



الجامعة العربية المفتوحة  
Arab Open University

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## **The Arab Open University Graduates Club and Council Bylaws**

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**Approved by AOU University Council No. 63**

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**Introduction:**

Communication and augmenting links with the graduates of the Arab Open University is pinned as one of the strategic objectives of the University’s Fourth Strategic Development Plan (2017-

2022) which emphasized “the opening of communication channels with its graduates and enhancing their role in developing it.”

Based on this goal, the AOU prepared the current bylaws for the foundation of a University Graduates Club that will be represented by a council composed of representatives of all university graduates of all branches. It is no secret that augmenting communication and relations with AOU graduates has several positive aspects for the University and its graduates that achieve noble aims for both parties the most significant of which are:

- Allowing graduates to partake in improving the image of the university, and to disseminate its educational message in the establishments and communities in which they are employed, as well as offering different forms of material and moral support for the University. Moreover, such step ensures feedback to the AOU from its graduates concerning the development of teaching curricula, of aspects of practical training and employment of graduates.
- The University provides for its graduates continuing education opportunities, in the form of developmental workshops, or in the form of higher education programmes. Moreover, they shall be offered options to represent the University in communicating with private and public establishments aimed at supporting its different activities. The University shall also invite its graduates to attend graduation celebrations and take part in its academic, sport and cultural activities.

Undoubtedly, the use of modern communication technology to support links between the University and its graduates on the one hand, and to reinforce relations between the graduates of different branches on the other hand, shall have many different effects on Arab communities and on the University and its graduates who are the object of its pride and to whom the University extends best wishes of further success and distinction in their diverse jobs and activities.

#### **Article (1): Title**

The current bylaws shall bear the title of “The Arab Open University Graduates Club and Council Bylaws”.

#### **Article (2): Definitions**

The following words and expressions shall have the meanings specified hereunder:

<b>University</b>	The Arab Open University (AOU)
<b>Branch</b>	An AOU branch
<b>President</b>	AOU President
<b>Rector</b>	The Rector of a Branch in the country hosting it
<b>Bylaws</b>	AOU Graduates Club and Council Bylaws
<b>Club</b>	AOU Graduates Club in a particular branch/country
<b>Graduates Council</b>	AOU Graduates Council based at HQ and composed of heads of Graduates Clubs in the branches

<b>General Assembly</b>	The graduates of a certain branch registered as active members in the Club in accordance with these bylaws
<b>Administrative Board</b>	Persons chosen according to the current bylaws to run the Graduates Club in an AOU branch
<b>Chairman</b>	Head of the Administrative Board
<b>Deputy Chairman</b>	Deputy Chairman of the Club
<b>Secretary</b>	Club Secretary
<b>Treasurer</b>	The Club Treasurer
<b>Culture and Training Committees Secretary</b>	Coordinator of a Club's Culture and Training Committees
<b>Community Development Committees Secretary</b>	Coordinator of a Club's Social, Volunteer and Sports Committees
<b>Communication and Support Committees Secretary</b>	Coordinator of a Club's funding attraction and material and in-kind support committees
<b>Graduates Bureau at HQ</b>	A Bureau which is in charge of following up the activities undertaken by the Graduates Clubs in the AOU branches, and which undertakes the secretarial functions of AOU's Graduates Council

## **Establishment of the Graduates Club and its Aims**

### **Article (3): Establishment of AOU Graduates Clubs**

A Graduates Club is established in each branch of the Arab Open University named "Arab Open University Graduates Club - name of the country". The decision to establish this club ought to be approved by the respective branch's University Council and must be issued by the concerned Rector.

### **Article (4): Goals of AOU Graduates Clubs**

In line with the articles of these Bylaws and in compliance with the laws of the hosting country, each Graduate Club shall seek to achieve the following goals under the supervision of the Branch Graduates Committee:

- Build and develop a constant relationship between the University and its graduates through the varied activities undertaken by the club.
- Support the role played by the graduates in achieving excellent accomplishments and in presenting a variety of services to their community.
- Provide a cultural and social centre and an environment that provides excellent vocational development for University graduates.

- Build a spirit of donation to the University by its graduates and motivate them to take part in the activities that support its development and augment its role in communicating with the local society and its job market.
- Inform the local community of the University and its message and of the services provided by its various departments, as well as enhance AOU's positive image in the minds of the people and the information media.
- Organize and hold cultural, academic, social, sportive, artistic and voluntary activities aiming to develop the ties between the University and the Arab communities.
- Benefit from the graduates and their expertise in developing the University.
- Achieve continuous growth of graduates' skills and experience via organizing workshops and training courses in collaboration with the Continuous Education Centre and units of Community Service at AOU.
- Helping gradating students understand the requirements of the job market through communication with them and organizing visits and field activities to prospective workplaces, and organize training courses which develop the skills required by the job market in collaboration with the Continuing Education Centre and the Community Service Units at AOU.
- Solicit funds and invite different types of material and moral support for the University and for its development projects.

#### **Article (5): Membership**

Club membership is open to:

1. AOU graduates.
2. Students expected to graduate after one semester at most
3. Honorary AOU graduates.
4. Whoever is granted honorary membership by the AOU.

