.
5. In the event of approval, the Center shall issue the association's license for a period of five (5) years upon the acquisition of its legal personality in accordance with Article Thirteen of these Regulations, subject to the following procedures:
 - A. The Center shall register the association in its special register of civil associations and assign it a unique registration number.
 - B. The Center shall notify the supervisory authority and take the necessary steps to publish the association's bylaws on the Center's official website.
 - C. The Center shall issue the association's license based on the civil associations register, along with an official copy of the bylaws, which shall be delivered to the authorized representative of the founding applicants.

Article (13):

The association shall acquire legal personality from the date of the Center's decision approving the application, and it may carry out its activities and programs upon receipt of its license, in accordance with the provisions of the Law, these Regulations, and the association's bylaws.

Chapter Three

Establishing Association Branches

Article (14):

The association may establish branches within the Kingdom with the approval of the Center, after coordination with the supervisory authority. When requesting to establish a branch, the association shall submit the following requirement to the Center:

1. Approval of the Board of Directors to establish the branch
2. Determining the branch's location and the administrative scope of its services.

3. Determining the branch's powers, administrative structure, and the names and contact information of the employees nominated to manage it.

Article (15):

The association may, with the approval of its Board of Directors, establish one or more offices within its administrative jurisdiction, for the purpose of promoting the association or carrying out one or more of the activities it is authorized to conduct.

Chapter Five

General Assembly

Article (16):

Subject to the regulatory provisions and powers of the Center and the supervising authorities, the General Assembly is the highest authority in the Association, and its decisions are binding on all its members and the rest of the Association's bodies

Article (17):

1. The Association shall seek to increase the membership of its general assembly. Membership may be restricted to a specific category under specific conditions, or open to the public.
2. A member of the General Assembly may be fifteen years of age or older, and may not run for membership of the board of directors.
3. Membership in the General Assembly shall be granted by the Association to anyone who meets the membership requirements stipulated in the Law, regulations, and bylaws.
4. Membership in the General Assembly shall consist of natural or legal persons.
5. The association shall specify in its bylaws the conditions for membership, its categories, and the circumstances under which it may be terminated, in accordance with the rules issued by the Center
6. Voting in the election of the Association's board of directors shall be in accordance with the rules issued by the Center.
7. If a member of the Association is an employee of the Association or under contract with it, they are not entitled to vote in the general assembly.

Article (18):

Decisions of the Extraordinary General Assembly concerning the proposal to merge the association with another association, the approval of amendments to the bylaws, or the

voluntary dissolution of the association shall not be effective except with the approval of the Center, in coordination with the supervisory authority regarding the technical aspects.

Article (19):

Attendance by proxy at the General Assembly meeting is subject to the following provisions:

1. A member of the General Assembly may delegate another member to represent him/her in attending and voting at the General Assembly meeting, in accordance with the mechanism specified in the bylaws. The delegation must be approved by the Chairman or the Center's designated representative prior to the meeting.
2. A member may not represent more than one other member at the same meeting.
3. A Board member may not be delegated.

Article (20):

A legal person shall exercise its role in the Assembly through a representative. This representation shall be in accordance with an official document issued by the authorized person, taking into account the provisions of the bylaws.

Article (21):

The Association must provide the Center with a copy of the minutes of the General Assembly meeting containing the elections, along with the vote count, within fifteen (15) days of the meeting date.

Chapter Six

Board of Directors

Article (22):

1. Subject to the provisions of the Law, these Regulations, and the association's bylaws, the number of members of the Board of Directors shall not be less than five (5) members and not exceed thirteen (13) members. In all cases, the number of Board members shall not exceed fifty percent (50%) of the General Assembly members.
2. Subject to paragraph (1) of this Article, the General Assembly may elect members of the Board of Directors from outside its membership, based on the proposal of the Board of Directors, provided that such members do not exceed one-third (1/3) of the total number of Board members

Article (23):

1. The founding members shall constitute the Association's Board of Directors for the first term. The bylaws shall specify the duration of the first term and subsequent terms of the Board of Directors. The terms of the Board of Directors may be equal or different, provided that each term shall not be less than one year and not more than four years.
2. The General Assembly shall, from among its members or from non-candidates, form an Election Committee consisting of at least three (3) members to manage the process of electing the Board of Directors for the second term and subsequent terms. The Committee's mandate shall end upon the announcement of the names of the elected Board members. The Center may assume the task of forming the Committee.

Article (24):

Subject to the provisions of the Law and its Implementing Regulations, the Bylaws shall specify the procedures necessary for the election of members on the Board of Directors. This includes nomination and voting procedures, votes counting, and announcement of results, subject to the following provisions:

1. The Board of Directors shall invite all eligible members of the General Assembly to nominate candidates for membership in the new Board of Directors at least one hundred and eighty (180) days before the end of the term of the current Board of Directors.
2. Nominations shall close ninety (90) days before the end of the term of the current Board of Directors.
3. The Board of Directors shall submit the names of candidates to the Center using the prepared form, or in accordance with the method approved by the Center for this purpose, within one week of the closing of nominations.
4. The Election Committee, in coordination with the current Board of Directors, shall display the list of candidates provided by the Center at the association's headquarters and on its website, no later than fifteen (15) days before the end of the current Board's term.
5. The General Assembly shall elect the new Board members during its ordinary meeting from the list of candidates. The newly elected Board of Directors shall provide the Center with the names of the elected members within a maximum of fifteen (15) days from the date of the election.
6. When the term of the Board of Directors ends before a new Board of Directors is elected, the outgoing Board of Directors continues to exercise its duties until a new Board of Directors is elected.
7. The work of the Board of Directors members in the Association shall be voluntary. As an exception, a lump sum remuneration may be paid to the Board of Directors members from the Association's funds, in accordance with the rules issued by the Center.

Article (25):

It is permissible to nominate for membership of the Association's Board of Directors for more than two consecutive terms, after the approval of the General Assembly.

Article (26):

1. Subject to the provisions of the Law, the Center may annul the election results by a reasoned decision within thirty (30) days from the date the Center is notified of the election results, through the Committee for Election Appeals and Grievances, in accordance with the timeframes specified in the applicable rules.
2. Subject to paragraph (1) of this Article, the General Assembly shall be convened and the elections reheld within a period of no less than fifteen (15) days and no more than thirty (30) days from the date of receipt of the annulment decision.

Article (27):

The Bylaws shall specify the method for selecting the Chairman and Vice Chairman, and the powers of each of them. They shall be appointed at the first meeting of the Board of Directors.

Article (28):

The Association's Board of Directors shall hold regular periodic meetings, no less than four per year. The meetings shall be held at intervals of at least three (3) months.

Article (29):

The association's bylaws shall define the competencies of the Board of Directors, including the following:

1. Approving mandatory regulations and policies to achieve the association's objectives and ensure its success.
2. Approving the association's work plans, including the strategic plan, executive plan, and other key work plans, monitoring their implementation, and obtaining approval from the General Assembly.
3. Approving the organizational and functional structures of the association.
4. Approving internal control systems and regulations, supervising them, and conducting periodic reviews to verify their effectiveness.

5. Establishing governance principles and standards that do not conflict with the provisions of the Law, these Regulations, and the bylaws, supervising their implementation, monitoring their effectiveness, and amending them when necessary.
6. Opening bank accounts with Saudi banks, issuing and collecting checks, managing payment orders and account statements, activating and closing accounts, updating information, objecting to checks, receiving returned checks, and performing other banking operations required by the association.
7. Registering real estate ownership, accepting transfers in favor of the association, accepting wills, endowments, and donations, merging, subdividing, and allocating association property deeds, updating deeds and entering them into the comprehensive system, converting agricultural lands to residential use, and carrying out any other transactions benefiting the association, subject to General Assembly approval.
8. Developing the association's financial resources and striving to achieve financial sustainability.
9. Managing the association's assets and funds.
10. Preparing investment rules for the association's surplus funds and implementing them after General Assembly approval.
11. Approving a written policy regulating the relationship with the beneficiaries of the association's services to ensure the provision of appropriate care and publicizing it.
12. Preparing clear and specific policies, terms, and procedures for Board membership, implementing them after approval by the General Assembly, and stipulating them in the bylaws.
13. Providing the Center with the association's data and information according to the Center's approved templates, updating them as necessary, and responding to the Center's requests within ten (10) days from the date of request.
14. Preparing periodic reports.
15. Providing the Center with the final accounts and audited financial reports by the external auditor, after approval by the General Assembly, within four (4) months from the end of the fiscal year.
16. Supervising the preparation of the proposed budget for the new fiscal year and submitting it to the General Assembly for approval.
17. Appointing a full-time executive officer and financial manager for the association, defining their duties, authorities, and benefits, and providing the Center with their names according to the approved templates, along with the appointment decision; some associations may be exempted from the full-time requirement with the Center's approval.

18. Appointing the association's senior employees, defining their authorities, responsibilities, and benefits, and ensuring their registration in accordance with the Labor Law and its implementing regulations and rules.
19. Obtaining the Center's approval for any changes in the status of Board members or the executive officer within a maximum of fifteen (15) days from the date of the change.
20. Approving policies and procedures to ensure the association's compliance with the laws and regulations, including disclosure of material information to beneficiaries, the Center, the supervisory authority, and other stakeholders, and publishing the final accounts and financial and administrative reports at the association's headquarters or website.
21. Supervising the implementation of decisions and instructions of the General Assembly, the external auditor, the Center, or the supervisory authority.
22. Convening the General Assembly.
23. Performing any other tasks assigned by the General Assembly, the Center, or the supervisory authority within its area of competence.
24. The Board of Directors may delegate any of its competencies to a committee derived from it or to the executive officer, taking into account the competencies that require the approval of the General Assembly or the Center.
25. Developing the association's human resources and attracting administrative talents.

Article (30):

1. The Association's Bylaws shall determine the mechanism for forming permanent or temporary committees, their jurisdiction, and their method of operation.
2. The Board of Directors shall establish two committees: one for Audit and the other for Nominations and Remunerations, in accordance with the rules issued by the Center.
3. The Board of Directors may form an executive committee and delegate to it certain powers to ensure the smooth running of the Association's work.
4. The Association may grant remuneration to members of its committees, taking into account the provisions of Paragraph (6) of Article (26) hereof.

Chapter Seven

Association's Financial Affairs

Article (31):

Subject to the provisions of the Law, the Association must handle Zakat funds in an independent account and establish a special record for them. It must disburse Zakat funds in accordance with the provisions of Islamic Sharia.

