

Fundamental Regulations
Exhibitions and Conferences Association
Chapter One
Definitions, Establishment, Goals, and Supervision
Section One
Definitions and Establishment

Article 1: The following words and phrases, wherever mentioned in this Regulation, shall have the meanings assigned to them:

Association Name: The Exhibitions and Conferences Association.

Structure: The Associations and Civil Institutions Structure.

Executive Regulation: The Executive Regulation of the Associations and Civil Institutions Regulation.

Regulation: The Fundamental Regulation of the Association.

The Association: The Exhibitions and Conferences Association.

General Council: The highest body in the Association, consisting of the total number of working members who have fulfilled their commitments towards the Association.

Board of Directors: The Association's Board of Directors.

Executive Director: The chief executive responsible for the executive body, whether an Executive Director, General Manager, Secretary-General, or otherwise.

Ministry: The Ministry of Human Resources and Social Development.

Fund: The Associations Support Fund.

Branch: A branch of the Association outside the headquarter city, established with the approval of the Board of Directors.

Article 2: In accordance with the Associations and Civil Institutions Regulation issued by Cabinet Decision No. (61) dated 18/02/1437 Hijri and the Executive Regulation issued by Ministerial Decision No. (73739) dated 11/06/1437 Hijri, this Association was established by the following individuals, whose names are:

Name	Social ID
Prince Saud bin Abdullah bin Faisal Al Saud	1001587441
Hussain Saad Hussain Al Faraaj	1037722020
Eihab Hassan Abdullah Abu Rukbah	1011446166
Darbi Gharmallah Darbi Alghamdi	1036045993
Abdullah Ibrahim Muhammad Alabdulkarim	1005327810
Muhammad bin Hamad bin Ahmad Al Husseini	1002659249
Zuhair Muhammad Ahmad Al Sarraj	1032799999
Abdullah Mur'i Mubarak bin Muhafouz	1021732688

Haya Ibrahim Ali Al Sanidi	1001830205
AlSharif Mufaq Mashhur Ali Al Harithi	1011050083
Adel Hassan Muhammad Amin Abdul Shakour	1065808741

Article 3:

The Association shall have a legal Identity and the Chairman of the Board of Directors shall represent it in accordance with the provisions of this Regulation. The General Assembly may, by decision, delegate additional representation as needed.

Article 4:

The scope of the Association's services shall cover all regions of the Kingdom, with its main headquarters located in Riyadh.

Chapter Two
Goals and Supervision

Article 5:

The Association aims to achieve the following:

1. Contribute to national development and raise awareness of the economic role of exhibition and conference activities.
2. Contribute to the creation of a suitable environment for the development and improvement of services provided to industry practitioners.
3. Promote awareness and culture in the Association's field of specialization, work on its development and activation, and issue professional journals and media publications.
4. Facilitate the exchange of intellectual production and creative ideas in the Association's areas of interest among concerned entities and

institutions within and outside the Kingdom, in accordance with the provisions of the Regulations and Bylaws.

5. Provide consultation, conduct necessary studies and statistics to improve performance in the field of the Association's specialization and programs in various government and private institutions and bodies.
6. Achieve professional communication among the Association's members and practitioners, express their needs and requirements to relevant regulatory bodies, and develop the necessary means to resolve problems.
7. Contribute to the professional development of members and practitioners, spread professional awareness among them, and provide professional and legal guidance.
8. Participate in the training and support of the professionals working in the field of activity, create a plan to raise awareness of job opportunities in this sector, and encourage them to work in these opportunities while addressing obstacles.
9. Contribute to the support and encouragement of entrepreneurs interested in developing new ideas and projects that help grow and develop the sector.

Chapter Two

Administrative Organization of the Association, Membership Provisions, General Assembly, and Board of Directors

Article 6:

The Association shall consist of the following bodies:

1. The General Assembly
2. The Board of Directors
3. Permanent or temporary committees formed by the General Assembly or the Board of Directors, with their respective mandates and tasks defined by the decision establishing them.
4. The Executive Administration.

Section Two

Membership Provisions

Article 7:

1. Membership in the Association shall be divided into four types: Working Membership, Affiliate Membership, Honorary Membership, and Prestiges Membership.
2. The Association may introduce other types of membership by a decision of the General Assembly, and none of the new types of memberships shall have the right to nominate for membership of the Board of Directors.
3. Membership in the Association is open.

Article 8:

1. A member shall be considered active in the Association if they participate in the establishment of the Association, or join it after its establishment and are accepted by the Board of Directors. The member should be a specialist, interested party, or practitioner in the Association's field of specialization.
2. An active member of the Association must:

- a. Pay an annual subscription fee of (1000) riyals to the Association. The Board of Directors may review the fees periodically and adjust them by increasing or decreasing them, depending on the state of the Association's specialization activity.
- b. Cooperate with the Association and its affiliates to achieve its objectives.
- c. Refrain from any action that may harm the Association.
- d. Abide by the decisions of the General Assembly.
- e. Be specialized in the field of exhibitions and conferences.
- f. Have sufficient experience in the field of exhibitions and conferences, though the Board of Directors may make exceptions to this requirement.

3. An active member shall have the following rights:

- a. Participation in the Association's activities.
- b. Access to the Association's documents, including decisions issued by the General Assembly, the Board of Directors, the Executive Director, or others.
- c. Access to the Association's general budget and its attachments at the Association's headquarters, before presenting it to the General Assembly in a timely manner.
- d. Attendance at the General Assembly.

e- To receive basic information about the Association's activities on a regular basis.

f- To access the financial records and documents at the Association's headquarters.

g- To call for an extraordinary General Assembly meeting, in conjunction with 25% of the members who have the right to attend the General Assembly.

h- To address the Association by written notice sent to the Board of Directors or its delegates, and for the Association to address the member by written notice sent from the Board of Directors or its delegates, delivered to the member personally or sent to any of their registered addresses in the membership records.

i- To authorize, in writing, another member to represent them in attending the General Assembly.

j- To be nominated for membership in the Board of Directors, after a period of no less than six months from the date of joining the Association and paying the subscription fees.

