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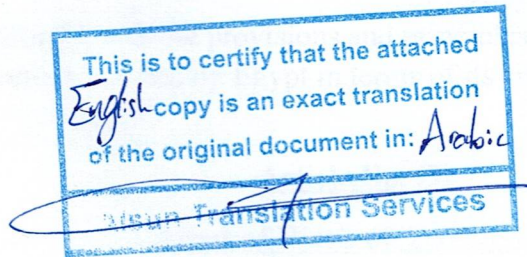
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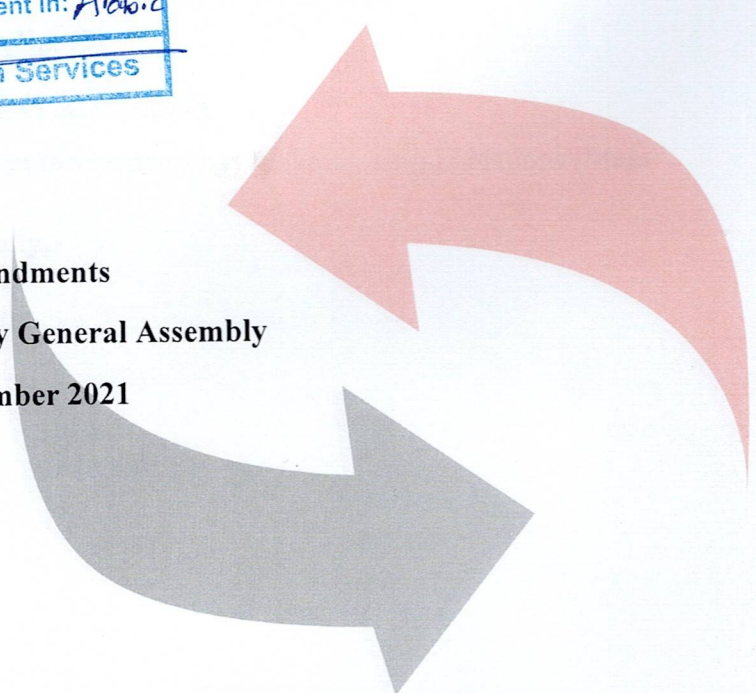
EITESAL for Information Technology and Communication Association

Notarized under No. 379 of 1997

Regulation of Articles of Association



Amendments
of Extraordinary General Assembly
September 2021



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First Chapter

Name, Type, Area of Work, Geographical Scope of Work and Management Office of Association

Article No. (1)

On this day, corresponding to __/__/20 __, the board of directors has approved the regulation of the articles of association in accordance with the provisions of Law No. 149 of 2019 and its Executive Regulation.

Name of Association: EITESAL for Information Technology and Communication Association

Address of Management Office: 22 Dessouk St., off Imam Ali St., Ismailia Square, Heliopolis, Cairo, Arab Republic of Egypt

Geographical Scope of Work: At the level of the Republic.

Branches of the Association: (There are not any current branches).

Article No. (2)

The association shall comply with the provisions and principles of the constitution, Egyptian laws and international agreements ratified by Egypt in terms of its articles of association, activities and funding.

Article No. (3)

Areas of Work of Association

1. Cultural and scientific services as well as information technology and telecommunications (Main area of work).
2. Local communities development technologically.
3. Economic services.
4. Social assistance and services.
5. Environment protection and conservation.
6. Organization and management.
7. Health services.
8. Education services.

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Article No. (4)

Activities of Association

The association shall seek to achieve its objectives in these areas of work by the following activities:

1. Support and develop the technical and economic aspects and promote the technological activities of information technology and telecommunications field as well as relevant technologies.
2. Convene scientific seminars and conferences related to the activities of the association.
3. Work on deepening the relations between the members and assisting to create a technical and economic cooperation between them for maintaining the specialized interests and concerns of different sectors and cooperating with the specialized entities at the same field.
4. Issue a specialized scientific journal.
5. Carry out scientific research related to the activity as well as the technical and marketing studies and feasibility studies, and establish a central library for data related to information technology, telecommunications and electronics for serving the Egyptian community.
6. Establish training centers and convene training courses for raising the level of skills.
7. Create specialized educational institutions of different stages.
8. Develop databases for workers of information and telecommunications field for mutual knowledge and create work opportunities together with considering the controls of data confidentiality protection law.
9. Encourage export and promote the products of member companies at national and international level, and to cooperate with the specialized marketing offices.
10. Organize and participate in national and international exhibits related to the activities of the association.
11. Encourage and form alliances out of the members for participating in auctions and operations at the members activities field.
12. Settle disputes between members in the presence of any professional disputes and differences at the activities fields of the association.
13. Provide and enter into contracts for providing consultancy services to public authorities, which are desirous to it at the activities fields of the association in conformity with the members interests.
14. Participate and open communication channels with the organizations, federations and national and international bodies which are representing and supporting the technological activities, and join the qualitative federations which have activities similar to the association.
15. Gather useful information and studies of information technology and telecommunications field and publish it through periodic publications, journals, specialized printings and available information networks.
16. Work on raising the public awareness on the importance of the intellectual property rights and the risks of illegal reproduction.
17. Provide social, health and economic welfare and benefits in kind to the members.