Article (32):

1. The Board of Directors is responsible for the association's funds and assets and must ensure that the association's resources are properly documented and that its revenues are spent in accordance with its objectives. The Board must perform its duties responsibly and in good faith, define the authorities it delegates, establish decision-making procedures and the duration of delegation, and monitor the exercise of such delegated authorities through periodic reports.
2. The Board of Directors shall take the necessary measures to establish procedures and mechanisms for the following:
 - A. Introducing new Board members to the association's work and providing them with comprehensive information about its affairs, particularly regarding financial and legal matters.
 - B. Establishing an internal policy that includes a mechanism for receiving the association's documents and records from the previous Board (whether expired or removed) to the new Board, including signing a handover report documenting the transfer process.
3. The Board may only act within the scope specified in the bylaws and under the conditions therein. If the bylaws do not contain a provision, the Board may act only with the authorization of the General Assembly.
4. Subject to the provisions of the Law and related regulations, the Board shall deposit the association's funds in its name in one or more local banks, and transactions with the association's bank accounts shall require the joint signature of the Chairman and the Vice-Chairman of the Board.
5. The Board may delegate banking transactions to two or more of its members.
6. The Board may, after obtaining the Center's approval, delegate banking transactions for the association's accounts to any of the senior management positions, provided that the signature remains joint.
7. The Board must ensure that the association complies with the laws and regulations in force in the Kingdom, in order to avoid any legal violations.

Article (33):

The Center may, in cases it deems appropriate, appoint one or more auditors for any civil Association to carry out the work requested by the Center.

Chapter Eight

Public Benefit Status

Article (34):

The Center's Board may issue a decision to grant the Association public benefit status if it meets the following conditions:

1. Its purpose must be to achieve a public interest.
2. Its activity should be directed to the entire community targeted by the Association.
3. Membership in the General Assembly shall be open.
4. There shall be no financial, administrative or technical violations against the Association.
5. The Board of Directors must include at least two experts specializing in the field of civil society work. Each of them must have at least five years of experience and hold a master's degree or higher.

Article (35):

The Board may, by a reasoned decision, revoke the association's public benefit status if it no longer meets one of the conditions for public benefit. Such revocation shall not prevent the association from continuing to fulfill its statutory and contractual obligations.

Chapter Nine

Dissolution and Merger

Article (36):

When issuing a decision to dissolve the association, the Center shall take into account the conditions set by the founder or donor and the provisions of the association's bylaws. Apart from that, the Center shall determine in its decision the entity to which the association's funds shall be transferred, limited to the Associations Support Fund or one of the licensed associations with similar activities. The dissolution decision shall also appoint one or more liquidators to carry out the liquidation process, specifying their term of office and fees.

Article (37):

Those in charge of the affairs of an Association whose activities have been temporarily suspended, dissolved, or merged with another Association may not dispose of its funds or documents, except in cases of necessity, such as if the assets to be disposed of are perishable, and this requires the approval of the Center.

Article (38):

In the event that the extraordinary General Assembly issues a decision to voluntarily dissolve the Association, the provisions contained in the bylaws shall apply. If the bylaws are devoid of any stipulated provisions or if they exist and cannot be implemented, the Center or its authorized representative may issue a decision specifying the mechanism for liquidating the Association, how to dispose of its assets, funds, documents, and the costs incurred therein.

Article (39):

The managers of the Association whose dissolution has been decided upon must hand over its assets, funds and documents to the liquidator upon request.

Article (40):

The Center shall inform the supervising authority of the decision to dissolve the Association.

Section Three
Civil Organizations
Chapter One
Organizations and the Like

Article (41):

For the purpose of implementing the provisions of the Law and Regulations, any entity that continues for a specific or indefinite period shall be considered a Civil Organization, provided that the following controls apply:

1. It is established by one or more natural or legal persons, or both.
2. It does not aim to generate a profit for the founder or founders.
3. It achieves one or more public or private benefit purposes.
4. It relies on the funds, endowments, donations, gifts, wills, investment returns, or Zakat allocated by the founder(s).

Article (42):

A civil fund shall be established for a mutual, cooperative, or social purpose and shall benefit those specified in the bylaws. The civil fund shall be considered a civil Organization, and the provisions of the regulations established by the supervising authority shall apply to it.

Article (43):

The Family Fund is considered a civil organization, and the provisions of the regulations established by the supervising authority shall apply to it.

Chapter Two
Objectives

Article (44):

Subject to the objectives stipulated in the law, the basic bylaws shall specify the objectives upon which the Organization is based and shall determine its activities. The association may not exceed such objectives except with the approval of the Center, in coordination with the supervisory authority, in cases of pandemics, seasonal activities, developmental needs, or other situations as determined by the Center.

Chapter Three

Establishing an Organization

Article (45):

The following requirements shall be met by a natural person seeking to establish the Organization:

1. Be a Saudi national.
2. Be fully legally competent.
3. Not have been convicted of a crime involving honor or honesty, unless his or her reputation has been restored.

Article (46):

A natural person wishing to establish an organization must submit the following to the Center:

1. An application submitted by the applicant or applicants for establishment, according to the form prepared for this purpose by the Center, accompanied by a statement clarifying the following data of the applicant or applicants for establishment:
 - A. Name according to national ID.
 - B. National ID number.
 - C. Occupation.
 - D. Residence.
 - E. Contact information, including email and mobile phone number.
2. Name and contact information of the person authorized by the applicant/s for incorporation, including email and mobile phone number.
3. Bylaws of the Organization, according to the form prepared by the Center, not conflicting with the Law or the Regulations.

Article (47):

If any of the founding applicants is a non-governmental legal entity, they must submit the following:

- A. Commercial registration, license, waqf registration certificate, or any document evidencing the applicant's legal status under its governing law, provided that the document is valid.
- B. The applicant's National Address and those of its branches, if any.
- C. Social Insurance Certificate, if applicable.
- D. Zakat and Income Certificate.

- E. Any other information requested by the Center.

Article (48):

Any legal person wishing to establish an organization must submit the following to the Center:

1. The documents stipulated in Article (58) hereof regarding legal persons.
2. A letter containing approval for the establishment of the Organization issued by the authorized person as stipulated in Article (54) hereof.
3. The name, address, and contact information of the applicant's legal representative, including email and mobile phone number.
4. An application to establish the Organization in accordance with the prescribed form.
5. Bylaws of the Organization, according to the form prepared by the Center, not conflicting with the Law or the Regulations.

Article (49):

The authorized person in a legal entity shall be as follows:

1. All partners of the company, or any person duly authorized to act on their behalf.
2. The trustee or the Board of Trustees of a waqf, or any person duly authorized to act on their behalf.
3. The General Assembly in an association.
4. The Board of Trustees in a civil society institution.

Article (50):

Applicants with legal status must notify the Center of any change that occurs to any of them during the incorporation procedures. The Center shall consider such changes and may take any necessary action, such as requesting additional documents or requirements, or canceling the application with a reasoned decision.

Article (51):

The Center shall decide on the application to establish an organization in accordance with the following procedures:

1. The Center shall review the application to verify that it meets the conditions and information stipulated in the law, the bylaws, and the decisions and instructions issued pursuant thereto.
2. The application shall be given a registration number and date received for review by the Center after all the documents specified in the Regulations are completed, depending on the applicant's status. The application shall then be deemed complete and its justifications met.
3. The Center shall refer the application to the supervising authority to study it and then issue its decision regarding it.
4. The Center shall issue its decision - after coordination with the competent authority - to accept or reject the application within sixty (60) days from the date of completion of its justifications.
5. In the event of approval, the Center shall issue the institution's license for a period of five (5) years upon its acquisition of legal personality, in accordance with Article (Fifty-Seven) of these Regulations, subject to the following procedures: :
 - A. The Center shall register the institution in its special register of civil society institutions and assign it a unique registration number.
 - B. The Center shall notify the supervising authority and take measures to publish the Organization's bylaws on the Center's website.
 - C. The Center shall issue a license to the Organization based on the register of civil organizations, in addition to a certified copy of the bylaws, which are delivered to the authorized representative of the applicant/s for establishment.

Article (52):

The institution shall acquire legal personality from the date of the Center's decision approving the application, and it may carry out its activities and programs upon receipt of its license, in accordance with the provisions of the Law, these Regulations, and the institution's bylaws.

Chapter Four

Establishing Branches for Organization

Article (53)

The Organization may establish branches within the Kingdom with the approval of the Center or its authorized representative and the supervising authority. When requesting to establish a branch, the Organization must submit the following requirements to the Center:

1. Approval of the Board of Trustees for establishing the branch.
2. Determining the branch's location and the administrative scope of its services.
3. Determining the branch's powers, administrative structure, and the names and contact information of the employees nominated to manage it.

Article (54):

With the Center's approval, the Organization may establish one or more offices within or outside its administrative scope, for the purpose of promoting the Organization or to carry out one or more of the activities it is authorized to engage in.

Chapter Five

Board of Trustees

Article (55):

1. The Organization shall have a Board of Trustees consisting of no less than three members appointed by the founder or founders, or by whomever is entrusted with this task pursuant to the bylaws. The Organization shall notify the Center of the names and details of the appointed members of the Board of Trustees, and of any changes that occur within fifteen (15) days of the formation of the Board.
2. The Board of Trustees may pay remuneration to Board members commensurate with their competence, experience and the volume of work entrusted to them.
3. Membership of the Board of Trustees may be combined with the work of the Organization's Executive Officer, in accordance with the controls specified in the bylaws.

Article (56):

The founder or founders shall appoint the Chairman of the Board of Trustees. If no Chairman is appointed, the members of the Board of Trustees shall choose a Chairman from among themselves at the first meeting of the Board of Trustees.

Article (57):

The Board of Trustees may hold several regular periodic meetings during the year, provided that the number of meetings is not less than two per year.

Article (58):

The Bylaws shall define the responsibilities of the Board of Trustees, including the following:

1. Approving mandatory regulations and policies to achieve the institution's objectives and ensure its success.
2. Adopting the Organization's work plans, including the strategic plan, the executive plan, and other major work plans, monitoring their implementation.
3. Adopting the Organization's organizational and functional structures.
4. Approving internal control systems and regulations, supervising them, and conducting periodic reviews to verify their effectiveness.
5. Establishing governance principles and standards for the institution, provided they do not conflict with the provisions of the Law, these Regulations, and the bylaws, supervising their implementation, monitoring their effectiveness, and amending them when necessary. .
6. Opening bank accounts with Saudi banks, paying and collecting checks, issuing disbursement orders and account statements, activating, closing, and settling accounts, updating data, objecting to checks, receiving bounced checks, and performing other banking operations required by the Organization.
7. Providing the Center with data and information about the Organization according to the Center's approved forms, and preparing periodic reports.
8. Providing the Center with the final accounts and financial reports audited by the auditors after they have been approved by the Board of Trustees and adopted, within four months of the end of the fiscal year.
9. Supervising the preparation of the estimated budget for the new fiscal year and approving it.
10. Appointing an executive officer for the Organization, defining his duties, powers, and benefits, and providing the Center with his name in accordance with the approved forms and the decision to appoint him.
11. Obtaining the Center's approval for any changes in the status of Board of Trustees members or the executive officer within a maximum of fifteen (15) days from the date of such change
12. Adopting policies and procedures that ensure the Organization's compliance with laws and regulations, in force in the Kingdom in addition to committing to disclosing essential information to beneficiaries, the Center, the supervising authority, and other

stakeholders, and publishing the final accounts and financial and administrative reports at the Organization's headquarters or website.