4. An active member may correspond with the Association through any means deemed appropriate by the Board of Directors, and the Board of Directors or its delegates shall respond through the same means or through the member's registered address in the membership records.

5. The membership of organizations falls under the category of "Working Membership," and the annual membership fees for this category amount to (5,000) riyals.

Article 9

1. A member shall be considered an associate member of the Association if they apply for membership and do not meet the requirements for active membership, yet are accepted by a decision of the Board of Directors. Alternatively, they may apply for associate membership directly.
2. An associate member of the Association must:*
 - a. Pay an annual subscription fee of (500) riyals to the Association.
 - b. Cooperate with the Association and its affiliates to achieve its objectives.
 - c. Refrain from any action that may harm the Association.
 - d. Abide by the decisions of the General Assembly.
3. An associate member has the following rights:
 - a. Participation in the Association's activities.
 - b. Receipt of basic information about the Association's activities on an annual basis.
 - c. Access to the Association's documents and records during ordinary and extraordinary General Assembly meetings, according to the Association's schedule.
4. An associate member may correspond with the Association through any means deemed appropriate by the Board of Directors, and the Board of Directors or its delegates shall respond through the same

means or through the member's registered address in the membership records.

Article 10

1. An individual may become an honorary member of the Association if the General Assembly, based on a recommendation from the Board of Directors, grants them honorary membership in recognition of their material or moral contributions to the Association.
2. An honorary member does not have the right to attend Board meetings.
3. An honorary member does not have the right to request access to any of the Association's documents or records, attend the General Assembly, nominate themselves for membership in the Board of Directors, or be counted towards the quorum.
4. An honorary member may correspond with the Association through any means deemed appropriate by the Board of Directors, and the Board of Directors or its delegates shall respond through the same means or through the member's registered address in the membership records.

Article 11

An individual may become an honorary member of the Association if the General Assembly, based on a recommendation from the Board of Directors, grants them honorary membership in recognition of their distinction in the field of the Association's work.

1. The Board of Directors may invite the honorary member to attend Board meetings, but the honorary member does not have voting rights.
2. The honorary member does not have the right to attend the General Assembly, nominate themselves for membership in the Board of Directors, or be counted towards the quorum for Board meetings.
3. The honorary member may correspond with the Association through any means deemed appropriate by the Board of Directors, and the Board of Directors or its delegates shall respond through the same means or through the member's registered address in the membership records.

Article 12

Every member of the Association must pay the specified subscription fee according to their membership type. In case of non-payment, the member will not be entitled to exercise any of their rights. Subscription fees shall be determined as follows:

1. The membership subscription fee is paid once a year, or according to a monthly schedule as requested by the member and approved by the Board of Directors, taking into account the following:* a. The annual subscription fee must be paid before the end of the fiscal year.* b. The member is not exempt from paying any outstanding amounts to the Association upon the termination of their membership.
2. If a member joins the Association during the fiscal year, they will only pay a prorated subscription fee corresponding to the remaining period of the Association's fiscal year.

3. The Board may grant a grace period for non-paying members until the nearest General Assembly meeting.

Article 13

Membership in the Association shall be terminated by a decision issued by the Board of Directors in any of the following cases:

1. Withdrawal from the Association, based on a written request submitted by the member to the Board of Directors, without prejudice to the Association's right to claim any dues or funds under the member's possession.
2. Death of the member.
3. If the member no longer meets any of the membership requirements.
4. If a decision is made by the General Assembly to revoke the membership in any of the following cases, as assessed by the General Assembly:* a. If the member commits an act that could cause material or moral harm to the Association.* b. If the member exploits their membership in the Association for personal gain.
5. If the member fails to pay the subscription fee within the specified period as stated in Article 12.

Article 14

In the event of membership termination under sections (3), (4), and (5) of Article 13 of this bylaw, the Board of Directors must notify the individual whose membership has been terminated in writing, informing them of the termination and their right to appeal.

1. After the cause of membership termination has been resolved, the member may submit a request to the Board of Directors for the reinstatement of their membership. The Board must consider the request and issue a decision, which must be communicated to the member.
2. Neither the member whose membership has terminated, nor their heirs, may claim the refund of any amount paid to the Association, whether it is a subscription fee, donation, contribution, or otherwise.

Chapter Three

The General Assembly

Article 15

In accordance with the powers granted by the Ministry and the supervisory authority, the General Assembly is the highest authority within the Association. Its decisions are binding on all its members and the rest of the Association's bodies.

Article 16

Exclusive Benefit: The Association's services are exclusive to its members, and non-members are not entitled to benefit from any of its services unless a specific decision is made by the Board of Directors. The Board must inform the General Assembly of its decision in this regard at the first available meeting.

Open Benefit: The Association's services are available to the general public, and those who meet the conditions or criteria set by the Board of Directors

are entitled to benefit from the Association's services. Membership in the Association or the payment of any subscription fees is not required to access these services.

