



Emirates Medical Association

BYLAWS

Adopted by the GA Meeting 2011

Bylaws of the Emirates Medical Association

Non-Profit Organization

Article (1) Definitions

In virtue of the Federal Law No. (6) Of 1974 in respect of the Public welfare societies, and the laws amending thereof, and the Federal Law No. (2) Of 2008 in respect of the National Societies and Associations of Public Welfare, Emirates Medical Association has been founded in (1981) as a Non-profit association; members are constituted of all physicians, dentists, pharmacists and other professional in related health field.

Offices: The principal office for the association is located in the Emirate of Dubai, and the Association may have other branches in any other emirate of the UAE.

Official Language: Arabic Language is the official language of the Association in all communications, and the other languages can be used if required.

Definitions:

- **Country** : United Arab Emirates.
- **Ministry** : Ministry of Social Affairs.
- **Association** : Emirates Medical Association.
- **Health Authorities** : All Governmental Health Organizations.
- **Associations** : Non-profit Associations in the UAE.
- **Board of Directors:** Elected Board of Directors of Emirates Medical Association.
- **Administrative Body:** Administrative body elected by members of the branch.

- **Society Board Members:** Administrative Committee of the Medical Specialized Society elected by its members.
- **Medical Specialized Societies:** Component Scientific Societies in a specific Medical or Health Field.

Remarks:

- Items that are not mentioned in this section shall be named in Detail.

Article (2) - Purposes

In virtue of the Federal Law of non-profit association in the UAE and based on the vision of Association's General Assembly Members, The purposes of the association are:

- To promote the science and art of medicine in the UAE according to International Standards.
- To Support members to the betterment of medical profession.
- To maintain ethics of profession in the field of Health Services.
- To Participate with Health Authorities as a strategic partner in order to establish overall health rules, regulations and laws in United Arab Emirates.
- To Support graduated Students who are studying Health Specializations.
- To participate with concerned Authorities in order to upgrade and develop health services in the UAE.
- To participate with all concerned authorities in scientific researches and ethics of scientific researches.

Article (3) – Membership

Categories of Membership:

1. Active Membership

The member enjoys all the rights and privileges of the association to vote and nominate in the Board of Directors or Administrative Body of EMA branches - this membership is exclusive to United Arab National members who hold a bachelor's degree or equivalent, and they shall be marked by the following specifications:

- The member shall be marked by a good reputation and has never been received any penalty judgment restrict his freedom such as serious crime or a misdemeanor breach moral turpitude and dishonesty, unless he has been rehabilitated.

2. Affiliated Membership

The member enjoys all rights and privileges of membership, and be eligible to serve on Medical Specialized societies with vote and nominate in the society board members only.

This membership is dedicated to:

- A. Non-UAE Nationals (Expatriates) residing in the UAE, hold a bachelor's degree and study duration should be at least four years.
- B. All workers in the field of health services such as graduates of universities, Health Institutes, and study duration less than 4 years.

3. Honorary Membership

Honorary Membership is granted by the EMA Board of Directors may elect as honorary members any persons distinguished for their services or attainments in the field of Health Services or to the Association

Terms & Conditions of Membership:

1. The member should be UAE nationality or Non-UAE nationality who is licensed to work in health services in the UAE.
2. The member should be graduated in the field of health services from universities recognized by Ministry of Higher Education or the Ministry of Health in UAE.
3. A member of good standing.
4. To comply with all UAE approved conditions in the field of health services
5. To pay subscription fees to the Association in regular basis.

Procedures for admission to Membership

1. To submit membership Application in its approved forms.
2. Attach all the required documents listed in membership application form.
3. Board of Directors approval within a period not exceeding one month from the date of submission.
4. If membership request is rejected, the applicant is entitled to appeal before the Board of Directors in order to review reasons for rejection within one month from the date of notification.
5. A rejected applicant may appeal the decision to the Ministry of Social Affairs if the Board of Directors did not respond within a period not exceeding two months from the date of filing the appeal to Board of Directors.

Duties & Privileges of the members

1. To focus on achieving objectives of the Association as per mentioned in the EMA bylaws.
2. To comply with Medical Ethics.
3. To comply with the moral obligations towards membership.

Termination, Suspension of Membership:

Membership should be terminated in the following cases:

1. Member's death.

2. Breach of membership's duties as stated in Item (4) of Article (3).
3. Having convicted of imprisonment due to committing a felony or a misuse of trust or honor misdemeanor unless he/she is already rehabilitated.