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18. Assist the members in identifying the available funding programs of donors.
19. Establish and participate in the productive and service projects which generate revenues for the association and serve its members.
20. Encourage the government and the State-owned companies to make the local products use all components of information technology and telecommunications in auctions and prefer local product.
21. Develop the companies working in advanced technology fields.
22. Raise the community awareness on technology, economy and culture.
23. Develop human resources and training services in advanced technology fields.
24. Open communication channels for member companies with various State agencies.
25. Support and encourage research, development and entrepreneurship in advanced technology fields.
26. Open communication channels and promote the member companies in the global markets.
27. Encourage, support and publish the local industry for all components of information technology and telecommunications industry.

Provided that all these objectives shall be implemented in accordance with the provisions of Law No. 149 of 2019 and its Executive Regulation and upon obtaining necessary approvals from respective departments, bodies and ministries for exercising the activity.

Article No. (5)

For the objectives of the association, it shall not practice any of the activities prescribed in Article No. (15) of Law and not to enter into financial speculations.

Second Chapter

Financial Aspects

Article No. (6)

Association Resources

1. Members fees and subscriptions.
2. Donations – gifts – wills – presents – subsidies – sponsorship.
3. Government subsidies.
4. Foreign donations approved by the administrative body.
5. Returns on investment of its funds or productive or service projects.
6. Establishment or participation in the establishment of companies or foreign investment funds.
7. Banks campaign and electronic revenues.



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8. Other resources approved by the board of directors.

It shall obtain necessary approvals in accordance with the provisions of Law and its Executive Regulation as well as relevant laws.

Article No. (7)

Financial Year

The financial year of the association shall commence as of the beginning of July and to end by the end of June of the following year.

Article No. (8)

Taking into consideration the provisions of Article No. (23) of Law No. 149 of 2019, the funds of the association shall be deposited in its name where it has been registered with Banque Misr, Salah Salem branch and/ or any other bank which is governed by the Central Bank pursuant to the board of directors decision in this regard.

Article No. (9)

1. The funds of the association shall be disbursed for achieving its objectives and may not be disbursed for any other purpose. The association may make use of the surplus revenue for ensuring an appropriate financial resource in accordance with the provisions of Article No. (76) of the Executive Regulation or re-employing it in projects that serve its purposes without entering into any financial speculations.
2. No funds may be disbursed from the accounts of the association, unless under the signature of the chairman and the treasurer or any authorized members of the board pursuant to the board of directors decision issued in this regard, provided that the administrative body shall be informed of the names of the signatories in accordance with the provisions of Article No. (32) of Law.

Article No. (10)

On dissolution of association (whether voluntarily or judicially), the funds of the association shall be transferred to the National Associations and the Corporations Projects Support Fund.

Article No. (11)

The association shall maintain at its management office all paper and electronic records, documents and submissions, and all these records shall be stamped by the administrative body prior to using it in accordance with the provisions of Article No. (66) of the Executive Regulation.

Each member of the association may review these records and documents in accordance with the provisions of Article No. (11) of Law.

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Article No. (12)

The accounts of the association shall be registered in books detailing the expenses, revenues, donations and its source as per the forms attached to the Executive Regulation of Law No. 149 of 2019 and its Executive Regulation.

In case the annual expenses and revenues have exceeded an amount of one hundred thousand Egyptian pounds, the closing account shall be submitted to an accountant registered in the auditors tables ant to be accompanied by supporting documents for examination and submission of a report thereon within one month at least before convening the General Assembly.

Article No. (13)

The amendment of any of the provisions hereof shall be made under a decision of the extra-ordinary general assembly, and the amendment to be sent to the administrative body for notarization in the record including the summary of the articles of association.

Article No. (14)

The association may carry out its activity by any of its offices. In addition, it may carry out any of its activity outside the governorate where its management office is located. In this case, the practice of this activity shall be subject to the provisions of Article No. (21) of Law.