13. Implementing the Center's decisions and instructions.

14. Appointment of external auditor.

15. Managing the Organization in accordance with the Law, its Implementing Regulations, and the regulations, rules and instructions issued pursuant thereto.

16. Representing the Organization before the judiciary and other authorities.

17. Preparing and activating the rules for investing the surplus funds of the Organization.

18. The Board of Trustees has the right to delegate all or part of its powers to an official of the Executive Authority or its committees, taking into account the powers that require prior approval from the Center.

19. The Board of Trustees may grant the Chairman of the Board of Trustees the right to delegate some or all of the powers related to representing the Organization before the courts or other authorities to persons from outside or within the Organization, without requiring the approval of the Center.

Article (59):

The Board of Trustees is responsible for implementing decisions, and must remove obstacles to implementation and hold the executive accountable for obstruction or non-implementation.

Chapter six

Organization's Financial Affairs

Article (60):

The Organization's financial resources consist of the following:

1. The funds, gifts, endowments, wills, or zakat allocated to it by the founder(s).
2. Donations received after approval from the Center or its authorized representative.
3. Returns on the Organization's investments, returns on endowments, and returns on services provided by the Organization, in accordance with the provisions of the bylaws.

Article (61):

Subject to the provisions of the Law, the Organization must handle zakat funds in an independent account and establish a special record for them. It must disburse zakat funds in accordance with the provisions of Islamic Sharia.

Article (62):

The Organization adheres to the accounting standards issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA) and with the accounting forms and reports issued by the Center.

Article (63):

1. The Board of Trustees is responsible for the institution's funds and assets and must ensure that the institution's resources are properly documented and that its revenues are spent in accordance with its objectives. The Board must perform its duties responsibly and in good faith, define the authorities it delegates, establish decision-making procedures and the duration of delegation, and monitor the exercise of such delegated authorities through periodic reports.
2. The Board of Trustees shall take the necessary measures to establish procedures and mechanisms for the following:
 - A. Introducing new Board members to the institution's work and providing them with comprehensive information about its affairs, particularly regarding financial and legal matters.
 - B. Establishing an internal policy that includes a mechanism for receiving the institution's documents and records from the previous Board of Trustees (whether expired or removed) to the new Board, including signing a handover report documenting the transfer process.
3. The Board of Trustees may only act within the scope specified in the bylaws and under the conditions therein.
4. Subject to the provisions of the Law and relevant regulations, the Board of Trustees shall deposit the institution's funds in its name in one or more local banks, and transactions with the institution's bank accounts shall require the joint signature of the Chairman and the Vice-Chairman of the Board.
5. The Board of Trustees may delegate banking transactions to two or more of its members.
6. The Board of Trustees may, after obtaining the Center's approval, delegate banking transactions for the institution's accounts to any of the senior management positions, provided that the signature remains joint.
7. The Board of Trustees must ensure that the institution complies with the laws and regulations in force in the Kingdom to avoid any legal violations.

Article (64):

The Center may, at its discretion, appoint an auditor for any civil society institution to carry out the tasks requested by the Center.

Chapter Eight

Dissolution and Merger

Article (65):

Subject to the provisions of Article (86) hereof, the Board may dissolve the Organization in the event that the Organization is unable to fulfill its financial obligations, or if it becomes impossible for it to achieve its objectives. The following provisions shall be taken into account in this regard:

1. Adherence to the founder or founders' will and conditions, if any.
2. Termination of the legal personality of the Organization. It shall be liquidated in accordance with the procedures stipulated in the Law, regulations, and bylaws.

Article (66):

Subject to the provisions of the Law, the Regulations, and the Bylaws, the Center shall, when issuing a decision to dissolve the Organization, specify the entity to which the Organization's funds shall be transferred. The dissolution decision shall include the appointment of one or more liquidators to carry out the liquidation work and specify the duration of their work and their fees.

Article (67):

Those in charge of the affairs of an Organization whose activities have been temporarily suspended, dissolved, or merged with another organization may not dispose of its funds or documents, except in cases of necessity, such as if the assets to be disposed of are perishable, and this requires the approval of the Center.

Article (68):

In the event that the Board of Trustees issues a decision to voluntarily dissolve the Organization, the provisions contained in the Organization's bylaws shall apply. If they are devoid of any stipulated provisions, or if they exist and cannot be implemented, the Board or its authorized representative may issue a decision specifying the mechanism for liquidating the Organization, disposing of its assets, funds, documents, and the costs incurred therein.

Article (69):

The managers of the Organization whose dissolution has been decided upon must hand over its assets, funds and documents to the liquidator upon request.

Article (70):

The Center shall inform the supervising authority of the decision to dissolve the Organization.

Section Three

Civil Society Organization Council

Article (71):

The following words and phrases, wherever mentioned in the Section of (Civil Society Organization Council), shall have the meanings ascribed thereto unless the context requires otherwise:

1. Center/NCNP: The National Center for Non-Profit Sector.
2. NCNP's Board: The Board of Directors of the National Center for Non-Profit Sector.
3. Law: The Civil Society Associations and Organizations Law.
4. Regulations: The Implementing Regulations of the Civil Society Associations and Organizations Law.
5. Organization: The civil society organization licensed in accordance with the Civil Society Associations and Organizations Law, excluding family and private funds.
6. General Assembly: The General Assembly of the Civil Society Organization Council.
7. Council: The Civil Society Organization Council.
8. Board: The Board of Directors of the Civil Society Organization Council.
9. CEO: The CEO of the Council.
10. Board of Trustees: The Board of Trustees of the Civil Society Organization licensed by the Center.

Article (72):

Upon Article (38) of the Law, the Civil Society Organization Council shall be established. The Council is a non-profit entity and its headquarters shall be in the city of Riyadh. The Council has the right, upon the Center's approval, to establish regional or specialized committees.

Article (73):

Without prejudice to the powers of the Center and other authorities, the Council shall have the following powers and duties:

1. Represent civil society organizations and their public interests at the national level before the Center and all governmental, semi-governmental and non-governmental bodies, and

achieve cooperation, integration and coordination among them, in order to empower and develop the civil society organization sector.

2. Coordinate between civil society organizations to unify efforts and achieve cooperation and integration among them.
3. Coordinate with relevant authorities to support the civil society organization sector and meet its needs.
4. Provide recommendations and proposals to the Center or relevant authorities regarding policies, regulations, strategic plans, public programs, and other matters related to the civil society organization sector, each within its jurisdiction.
5. Represent the civil society organization sector at local events and conferences, and obtain the Center's prior approval for the representation at the international level.
6. Provide or coordinate qualification and development programs for civil society organizations, as decided by the Board and in a manner that does not conflict with the jurisdictions of other authorities.
7. Form partnerships and quality relationships that will support and empower the civil society organization sector.
8. Conduct surveys, prepare studies and research related to the civil society organization sector and publish them, after coordination with relevant authorities.
9. Provide support, assistance, and advice to civil society organizations and relevant authorities in a way that supports the empowerment of the civil society organization sector.
10. Coordinate with relevant authorities in solving the problems of civil society organizations and address the challenges they face.
11. Spread the culture of financial sustainability and ways to promote it among civil society organizations, and raise awareness of the grant and support priorities that civil society organizations can contribute to.
12. Raise awareness of the importance of civil society organizations, their purposes and activities, including holding exhibitions, conferences and seminars in coordination with relevant authorities.
13. Cooperate with relevant regional and international bodies in a way that contributes to the development of the work of the civil society organization sector, taking into account Paragraph (3) of Article (86) of this Charter.
14. Any other means adopted by the General Assembly, provided that they do not conflict with the objectives and powers contained in this Charter.
15. The Council, or whomever it delegates, may represent civil society organizations before judicial and quasi-judicial bodies in the following cases:

- a) Defaming the reputation of civil society organizations and their employees or whom they deal with.
- b) Unjustly compromising the integrity of the work of civil society organizations.

Article (74):

The Civil Society Organization Council consists of the following bodies:

- 1- General Assembly.
- 2- Board.
- 3- Permanent and temporary committees.
- 4- Executive management.

Article (75):

- 1- The General Assembly shall be the highest authority in the Council and responsible for monitoring and supervising its affairs.
- 2- The Council shall seek to increase the number of members of its General Assembly who are entitled to vote. The General Assembly of the Council shall consist of representatives of civil society organizations, and the Boards of Trustees shall appoint a representative of the Organization.
- 3- Membership in the General Assembly shall be granted by the Council without the need for submitting an application by individuals who meet the membership requirements stipulated in the Law, Regulations and Bylaws.
- 4- The Council may accept membership in the General Assembly from natural or legal persons who are interested in working with the Council without giving them the right to vote.
- 5- Members in the General Assembly who are entitled to vote may not jointly hold a position on the Council.
- 6- If the Organization has a contract with the Council, its representative shall not vote in the General Assembly of the Council on matters related to the contract.
- 7- A member of the General Assembly may not participate in voting on any resolution if they have a personal interest in it, except for the election of members of the Board.

Article (76):

- 1- The Ordinary General Assembly of the Council shall be responsible for:
 - a) Reviewing and approving the Boards' financial and administrative report for the year ended.
 - b) Reviewing and approving the final accounts for the financial year, and the auditor's report.
 - c) Discussion of the internal auditor's report.
 - d) Appointment of the external auditor.
 - e) Approval of the draft budget for the new financial year.
 - f) Approval of the sale or mortgage of assets and real estate.
 - g) Discharging the previous Board from liability.
 - h) Determining and modifying the membership term and remuneration, which shall not be deemed validated except with the Center's approval.
 - i) Discussing and approving strategic and annual plans before the start of the new financial year.
 - j) Approval of the Council's financial, administrative and organizational policies.
 - k) Approval of the financial authority matrix of the Council.
 - l) Approving to establish commercial, investment or endowment entities, or participate in their establishment or become a partner in them, or to acquire existing and established entities.
 - m) Approving to invest in endowment investment funds.
 - n) Considering other topics included in the agenda.
- 2- The Extraordinary General Assembly of the Council shall be responsible for:
 - a) Dismissal of one or more members of the General Assembly or of the Board of Directors.
 - b) Approving non-speculative investments in securities.
 - c) Dissolving or merging regional and specialized committees.