Article 17

The Board of Directors is responsible for reviewing membership applications to the Association and deciding on them based on the following conditions and criteria:

1. If the applicant is a normal person, they must meet the following requirements:
 - Be a Saudi national.
 - Be at least 18 years old.
 - Have full legal capacity.
 - Have good conduct and behavior.* Not have been convicted of a crime involving dishonor or dishonesty.
 - Commit to paying the membership subscription fees.* Submit a membership application that includes their full name as per their national ID, age, nationality, ID number, place of residence, profession, and contact information (including email and mobile phone number). They must also attach a copy of their national ID.
2. If the applicant is a legal person from a governmental or private entity, they must meet the following requirements:
 - Be a Saudi entity.
 - Commit to paying the membership subscription fees.* Submit a membership application that includes the entity's name as per

official documents, nationality, registration or license number, and address, along with contact information (including email and phone number). They must also attach a copy of the commercial register, license, or any other document that proves their legal status according to the applicable regulations.

- Appoint a representative who is a natural person and meets the requirements for natural person membership.

Article 18

In accordance with the regulations and bylaws, the ordinary General Assembly shall be responsible for the following:

1. Review and approve the financial auditor's report on the financial statements for the past fiscal year.
2. Approve the proposed budget for the new fiscal year.
3. Discuss the Board of Directors' report on the Association's activities and performance during the past fiscal year, as well as the proposed plan for the new fiscal year, and make any necessary decisions.
4. Approve the investment plan for the Association's funds and propose investment fields.
5. Elect members of the Board of Directors, renew their membership, and discharge the previous Board of Directors from liability.
6. Appoint a licensed legal auditor to review the Association's accounts and determine their remuneration.
7. Address any notes or remarks from the Ministry regarding the Association's activities.

8. Decide on the disposal of any of the Association's assets, including the purchase or sale of assets, and authorize the Board of Directors to complete the transactions. The Board is also authorized to invest any surplus funds in investment projects.

Article 19

In accordance with the regulations and bylaws, the Extraordinary General Assembly shall be responsible for the following: 1. Decide on the resignation of any member of the Board of Directors, or the removal of their membership, and elect a replacement to fill any vacant positions on the Board. 2. Revoke any decisions made by the Board of Directors. 3. Propose the merger of the Association with another association. 4. Approve amendments to these bylaws. 5. Dissolve the Association voluntarily. These responsibilities ensure that the Exhibition and Conference Association operates transparently and in accordance with established regulations, and that the General Assembly maintains oversight over the Association's affairs.

Article 20

The normal decisions of the General Assembly shall come into effect immediately upon issuance, while the not normal decisions of the General Assembly shall only come into effect after obtaining the approval of the Ministry. This ensures that the decisions made by the Assembly are in compliance with the regulations and bylaws, and have the necessary approval from the relevant authorities before they are implemented.

Article 21

The Association must adhere to the agenda of its meetings and is not allowed to discuss matters that are not included in the agenda. This ensures that the Association stays focused on its objectives and operates within the framework of its established agenda.

Article 22

The President of the Board of Directors or their delegate may invite members to the General Assembly. For the invitation to be valid, it must meet the following requirements:

1. The invitation must be in writing.
2. It must be issued by the President of the Board of Directors or their delegate, or by any other individual authorized to invite the General Assembly in accordance with the bylaws.
3. It must include the agenda of the General Assembly meeting.
4. It must clearly state the location, date, and time of the meeting.
5. It must be delivered to members, the Ministry, and the supervisory authority at least fifteen days before the scheduled date. This ensures that the members have sufficient notice to attend the meeting and that the meeting is conducted in accordance with established procedures.

Article 23

The General Assembly shall hold an ordinary meeting at least once a year, with the first meeting to be held during the first four months of the fiscal year. The Extraordinary General Assembly may only be convened by a request from the Ministry or the Board of Directors, or at the request of at least 25% of the members who have the right to attend the General

Assembly. If necessary, General Assembly meetings may be held virtually, with the attendance documented. This ensures that the General Assembly meets regularly to discuss important matters related to the Association's activities and operations, and that members have the opportunity to participate and provide input on relevant issues.

Article 24

A member of the General Assembly may appoint another member to represent them in attending the meeting and voting on their behalf. For the appointment to be valid, it must meet the following requirements:

1. The appointment must be in writing.
2. The appointment must be approved by the President of the Board of Directors or their delegate.
3. A member may not represent more than one other member.
4. Members of the Board of Directors may not be represented by another member.

Article 25

A member of the General Assembly may not participate in voting on any decision in which they have a personal interest, except for the election of members of the Board of Directors. This is to prevent conflicts of interest and ensure that decisions are made in the best interest of the Association and its members.

Article 26

The General Assembly meeting is considered valid if more than half of its members attend. If this quorum is not met, the meeting shall be postponed to another date to be held within a minimum of one hour and a maximum

of fifteen days from the date of the first meeting. In this case, the meeting shall be valid for the Ordinary General Assembly, regardless of the number of members present, and shall not be less than 25% of the total number of members for the Extraordinary General Assembly.

1. Decisions of the Ordinary General Assembly are issued by a majority of the members present.
2. Decisions of the Extraordinary General Assembly are issued by a two-thirds majority of the members present, and do not become effective until approved by the Ministry. This ensures that the decisions made by the General Assembly are representative of the majority of its members and are subject to the approval of the relevant authorities when necessary.

Article 27

Prior to the election of the Board of Directors, the General Assembly shall issue a decision to form an Elections Committee, specifying the number and names of its members. The Committee's task is to manage the election process of the Board members in accordance with the procedures set forth in these bylaws. The Committee's role concludes with the announcement of the names of the new Board members. The Committee must meet the following requirements:

1. The Committee must have a minimum of two members.
2. The Committee members must be from the General Assembly and not be candidates for the Board of Directors themselves. This ensures a fair and transparent election process, free from conflicts of interest, and conducted by a neutral committee of members from the General Assembly.