In case it establishes an office in the governorate where its management office is located or in any other governorate, all works, activities and departments of this office shall follow the association instructions in this regard since it is a complementary to it.

The association may open branches outside Arab Republic of Egypt after submitting an application to the Central Unit of Associations and Civil Work in accordance with the provisions of Article No. (20) of Law and Article No. (33) of the Executive Regulation.

Third Chapter

Membership

Article No. (15)

Activities Divisions

First: The association is internally divided into (6) divisions, which are the means used for classifying the board members. These divisions are as follows:

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1. Material products:

The companies working in electronics and production of any electronic devices and applications using electronic components including the industrial Internet of things applications, mechanization and fourth industrial revolution applications.

2. Software and its services:

The companies working in the development of software packages that include all branches of industry including, but not limited to security, mobile applications, electronic marketing, cloud accounting, artificial intelligence applications, huge data and its analysis.

3. Telecommunications and its services:

Telecommunications networks companies (operators), data centers, telecommunications services providers and networks.

4. Outsourcing services:

The companies working in all outsourcing fields (BPO/ITO).

5. Integrated systems:

The companies working in integrated solutions and projects field that contains integration.

6. Services providers:

- ◀ Training and skills development.
- ◀ Investment and funding.
- ◀ Administrative and technical consultations.

Second: A new division may be added under a decision of the extra-ordinary general assembly in case it is required in the future.

Article No. (16)

Types and Conditions of Membership

1. Categories of Membership:

A. Working Legal Member:

It is the member that fulfills the working membership conditions. It shall have all services provided by the association, attend the general assembly meetings and run for the membership of the board of directors. It shall meet the following conditions:

- ✓ The company activity field shall be any of the following:
 - ◀ It shall have products or services in information technology, telecommunications or digital technology fields in general.



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- ◀ A branch of a foreign company operating in information technology and telecommunications.
- ◀ Consultancy services in the development and design of information technology and telecommunications field.
- ✓ The commercial register of the tax card shall contain any of information technology and telecommunications activities.

The legal member may change its representatives in the association under an official letter to be sent to the board of directors; hence, the working legal membership shall be transferred to the nominee that replaces the previous representative. In case the previous representative is an elected member of the board of directors, its place in the board of directors shall be left vacant and the procedures set forth in this regulation shall be taken.

B. Associate Legal Member:

It is the member that does not fulfil the working membership conditions. It shall have all services of the association other than attending the general assembly meetings and running for the board of directors membership. These conditions stipulate that it shall have worked in any of the following fields:

- ✓ Information technology and telecommunications field supporting services {Financial – investment – administrative – training - employment}.
- ✓ National associations and organizations related to information technology and telecommunications.

The associate member of the association may request to transfer its membership into a working membership whenever it fulfills the working membership conditions.

C. Associate Natural Member (Individual):

It is the person that has applied for joining the association as an associate member and fulfilled all membership conditions in its personal capacity and the board of directors has accepted its membership. It may use the services of the association as determined by the board of directors, but it may not attend the general assembly meetings or to run for the board of directors membership. It shall meet the following conditions:

- ✓ It shall be of good behavior.
- ✓ It shall have an appropriate high qualification.
- ✓ It shall have worked in information technology and telecommunications activities.

D. Honorary Member:

It is the member that provides distinguished services to information technology and the association, whether these services are material or moral; hence, the board of directors determines to grant it an honorary membership. However, it may not run for the board of directors membership or attend the general assembly meetings.

2. Membership Procedures:

- ✓ Apply for joining the association and to fulfil all data and information necessary for joining together with submitting all documents required to meet the membership conditions as set forth in the internal regulation.
- ✓ Pay the subscription fees prescribed in Article No. (17) of this regulation.
- ✓ Issue a board of directors decision of membership acceptance.
- ✓ It shall work in a leading position in the member company of the association, and to have an appropriate high qualification.

Article No. (17)

Membership Fees and Annual Subscription

- ❖ The applicant for membership shall submit its application for joining on the form deposited in the management of the association and to be accompanied by the membership fees. The payment of the membership fees does not give the member any rights, unless upon issuance of the board of directors decision of acceptance as a member.
- ❖ The member shall pay the value of the annual subscription as per the categories prescribed in the following table. In all cases, payment shall be made before the end of the financial years.