Article (77):

- 1- The Ordinary General Assembly of the Council shall convene according to the following:
 - a) The Ordinary General Assembly shall be held at least once a year, with the first meeting of each year to be held during the first four months of the year.

b) The Chairman of the Board shall invite the General Assembly to meet at the Council's headquarters or any other appropriate place, provided they inform the Center and all members of the invitation at least fifteen (15) days before the date of the meeting, attaching to the invitation the meeting's agenda, place, date and time, and the Center may assign a representative to attend the meeting.

c) The Ordinary General Assembly's meeting shall be chaired by the Chairman of the Board, or their deputy in the Chairman's absence, and the members present - in the absence of the Chairman and their deputy - shall choose from among themselves by voting who will preside over the meeting.

d) The meeting shall be valid by the presence of the majority of members who have the right to vote. The decisions of the Ordinary General Assembly shall be issued by a majority of the present members who have the right to vote. If a quorum is not reached, the meeting shall be postponed to another date thereafter for a minimum period of one hour and a maximum of fifteen days and it shall be held with the present members.

e) The General Assembly may not consider topics that are not included in the meeting agenda sent to the members.

f) The Board may invite whomever it deems necessary to attend its General Assembly meetings, without giving them the right to vote.

2- The Extraordinary General Assembly of the Council shall convene according to the following:

a) The Extraordinary General Assembly shall be held by a reasoned request from the Board, or from (25%) of the members of the General Assembly who have the right to vote; if the Board does not respond to them, they may report to the Center to take the action it deems appropriate.

b) The Extraordinary General Assembly meeting shall be chaired by the Chairman of the Board or their deputy in the Chairman's absence, or by whomever the Board designates for that purpose from among its members in the absence of the Chairman and their deputy. In the absence of the Chairman of the meeting, the present members shall choose from among them who will preside over the meeting. If the Extraordinary General Assembly is held at the request of the Center or the members, then whoever requests the meeting may appoint a member of the General Assembly to be entitled to nominate themselves for the Chairman of the meeting.

c) The meeting shall be valid by the presence of the majority of members who have the right to vote. The decisions of the Extraordinary General Assembly shall be issued by a majority of the two thirds of present members. If a quorum is not reached, the meeting shall be postponed to another date thereafter for a minimum period of one hour and a maximum of fifteen days and it shall be held with the present members.

d) The Extraordinary General Assembly may not consider topics that are not included in the meeting agenda sent to the members.

e) The Board may invite whomever it deems necessary to attend the Extraordinary General Assembly meetings, without giving them the right to vote.

3- Delegation of attendance at the General Assembly meeting is subject to the following provisions:

a) A member of the General Assembly who is entitled to vote may delegate another member to represent them in attending and voting in the General Assembly meeting, provided that the delegation is approved by the Chairman of the Board, their deputy or authorized representative before the meeting date.

b) A member may not represent more than one other member.

c) A member of the General Assembly may not delegate a Board member.

4- The following shall be recorded in the minutes of the meeting as a minimum:

a) The number of members of the General Assembly who have the right to attend, and who have the right to attend and vote.

b) Names of the present members.

c) Issues discussed by the General Assembly.

d) The decisions issued, the mechanism of issuance, and the names of voters.

5- The Council shall provide the Center with a copy of these minutes within fifteen days from the date of the meeting.

6- Subject to the provisions of the Regulation, the General Assembly may hold its meetings, involve its members in its deliberations and vote on its decisions and elect Board members by means of modern technology, and the Center may verify this.

Article (78):

1- The Board shall consist of no less than five members and no more than fifteen members elected by the General Assembly from among its members by secret ballot. The Elections Committee shall review the number of proposed seats that it has approved.

2- Candidates for Board membership shall fulfill the following requirements:

a) The candidate is a member of the board of trustees of a civil society organization.

b) The civil society organization must hold full membership in the Council

c) The candidacy for Board membership shall not be for a third consecutive term. The term shall be deemed complete if it exceeds two years.

d) The candidate must not be a member of the Civil Society Organization Council or the Cooperative Association Council.

e) A decision to remove the candidate from the Council has not been issued unless their reputation has been restored.

f) A member may not represent more than one Organization in running for Board membership.

3- The seats of the Board of Directors shall be distributed on a pro-rata basis to ensure diversity and representation of various geographical and specialized segments, and the Elections Committee should take this into account.

Article (79):

The procedures for candidacy, voting, counting votes, and announcing the results of the election of Board members shall be as follows:

1- The Board shall issue the decision to begin the election process according to a specific timetable, set instructions and procedures regulating the conduct of the electoral process, and form, in coordination with the Center, the Elections Committee "Committee". The Committee shall consist of two members of the Council who do not wish to run, and a member from the Center, and the Board may increase the number of its members if necessary. The Committee shall undertake the following tasks:

a) Preparing the candidacy mechanism and election timetable, and submitting them to the Board to be approved by the Center.

b) Announcing the candidacy mechanism and the distribution of seats on the Board.

c) Supervising the reception of candidate applications, and ensuring compliance with regulations and instructions.

d) Preparing a list of the names of candidates for the Board, in preparation for submitting it to the Center.

e) Issuing the preliminary and final list of candidates.

f) General supervision of the electoral process.

g) Considering the objections submitted regarding the electoral process, and taking a final decision in this regard.

h) Submitting a detailed report on the course of the electoral process to the General Assembly.

i) Providing the Center with a copy of the detailed report within three days of the end of the electoral process.

j) The final announcement of the election results, the names of the elected members, and the reserve list.

k) Supervising the committees formed to manage the electoral process, if any.

- 2- The Chairman of the Board shall send an invitation to all members of the General Assembly who meet the conditions for candidacy for membership in the new board of directors at least one hundred and eighty (180) days before the end of the term of the current Board. Invitations shall be communicated through an effective means of notification, and the candidacy request shall be clearly announced at the Council's headquarters and website.
- 3- Candidacy is entitled to every member who meets the conditions.
- 4- Nominations shall close 90 days before the term of the Board ends.
- 5- The Elections Committee shall submit the names of the candidates to the Chairman of the Council to submit them to the Center according to the form prepared or the method approved by the Center for this purpose, within five working days of receiving the names of the candidates.
- 6- If the Center does not make any reservations about the nominated names or some of them within thirty (30) days of submitting them to it, this will be deemed an approval of the Center.
- 7- The Elections Committee shall issue and announce the initial list of candidates and the Organizations they represent, and it shall specify a period of five (5) business days from the Center's approval of the nominated names or the end of the period referred to in Paragraph (6) of this Article for those who wish to withdraw.
- 8- The Elections Committee shall announce the final list of candidates, and the Board shall display this list at the Council's headquarters and website at least fifty (50) days before the end of the Board's term.
- 9- The Council shall notify the Center of the formation of the Board, and the Center shall issue the letter of approval within ten (10) days.
- 10- The Board shall enable the elected members to attend the remaining Board meetings and review all minutes and documents without giving them the right to vote.
- 11- The work of the Board members in the Council shall be voluntary. As an exception, a lump sum remuneration from the Council's funds may be paid to Board members in accordance with the rules set out in the Bylaws.

Article (80):

- 1- The term of the Board shall be four years, starting from the date the Center issues the letter of approval for the formation of the Board.
- 2- The Board shall hold its first meeting within a month of approving the results by the Elections Committee, and shall appoint a Chairman, and a deputy thereof, from among its members.
- 3- The Board shall hold regular periodic meetings of no less than four meetings per year, taking into account the appropriate time period between each meeting.

- 4- The quorum for Board meetings may not be less than half of its members.
- 5- Board decisions shall be taken by a majority of the present members. In case of equal votes, the Chairman shall have a casting vote.
- 6- The Board may invite whomever it deems necessary to attend Board meetings, without giving them the right to vote.
- 7- The membership of a Board member shall terminate for any of the following reasons:
 - a) The member's resignation is accepted, provided that their financial obligations are fulfilled.
 - b) If the membership of the Board member in the Board of Trustees of the Organization they represent expires or is terminated, with the exception of the Chairman and deputy thereof.
 - c) The occurrence of a legal or lawful impediment related to the Board member or the Organization they represent.
 - d) If the member is absent from three consecutive or six separate meetings, unless they provide an excuse acceptable to the Board.
 - e) Death.
- 8- If the Board member loses their membership in the Organization or is unable to continue work for any reason, the Board shall appoint the next member on the election list and notify the Center of this change within ten (10) days, taking into account Paragraph (3) of Article (78) of this Charter.

Article (81):

- 1- The Board is responsible for everything related to the management of the Council's affairs, including the following in particular:
 - a) Preparing the annual report on the Council's administrative and financial activities.
 - b) Studying the final account for the financial year, and the auditor's report, and submit the final account to the General Assembly for approval.
 - c) Developing the draft budget of the Council for the new financial year.
 - d) Organizing the General Assembly meetings and their agendas.
 - e) Preparing the financial, administrative and organizational policies of the Council, and submitting them to the General Assembly for approval.
 - f) Addressing the Center to approve the opening of bank accounts for the Council.
 - g) Depositing the Council's cash funds in its name with one or more local banks. Transactions with the Council's bank accounts shall be signed by the Chairman of the Council

or their deputy. After obtaining the Center's approval, the Board may authorize two of its members or of the executive management to deal with the bank accounts, provided that they are Saudis.

- h) Forming permanent and temporary committees, including regional and specialized committees necessary to achieve the Council's objectives, and determining their powers and how to coordinate among them.
- i) Approval of purchasing assets and real estate.
- j) Appointing a full-time CEO, defining their powers, and providing the Center with their name and appointment decision, along with their contact information.
- k) Delegating the powers to the CEO in accordance with the regulations approved by the General Assembly, taking into account the powers that require the Center's approval.
- l) Proposing the sale or mortgage of assets and real estate, and approving them by the Ordinary General Assembly.
- m) Proposing the establishment of commercial, investment or endowment entities, or participating in their establishment or becoming a partner in them, or acquiring existing and established entities, and approving them by the Ordinary General Assembly.
- n) Proposing investment in endowment investment funds and approving them by the Ordinary General Assembly.
- o) Proposing non-speculative investments in securities and approving them by the Extraordinary General Assembly.
- p) During the fourth quarter from the end of the year, submitting a detailed annual report to the NCNP's Board, approved by the General Assembly, which includes the Council's administrative and financial activities for the ending year.
- q) Performing the tasks assigned to it by the Center related to civil society organizations.

Article (82):

The financial resources of the Civil Society Organization Council consist of the following:

- 1- Membership fees.
- 2- Fundraising and collecting gifts, wills, endowments, and zakat, taking into account the conditions for their disposal.
- 3- Proceeds of providing services.
- 4- Investment returns from fixed and movable assets.
- 5- Any other financial resources approved by the Center.