Article 28

The election process for the Board of Directors shall be conducted in accordance with the following procedures, subject to the provisions of the Regulations and the Implementing Regulations:

1. The Board of Directors shall announce to all members of the General Assembly who meet the conditions that the nomination for membership in the new Board of Directors is open, at least 180 days before the end of the Board's term.
2. The nomination period shall close 90 days before the end of the Board's term.
3. The Board of Directors shall submit the names of the candidates to the Ministry, in accordance with the Ministry's designated form, within one week of the nomination period's closure.
4. The Elections Committee, in coordination with the Board of Directors, shall display the list of candidates at the Association's headquarters or on its website, at least 15 days before the end of the Board's term.
5. The General Assembly shall elect the new Board of Directors from the list of candidates at its ordinary meeting. The new Board of Directors shall provide the Ministry with the names of the elected members within 15 days of the election date.
6. The Ministry shall appoint one of its employees to attend the election process of the Board of Directors to ensure its compliance with the Regulations, Implementing Regulations, and Bylaws.
7. Upon the expiration of the Board of Director's term, the Board shall continue to perform its non-financial administrative functions until a new Board is elected.

Chapter Four

The Board of Directors

Article 29: The Association shall be governed by a Board of Directors consisting of seven members elected from among the members of the General Assembly who are active in accordance with these bylaws.

Article 30

The term of office of the Board of Directors shall be four years. This means that the Board of Directors will be elected every four years and will serve for a term of four years.

Article 31

Any active member of the Association has the right to nominate himself for membership in the Board of Directors, subject to the following conditions:

1. The nominee must be a Saudi national.
2. The nominee must be fully competent.
3. The nominee must have been an active member of the General Assembly for at least six months.
4. The nominee must be at least 21 years old.
5. The nominee must not be an employee of the Ministry or the supervisory authority responsible for overseeing the Association, except with the Ministry's approval.
6. The nominee must have fulfilled all financial obligations towards the Association.
7. The nominee must not have been convicted of a crime involving dishonesty or breach of trust.

8. The nominee must not have served as a member of the Board of Directors for more than two consecutive terms, except with the Ministry's approval.
9. The Ministry must not object to the nominee's candidacy for the Board of Directors.
10. The nominee must hold a scientific qualification of at least a bachelor's degree.

Article 32

The election process for the Board of Directors is conducted through the technical means provided by the Ministry for this purpose, and otherwise the election process is conducted in accordance with the following procedures:

1. The Chairman of the Board of Directors shall send a written invitation to all members of the General Assembly to nominate themselves for membership in the new Board of Directors at least 180 days before the end of the term of the current Board of Directors. The invitation shall include the following:
 - a. The conditions for nomination for membership.
 - b. The required nomination forms to be filled out.
 - c. The required documents to be submitted, including a copy of the national identity card and a CV.
 - d. The date of the opening of the nomination for membership and the closing date.
2. The nomination period shall be closed 90 days before the end of the term of the Board of Directors.

3. The Board of Directors or its delegates shall review the nomination applications and exclude applications that do not meet the conditions or are incomplete or have not been submitted within the specified nomination period.
4. The Board of Directors shall submit a list of all nominees who meet the conditions to the Ministry in accordance with the form designated by the Ministry for this purpose, within one week of the close of nominations.
5. The Ministry shall approve the final list of nominees, and its decision shall be final and unassailable.
6. Each nominee approved by the Ministry may present his/her CV on the Association's website and at the entrance of the Association's headquarters, subject to the conditions and spaces determined by the Board, provided that equal opportunities and equality among candidates are guaranteed.
7. The Election Committee shall manage the election process in accordance with the following:
 - a. Verify the identity of the General Assembly member and indicate his/her name in the voters' register.
 - b. Extend the voting period and conclude it.
 - c. Count the votes obtained by each candidate and rank them in descending order, from the candidate with the highest votes.
 - d. Sign the election report by the Chairman and members of the Election Committee and authenticate it by the Ministry's representative.

11. The Association shall keep the original report in its records and send a copy to the Ministry's representative to be included in the Association's file.
12. The Board of Directors shall immediately hold a meeting to elect the Chairman, Vice Chairman, and Financial Supervisor, and determine the date of the first meeting and its agenda.
13. The new formation of the Board of Directors shall be published in the Association's register.

Article 33

It is not permissible to combine a position in the association with membership in the Board of Directors, except with the approval of the Ministry. In this case, the Board shall submit the request to the Ministry and it shall be submitted in writing.

Article 34

1- In the event of the vacancy of the position of Chairman of the Board of Directors, his deputy, or any of its members for any reason, the Board shall be completed by the substitute member who received the most votes in the last elections, and the Board shall be reconstituted.

2- In the event that the Board is completely dissolved by a decision of the Ministry or if the members of the Board of Directors submit their resignations collectively, the Ministry shall appoint a temporary board, provided that its task is to invite the general assembly to hold a meeting and elect a new board of directors, within sixty days from the date of its appointment.

Article 35

1- The Association's Board of Directors shall hold a meeting at the invitation of the Chairman of the Board or his delegate, which shall be sent

to the members at least 15 days before the meeting date. The invitation shall include the following information: A- It must be written. B- It must be issued by the Chairman of the Board of Directors of the Association or his delegate or the person who is entitled to invite the Association according to the regulations. C- It must include the agenda of the meeting. D- It must clearly specify the place, date, and time of the meeting. 2- The meetings of the Board of Directors shall be held regularly, with no less than four meetings per year. The period between each meeting and the next shall be taken into account when holding the meetings, provided that a meeting is held at least every four months. 3- If more than half of the members of the Board of Directors request a meeting, the Chairman or his delegate must invite them to hold it within two weeks from the date of the request.

Article 36

The Board of Directors shall hold its meetings at the Association's headquarters, and it may hold them in another location within the Association's administrative scope.