		Membership category	Membership fees	Subscription fees
Working/ Associate Legal Member		Global companies	15,000	12,000
		Great companies Revenues > 50 million	7,500	6,000
		Medium companies Revenues 10- 50 million	6,000	5,000
		Small companies Revenues 1- 10 million	3,000	2,400
		Micro companies Revenues <1 million	1,500	1,000
		Emerging companies o Age <3 years o Number <10 o Revenues < 1 million	1,500	750
Associate Member	Natural	Individual	2,000	1,500
Honorary		Honorary		Free

- ❖ In case any of the members has joined the association during the financial year, it shall pay the subscription of remaining period of the year only.
- ❖ The board of directors is entitled to decrease the arrears of annual subscription for some current members during the association new financial year ended on 30/06/2022 for considering the current circumstances for maintaining the members. Moreover, this period is not renewable.

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Article No. (18)

Membership Termination

The membership shall be terminated in the following cases:

1. Withdrawal from the association. The member shall notify the association thereof under a registered letter with acknowledgement of receipt, and it does not prevent the association from requesting the member of payable entitlements.
2. Exclusion or removal from the association membership after hearing its statements in the following cases:
 - ◀ In case of carrying out a work that may cause a material or literary damage to the association, provided that it shall be evidenced.
 - ◀ In case of using its association membership for making personal interest, provided that it shall be evidenced.
 - ◀ In case of losing any of the membership conditions.
3. In case of delaying in payment of the subscription fees out of the date of maturity for a period of 12 months, provided that it is notified of such entitlement under a registered letter with acknowledgement of receipt within the four months following the date of maturity or by any other method including (Association e-mail – association Facebook page- text message- WhatsApp group established by the association for the members and to inform them thereof, provided that such notification shall be verified and evidenced). The board of directors shall be responsible for determining the method and the possibility of evidence.

In all cases, the membership termination shall be made under the board of directors decision containing a statement in the name of the member, reason for membership termination and the date of on which the membership is terminated.

The members whose memberships are terminated shall be notified thereof within fifteen days commencing as of the date of issuance of the membership termination decision under a registered letter with acknowledgement of receipt or by any other method including (Association e-mail – association Facebook page- text message- WhatsApp group established by the association for the members and to inform them thereof, provided that such notification shall be verified and evidenced). The board of directors shall be responsible for determining the method and the possibility of evidence.

It shall be attached by a copy of the said board of directors decision together with considering the provisions of Article (30) of the Executive Regulation.



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Article No. (19)

A membership may be returned to the members upon termination due to lack of payment of the subscription fees in case of paying the payable amounts.

Article No. (20)

A member or those whose memberships are terminated for any whichever reasons as well as the heirs of a deceased may not recover the membership fees, subscriptions, gifts or donations paid to the association.

Fourth Chapter

Association Bodies and their Competencies

First: General Assembly

Article No. (21)

Formation of General Assembly

The general assembly consists of all founding and working members whose membership completed ninety days at least and fulfilled their obligations under this regulation.

Article No. (22)

1. The general assembly meetings shall be convened by the call of the chairman or any of the working members authorized by the board of directors. Such call shall explain the place, time and agenda of the meeting, and to be sent by any of the methods ensuring that each member has received the call. It may be evidenced by the following:
 - Registered mail with acknowledgement of receipt.
 - Delivery by hand, provided that the member shall sign the receipt in its national ID number.
 - Any of the electronic methods (e-mail- WhatsApp group established by the association for the members- text messages- association Facebook page).

The board of directors shall be responsible for determining the method used for calling for a general assembly meeting, provided that it shall ensure that all members aware thereof.

2. A copy of the papers presented to the general assembly shall be sent to the administrative body within fifteen days at least before convening the meeting. The administrative body shall appoint a representative for attending the meeting on its behalf.

3. The general assembly may hear other issues not contained in the agenda under absolute majority approval of all attending members.

Article No. (23)

1. The general assembly meeting shall be convened in the association head office or any other place as determined in the letter of the call.
2. The general assembly meeting may be convened via modern and electronic communication techniques, provided that it shall be evidenced. The board of directors shall bear full legal responsibility for evidencing the convention of the ordinary general assembly and extraordinary general assembly, accounting the attendance ratio and validity of decisions together with attaching an electronic copy on a CD or any modern method similar to it.

Article No. (24)

The general assembly shall call for convening an ordinary meeting once per year at least during the four months following the end of the association financial year for approving the following:

1. Balance sheet and closing account.
2. Board of directors decision on the works of the year as well as the auditor report.
3. Draft of estimated budget of the following year of the closing account.
4. Election of the board members instead of other members whose membership has been terminated or expired.
5. Appointment of an auditor and determination of its remuneration.
6. Other issues that may be included in the agenda as the board of directors deems appropriate.