(Membership Termination should be proposed by the Board of Directors and approved in the first coming meeting of the Ordinary General Assembly.

Article (4) - General Assembly

Preamble:

The General Assembly shall comprise all the active members satisfying the conditions and requirements of the membership with their membership are not less than three months old up to the date of conveying the association general assembly. Affiliated Members may attend the general assembly meeting but they shall not counted on the purpose of the quorum, neither shall vote nor to be elected. The General Assembly is the Higher Authority of the Association.

Ordinary General Assembly:

The Ordinary General Assembly shall hold once every year within the four months following the end of the fiscal year to examine the issues of interests to the association, within the scope of its objectives; and shall notify Ministry of Social Affairs within (15) days prior to the date General Assembly Meeting.

Objectives of the Ordinary General Assembly

1. Approving the Association previous general assembly minutes.
2. Approving the Board of Directors report about its business in the expiring year, the activity programs and the action plan for the New Year.
3. Approving the budget draft for the New Year and the final account of the expiring fiscal year.
4. The proposals submitted by the Board of Directors and members.
5. Electing a board of directors or filling the vacant positions.
6. Nominating an accounts auditor and fixing his remuneration.
7. Any emerging issues.

Adopting the Ordinary General Assembly:

1. The Association's Ordinary General Assembly Meeting shall be valid if attended at least more than half of the number of the active members. If the required number is not available, the assembly shall be postponed to another date after not less than (15) days nor more than (30) days from the date of the first meeting. The Second assembly shall be deemed valid regardless of the number of the attending members.
2. Board of Directors shall provide the ministry with a copy of the final account of the previous year and the budget draft of the new year within a period not exceeding (15) days from the date of being approved by the General Assembly.
3. The General Assembly's resolutions shall be issued by the majority of the number of the attending active members.

Extraordinary General Assembly:

The General Assembly may be invited to extraordinary meetings based on a justifiable request by the Ministry of Social Affairs, the Board of Directors or by a quarter of the active members, provided that the purpose of meeting shall be clear; Invitations shall be sent by the Board of Directors with (2) two weeks prior to the date of convening as well as the agenda, and Ministry of Social Affairs shall be notified about the same.

Objectives of Extraordinary General Assembly:

1. Dispose of the resignations served by all or some board of director's members if such resignations may affect the legal quorum of the board.
2. Forfeiture of the membership of one or more members of the board.
3. Filling the vacant officers if necessary to maintain the legal quorum of the board.
4. Proposing the amalgamation of the association in another similar association having the same objectives. The merge proposal shall be

deemed as a joining application to be approved by the association's extraordinary general assembly.

5. Nullifying any of the board of Director's resolution.
6. Amending the articles of the association after the ministry's approval.
7. The voluntary winding up of the association.
8. Any urgent matters affecting the business operation at the association entailing inviting the general assembly for meeting.

Adoption of the Extraordinary General Assembly:

The Association Extraordinary General Assembly shall be deemed valid by attendance of three-thirds of the active members. However, if the quorum is not satisfied, the meeting shall be postponed for at least 15 days but not exceeding 30 days from the date of the first assembly. The second assembly shall be deemed valid by attendance of half (50%) of the number of the active members. If such quorum is not satisfied, then a third assembly meeting shall be invited within a period similar to the date of the second assembly meeting. The third assembly meeting shall be valid by attendance of any number of the active members. In these cases, the general assembly's resolutions shall be issued by the majority of three thirds of the number of the attending active members.

The Extraordinary General Assembly may not examine matters not included in its business agenda.

Article (5) - Board of Directors

1. The Board of Directors consists of (7) seven members nominated by the active members in the General Assembly meeting.
2. The Board's term is three Years.
3. The member may be re-elected more than one Board term .
4. The age of the board member shall not be less than twenty one years.

5. The Board's member may not act as a member in another similar non-profit association working in the same business activity.

The Board of Directors Consists of the following positions:-

- The President
- Vice-President.
- Secretary General
- Treasurer.
- Scientific Committee Chairperson.
- Media & International Relations Chairperson.
- Organizational development Chairperson

Remarks:

Duties and responsibilities of the Board of Directors are listed in the Executive Manifest of the Board of Directors and the Administrative Body of the branch.