Article (83):

- 1- The Board may form permanent or temporary committees from its members or others to assist in achieving the Board's objectives. The decision issued to form each committee shall specify its name, the number of its members, and its powers, including naming its chairman, and the Center shall be notified of this decision within fifteen (15) days from the date of its issuance.
- 2- The Board may form regional and specialized committees, and the formation decision shall not be effective except after obtaining the Center's approval.
- 3- Taking into account the provisions of Article (85) of this Charter, the Board shall establish the necessary rules and procedures to organize the work of the regional and specialized committees, their governance, and how to coordinate among them, and shall approve them by the General Assembly, and they shall not be deemed valid except after obtaining the Center's approval.

Article (84):

- 1- The Chairman of the Board, or their deputy in the event of the Chairman's absence, shall:
 - a) Preside over the Board meetings.
 - b) Overseeing the work of the Council and all committees emanating from it.
 - c) Chair the internal committees they attend and have the right to invite these committees to convene.
 - d) Approve the Board's agenda and following up on the implementation of its decisions.
 - e) Sign on behalf of the Council all contracts and agreements that the Board agrees to conclude, taking into account cases that must be approved by the Center or the General Assembly.
 - f) Sign with the CEO the minutes of meetings, administrative decisions, and employee affairs.
 - g) Decide on urgent matters presented to them by the CEO, provided that these matters are submitted to the Board at the following meeting.
- 2- The CEO of the Council is responsible for implementing the decisions of the Board, and their powers shall be specified in their appointment decision, which include the following:
 - a) Supervising matters related to the convocation of the General Assembly and Board meetings, and the committees emanating from them.

- b) Preparing the agenda for the General Assembly and the Board.
- c) Ensuring that the proceedings of the meetings are recorded in the meeting minutes.
- d) Preparing minutes of Board meetings, obtaining members' signatures, and approving them by the Chairman of the Board.
- e) Preparing a register of the members who are entitled to attend and who are entitled to attend and vote in the General Assembly and the Board meetings.
- f) Following up on the implementation of the decisions of the General Assembly and the Board.
- g) Providing the Center with a copy of the minutes and decisions, in coordination with the Chairman of the Board.
- h) Preparing a register of the names of the Board members, which includes all the required data.
- i) Preparing the annual administrative report and submitting it to the Board.
- j) Preparing the final account of the Council's activity and submitting it to the Board.
- k) Overseeing all correspondence issued and received by the Board, and presenting them to the Chairman of the Board.
- l) Performing any other tasks assigned to them by the Board.

3- The CEO is required to work full-time and does not have a direct or indirect relationship with civil society association or organizations, or anything that would create any current or potential conflict of interest.

Article (85):

Regional or specialized committees shall have bylaws that include the basic rules related to their work, in particular the following:

- 1- The name of the committee, its scope of work, and its headquarters.
- 2- The objectives, competences and means necessary to achieve its objectives.
- 3- The committee's bodies and powers, and the mechanism for its formation and holding its meetings.
- 4- Members' obligations and rights.
- 5- The tasks and powers of the chairman of the committee and the mechanism of their appointment.
- 6- Determining the committee's financial resources and the powers to dispose of them.

- 7- Membership categories, fees, if any, term, and acceptance and rejection procedures.
- 8- Procedures for dissolving and merging the committee.
- 9- Enforcing the committee's bylaws and making amendments thereto.

Article (86):

- 1- The financial year of the Council is the financial year of the State.
- 2- The Center may appoint one or more external auditors for accounts of the Council and the work it requests.
- 3- The Council may participate in an event or activity outside the Kingdom of Saudi Arabia, obtain membership from an international body, or establish partnerships after obtaining the Center's approval.

Article (87):

- 1- The NCNP's Board may, by a reasoned decision, dismiss the Board of Directors of the Council, or one of its members, and appoint a temporary board or an alternative member in cases required by the interests of these councils, which include the following:
 - a) Committing violations of the Law, Regulations, Charter, or other rules and regulations and failing to correct them within one month from the date of notifying them of such violations.
 - b) The number of Board members decreased for any reason below five members, and it was not possible to complete it within one month from the date of its decrease.
 - c) Committing an act that violates Sharia, public order, or public morals, or committing an act that violates the national unity.
 - d) The inability of the Board to perform its obligations, or if it ceases to perform such obligations for a period of four months, whatever the reasons.
 - e) If they dispose of their funds in a manner other than that specified for them.
- 2- The dismissal decision shall include its effective date, reasons, and notification.
- 3- The person affected by the dismissal decision may file a grievance to the Center within sixty (60) days of notifying the decision, and the decision is subject to appeal before the competent authorities.

Section Four
Chapter One
Civil Society Association Council

Article (88):

The following words and phrases, wherever mentioned in the Section Four, shall have the meanings ascribed thereto unless the context requires otherwise.

1. Center/NCNP: The National Center for Non-Profit Sector.
2. NCNP's Board: The Board of Directors of the National Center for Non-Profit Sector.
3. Law: The Civil Society Associations and Organizations Law.
4. Regulations: The Implementing Regulations of the Civil Society Associations and Organizations Law.
5. Association: The civil society association licensed by the Center.
6. General Assembly: The General Assembly of the Civil Society Association Council.
7. Council: The Civil Society Association Council
8. Board: The Board of Directors of the Civil Society Association Council.
9. CEO: The CEO of the Council or Sub-Council.
10. Sub-Council: The Council or Sub-Councils emanating from the Council, whether regional or specialized.
11. Branch's General Assembly: The General Assembly of members whose headquarters is located within the jurisdiction of the Regional Sub-Council, and members of the General Assembly whose main activities fall within the jurisdiction of the Specialized Sub-Councils.
12. Branch's Board: The Board of Directors of one of the Sub-Councils emanating from the Council.

Article (89):

Upon Article (38) of the Law, the Civil Society Association Council shall be established. The Council is a non-profit entity and its headquarters shall be in the city of Riyadh. The Council has the right, upon the Center's approval, to establish regional or Specialized Sub-Councils.

Article (90):

Without prejudice to the powers of the Center and other authorities, the Council shall have the following powers and duties:

1. Represent civil society associations and their public interests at the national level before the Center, governmental, semi-governmental and non-governmental bodies, achieve cooperation, integration and coordination among them, and empower and develop the civil society association sector.
2. Coordinate among regional and Specialized Sub-Councils to unify efforts and achieve cooperation and integration among them.
3. Coordinate with relevant authorities to support the civil society association sector and meet its needs.
4. Provide recommendations and proposals to the Center or relevant authorities regarding policies, regulations, strategic plans, public programs, and other matters related to the civil society association sector, each within its jurisdiction.
5. Represent the civil society association sector at local events and conferences, and obtain the Center's prior approval for the representation at the international level.
6. Provide or coordinate qualification and development programs for civil society associations, as decided by the Board and in a manner that does not conflict with the jurisdictions of other authorities.
7. Form partnerships and quality relationships that will support and empower the civil society association sector.
8. Conduct surveys, prepare studies and research related to the civil society association sector and publish them, after coordination with relevant authorities.
9. Provide support, assistance, and advice to Sub-Councils and relevant authorities in a way that supports the empowerment of the civil society association sector.
10. Coordinate with relevant authorities in solving the problems of civil society associations and address the challenges they face.
11. The Council, or whomever it delegates, may represent civil society associations before judicial and quasi-judicial bodies in the following cases:
 - a) Defaming the reputation of civil society associations and their employees or whom they deal with.
 - b) Unjustly compromising the integrity of the work of civil society associations.

12. The Council may submit a recommendation to the NCNP's Board to dissolve the Specialized Sub-Council, or merge it with another Specialized Sub-Council, provided that the recommendation includes the reason for the dissolution or merger, a statement of the liquidation mechanism, and to whom the funds of the Specialized Sub-Council will be transferred.

13. Cooperate with relevant regional and international bodies in a way that contributes to the development of the work of the civil society association sector, taking into account Paragraph (3) of Article (111) of this Charter.

14. Raise awareness of the importance of civil society associations, their purposes and activities, including holding exhibitions, conferences and seminars in coordination with relevant authorities.

Article (91):

The Civil Society Association Council and each of its Sub-Councils shall consist of the following bodies:

1. General Assembly.
2. Board.
3. Permanent and temporary committees.
4. Executive management.

Article (92):

1. The General Assembly shall be the highest authority in the Council and responsible for monitoring and supervising its affairs.

2. The Council shall seek to increase the number of members of its General Assembly. The General Assembly of the Council shall consist of the Board members of Sub-Councils.

3. Membership in the General Assembly shall be granted by the Council without the need for submitting an application by individuals who meet the membership requirements stipulated in the Law, Regulations and Bylaws.

4. Members in the General Assembly who are entitled to vote may not jointly hold a position on the Council.

5. If a member of the Sub-Council's Board has a contract with the Council, they shall not vote in the General Assembly.

6. A member of the General Assembly may not participate in voting on any resolution if they have a personal interest in it, except for the election of members of the Board.

Article (93):

1. The Ordinary General Assembly of the Council shall be responsible for:
 - a) Reviewing and approving the Boards' financial and administrative report for the year ended.
 - b) Reviewing and approving the final accounts for the financial year, and the auditor's report.
 - c) Discussion of the internal auditor's report.
 - d) Appointment of the external auditor.
 - e) Approval of the draft budget for the new financial year.
 - f) Approval of the purchase, sale or mortgage of assets and real estate.
 - g) Discharging the previous Board from liability.
 - h) Discussing and approving strategic and annual plans before the start of the new financial year.
 - i) Approval of the financial authority matrix of the Council.
 - j) Approval of the Council's financial, administrative and organizational policies.
 - k) Approving to establish commercial, investment or endowment entities, or participate in their establishment or become a partner in them, or to acquire existing and established entities.
 - l) Approving to invest in endowment investment funds.
 - m) Considering other topics included in the agenda.
2. The General Assembly may delegate some of its powers to the Board of the Council.
3. The Extraordinary General Assembly of the Council shall be responsible for:
 - a) Dismissal of one or more members of the General Assembly or of the Board of Directors.
 - b) Approving non-speculative investments in securities.

Article (94):

1. The Ordinary General Assembly of the Council shall convene according to the following:

- a) The Ordinary General Assembly shall be held at least once a year, with the first meeting of each year to be held during the first four months of the year.
- b) The Board shall invite the General Assembly of the Council to meet at the Council's headquarters or any other appropriate place, provided they inform the Center and all members of the invitation at least fifteen (15) days before the date of the meeting, attaching to the invitation the meeting's agenda, place, date and time, and the Center may assign a representative to attend the meeting.
- c) The Ordinary General Assembly's meeting shall be chaired by the Chairman of the Board, or their deputy in the Chairman's absence, and the members present - in the absence of the Chairman and their deputy - shall choose from among themselves who will preside over the meeting.
- d) The meeting shall be valid by the presence of the majority of members who have the right to vote. The decisions of the Ordinary General Assembly shall be issued by a majority of the present members. If a quorum is not reached, the meeting shall be postponed to another date thereafter for a minimum period of one hour and a maximum of fifteen days and it shall be held with the present members.
- e) The General Assembly of the Council may not consider topics that are not included in the meeting agenda sent to the members.
- f) The Board may invite whomever it deems necessary to attend its General Assembly meetings, without giving them the right to vote.