Article 37

Membership in the Board of Directors is voluntary and members shall not be entitled to any salary. However, members shall be reimbursed for their transportation and accommodation expenses when they are invited to perform tasks related to the Association.

Article 38

1- In accordance with the provisions granted to the public association, the Board of Directors shall have the powers and competencies to manage the association to achieve its purposes, including the following:

a. Approve the association's work plans, including the strategic plan, implementation plan, and other key work plans, and monitor their implementation.

- b. Periodically review the organizational and functional structures of the association and adopt them.
 - c. Establish systems and regulations for internal control and supervision, and conduct periodic reviews to ensure their effectiveness.
 - d. Establish principles and standards for the association's governance that do not conflict with the provisions of the regulations, the executive regulations, and this regulation, and oversee their implementation and monitor their effectiveness and modify them when necessary.
 - e. Open bank accounts with Saudi banks and pay and collect checks or transfer orders and account statements, activate accounts, close them and settle them, update data, protest checks, receive returned checks, and other banking operations.
 - f. Register, vacate, and accept properties, wills, endowments, gifts, and merge the association's property documents and its attachments and divide them, update the documents and enter them into the comprehensive system, and convert agricultural lands into residential lands, and take any actions that achieve the association's purposes and benefits, after the approval of the general assembly.
- A- Developing the financial resources of the association and striving to achieve sustainability for it.
- H- Managing the association's properties and funds.
- T- Preparing rules for investing the surplus of the association's funds, and activating them after being approved by the ministry.
- Y- Establishing a written policy that regulates the relationship with the beneficiaries of the association's services, ensuring the provision of necessary care for them, and declaring it.
- K- Cooperating in preparing periodic and annual reports about the association and providing the ministry with them.
- L- Updating the association's data periodically and providing the ministry with it according to the models adopted for this purpose.
- M- Providing the ministry with the final account and detailed financial reports audited by an auditor after being approved by the general assembly, within four months from the end of the financial year.
- N- Supervising the preparation of the annual report of the association and its approval.

S- Supervising the preparation of the estimated budget for the new financial year and submitting it to the general assembly for approval.

A- Appointing an executive director for the association, defining his/her powers and responsibilities, and providing the ministry with his/her name, appointment decision, and a copy of his/her national identity, along with contact information.

F- Appointing the senior employees in the association, defining their powers and responsibilities.

S- Informing the ministry of any change in the regulatory status of the members of the general assembly, the board of directors, the executive director, and the financial director, within a month from the date of the change.

Q- Developing policies and procedures to ensure the association's compliance with regulations and laws, in addition to transparency about key information to beneficiaries, the ministry, the supervisory authority, and other stakeholders, and enabling the latter to review the final account and financial and administrative reports, and publishing them on the association's website.

R- Supervising the implementation of the decisions and instructions of the general assembly or the external auditor or the ministry or the supervisory authority.

Sh- Developing procedures to ensure obtaining the approval of the ministry and the supervisory authority in any action that requires this.

T- Collecting the association's rights and fulfilling its obligations and issuing the necessary decisions in this regard.

Th- Introducing the association and working to highlight its goals and activities in relevant media.

Kh- Accepting memberships in various forms, and reasons for refusal decisions.

Dh- Inviting the general assembly to convene.

Dh- Establishing the necessary rules and procedures to organize the work of the committees after their formation and how to coordinate between them and their approval by the general assembly.

G- Any other tasks assigned to it by the General Assembly or the Ministry or the supervisory authority in its field of specialization. 2- The Council's

decisions are issued by a majority of the votes of the attendees, and in the event of a tie, the President's vote is considered the tiebreaker. 3- The proceedings of the meeting and its decisions are recorded in a minutes, signed by the attending members. 4- The Council may delegate the President or his deputy and the financial supervisor to jointly dispose of any financial appropriations or financial appropriations resulting therefrom, take appropriate action, and the Council may form standing or temporary committees from it to undertake the tasks entrusted to it, seek the assistance of members from outside it, and delegate the President or any other member to do so. 5- The Board of Directors may delegate its Chairman or Deputy Chairman or whoever it sees representing the Association before entities such as ministries, courts, government and private administrations, etc., and determine its powers and grant it the right to delegate and authorize others on its behalf. 6- The Board of Directors may dispose of the Association's real estate properties by purchase or sale after obtaining authorization from the General Assembly in this regard.

Article 39

A member of the Board of Directors shall abide by the obligations associated with his membership, including the following:

- 1- Attending the meetings of the Board of Directors, participating in its discussions, and voting on decisions. Proxy voting is not allowed.
- 2- Chairing and participating in the committees assigned by the Board.
- 3- Representing the association before relevant authorities, upon the entrustment of the Chairman of the Board of Directors.
- 4- Serving the association and providing it with his expertise, knowledge, proposing topics, and presenting initiatives that would contribute to the association's development.
- 5- Abiding by the instructions issued by the Ministry, the Supervisory Authority, the General Assembly, and the Board of Directors.
- 6- Preserving the association's interests and confidentiality, and safeguarding its affairs.

Article 40

1- In accordance with the powers granted to the Board of Directors and the General Assembly, the Chairman of the Board of Directors shall be responsible for activating and following up on the powers and competencies granted to the Board of Directors, including the following: A- Chairing the meetings of the Board of Directors and the General Assembly. B- Representing the Association before governmental, private and local entities within the limits of the powers of the Board of Directors and the authorization of the General Assembly, including appearing before judicial and quasi-judicial bodies on behalf of the Association, and he may delegate this to any member of the Board or others. C- Signing the decisions issued by the Board of Directors. D- Signing checks, financial documents and disbursement documents with the Financial Supervisor. E- Considering urgent matters presented by the Executive Director that cannot be delayed - within the powers of the Board, provided that such matters and the decisions taken thereon are presented to the Board at its first meeting. F- Calling for the convening of the Board of Directors and the General Assembly. 2- The President may delegate his powers to his deputy.