Article No 6- Financial Resources

Financial Resources of the Association

The association's financial resources shall comprise the following:

1. Member's subscriptions.
2. Revenues of activities, services and Investments.
3. Donations, gifts, will and subsidies received by the association under the provision of the Law No. (2) Of 2008 in respect of the national societies and associations of public welfare and its amended cabinets.
4. All other Revenues.

Financial Year:

The financial year of Association shall commence on 1st of January up to 31st December of each year.

Deposit of the Association's Funds

The association shall deposit its cash funds in its name in one or more national banks in the UAE. And shall notify the Ministry thereof. Such amounts shall not be withdrawn without getting the approval and signature of President or Vice- President in joint with the Treasurer.

The association shall notify the ministry upon changing the bank wherein its funds are deposited, within 10 days from the date of such change.

Disposal of the Association's Funds

The association shall spend its funds in a manner achieving the objectives for which it has been established and based on association bylaws and the Financial Regulations of the Association.

Properties of the Association:

The association funds and properties shall be deemed its property, where members or board members do not have the right therein.

Financial Control in the Association:

All funds and properties of the association are considered as for public. The association shall be subject to the Federal Government Authorities' control represented by Ministry of Social Affairs and State Audit Institution.

In order to achieve that, the ministry and the State Audit Institution shall have access to the association's books, records and documents.

The Public's Right:

The withdrawing or terminated members shall not have any right in such funds.

Financial Rules & Regulations

There is Rules & regulations financial system for the association that are followed when dealing with branches, societies, committees, Board of Directors or any other activities consistent with the objectives of the association.

Permanent Advance:

Apart from spending from permanent Advance, it is not allowed to spend from Association's funds without resolution approved by the Board of Directors.

Article No 7- Branches

1. The association may establish branches and centers inside the UAE. Prior approval from the Ministry of Social Affairs is required.
2. The branch shall be approved to be registered at the ministry, approved by the Board of Directors or by the earliest Ordinary General Assembly and the Ministry shall be notified at the earliest.
3. The association's bylaws are the main legal reference for the branches.
4. Executive Rules & regulations shall specify the functions of such branches approved by the Board of Directors, as well in and in the earliest Ordinary General Meeting, and it shall be considered as the Bylaws of the Branches.
5. The branch may managed by the Administrative Body elected only by members who are working in the branches under supervision of the Board of Directors.
6. Administrative Body consists of (5) members and they subject to approved conditions mentioned in Article (5) of this Bylaws.

Article (8) - Medical Specialized Societies

1. The Association may establish Medical Specialized Societies under the umbrella of EMA.
2. The EMA's bylaws is the main legal reference for the societies.
3. Members are practicing the same medical specialization are considered as active members in the Society.

4. No member shall be registered in the Society, unless /she he is a registered member in the EMA.
5. The Society shall be approved by the Board of Directors to be registered under the umbrella of EMA and by the earliest Ordinary General Assembly
6. The Society may managed by the Board Members elected only by members of the medical specialized society under the supervision of a representative of the Board of Directors.
7. Executive Rules & regulations shall specify the functions of the societies by the Board of Directors, as well in and in the earliest Ordinary General Meeting, and it shall be considered as the Bylaws of the Medical Specialized societies.

Article No 9- International Participations

The Association may:

1. Represented in the events such as conferences, forums, assemblies, or meetings outside the UAE after obtaining the Ministry's approval.
2. Associate, participate or join any association or society or body based outside the UAE. Or it may deal with such society or body or may carry out any activities or execute any projects outside the UAE after obtaining the approval of the Ministry.
3. Hold conferences, forums, meetings, or events attended by foreigners from other countries subject to the approval of the Ministry.

Article No 10- Miscellaneous

First: Bylaw of EMA

1. Bylaw of Association is the main reference for the association, its branches and its medical specialized societies, starting from the date of adopting the bylaws by the General Assembly and the Ministry.
2. Bylaw of Association may be amended only after two years of execution.

3. Any succeeding amendments to Bylaw of Association shall be approved by Extraordinary General assembly as stipulated in Item (4) Article 2 of the EMA Bylaws.
4. Executive rules shall be issued in relation to some of the articles mentioned herein, within maximum one month starting from approving Bylaws by the Ministry.