2. The Extraordinary General Assembly of the Council shall convene according to the following:

- a) The Extraordinary General Assembly shall be held by a reasoned request from the Board, or from (25%) of the members of the General Assembly who have the right to vote; if the Board does not respond to them, they may report to the Center to take the action it deems appropriate.
- b) The Extraordinary General Assembly meeting shall be chaired by the Chairman of the Board or their deputy in the Chairman's absence, or by whomever the Board designates for that purpose from among its members in the absence of the Chairman and their deputy. In the absence of the Chairman of the meeting, the present members shall choose from among them who will preside over the meeting. If the Extraordinary General Assembly is held at the request of the Center or the members, then whoever requests the meeting may appoint a member of the General Assembly to be entitled to nominate themselves for the Chairman of the meeting.
- c) The meeting shall be valid by the presence of the majority of members who have the right to vote. The decisions of the Extraordinary General Assembly shall be issued by a

majority of the two thirds of present members who have the right to vote. If a quorum is not reached, the meeting shall be postponed to another date thereafter for a minimum period of one hour and a maximum of fifteen days and it shall be held with the present members.

d) The Extraordinary General Assembly of the Council may not consider topics that are not included in the meeting agenda sent to the members.

e) The Board may invite whomever it deems necessary to attend the Extraordinary General Assembly meetings, without giving them the right to vote.

3. Delegation of attendance at the General Assembly meeting is subject to the following provisions:

a) A member of the General Assembly may delegate another member to represent them in attending and voting in the General Assembly meeting, provided that the delegation is approved by the Chairman of the Board, their deputy or authorized representative before the meeting date.

b) A member may not delegate more than one member.

c) A member of the General Assembly may not delegate a Board member.

4. The following shall be recorded in the minutes of the meeting as a minimum:

a) The number of members of the General Assembly of the Council who have the right to attend, and who have the right to attend and vote.

b) Names of the present members.

c) Issues discussed by the General Assembly of the Council.

d) The decisions issued, the mechanism of issuance, and the names of voters.

5. The meeting minutes shall be signed by all members and approved by the Chairman of the Board.

6. The Council shall provide the Center with a copy of these minutes within fifteen (15) days from the date of the meeting.

7. Subject to the provisions of the Regulation, the General Assembly may hold its meetings, involve its members in its deliberations and vote on its decisions and elect Board members by means of modern technology, and the Center may verify this.

Article (95):

1. The Board shall consist of the chairpersons of the Sub-Councils' Boards or the representatives authorized by the Branch's Board.

2. At its first meeting, the Board shall elect its Chairman and their deputy from among its members.

3. If the Chairman of the Board of the Sub-Council becomes the chairman or vice-chairman of Board, the Sub-Council shall elect another chairman of its Board from among its members, and the Chairman or their deputy shall be exempted from membership and representation of the Board of the Sub-Council, taking into account the provisions of Paragraph (5) of Article (106) of this Charter.

4. The term of the Board shall be four years, starting from the date of issuance of the letter of forming the Board members.

5. The Board of the Council may form permanent and temporary committees from among its members or others to assist in achieving the Council's objectives. The decision issued to form each committee shall specify its name, the number of its members, and its competences, including the appointment of its chairman, provided that one of the committee's members is a member of the Board of the Council. The Board of the Council shall set the rules and procedures necessary to organize the work of the committees after their formation and how to coordinate among them.

6. A Board member – excluding the Chairman and their deputy – must continue their membership in the Board of the Branch they represent, and if their membership is terminated for any reason, the Board of the Branch they represent shall appoint another member in their place, and the Board may redistribute the members' duties at its first subsequent meeting.

7. The following are excluded from the preceding clause of this Article: If the term of the Branch's Board ends and no other board is appointed, the membership of the member who represents the Board shall remain until a new board of directors is appointed for the Branch.

8. A member of the Board of the Council must not have been dismissed from the Council by a decision, unless their reputation has been restored.

9. Each Association shall not be represented more than one Board member.

10. The membership of a Board member shall terminate for any of the following reasons:

- a) The specified membership of the Board member is ended.
- b) If their membership in the Board of the Branch they represent is ended or terminated.
- c) The member's resignation is accepted, provided that their financial obligations are fulfilled.
- d) The occurrence of a legal or lawful impediment related to the Board member or the Association they represent.
- e) If the member is absent from three consecutive or six separate meetings, unless they provide an excuse acceptable to the Board.
- f) Death.

Article (96):

The Board is responsible for everything related to the management of the Council's affairs, including the following in particular:

- a) Preparing the annual report on the Council's administrative and financial activities.
- b) Studying the final account for the financial year, and the auditor's report, and submit the final account to the General Assembly for approval.
- c) Developing the draft budget of the Council for the new financial year.
- d) Organizing the General Assembly meetings and their agendas.
- e) Preparing the financial, administrative and organizational policies of the Council, and submitting them to the General Assembly for approval.
- f) Addressing the Center to approve the opening of bank accounts for the Council.
- g) Depositing the Council's cash funds in its name with one or more local banks. Bank account transactions shall be signed by the Chairman of the Council or their deputy. After obtaining the Center's approval, the Board may authorize two of its members or of the executive management to deal with the bank accounts, provided that they are Saudis.
- h) Forming permanent and temporary committees, including regional and specialized committees necessary to achieve the Council's objectives, and determining their powers and how to coordinate among them.
- i) Appointing a full-time CEO for the Board, defining their powers, and providing the Center with their name and appointment decision, along with their contact information.
- j) Delegating the administrative and financial powers to the CEO of the Council in accordance with the regulations approved by the General Assembly, taking into account the powers that require the Center's approval.
- k) Approval of purchasing assets and real estate.
- l) Establishing Specialized Sub-Councils, taking into account the provisions of Article (102) of this Charter.
- m) Supervising the Sub-Councils and monitoring their work.
- n) Proposing the sale, purchase or mortgage of assets and real estate, and approving them by the Ordinary General Assembly.
- o) Proposing the establishment of commercial, investment or endowment entities, or participating in their establishment or becoming a partner in them, or acquiring existing and established entities, and approving them by the Ordinary General Assembly.
- p) The Council shall provide the Center with a copy of these minutes within fifteen (15) days from the date of the meeting.

- q) Proposing non-speculative investments in securities and approving them by the Extraordinary General Assembly.
- r) During the fourth quarter from the end of the year, submitting a detailed annual report to the NCNP's Board, approved by the General Assembly, which includes the Council's administrative and financial activities for the ending year.
- s) Performing the tasks or works assigned to it by the Center related to civil society associations.

Article (97):

- 1. The Board shall hold regular periodic meetings of no less than four meetings per year, taking into account the appropriate time period between each meeting.
- 2. The quorum for Board meetings may not be less than half of its members.
- 3. Board decisions shall be taken by a majority of the present members. In case of equal votes, the Chairman shall have a casting vote.
- 4. The Board may invite whomever it deems necessary to attend Board meetings, without giving them the right to vote.

Article (98):

- 1. The Chairman of the Board, or their deputy in the event of the Chairman's absence, shall:
 - a) Preside over the Board meetings.
 - b) Overseeing the work of the Council and all committees emanating from it.
 - c) Chair the internal committees they attend and have the right to invite these committees to convene.
 - d) Approve the Board's agenda and following up on the implementation of its decisions.
 - e) Sign on behalf of the Council all contracts and agreements that the Board agrees to conclude, taking into account cases that require to be approved by the Center or the General Assembly.
 - f) Sign with the CEO the minutes of meetings, administrative decisions, and employee affairs.
 - g) Decide on urgent matters presented to them by the CEO, provided that these matters are submitted to the Board at the following meeting.

2. The CEO of the Council or Sub-Council is responsible for implementing the decisions, and their powers shall be specified in their appointment decision, which include the following:

- a) Supervising matters related to the convocation of the General Assembly and Board meetings, and the committees emanating from them.
- b) Preparing the agenda for the General Assembly and the Board.
- c) Ensuring that the proceedings of the meetings are recorded in the meeting minutes.
- d) Preparing minutes of Board meetings, obtaining members' signatures, and approving them by the Chairman of the Board.
- e) Preparing a register of the members who are entitled to attend and who are entitled to attend and vote in the General Assembly and the Board meetings.
- f) Following up on the implementation of the decisions of the General Assembly and the Board.
- g) Providing the Center with a copy of the minutes and decisions, in coordination with the Chairman of the Board.
- h) Preparing a register of the names of the Board members, which includes all the required data.
- i) Preparing the annual administrative report on the Council's activity and submitting it to the Board.
- j) Preparing the final account of the Council's activity and submitting it to the Board.
- k) Overseeing all correspondence issued and received by the Board, and presenting them to the Chairman of the Board.
- l) Performing any other tasks assigned to them by the Board.

3. The CEO of the Civil Society Association Council or Sub-Council is required to work full-time and does not have a direct or indirect relationship with civil society association or organizations, or anything that would create any current or potential conflict of interest.

Article (99):

The resources of the Council and Sub-Council shall consist of the following:

1. Membership fees and annual subscriptions for member civil society associations.
2. Fundraising and collecting gifts, wills, endowments, and zakat, taking into account the conditions for their disposal.
3. Proceeds of providing services.

4. Subsidies, financial allocations, or benefits decided by government agencies for the non-profit sector or civil society associations.
5. Returns on investment in fixed and movable assets, funds, and endowment and investment portfolios.
6. Any other resources approved by the NCNP's Board.

Article (100):

1. The Council or its delegate shall collect membership fees according to the techniques it deems appropriate. 20% of the members' subscriptions shall be allocated to the Council, and the remainder of the subscription value shall be allocated to the Regional Sub-Council. If the fee payer is a member of a Specialized Sub-Council, 30% of the subscription fees are allocated to this Sub-Council.

Chapter Two

Sub-Councils

Article (101):

Without prejudice to the powers of the Council and other bodies, the powers and duties of the Sub-Council shall include the following:

1. Representing the civil society association sector and its public interests within its geographical or specialized scope before the Center, governmental, semi-governmental and non-governmental bodies within its scope, and achieving cooperation, integration and coordination among them to empower and develop the civil society association sector.
2. Coordinating with the Council and other Sub-Councils to unify efforts and provide necessary support.
3. Coordinating among civil society associations within the geographical or specialized scope in a way that achieves cooperation and integration among them.
4. Forming partnerships and quality relationships that would support and empower the civil society association sector within the geographical or specialized scope, in coordination with the Civil Society Association Council.
5. Providing or coordinating preparation and training programs in the scope of its objectives and competences stipulated in its Bylaws.