It may hear other issues under the absolute majority approval of total attending members. The general assembly may be called for an ordinary meeting, as necessary.

Article No. (25)

The general assembly may be called for extraordinary meetings for hearing the following:

1. Amend the association's articles of association.
2. Dissolve the association, appoint one or more liquidators from an approved accounting office and determine the period of liquidation and the liquidator remuneration.
3. Merge the association into another one or accept the merger of another association into it.
4. Remove all the board members or part thereof.
5. The issues as the board of directors deems necessary for calling the extraordinary general assembly.

It may hear other issues under the absolute majority approval of total attending members.

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Article No. (26)

Quorum for Convening General Assembly

The ordinary and extraordinary general assembly meetings shall be valid if attended by 50% of members who have the right to attend it. In case the quorum is not fulfilled, the meeting shall be postponed to another time that may be convened within one hour at least from the date of the first meeting.

In this case, the convention shall be valid if they attended the meeting by themselves (without any agencies or representation) of 10% at least of members who have the right to attend it or twenty members, whichever is less. This ratio shall be increased to 40% of working members for the extraordinary general assembly in case the association is dissolved or merged into another association.

Article No. (27)

A general assembly member may delegate in writing another member to represent it in attending meetings as per the following:

- A. Delegation under a power of attorney.
- B. Delegation under a power of attorney signed by the agent and principal as well as the official in charge of calling for the general assembly meeting, and to be stamped with the association seal within one day before the date of the meeting.

A member may not represent more than one member.

Article No. (28)

A general assembly member may not participate in voting in case it has a personal interest in the presented decision, except the election of the association bodies.

Article No. (29)

1. The ordinary general assembly decisions shall be issued by absolute majority (half+1) of the members attending the meeting.
2. The extraordinary general assembly decisions shall be issued by absolute majority (half+1) of the association members attending the meeting, and such ratio shall be increased to (two thirds of members attending the meeting) in relation to the decisions issued in the following issues:
 - Dissolution or merger of the association into another one.
 - Removal of all the board members or part thereof.



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- Amendment of the association's articles of association.
- Sale of the association assets or assignment of the same to another association.

Article No. (30)

The general assembly decisions shall be registered in the general assembly minutes record, and to be signed by the chairman and the general secretary.

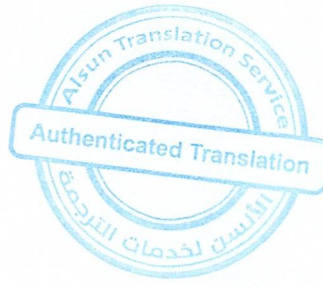
Second: Board of Directors

Article No. (31)

1. The board of directors consists of (15) members appointed by the general assembly among its members. The seats of the board of directors shall be divided as follows:
 - ✓ (4) of software companies, provided that 2 of them shall be of great or medium companies.
 - ✓ (2) of material products companies.
 - ✓ (2) of outsourcing companies.
 - ✓ (2) of integrated systems companies.
 - ✓ (2) of telecommunications and its services companies.
 - ✓ (1) of services providers.
 - ✓ (2) of small, micro and emerging companies.
2. The board of directors membership tenure shall be four years, and the board of directors shall take the procedures necessary for calling for a general assembly meeting for electing a new board of directors within sixty working days at least before the end of its term. The door for elections candidacy shall be opened for a period of two weeks at least.
3. Upon convention of the first meeting, the board of directors shall elect the body of the office (chairman- its representative- treasurer- general secretary).
4. A board member may not hold any of the positions of the body of the office for more than (4) years at the same position.
5. In case foreigners who have legal residency in Egypt have participated in the association or the board of directors membership, their ratio shall not exceed 25% of the number of members.
6. The chairmen of regional associations who have entered into cooperation agreements in the framework of the support agreement with Information Technology Industry Development Agency or their representatives shall be called for attending the board of directors meetings, and they are not entitled to vote therein.
7. The board of directors may call the officials, in particular chairmen of committees formed by the board of directors for attending the meetings, and they are not entitled to vote therein.



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Article No. (32)

Candidacy Conditions

The candidates of the board of directors membership shall fulfil the following:

1. It shall have all its civil and political rights, and no final judgement of criminal or freedom-restricting penalty in a misdemeanor prejudicial to honor or trustworthiness is issued, unless it is rehabilitated.
2. It shall not be included in the terrorists lists.
3. Its membership has completed two years in full.