Article 41

In accordance with the powers granted to the Board of Directors, the General Assembly, and the Chairman of the Board of Directors, the Financial Supervisor shall be responsible for the powers and competencies related to the financial affairs of the Association in a manner that achieves its objectives, and the most prominent of these competencies are the following: 1- All financial affairs of the Association in accordance with the regulations and financial rules followed. 2- The Association's resources and expenditures, and preparing reports on all transactions and submitting them. 3- Deposit the Association's funds in bank accounts dedicated to it. 4- Record all revenues and expenditures in the records assigned to them. 5- The annual audit and presentation of a report on the result of the audit to the Board of Directors. 6- Disbursement of all amounts decided to be disbursed in accordance with the regulations, while maintaining the documents proving the validity of the disbursement, monitoring the documents, and preserving them. 7- Implementing the decisions of the Board of Directors regarding financial transactions.

8- Preparing the Association's budget for the following year and presenting it to the Board of Directors. 9- Signing disbursement requests and financial documents with the Chairman or Vice Chairman of the Board of Directors. 10- Investigating external auditors' observations and responding to them in accordance with regulatory principles.

Article 42

1- A member of the Board of Directors shall lose his membership by a reasoned decision issued by the Board of Directors, and he may not be nominated again in any of the following cases: A- Withdrawal from the Board of Directors, based on a written request submitted by the member to the Board of Directors, without prejudice to the right of the Association to claim any funds in his possession. B- Death. C- If he loses a condition of membership in the General Assembly in accordance with the provisions of Article Thirteen. D- If he commits an act that may cause material or moral harm to the Association. E- If he exploits his membership in the Board for personal purposes. F- If he fails to attend the Board of Directors without an excuse accepted by the Board for three consecutive sessions or six separate sessions in one term. G- If he is unable to perform his role on the Board of Directors due to health reasons or any other reasons. 2- The Board of Directors must issue a decision on the member who has lost membership and notify the Ministry of the decision within one week from the date of issuance.

Chapter Five Permanent and Temporary Committees

Article 43

The General Assembly shall form permanent committees and boards or advisory councils to carry out ongoing tasks, and it may form temporary committees to carry out specific tasks in terms of their nature and duration.

Article 44

The decision to form each committee shall define its name, the number of its members, and its powers, including the appointment of its chairman, provided that one of its members is a member of the Board of Directors.

Article 45

The Board of Directors shall establish the necessary rules and procedures to regulate the work of the committees and boards after their formation and how to coordinate between them and adopt them from the General Assembly.

Chapter Six The Executive Director

Article 46

The Board of Directors shall appoint the Executive Director by a decision issued by the Board, which includes complete information about the Director, clarifying his/her qualifications, responsibilities, rights, obligations, and salary in light of the regulations and the executive regulations of this bylaw. The salary shall be determined in the decision through an independent committee of the Board of Directors tasked with studying the director's efficiency, qualifications, and experiences, and determining the salary based on that, considering the range and average salaries of executive directors in similar associations in size and field. A copy of the appointment decision and salary allocations shall be sent to the Ministry, along with a copy of his/her national identity card and contact information.

Article 47

The Executive Director shall be responsible for managing the Association, completing its daily operations, following up on all its administrations and departments, preparing the necessary plans to achieve all its objectives, and working on organizing and developing it.

Article 48

If the Association is unable to appoint an Executive Director for any reason, the Board of Directors, with the approval of the Ministry, may assign one of its members to take over this function temporarily. In this case, the assigned member shall not lose his/her right to attend Board of Directors meetings and participate in discussions without voting on its decisions.

Article 49

Before appointing the Executive Director of the Association, the Board of Directors must verify the following conditions:

- 1- He/she must be a Saudi national.
- 2- He/she must be fully qualified and legally competent.
- 3- He/she must be at least 25 years old.
- 4- He/she must be available to manage the Association.
- 5- He/she must have at least 4 years of experience in administrative work.
- 6- He/she must hold at least a bachelor's degree, and holders of only a high school diploma may be accepted, provided that they have experience in exhibition activities, conferences, and leadership roles.

Article 50

The Executive Director shall undertake all administrative functions, including the following:

- 1- Drafting the Association's plans according to its levels, based on the general policy, objectives, and following up on their implementation after approval.
- 2- Developing the foundations and standards for the Association's governance that do not conflict with the provisions of the regulations, the executive regulations, and this bylaw, and supervising their implementation and monitoring their effectiveness after approval.
- 3- Preparing the necessary operational and organizational schedules to ensure that the Association carries out its activities and achieves its objectives, and following up on their implementation after approval.
- 4- Implementing the Association's systems, schedules, decisions, and instructions, and generalizing them.

- 5- Providing the Association's needs in terms of programs, projects, resources, and necessary equipment.
- 6- Proposing rules for investing the Association's surplus funds and mechanisms for activating them.
- 7- Drafting and implementing development and training plans that reflect the improvement and development of the Association's performance.
- 8- Developing a written policy that regulates the relationship with the beneficiaries of the Association's services, ensuring the necessary care for them, and announcing it after approval.
- 9- Providing the Ministry with information and data about the Association according to the approved forms, and cooperating in preparing follow-up and annual reports after presenting them to the Board of Directors and obtaining approval, and periodically updating the Association's data.
- 10- Nominating the names of senior employees of the Association to the Board of Directors, specifying their qualifications and responsibilities for approval.
- 11- Supervising all the Association's services.
- 12- Monitoring the progress of the Association's activities and setting indicators to measure performance and achievements in terms of plans and resources, ensuring their direction towards the objectives, addressing problems, and finding solutions to them.
- 13- Preparing financial reports and the Association's draft budget according to the approved standards for approval.
- 14- Preparing job performance evaluations for the Association's employees and submitting them for approval.
- 15- Issuing instructions and instructions related to the work process in the Association.
- 16- Undertaking the tasks of the Board of Directors, preparing the agenda for its meetings, writing the minutes of meetings, and working on implementing the decisions issued by it.
- 17- Supervising all the activities and events organized by the Association, and providing reports on them.
- 18- Preparing periodic reports on all the Association's activities, clarifying achievements, obstacles, and solutions, and presenting them to the Board of Directors for approval.