6. Submitting recommendations and proposals related to policies, regulations, strategic plans, public programs, and other matters related to the civil society association sector within the geographical or specialized scope of the Council for appropriate action.
7. Conducting surveys, preparing studies and research related to the civil society association sector within the geographical or specialized scope and publishing them, and coordinating with the Civil Society Association Council and relevant authorities in this regard.
8. Providing support, assistance and advice to civil society associations within its geographical or specialized scope and monitoring their work in a way that builds and strengthens the capacities of the civil society association sector.
9. Coordinating with the Council and relevant authorities in solving the problems and challenges of civil society associations within its geographical or specialized scope.
10. In coordination with the Council, the Sub-Councils or their delegates may represent civil society associations located within their geographical or specialized scope before judicial and quasi-judicial authorities in the following cases:
 - a) Defaming the reputation of civil society associations and their employees or whom they deal with.
 - b) Unjustly compromising the integrity of the work of civil society associations.
11. Raising awareness of the importance of civil society associations, their purposes and activities within its geographical or specialized scope, including holding conferences, seminars, programs and awareness and information activities in this regard, in coordination with the Civil Society Association Council and relevant authorities.
12. Any other means decided by the Sub-Council, provided that they do not conflict with the objectives and powers contained in this Charter.

Article (102):

1. In each region of the Kingdom, a Regional Sub-Council shall be established, and its General Assembly shall be the highest authority in it, and shall oversee and supervise its affairs. The Specialized Sub-Councils - if the need arises - may establish regional committees in coordination with the Council and the Regional Sub-Council.
2. The application for establishing the Specialized Sub-Council of the Council - according to the classification approved by the Center - shall be submitted by no less than thirty associations that hold full membership in the Regional Sub-Council, and whose classification is within the scope of the Specialized Sub-Council to be established. This application must include the following:

- a) A statement of the civil associations and their representatives, provided that they are chairpersons or members of the boards of directors of the associations, and have an authorization from the boards of directors of their associations.
 - b) The names of the members elected to the Branch's Board for its first term, taking into account Paragraph (4) of Article (95) of this Charter.
 - c) A list of initiatives, projects, and the action plan to be implemented by the Specialized Sub-Council.
 - d) Bylaws that are consistent with the provisions of the Law and the Regulations, in accordance with the requirements of Article (103) of this Charter.
 - e) Associations wishing to establish themselves are obligated to pay the establishment fees determined by the Center in coordination with the Council.
3. The Council shall study the request within thirty (30) days of receiving it, and if approved, the Council shall submit the request to the Center for approval.
 4. If the Center does not provide any comments on the application within thirty (30) days of receiving it, this will be deemed an approval on its part, and the applicant shall respond to any comments.
 5. Upon the Center's approval, the Council shall inform the associations that have applied to establish a Specialized Sub-Council, and the Center shall issue the necessary regulatory requirements for the new Specialized Sub-Council for commencing its work.

Article (103):

Sub-Councils must have bylaws that include the basic provisions relating to their work, in particular the following:

1. The name, geographical or specialized scope of work, and headquarters.
2. The objectives that should be specialized and not general, and the competences and means necessary for achieving the goals of the Sub-Council.
3. The bodies and their powers, and the mechanism for their formation and holding their meetings.
4. Members' obligations and rights.
5. The duties and powers of the Chairman and their deputy, the financial officer, and CEO, and the mechanism for their appointment.
6. Determining the financial resources and the powers to dispose of them.

7. The membership categories, conditions, fees, and term, and its acceptance and rejection procedures, in coordination with the Council, taking into account the provisions of Article (100) of this Charter.
8. Procedures for dissolving and voluntarily merging the Sub-Council.
9. Enforcing the bylaws and making amendments thereto.

Article (104):

1. A member of the Branch's General Assembly is every member whose headquarters are located within its geographical scope, and if the Sub-Council is specialized, then a member of it is every member who meets the membership requirements of the Specialized Sub-Council.

2. The General Assembly of the Regional Sub-Council shall have four levels of membership as a minimum:

a) Full membership:

Full membership in the Civil Society Association is deserved if the following conditions are met:

- The license granted to it by the Center is valid.
- It has not received significant financial or administrative observations during the last five years.
- Membership fees are fully paid.

b) Associate Membership: The Civil Society Association shall be an associate member of the General Assembly once it obtains a valid license from the Center.

c) Honorary membership: Honorary membership is granted to individuals and interested parties according to the standards approved by the Council and the Sub-Council.

d) Regular membership:

Regular membership is available to individuals and entities interested in the Council's objectives.

3. Voting and running for office to manage Sub-Councils is a right for holders of full membership.

4. The Board of the Association shall designate one of its members as its representative in the General Assembly of the Sub-Council.

Article (105):

1. The Ordinary General Assembly of the Sub-Council shall be responsible for:
 - a) Discharging the previous Branch's Board from liability.
 - b) Reviewing and approving the financial and administrative report of the Branch's Board for the year ended.
 - c) Appointment of the external auditor.
 - d) Discussion of the internal auditor's report.
 - e) Approval of the draft budget for the new financial year.
 - f) Approval of the Sub-Council's financial, administrative and organizational policies.
 - g) Increasing the number of members of the Branch's Board by no more than fifteen members.
 - h) Approval of the sale or mortgage of assets and real estate.
 - i) Determining and amending membership fees, term and procedures in coordination with the Council.
 - j) Approving to establish commercial, investment or endowment entities, or participate in their establishment or become a partner in them, or to acquire existing and established entities.
 - k) Approving to invest in endowment investment funds.
 - l) Considering other topics included in the agenda.
2. The Extraordinary General Assembly of the Branch shall be responsible for:
 - a) Dismissal of one or more members of the Branch's Board.
 - b) Approving non-speculative investments in securities.
3. The provisions of Paragraphs (1) and (2) of Article (94) of this Charter shall apply to the convening of the Ordinary and Extraordinary General Assembly of the Branch.

Article (106):

1. The Branch's Board shall consist of not less than five members and no more than fifteen members, who are elected by the Branch's General Assembly from among its members by secret ballot.
2. Candidates for the membership of the Sub-Council's Board shall fulfill the following requirements:

- a) The candidate shall be a member of the board of directors of a civil society association and nominated by it.
 - b) The civil society association must hold full membership in the Regional Council.
 - c) The candidate must not be a member of the Board of a Sub-Council whose term has more than six months remaining.
 - d) The candidacy for the membership of the Branch's Board shall not be for a third consecutive term. The term shall be deemed complete if it exceeds two years.
 - e) The candidate must not be a member of the Civil Society Organization Council or the Cooperative Association Council.
 - f) The candidate must not have been dismissed from the Sub-Council unless their reputation has been restored.
3. The seats of the boards of directors shall be distributed on a pro-rata basis to ensure diversity and representation of various geographical and specialized segments of associations, and the Center and Council should take this into account.
4. The membership of a member of the Branch's Board shall terminate for any of the following reasons:
- a) If the member becomes a chairman or Vice-Chairman of the Board of the Council.
 - b) The member's resignation is accepted, provided that their financial obligations are fulfilled.
 - c) If the member's membership in the Board of the Association they represent is terminated, with the exception of the Chairman of the Board the Civil Society Association Council and their deputy, taking into account Paragraph (3) of Article (95) of this Charter.
 - d) The occurrence of a legal or lawful impediment related to the Board member or the Association they represent.
 - e) If the member is absent from three consecutive or six separate meetings, unless they provide an excuse acceptable to the Branch's Board.
 - f) If the association the member represents on the Branch's Board does not pay the full annual membership fees to the Council.
 - g) Death.
5. If the member of the Branch's Board loses their membership, or is unable to continue their work for any reason, the Branch's Board shall appoint the next member on the electoral list, taking into account Paragraph (2) of this Article, and the Sub-Council must inform the Center and the Council of this change within ten (10) days.

Article (107):

The procedures for candidacy, voting, counting votes, and announcing the results of the election of Board members shall be as follows:

1. The Board shall issue the decision to begin the election process according to a specific timetable, set instructions and procedures regulating the conduct of the electoral process, and form the Elections Committee in coordination with the Center. The Elections Committee shall consist of two members of the Council who do not wish to run, and a member from the Center, and the Board may increase the number of its members if necessary. The Elections Committee shall undertake the following tasks:
 - a) Preparing the candidacy mechanism and election timetable, and submitting them to the Board to be approved by the Center.
 - b) Announcing the candidacy mechanism and the distribution of seats on the Board.
 - c) Supervising the reception of candidate applications, and ensuring compliance with regulations and instructions.
 - d) Preparing a list of the names of candidates for the Board, in preparation for submitting it to the Center.
 - e) Issuing the preliminary and final list of candidates.
 - f) General supervision of the electoral process.
 - g) Considering the objections submitted regarding the electoral process, and taking a final decision in this regard.
 - h) Submitting a detailed report on the course of the electoral process to the General Assembly.
 - i) Providing the Center with a copy of the detailed report within three days of the end of the electoral process.
 - j) The final announcement of the election results, the names of the elected members, and the reserve list.
 - k) Supervising the committees formed to manage the electoral process, if any.
2. The Chairman of the Board shall send an invitation to all members of the General Assembly who meet the conditions for candidacy for membership in the new board of directors at least one hundred and eighty (180) days before the end of the term of the current Board. Invitations shall be communicated through an effective means of notification, and the candidacy request shall be clearly announced at the Council's headquarters and website.
3. Candidacy is entitled to every member who meets the conditions.
4. Nominations shall close 90 days before the term of the Board ends.

5. The Elections Committee shall submit the names of the candidates to the Chairman of the Council to submit them to the Center according to the form prepared or the method approved by the Center for this purpose, within five working days of receiving the names of the candidates.
6. If the Center does not make any reservations about the nominated names or some of them within thirty (30) days of submitting them to it, this will be deemed an approval of the Center.
7. The Elections Committee shall issue and announce the initial list of candidates and the Organizations they represent, and it shall specify a period of five (5) business days from the Center's approval of the nominated names or the end of the period referred to in Paragraph (6) of this Article for those who wish to withdraw.
8. The Elections Committee shall announce the final list of candidates, and the Board shall display this list at the Council's headquarters and website at least fifty (50) days before the end of the Board's term.
9. The Council shall notify the Center of the formation of the Board, and the Center shall issue the letter of approval within ten (10) days.
10. The Board shall enable the elected members to attend the remaining Board meetings and review all minutes and documents without giving them the right to vote.
11. The work of the Board members in the Council shall be voluntary. As an exception, a lump sum remuneration from the Council's funds may be paid to Board members in accordance with the rules set out in the Bylaws.