Article No. (33)

Candidacy Procedures

The board of directors shall call the general assembly for a meeting for electing a new board of directors before the end of its term. The door for board of directors membership candidacy shall be opened for a period of seven days at least under a call provided to all working members, and it shall be announced in an obvious and opened place at the head office of the association. The board of directors shall present a list of the candidates at the day following closing the door for candidacy in an obvious and opened place at the head office of the association, and to notify the administrative body within seven days following closing the door for candidacy and within sixty days before the date of elections for electing new members instead of the members whose membership has been expired. In addition, it shall not prevent the members whose membership has been expired from candidacy for such elections. The administrative body may remove any candidate who does not fulfil the candidacy conditions within fifteen days following the presentation of the list. In case it is not evidenced that the removed member has assigned candidacy within fifteen days from the date of notifying the association of removal, the administrative body shall issue a decision thereon.

Article No. (34)

The membership and operation of the board of directors and the association may not be combined with its activities and projects with consideration.

Article No. (35)

A board member may not receive any amounts in consideration of attending the meetings (illegible).

Article No. 36

The chairman of the association board of directors shall appear before courts and third party. The board of directors shall develop necessary policies for managing the association affairs, and it shall



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have all authorities, except the matters that require obtaining the approval of the general assembly thereon such as the following:

- Leasing the assets of the association for more than three years.
- Selling, mortgaging or arranging rights in kind or otherwise of the association property or borrowing against delivery.

Article No. (37)

Board of Directors Convention Procedures

1. Taking into consideration that the board of directors may be convened virtually via internet by any of the modern electronic methods, provided that it may be evidenced, the board of directors shall be convened once every three months at least under a call provided by the chairman of the board of directors to its members explaining the place and time of the meeting as well as the agenda.
2. In case the board of directors is desirous to amend the bodies of the association or the organizing regulations, it shall be expressly included in the agenda sent to the board members. These items may not be discussed under arising works item.
3. The call shall be provided by any of the methods where the notification of each member may be evidenced including the following:
 - Registered letters with acknowledgement of receipt.
 - Delivery by hand and the member's signature of receipt and with its national ID number.Any of the electronic methods (e-mail- WhatsApp group formed by the association for the members- text messages- association Facebook page).
4. The board of directors meeting shall not be valid, unless it is attended by majority members and the attendance sheet is signed.
5. The board of directors decisions shall be issued under the absolute majority approval of attending members. In the event of a tie, the chairman will cast the deciding vote.
6. In case a member is absent for more than half the meetings convened during a year, it shall be deemed as resigned and to be notified thereof by a registered letter with acknowledgement of receipt.

Article No. (38)

1. In case the seat of a member is vacant, the board of directors shall use the individuals who received the highest number of votes in the last elections made by the general assembly and following the elected members for occupancy of the vacant seat for completion of the current board of directors term.
2. On the occupancy of a vacant seat, the sector representation of the board of directors formation shall be considered in accordance with the provisions of Article No. (31). In case a member whose membership is expired has been chosen by acclamation, the necessary procedures shall be taken for electing its substitute at the first following meeting of the general assembly.



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3. In case the number of the board of directors members is insufficient for valid convention, a temporary board of directors shall be appointed for managing the association affairs, and it shall have full powers of the board of directors for a term of one year in accordance with the provisions of Article No. (44) of Law.

Article No. (39)

The board of directors shall appoint a director for the association other than its members, and the appointment decision shall identify its management works as well as its remuneration in accordance with the provisions of Article No. (40) of Law.

Article No. (40)

Board of Directors Authorities

The board of directors shall have the authorities necessary for managing the association affairs. Particularly, it shall have the following authorities:

1. Election of chairman of the board of directors and its representative as well as the treasurer and general secretary (secretary) of the association.
2. Adoption of internal regulations and the functional code of conduct.
3. Formation of committees as it deems necessary for proper functioning and determination of its competencies, provided that each committee shall be headed by any of the board members.
4. Approval of the association organizational structure.
5. Approval of the service and productive projects necessary for achieving the association purposes as proposed by the association committees or the executive body.
6. Approval of the establishment of exhibits, parties, charity markets, sports matches, authorized donations campaigns and other activities necessary for supporting the association financial resources.
7. Adoption of contracts and agreements entered into by the association.
8. Determination of the value of the outstanding loans for using it in terms of daily and regular expenses.
9. Adoption of the closing account of the ended financial year, the draft of the budget for the new year and the annual report including the information on the association activity, its financial situation and the new projects that shall be implemented in the following year.
10. Call the ordinary and extraordinary general assembly for meeting and follow-up the implementation of its decisions.
11. Discussion of the auditor's report and preparation of necessary replies to its comments which have been presented to the general assembly.