19- Any other tasks assigned by the Board of Directors within their specialty.

Article 51

The Executive Director, in order to accomplish the tasks assigned to him, shall have the following powers:

- 1- Delegate the Association's employees to complete specific tasks, attend events, meetings, visits, workshops, or other activities as required by the work interest, provided that the total number of consecutive days does not exceed ten days per year.
- 2- Follow up on the decisions of appointing the necessary human resources for the Association, prepare their contracts, and follow up on their work. Present the contracts to the Board of Directors for signature, termination, and acceptance of resignations for approval.
- 3- Approve performance reports.
- 4- Implement all programs and activities at the Association level according to the approved plans.
- 5- Approve the delegations of all Association employees after the approval of the Board of Directors.
- 6- Delegate the powers of department heads according to the powers granted to him.

Article 52

The Board of Directors shall be the supervisory authority over the Executive Director, and the Council shall follow up on his work and responsibilities.

Article 53

In the event that the Executive Director of the Association commits a violation or breach; the Board of Directors may hold the Executive Director accountable in a manner that is commensurate with the size of the violation or breach

Chapter Three: Financial Regulations

Section One: Association Resources and Fiscal Year

Article 54

The financial resources of the Association consist of the following:

- 1- Membership fees for joining the Association.
- 2- Donations, grants, bequests, and endowments.
- 3- Zakat, which is spent on activities of the Association that are covered by the Zakat banks.
- 4- Revenues from income-generating activities.
- 5- Government grants.
- 6- Returns on investments from the Association's fixed and movable assets.
- 7- Allocations from the Associations Support Fund for the Association to implement and develop its programs.

Article 55

The first fiscal year of the Association begins on the date of issuance of the license from the Ministry and ends in December of the same year of licensing. Subsequent fiscal years shall be twelve Gregorian months long.

Section Two

Expenditure of Association Funds and Budgeting

Article 56

- 1- The Association's funds shall be exclusively spent on achieving its purposes, and it is prohibited to spend any financial amounts on anything other than that.
- 2- The Association may own properties, provided that it is approved by the General Assembly before ownership or decided in the first meeting following it, and the General Assembly may delegate the Board of Directors to do so.

3- The Association may invest its surplus revenues in endowments, or invest them in profitable fields to ensure a steady income, or reinvest them in productive and service projects, and the approval of the General Assembly must be obtained for this.

Article 57

The approved budget shall come into effect at the beginning of the specified fiscal year, and in the event of a delay in its approval, expenditures shall be made based on the budget rates of the previous fiscal year, for a maximum period of three months, while ensuring the Association's obligations towards others are met.

Article 58

The Association must deposit its cash funds in its name with one or more local banks chosen by the Board of Directors. Withdrawals from these funds shall only be made with the signature of the Chairman of the Board of Directors or his deputy and the Financial Supervisor. The Board of Directors, with the approval of the Ministry, may delegate the management of bank accounts to two of its members or executive management leaders, provided that they are Saudi nationals. Efforts should be made to conduct transactions using checks whenever possible.

Article 59

The expenditure of any amount from the Association's funds is subject to the following conditions:

- 1- Issuance of a decision to spend by the Board of Directors.
- 2- Signing of the expenditure authorization or check by both the Chairman of the Board of Directors or his deputy and the Financial Supervisor.
- 3- Recording the name of the beneficiary, their address, ID number, and the place of issuance in the relevant register, as appropriate.

These requirements ensure proper authorization, oversight, and documentation of the Association's financial transactions, promoting transparency and accountability in the organization's operations.

Article 60

The Financial Supervisor shall prepare a periodic financial report, signed by him, in addition to the Association's Director and Accountant, and present it to the Board of Directors every three months. A copy of the report shall be provided to the Ministry.

Article 61

The Association shall maintain administrative, accounting, and other records required according to accounting standards, with entries made on a first-in, first-out basis. These records shall be kept at the Association's headquarters, and authorized Ministry employees shall have access to them. The Association shall have an external auditor who shall submit an annual financial report to the Board of Directors for approval by the General Assembly. These records include:

- 1- Administrative records, including:
 - a- Membership register.
 - b- Minutes of the General Assembly meetings.
 - c- Minutes of the Board of Directors meetings.
 - d- Register of Association employees.
 - e- Register of beneficiaries of the Association's services.
- 2- Accounting records, including:
 - a- General ledger.
 - b- Register of the Association's property and fixed and movable assets.
 - c- Receipts.
 - d- Payment vouchers.
 - e- Debit notes.
 - f- Members' subscription register.
 - g- Any other records deemed necessary by the Board of Directors.

Article 62

The Association shall prepare the general budget, final accounts, and the following financial statements:

- 1- The accredited auditor shall oversee the Association's operations and accounts, verify the budget's compliance, revenue and expenditure accounts with accounting records, and whether proper accounting practices were followed. The auditor will also verify the Association's assets and liabilities.