Article (108):

12. The term of the Branch's Board shall be four years, starting from the date the Center issues the letter of approval for the formation of the Branch's Board.
13. The Branch's Board shall hold its first meeting within a month of approving the results by the Elections Committee, and shall appoint a Chairman, and a deputy thereof, from among its members. The Sub-Council shall be represented on the Board by the Chairman of the Branch's Board or their deputy.
14. The Branch's Board shall hold regular periodic meetings of no less than four meetings per year, taking into account the appropriate time period between each meeting.
15. The quorum for the meetings of the Branch's Board may not be less than half of its members.
16. Board decisions shall be taken by a majority of the present members. In case of equal votes, the Chairman shall have a casting vote.

Article (109):

1. The Branch's Board shall have the powers stipulated in the Sub-Council's Bylaws, in particular the following:
 - a) Preparing the annual report on the Sub-Council's administrative and financial activities.
 - b) Organizing the Ordinary General Assembly meetings and their agendas.
 - c) Preparing the financial, administrative and organizational policies of the Sub-Council in coordination with the Council.
 - d) Developing the draft budget of the Sub-Council for the new financial year.
 - e) Forming permanent and temporary committees, including regional and specialized committees necessary to achieve the Sub-Council's objectives according to the provisions of Article (96) of this Charter.
 - f) Addressing the Center to approve the opening of bank accounts for the -Sub-Council.
 - g) Depositing the Council's cash funds in its name with one or more local banks. Transactions with the Sub-Council's bank accounts shall be signed by its Chairman or their deputy. After obtaining the Center's approval, the Board may authorize two of its members or of the executive management to deal with the bank accounts, provided that they are Saudis.
 - h) Appointing a full-time CEO for the Sub-Council, defining their powers, and providing the Center and the Council with their name and appointment decision, along with their contact information, provided that the CEO does not have a direct or indirect relationship with civil society association, even on a voluntary basis, or anything that would create any current or potential conflict of interest.
 - i) Approval of purchasing assets and real estate.
 - j) Delegating some of the administrative and financial powers to the CEO of the Sub-Council in accordance with its approved regulations, taking into account the powers that require the Center's approval.
 - k) Performing the tasks assigned to it by the Board related to the Council.
 - l) Performing the tasks assigned to it by the Center related to civil society associations.
2. The Chairman of the Branch's Board and their deputy for the Sub-Council shall have the powers mentioned in Paragraph (5) of Article (95) and Paragraph (1) of Article (98) of this Charter, as stipulated in the Bylaws of the Sub-Council.
3. In coordination with the Council, the Chairman of the Branch's Board shall represent the Sub-Council before the Center and all governmental and non-governmental bodies, in matters falling within its geographical scope or area of specialization.

4. In coordination with the Council, the Chairman of the Branch's Board, or their delegate, may represent the Sub-Council before judicial and quasi-judicial authorities in matters falling within its geographical scope or area of specialization in the following cases:

- a) Defaming the reputation of civil society associations and their employees or whom they deal with.
- b) Unjustly compromising the integrity of the work of civil society associations.

5. When establishing permanent and temporary committees, the Branch's Board shall take into account the provisions of Paragraph (5) of Article (95) of this Charter.

Article (110):

Upon the approval of the Center, if the number of Specialized Sub-Councils exceeds five, the Council shall issue a mechanism for distributing the Council's Board seats among the Specialized Sub-Councils, according to the tasks assigned by the Council, provided that two-thirds of the seats are allocated to the Regional Sub-Councils, and one-third of the seats to the Specialized Sub-Councils.

Article (111):

1. The financial year of the Council and Sub-Council is the financial year of the State.
2. The Center may appoint one or more external auditors for accounts of the Council and Sub-Council and the work they request.
3. The Council and Specialized Sub-Councils may participate in an event or activity outside the Kingdom of Saudi Arabia, obtain membership from an international body, or establish partnerships after obtaining the Center's approval; the Regional Sub-Council may coordinate with the Council in this regard.

Article (112):

1. The NCNP's Board may, by a reasoned decision, dismiss the Board of Directors of the Council or of the Sub-Council, or one of their members, and appoint a temporary board or an alternative member in cases required by the interests of these councils, which include the following:

- a) Committing violations of the Law, Regulations, Charter, or other rules and regulations and failing to correct them within one month from the date of notifying them of such violations.

- b) The number of Board members decreased for any reason below five members, and it was not possible to complete it within one month from the date of its decrease.
 - c) Committing an act that violates Sharia, public order, or public morals, or committing an act that violates the national unity.
 - d) The inability of the Board to perform its administrative and financial obligations, or if it ceases to perform such obligations for a period of four months, whatever the reasons.
 - e) If they dispose of their funds in a manner other than that specified for them.
- 2. The dismissal decision shall include its effective date, reasons, and notification.
 - 3. The person affected by the dismissal decision may file a grievance to the Center within sixty (60) days of notifying the decision, and the decision is subject to appeal before the competent authorities.

Section Four

General Provisions

Article 113:

- 1. Subject to the provisions of the Law and the Regulations, the Authority shall issue licenses to associations and non-profit institutions after coordination with the competent authority and approval of the supervisory body. Licenses shall be automatically renewed for similar periods in the absence of any observations or violations by the Authority, the competent authority, or the supervisory body; the Authority may withhold renewal until such violations are rectified.
- 2. Applications for license renewal must be submitted to the Authority no later than 180 days from the license expiration date.

Article 114:

- 1. The Authority shall maintain a special register for associations and a separate register for institutions, which shall be updated whenever changes occur. The Authority may make any data from the register available to the public as it deems appropriate. The register shall include the following data:
 - a. Name of the association or institution.
 - b. Number and date of the Authority's decision approving the establishment of the association or institution.
 - c. License number and date of the association or institution.
 - d. Date of publication of the Authority's decision and the bylaws of the association or institution.
 - e. Bylaws of the association or institution.
 - f. Address of the main office and branches, if any.

- g. Administrative scope of the association's or institution's services.
 - h. Objectives for which the association or institution was established.
 - i. Name(s) of the founder(s) and their contact information.
 - j. Names of the general assembly members and their nationalities and contact information.
 - k. Names of the board of directors (for associations) or board of trustees (for institutions), their nationalities, and contact information.
 - l. Name of the chairman of the board and their nationality and contact information.
 - m. Name of the executive officer, their nationality, and contact information.
 - n. Supervisory body overseeing the association or institution.
 - o. Names of employees, volunteers, and staff, along with their details according to the Authority's approved forms.
 - p. Beneficiary data according to the Authority's approved forms.
 - q. Bank account documentation according to the Authority's approved forms.
2. The authorized representative of the association or institution shall be responsible for providing the Authority with the data referred to in paragraph (1) and updating it semi-annually.

Article 115:

1. The first fiscal year of the association or institution shall commence from the date of licensing and end on December 31 of the same Gregorian year, provided that the duration is not less than six months. If less than six months remain in the year, the first fiscal year shall end on December 31 of the following year.
2. Each subsequent fiscal year shall be twelve Gregorian months, ending on December 31, unless otherwise specified in the bylaws of the association or institution.
3. The association or institution must contract an external auditor licensed to practice in the Kingdom and submit the audited financial statements to the Authority within four months of the fiscal year-end.

Article 116:

1. The association or institution may obtain financing or loans, and pledge assets, subject to the approval of the general assembly (for associations) or the board of trustees (for institutions), except for premises used for operational purposes, which cannot be sold or pledged without the Authority's approval.
2. The association or institution may own commercial enterprises, open commercial records, invest, establish companies, participate in company formation, and hold shares or stakes after approval from the general assembly or board of trustees.

Article 117:

The association or institution may receive donations from outside the Kingdom in accordance with the relevant legal provisions.

Article 118:

The association or institution must comply with applicable financial laws in the Kingdom and retain financial records, accounting files, correspondence, national ID data of founders, general assembly members, board members, executive officers, staff, and direct financial counterparts for no less than ten years from the date of transaction completion. Records may be stored electronically, provided that technical protection standards approved by the relevant authorities are observed.

Article 119:

Employees of the Authority, contractors, and staff of supervisory units are prohibited from working in associations or institutions in any administrative, functional, advisory, or contractual capacity, except for licensed family funds under the Law.

Article 120:

1. Associations and institutions may not contract or enter agreements with states, organizations, or international institutions except with the approval of the Authority and the competent authority.
2. Associations and institutions may not participate in any external event or provide services outside the scope of their bylaws without the approval of the Authority and the supervisory body.

Article 121:

The Authority may cancel the license of an association or institution that has not commenced operations within one year from the license date. The Authority may grant an extension of a similar period if the founders provide a justification approved by the Authority.

Article 122:

1. To implement the Law and Regulations, the Authority and supervisory body may:
 - a. Visit the association, institution, or any of their branches and review documents, correspondence, and records to ensure compliance.
 - b. Obtain copies of documents or seize originals with a record of such action.
 - c. Attend meetings of the general assembly, board of directors, or board of trustees, without the right to vote.
2. Such actions must be conducted based on a written authorization from the authorized official.
3. Associations and institutions must cooperate with authorized representatives and provide requested documents and responses.

Article 123:

Subject to Articles 119, 123, 135, and 136 of the Law, the Authority may supervise associations and institutions. In case of violations, the Authority may:

1. Issue a warning and grant up to thirty days to rectify the violation or submit a corrective plan.
2. If not rectified within the warning period, the Authority may:
 - a. Dismiss a board member or the entire board of an association temporarily.
 - b. Dismiss the board of trustees or executive officers of an institution.
 - c. Temporarily suspend activities.
 - d. Merge with another association with a similar activity.
 - e. Dissolve the association or institution.

Article 124:

The Authority shall establish governance rules for associations and institutions, specifying binding and advisory rules according to their size and nature of activities.

Article 125:

1. The Council shall issue a guide for naming associations, non-profit institutions, and family funds, including provisions to ensure the protection and value of the name.
2. The Authority or supervisory/competent authority may approve or reject proposed names with justification.
3. Associations or institutions may request a name change without affecting prior rights, obligations, or legal actions.
4. Associations or institutions must change their name if directed by the Authority.

Article 126:

The Authority shall provide services and implement the Law and Regulations using technological means.

Article 127:

1. This Regulation repeals the provisions of Ministerial Resolution No. (73739) dated 11/06/1437H.
2. The Regulation applies to existing and future associations and non-profit institutions.
3. Existing entities must comply with this Regulation within one year of its publication, otherwise Article 123 applies.

Article 128:

1. The Authority shall issue the necessary rules to implement this Regulation.
2. The Authority's interpretation of this Regulation is binding.

Article 129:

This Regulation shall be published in the Official Gazette and shall come into effect sixty days from the date of publication

Updated Implementing Regulations for the Law of Civil Society Associations and Organizations