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12. Discussion of the comments of the competent administrative body and preparation of necessary replies to it and work on avoiding it in case it has contained any violations in contrary to the provisions of Law, its executive regulation or the association articles of association.
13. Adoption of the association internal regulation, implementation of required periodical amendments for ensuring proper functioning of the association, notification of the competent administrative bodies of these amendments and compliance with the same without presenting the internal regulation to the general assembly any more.

Article No. (41)

Executive Committee

1. The board of directors may authorize all its competencies or part thereof to an executive committee headed by the chairman and the membership of the following individuals:
 - ↳ Deputy chairman.
 - ↳ General secretary.
 - ↳ Treasurer.
 - ↳ One member elected by the board of directors from among its members.
2. The executive committee shall meet once at least every two months for reviewing the association business situation within its competencies. The meeting shall be valid if it is attended by three members at least, and the committee decisions shall be registered in a special record. These decisions shall be presented to the board of directors on a timely manner.
3. The competencies of the executive committee shall be as follows:
 - ↳ Adoption of financial acts within the limits determined by the board of directors.
 - ↳ Adoption of annual inventory records.
 - ↳ Revision of the confidential financial report submitted by the executive director.
 - ↳ Study of the executive policies of new projects.
 - ↳ Study of the draft of the association planning budget before presenting it to the board of directors.
 - ↳ Study of the auditor report and reply to the comments therein before presenting it to the board of directors.
 - ↳ Adoption of other committees decisions before presenting it to the board of directors.
 - ↳ Issuance of necessary decisions in all issues presented to it, except the issues that require presentation to the board of directors.
 - ↳ Follow-up the current activity of the association by quarterly reports which are submitted by the executive director.
 - ↳ Presentation of the committee decisions to the board of directors for approval where the authorization decision requires presentation to it.



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Article No. (42)

Chairman Competencies

The chairman of the board of directors shall have the following competencies:

1. Chairmanship of the general assembly and the board of directors meetings as well as the internal committees, and it has the right to call it for meeting.
2. Representation of the association and act on its behalf before administrative and judicial bodies against third party.
3. Adoption of the agenda of the board of directors meetings and monitor the implementation of its decisions.
4. Signature on behalf of the association in terms of all contracts and agreements approved by the board of directors together with noting the conditions where the general assembly shall approve.
5. Signature with (general secretary) secretary in relation to the board of directors and general assembly meetings minutes.
6. Signature of all cheques as a second signature as well as the securities with the treasurer or any person authorized by the board of directors in accordance with the provisions of Article No. (32) of Law.
7. Adjudication of urgent issues presented by the executive director, which may not be postponed till convening the executive committee or the board of directors meeting, provided that these issues and the decisions related thereto shall be presented to the board of directors at the first meeting. In the absence of the chairman, its deputy or any person authorized by the board of directors shall act on its behalf, and it shall have full competencies of the chairman.
8. The chairman is the spokesman of the association on communicating with various readable, audio and visual mass media, and no member of the board of directors may make statements to mass media in its capacity. The chairman shall authorize any person as it deems appropriate for communicating with the mass media on specific subjects upon obtaining the approval of the competent administrative bodies.

Article No. (43)

The general secretary shall have the following competencies:

1. Preparation of the board of directors agenda, call the members for meeting, act as the meeting secretary, develop the meeting minutes and decisions and present it to the board of directors at the following meeting for approval.
2. Supervision on the membership record and the records of the board of directors and general assembly meetings minutes and sign the same along with the chairman or its deputy.
3. Follow-up the implementation of the board of directors decisions.
4. Development of the annual report on the association activity and submit the same to the board of directors upon presenting it to the executive committee.
5. Preparation of the general assembly agenda.



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6. Notification of the administrative body of the board of directors or general assembly decisions pursuant to the provisions of the executive regulation.
7. Implementation of the association obligations in relation to conducting the board of directors membership elections.
8. Supervision on all administrative works and employees affairs and keep all the association papers and records at its head office.
9. Examination of the Accountability State Authority and the administrative body comments in terms of administrative and social aspects, prepare necessary replies to it with a view to present this subject in full to the executive committee and the board of directors for replying to these bodies within one month from the date of notification.

Other competencies entrusted to it by the board of directors.