- 2- The Association shall close all its accounts according to standard accounting practices at the end of each fiscal year.
- 3- The accredited auditor shall prepare all financial statements following standard accounting practices at the end of each fiscal year. This will help determine the Association's true financial position, and the auditor must submit these statements to the Board of Directors within the first two months of the new fiscal year.
- 4- The Board of Directors shall review the general budget, final accounts, and the draft budget for the following year. It will then be signed by the Chairman of the Board of Directors or his deputy, the Financial Supervisor, the Association's Accountant, and the Secretary-General, to be submitted to the General Assembly for approval.
- 5- The Board of Directors shall present the general budget, the final account, and the draft budget for the new year to the General Assembly for approval. Subsequently, a copy of each document shall be submitted to the Ministry.

Part Four
Amending the Articles of Association and Dissolution
Chapter One: Amending the Articles of Association

Article 63

The Articles of Association may be amended according to the following procedures:

- 1- A member of the Board of Directors or the General Assembly proposes an amendment with justifications to the Board of Directors for presentation at the nearest General Assembly meeting.
- 2- The Board of Directors discusses the proposed amendment, including the reasons for the amendment and the suitability of the proposed wording.
- 3- The Board of Directors convenes the General Assembly in accordance with the provisions stipulated in these Articles of Association and presents the proposed amendment.

4- The General Assembly votes on the proposed amendment following the voting rules outlined in these Articles of Association, and a decision is issued either approving or rejecting the amendment.

5- If the General Assembly approves the amendment, a request for approval of the amendment with explanations of the changes and reasons is submitted to the Ministry.

6- The amendment does not come into effect until the Ministry grants approval.

Article 64

Notwithstanding the provisions of Article 36, if the Board of Directors rejects a proposed amendment to the Articles of Association, a member, with the support of 25% of the members entitled to attend the General Assembly, may request a special meeting to vote on the proposed amendment. The Board of Directors must then complete the procedures outlined in the referenced article.

Chapter Two Dissolution of the Association

Article 65

The Association may be dissolved voluntarily by a decision of the General Assembly, in accordance with the procedures and provisions stipulated in the governing law, the implementing regulations, and these Articles of Association.

Article 66

The voluntary dissolution procedures of the Association shall be as follows:

1- The Board of Directors shall discuss the proposal for the voluntary dissolution of the Association in light of its commitments, obligations, services provided, beneficiaries, and other considerations. Subsequently, it shall issue a decision either approving or rejecting the proposal.

2- If the Board of Directors issues a decision approving the proposed voluntary dissolution of the Association, it must submit a recommendation to the Extraordinary General Assembly, stating the justifications and reasons for the proposal, and propose the following:

- a. Appointment of one or more persons to carry out the liquidation process.
- b. The duration of the liquidation process.
- c. The compensation of the liquidator(s).
- d. The entity to which the Association's funds will be transferred.

3- The Board of Directors shall convene an Extraordinary General Assembly meeting in accordance with the provisions stipulated in these Articles of Association and present its recommendations regarding the dissolution of the Association for voting, providing explanations, justifications, and proposals in this regard.

4- If the Extraordinary General Assembly issues a decision approving the dissolution of the Association, the decision must include the following:

- a. Appointment of one or more persons to carry out the liquidation process.
- b. Specification of the duration of the liquidation process.
- c. Determination of the liquidator(s)' compensation.
- d. Determination of the entity to which the Association's funds will be transferred.

5- The Board of Directors must provide the Ministry and the supervisory authority with a copy of the Extraordinary General Assembly's decision and the meeting minutes within 15 days of the meeting's date.

6- The Board of Directors must initiate the liquidation process immediately after receiving the Ministry's approval decision by appointing a liquidator and commencing the liquidation procedures with them.

7- Upon completion of the liquidation process, the Board of Directors must inform the Ministry and the supervisory authority, accompanied by a detailed report from the liquidator explaining all aspects of the liquidation.

8- The assets of the dissolved Association may be transferred to one or more associations or public institutions operating within its service area or a similar field, and registered with the Ministry, provided that the dissolution decision stipulates this transfer.

Article 67

Upon the issuance of the Extraordinary General Assembly's decision to dissolve the Association, all its members shall refrain from dealing with the Association's assets, funds, and documents. They must cooperate with the liquidator to expeditiously and proficiently complete the assigned tasks, including the prompt handover of the Association's assets, funds, and documents to the liquidator upon request.

Article 68

Upon completion of the liquidation process, the liquidator must undertake the following actions:

- 1- Settle the Association's obligations towards other entities and its employees.
- 2- The liquidator must take into consideration the conditions stipulated in the Association's endowment, will, or donor agreements, if any exist.
- 3- If the designated period for the liquidator to complete the liquidation process elapses without completion, the Ministry may, upon the liquidator's request, issue a decision to extend the period for another term. If the liquidation is still not completed during this extension, the Ministry may appoint another liquidator.

Chapter Five General Provisions

Article 69

These Articles of Association govern the Association and serve as the foundation for its bylaws. Any matters not addressed herein shall be subject to the provisions of the governing law on associations and public institutions, as well as the implementing regulations.

Article 70

These Articles of Association shall come into effect from the date of their approval by the Ministry.

In accordance with the Law of Associations and Public Institutions issued by the Council of Ministers' Resolution No. 61, dated 18/2/1437 AH, and its implementing regulations issued by the Ministerial Resolution No. 73739, dated 11/6/1437 AH, the approval of His Excellency the Minister for the establishment of the "Association of Exhibitions and Conferences in the Riyadh Region" was granted on 8/6/1438 AH. The Association was registered with the Ministry in the register designated for civil associations under No. 884, pursuant to the Ministerial Resolution No. 67294, dated 8/6/1438 AH. We extend our best wishes for the continued success and prosperity of the Association.