Second: Documents & Records

The association shall keep, at its headquarter, all its records, books, instruments and publications, all financial documents and records which show movement of revenues, funds, expenses, papers and documents of the company especially:

- Records of members' names and the paid subscription fees.
- Books containing the Board of Director's and the General Assembly Minutes of Meeting.
- Books of revenues and expenditures accounts supported with certified documents.
- The name of the association, its registration number and scope of its activities shall be placed in its books, records and publications.
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Third: Supervision

The Ministry shall have the right to supervise the association's programs and projects within the scope of its objectives stipulated under its articles of association, and it may organize training courses and provide technical opinion and other kinds of sponsorships to enhance the level of the services and to realize the competence in performance. .

Fourth: Liquidation of the Association:

Extraordinary General Assembly may liquidate the Association as per the following terms and conditions:

1. Obtaining the approval of the dissolving and liquidating the association issued by the Minister.

2. As per resolution of the majority that represents 3/4 three quarters of active members who are present in the meeting.
3. To notify the ministry about the time of Extraordinary General Assembly meeting with at least (15) fifteen days from the appointed time of the meeting, such notification shall include the time and place of the meeting.
4. The persons in-charge of the affairs of the association for which liquidation resolution, whether voluntarily or compulsorily, is issued, may not dispose of its funds and documents except by virtue of a decision by the ministry. Such a decision shall specify the manner of liquidation according to the regulations specified in the executive bylaw hereof. The minister shall issue a decision thereby specifying the manner of entity to which such funds shall devolve.

Fourth: Merging the Association:

Extraordinary General Assembly may merge the Association with another similar Association as the following terms and conditions:

1. When the other association agree the merging decision.
2. As per the majority that represents 3/4 three quarters of active members who are present in the meeting.
3. Merging Approval Decree shall include procedures of Executions and effectiveness.
4. To get Approval of Minister of Social Affairs.
5. Ministry of Social Affairs shall completely supervise merging Process.
6. To notify the ministry about the time of Extraordinary General Assembly meeting with at least (15) fifteen days from the appointed time of the meeting,

Sixth: The Association may not deviate from the objectives stipulated under its articles. The association and its members are prohibited to interfere in politics or in the matters that impair the country security and its ruling regime. Nor to arise the sectarian, racial or religious disputes. Or the decisions and instructions issued by Ministry of Social Affairs.

Seventh: The Association may not raise donations from any person before obtaining a license from the Ministry in this concern.

Eighth: The Association may not donate either cash or in-kind to any establishment, authority or union outside the country before obtaining a license from the ministry, and shall happen through the Red Crescent Society of the UAE or through the authorities recommended by official authorities in other countries.

Ninth: Acceptance of dissolution of the Board of Directors:

In case the Board of Directors' resignation approved or dissolved, the ministry shall nominate an interim Board of Directors from the association's active members, as such board of directors take over the authorities of the elected board of directors, for a period of 6 months, renewable for a similar period. The existing members of the association's board of directors and the staff shall submit all the association's funds, records, documents and books once the said interim board is formed.

Tenth: Loss or Harm:

The President and the Board of Directors' members are responsible for any loss or damages affect the Association because of neglect or default. The Association, any of its members or the Ministry may take legal actions in order to remedy such loss or harm suffered by the Association.

Eleventh: Penalties:

- All members shall comply with the memorandum of Association, and the board of directors has the right to issue the suitable penalty against any member who does not comply with oral or written notice, such penalty may reach to termination and cancellation of membership.
- The Bylaws is the main reference for all Scientific Medical Societies, and the Board of Directors may take necessary action against the society that

did not committed with the articles of this bylaws or giving written notice to dissolving the Society, or Society's board Members and to be re-elected again.

- The EMA Bylaws is the main reference for the EMA branches, and the Board of Directors may take the necessary action if did not committed with the articles of these bylaws or giving written notice, or to dissolving the Administrative Body of the branch or to re-elect based on a justifiable request to extraordinary General Assembly to dissolve the branch.
- As per Article (4) extraordinary General Assembly may to reject, stop or re-amend any penalty resolution passed by the Board of Directors.

Twelfth:

Matters that are not mentioned in these bylaws shall be subject to the provisions stipulated under the Federal Law No. (2) Of the year 2008 in respect of the national societies and associations of Public Welfare and its amended cabinets.

This bylaw is approved the EMA Board Members General Assembly Meeting.
And the Ministry of Social Affairs on 11 February 2011