Article No. (44)

The treasurer shall have the following competencies:

The treasurer shall be responsible for all the association financial affairs pursuant to the system prepared by the auditor and approved by the board of directors. Particularly, it shall have the following competencies:

1. Overall supervision on the association resources and expenses, monitor the issuance of receipts for all revenues, receive and deposit the same with the bank on a timely manner, control or record all revenues and expenses right away in the specific books. It shall be responsible for organizing and supervising the financial and inventory works and presenting its comments and briefs to the board of directors.
2. Supervision on annual inventory and provision of a report of the inventory results to the executive committee and the board of directors.
3. Adoption of the disbursement of all legally determined amounts and maintain the documents supporting the validity of disbursement together with adopting and maintaining it.
4. Revision of financial documents or records of the association before and after disbursement together with adopting and maintaining it.
5. Implementation of the board of directors and the executive committee decisions in relation to the financial transactions, provided that it shall be in conformity with the balance sheet items.
6. Signature along with the chairman or its representative in relation to the cheques as a first signature or their authorized signatories among the board members in accordance with the provisions of Article No. (32) of Law.
7. Approval of the disbursement of temporary loans within the limits determined by the board of directors for using it in the necessary and urgent circumstances, which may not be postponed till presenting it to the board of directors, provided that these expenses shall be approved at its first meeting.

8. Preparation of the revenues and expenses account as well as the balance sheet with a view to review it by the auditor in order to develop its final report thereon and present it in full to the board of directors.
9. Participation with the general secretary in developing the budget draft of the coming year, and present it to the board of directors within fifteen days at least before submitting it to the general assembly.

Examination of the Accountability State Authority and the administrative body comments in terms of the financial aspects, prepare necessary replies to it with a view to present this subject in full to the board of directors for replying to these bodies within one month from the date of notification.

Article No. (45)

The association shall appoint an auditor among the auditors recorded in the auditors table in case its total annual revenues or expenses exceeds one hundred thousand Egyptian pounds.

The auditor shall have the following competencies:

1. Examination of the association books, records and documents at any time, and it is entitled to request data and explanations as it deems necessary for carrying out its functions. It shall determine the association assets and liabilities, and the board of directors shall allow it to carry out all these matters.
2. In case it is not permitted to carry out its functions, it shall evidence this issue in a registered report that shall be submitted to the board of directors for taking necessary procedures in this regard. In case the board of directors does not take necessary procedures to carry out its functions, the auditor shall provide the administrative body with a copy of the report.
In all cases, the board of directors shall present the auditor report as well as the decisions taken by the board of directors to the general assembly.
3. The auditor shall develop a financial system for ensuring proper functioning of the association.
4. Supervision on the inventory of the treasury and the trusts accounts at the end of the financial year of the association, and to provide the board of directors with the report of the results.
5. Submission of a report on the closing account and the balance sheet to the board of directors within one month at least before the date of convening the general assembly, and to be accompanied by a report therefrom containing its comments on the closing account and the balance sheet. It shall attend the general assembly meeting, provide its report on the association works and express its point of view on all issues related to its work as the auditor of the association.
6. In case the auditor fails to perform its obligations, the board of directors shall call the ordinary general assembly for meeting and to attach a report of the board of directors to the call for the meeting for discussing it and taking appropriate decision in this regard.

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Fifth Chapter

Article No. (46)

In case the board of directors finds that the association has become unable to fulfil its objectives, it may call the extraordinary general assembly for meeting, provided that the call shall be attached by a report in this regard for discussing it by the extraordinary general assembly for issuing the decision as it deems appropriate, whether by dissolving the association or merging it into another association.

In case the extraordinary general assembly decides to dissolve the association, it shall issue a decision, provided that the decision of dissolution shall include the appointment of one or more liquidators from the approved accounting offices together with determining the liquidator remuneration and notifying the administrative body (which shall write off the association records) thereof.

In case the extraordinary general assembly decides to merge the association into another one, it shall notify the administrative body thereof for issuance of a decision upon receiving the approval of the association where it shall be merged.

It shall consider the provisions of National Labor Organization Law promulgated by Law No. 149 of 2019 and its Executive Regulation.

Date of issue: //

General Secretary
Mr. Assem Wahby
//signature found//

Chairman
Dr. Hazem Al-Tahawy
//signature found//

//seal of EITESAL for Information Technology and Communication Association sound//

//seal of Ministry of Social Solidarity, Social Affairs Sector, General Administration for Federations and Corporations, 51492, found//

//The association has been regularized in accordance the provisions of Law No. 149 of 2019//

// The association has been regularized on 01/11/2021//

//unified number on the electronic system: 21991030001494//

//certified as a true copy//