

## **Articles of Association of the Syrian British Consortium**

### **Article 1: Name and Headquarters**

- 1) Name of the Organisation: The Syrian British Consortium (SBC).
- 2) Headquarters: London, United Kingdom.

### **Article 2: The Organisation's Objectives**

- 1) To amplify the voice of Syrians residing in the United Kingdom and British nationals who support a democratic Syria where all citizens enjoy equal rights.
- 2) To collaborate with relevant partners and institutions to communicate the vision of the Syrian community in the UK to the British Government and Parliament.
- 3) To contribute to the shaping of UK policy on Syria in support of a participatory democratic system that reflects the aspirations of the Syrian people.
- 4) To support the empowerment of Syrian communities in the UK in terms of knowledge, legal awareness, and political engagement.
- 5) To promote and uphold universal values of democracy and human rights.

### **Article 3: Membership**

#### **1) Membership Criteria:**

1. Must be at least 18 years of age.
2. At least one parent must be of Syrian or Syrian Palestinian origin.
3. Must reside in the United Kingdom or maintain a close connection to the UK as determined by SBC's Board members.
4. Must believe in the organisation's objectives and sign the related declarations regarding its core principles.
5. Must not have been linked to or supportive of the former Syrian Assad regime, nor known to have defended it.

## **2) Membership Responsibilities:**

1. Members are required to pay an annual fee of £100 or £10 per month. The fee becomes due at the beginning of the calendar year. New members will pay a prorated amount corresponding to the remaining months of the year.
2. The Board of Directors may, at its discretion, reduce or waive the membership fee for any new or existing member, provided that the member submits a written request explaining the reasons for such request. The Board of Directors' right to do so shall be clear within the membership application form.

## **3) Membership Rights:**

1. Members may participate in all organisational activities.
2. Members may attend General Assembly meetings if all dues have been paid.
3. Only members who have maintained membership for at least six months and fulfilled all financial obligations have the right to participate in the election of the Board of Directors, either by standing as a candidate or by voting. This is subject to the terms and policies governing Board elections and membership.
4. Members may propose, help plan, implement, and evaluate events and activities in coordination with relevant members and bodies within the organisation.

## **4) Membership is Terminated in Case of:**

1. Voluntary withdrawal via written notice (email) to the Board.
2. Loss of membership eligibility.
3. Non-payment of dues: either failure to pay the annual fee by the end of April (annual plan) or missing four consecutive monthly payments (monthly plan).
4. The Board may decide to expel a member if there are justified reasons including a clear violation of SBC's policies or UK law, and this action must be approved by a majority vote.
5. Members are not entitled to refunds of any paid fees under any circumstances.

## **Article 4: General Assembly**

- 1) The General Assembly comprises all members in good standing who have confirmed continued membership and paid their annual subscription fees.

- 2) The Assembly holds an Annual General Meeting (AGM), which may be held in person, online, or in a hybrid format, as determined by the Board of Directors.
- 3) During the AGM, financial and administrative reports shall be discussed and approved, the Board of Directors shall be elected upon the expiration of its term, and any other matters deemed appropriate by the members may be discussed and voted upon.
- 4) Extraordinary meetings of the General Assembly may be convened upon the request of six members of the Board of Directors or one-third of the members of the General Assembly.
- 5) The quorum for the General Assembly meeting shall be the attendance of 30% of the members, either in person or online.
- 6) If the quorum is not met, the meeting shall proceed as scheduled without conducting any voting or elections, and without approving the financial or administrative reports.
- 7) Voting and election procedures shall be completed online within a period not exceeding 30 days from the date of the meeting at which a quorum was not met. Voting shall be considered valid if at least 20% of the members of the General Assembly participate. If the vote fails, it shall be repeated and shall then be considered valid regardless of the number of participants.

## **Article 5: Board of Directors**

### **1) Board Membership:**

1. The Board of Directors consists of nine members elected from the General Assembly.
2. Members are elected for a two-year term during a General Assembly meeting, announced three months in advance by the Election Committee.
3. To ensure continuity, five new members are elected every cycle, while four existing members remain.
4. The sitting Board of Directors shall elect four members to continue their service on the subsequent Board, while the remaining members shall have the opportunity to seek re-election through the General Assembly. No member may be reappointed by the Board for more than two consecutive terms; however, members may continue to seek re-election through the General Assembly.



5. The sitting Board forms an Election Committee of three individuals, selected from the Board, General Assembly, or relevant external experts. The Committee handles candidacy applications, verifies eligibility, manages elections, and addresses disputes. Committee members may not run for Board seats.
6. Any member wishing to run for the Board of Directors must submit a candidacy application to the Election Committee, including personal details, reasons for candidacy, an electoral programme, and a strategic vision for the SBC's work.
7. The Election Committee accepts eligible candidates and shares their information with the General Assembly at least one week before the election meeting.
8. Elections may be conducted in person during a General Assembly meeting through direct and secret ballot voting. Votes shall be counted publicly by the Election Committee during the same meeting, and the candidates receiving the highest number of votes shall be declared elected. Elections may also be conducted electronically outside General Assembly meetings under the same conditions. The Board of Directors shall determine the method of conducting elections.
9. Members may submit appeals to the Election committee within two days of the election results. The Committee must respond and take appropriate action.
10. The Board elects the Chair, Vice Chair, Secretary-General, and Treasurer during its first meeting through nominations and voting. The candidate with the most votes shall be elected, regardless of the number of votes. If there is only one candidate, they shall be elected unopposed.
11. The term of the Chair, Vice Chair, and Secretary General lasts until the end of the electoral cycle, regardless of the start date. They may seek re-election for subsequent terms. However, the Chair may not serve more than two consecutive full terms and may not run again until three full electoral cycles have passed since their last term.
12. A Board member may be removed upon a request by two members and agreement by six others. The member in question shall not participate in the vote.
13. If a seat on the Board of Directors becomes vacant, the Board shall open nominations to fill the vacancy and restore the number of Board members to nine within one month, unless the vacancy occurs less than two months prior to the opening of nominations for the regular Board elections, in which case the vacancy can be filled through the regular Board election process.

## **2) Board Members' Responsibilities:**

1. To oversee the strategic and financial planning of the organisation, manage its affairs, and implement its activities, taking into consideration all recommendations issued by the General Assembly.
2. To attend and contribute to regular Board meetings, which are held approximately every two months, or to any extraordinary meeting requested by at least three Board members, unless absence is due to a valid excuse.
3. To contribute to the organisation's vision and mission.
4. To appoint the Executive Director and determine their salary.
5. To maintain communication with the UK Syrian community to relay its messages to decision-makers in a manner consistent with the organisation's vision and objectives.
6. To promote the organisation's activities and encourage public involvement and support.
7. To review financial reports and assist in making sound fiscal decisions.
8. To regularly solicit financial donations in support of the organisation.
9. To represent the organisation at external events when required.
10. To maintain the confidentiality of all information accessed through Board duties.
11. To perform voluntary work for several hours per month.
12. Members of the Board of Directors shall not be entitled to claim any financial compensation for their service as Board members. They may, however, request reimbursement for reasonable expenses incurred while performing specific tasks, such as transportation or accommodation costs, subject to prior approval by the Chair of the Board. The Chair shall not be required to obtain prior approval.
13. Members of the Board of Directors shall act at all times with integrity, in good faith, and in the best interests of the organisation.
14. Members of the Board of Directors shall clearly disclose any actual or potential conflicts of interest, whether personal or institutional, both upon nomination for Board membership and when participating in any decision that may give rise to a conflict of interest.

### **3) Decision-Making Procedures:**

1. The preferred method for decision-making within the Board is by consensus, following a thorough and constructive discussion of the matter at hand.
2. No decision may be put to a vote during a meeting unless a quorum of two-thirds of the Board members (6 out of 9) is present. Votes conducted through digital communication tools are always considered valid.
3. Board decisions are made by a simple majority (51%) of those voting, excluding abstentions. For example, a decision can pass with a single affirmative vote if all others abstain. An exception applies in the case of a motion to remove a Board member, which requires the approval of six Board members.

### **4) Board Approval Requirements for the Executive Team:**

1. The Board participates in formulating the overall policies of the Consortium and does not interfere in the routine operational details managed by the Executive Team.
2. The Board's approval must be obtained for the following matters:
  1. Accepting substantial financial assistance from individuals, institutions, or governments (excluding project funding).
  2. Joining networks and alliances within the organisation's field of work.
  3. The overarching framework for political matters pertaining to Syria, including the development of general guidelines for relations with various governmental entities and the states concerned with Syrian affairs.
3. The Executive Team is encouraged to consult the Board on significant or sensitive decisions, that might be considered risky or that could potentially affect the organisation's operations or reputation, even if such matters are not explicitly listed above.

## **Article 6: Financial Resources**

- 1) The organisation's resources consist of:
  1. Membership dues.
  2. Legally permissible donations and grants.
  3. Implemented projects that align with its objectives.
  4. Other sources approved by the Board.
- 2) All funds are deposited in an official bank account.

- 3) No funds shall be disbursed except pursuant to a resolution of the Board of Directors or by an individual duly authorised by the Board of Directors to approve financial disbursements.
- 4) The organisation shall adhere to the principles of transparency and accountability in all financial matters by accurately documenting revenues and expenditures, preparing periodic financial reports, and making them available to authorised parties in accordance with applicable regulations. The organisation shall also disclose, upon request by authorised parties, any financial obligations or material contractual commitments, and shall ensure that all financial operations are subject to internal and external oversight and auditing, thereby promoting integrity and preventing conflicts of interest or misuse of resources.

#### **Article 7: Amendment of the Articles of Association**

1. No provision of these Articles of Association may be amended except by a decision voted on by the General Assembly.
2. Amendments may be proposed upon a recommendation from the Board of Directors or upon a written request submitted by no fewer than twenty (20) members of the General Assembly.
3. The Board of Directors shall notify members of the General Assembly of proposed amendments at least two weeks prior to the AGM or electronic voting date.
4. Adoption of an amendment shall require the approval of two-thirds of General Assembly members present at a legally convened meeting with quorum, or two-thirds of all eligible General Assembly members via electronic voting.
5. Approved amendments shall enter into force as of the date of their adoption, unless otherwise expressly stated.

#### **Article 8: Dissolution**

- 1) A proposal to dissolve the organisation shall be submitted to a vote of the General Assembly if it is signed by seven members of the Board of Directors or by one-third of the members of the General Assembly who have been registered as members for a minimum of two years.



- 2) A decision to dissolve the organisation shall be adopted if approved by 70% of the members of the General Assembly who have been registered as members for a minimum of two years.
- 3) Following a decision to dissolve the organisation, the General Assembly shall vote on the disposition of the organisation's assets, which shall be handled in accordance with the decision of the General Assembly by majority vote and in compliance with applicable laws.