#### **Article (6): End of Membership**

Membership is ended in the following cases:

- By resignation
- By a decision issued by the Administrative Board.
- By Demise

#### **Article (7): Disciplinary Action**

The Administrative Board may take the following procedures by a simple majority against any member who acts against local legislations of the country where the branch is located and against these bylaws, its annexes and its amendments, as well as all persons who contravene the decisions adopted by the General Assembly, the Administrative Board or anyone who contradicts University rules of good conduct:

- A written letter of warning sent to the offending member.

- Restrict the right of the member to participate in some or all of the club's activities.
- Freeze his/her club membership, voting/election right for a period considered suitable by the Administrative Board.
- Final dismissal from the club. This measure requires approval by the General Assembly in its first meeting following the dismissal decision, if the dismissed person is an honorary member.

#### **Article (8): Restoration of Membership**

Any person whose membership had been terminated has the right to apply for the reinstatement of membership by applying in writing presented to the club secretary. The

Administrative Board shall decide on this matter.

#### **The General Assembly**

#### **Article (9): The General Assembly Composition and Meetings**

- A. All active club members are members of the General Assembly.
- B. Any person can apply for membership of the Administrative Board and can vote unless a decision is issued by the Administrative Board preventing him/her from doing so.
- C. The General Assembly meets normally once every year to discuss the financial and administrative report prepared by the club's Administrative Board. The meeting must be held not later than two months following the end of the fiscal year. However, an extraordinary meeting can be held any time in accordance with the articles of the current bylaws.
- D. The General Assembly is called for a regular meeting by the Administrative Board in writing containing its agenda and sent to all members at least 14 days before the date of the meeting. The meeting shall be headed by the chairman of the club's Administrative Board.
- E. The General Assembly's annual meeting shall be held in quorum if the majority of its registered members attend this meeting (50% + 1 at least). If the number of the attendees is less, it shall be deferred for one week. The new meeting shall be held irrespective of the number of the present members, even if some members of the General Assembly or the Administrative Board withdrew from it.

#### **Article (10): General Assembly Terms of Reference**

The General Assembly shall discuss the following topics and approve them, reject them, or amend them:

- The annual report prepared by the Administrative Board about its work in the previous year.

- The Administrative Board' plans for the forthcoming year.
- The annual closing accounts of the club and the report of the Auditor.
- Quittance of members of Administrative Board concerning the decisions, transactions, and actions done in the previous year
- Approval of the following year's budget proposal.
- Choosing members of the Administrative Board for the upcoming year in accordance with the current bylaws.
- AOB

#### **Article (11): Emergency General Assembly**

- A. The Administrative Board may call the General Assembly for emergency meetings if need be in which case, General Assembly members ought to be informed well in advance. The invitation must be coupled with the meeting agenda. Quorum is met as noted in Article 9, paragraph (e) above. If the quorum is not met, the meeting shall be deferred for 14 days and the new meeting shall be held irrespective of the number of the present members.
- B. The General Assembly's decisions are carried by the majority of the present members. The following decisions and recommendation, however, require a two-thirds majority.
  - A recommendation to disband the club issued by the University Council in an AOU Branch.
  - A recommendation to amend the current bylaws issued by the University Council in an AOU Branch.
  - A decision to lay off one or more members of the Administrative Board.

#### **Article (12): Special Provisions Concerning the Ordinary General Assembly**

- A. Meetings of the Ordinary General Assembly shall be attended by the Branch Rector or whoever he/she deputizes, in addition to the head of the Financial Affairs Department, the Chartered Accountant, and the Legal Consultant if any, as well as the members of the AOU Branch's Graduates Committee who can give their opinions but are exempted from voting.
- B. If the Administrative Board fails to call for a General Assembly meeting for any reason, the Branch Rector can do so in the capacity he/she feels fit for the circumstances prevailing at that time. In this case, he is entitled to nominate any member of the Administrative Board to head the meeting.
- C. The major decisions adopted by the General Assembly shall be announced in any capacity through the official website of the relevant Branch.

#### **AOU Branch Graduates Committee**



### **Article (13): Formation of AOU Branch Graduates Committee**

- A. The AOU Branch Graduates Committee is the committee which calls on the Branch graduates to form and declare a Graduates Club and help in its activities.
- B. The Branch Rector forms the Graduates Committee as follows:

Assistant Rector for Academic Affairs as	chairman
A teaching staff member of an academic programme by rotation as	member
Head of Admission and Registration Department as	member
Student Affairs Officer as	member
Quality Assurance Officer as	member

- C. The Branch Rector forms the Graduates Committee at the start of each academic year and it continues its activities in accordance with the Graduates Club's bylaws until a decision to reconstruct it is issued.
- D. The following are the tasks of the Graduates Committee:
- Establish the Graduates Club in an AOU branch. The said Committee nominates a number that should not exceed 50 distinguished graduates who are invited to a meeting to form a temporary Constituent Committee for the Club. The meeting is headed by the Rector or the person deputized by him/her and attended by the members of the above-mentioned Graduates Committee. Quorum is obtained if at least 15 of the invited graduates attend the meeting.
  - Attend and take active part in the meetings of the General Assembly of the Graduates Club
  - Receive applications for electing members of the Graduates Club Administrative Board, as well as supervising the elections.

### **The Administrative Board**

#### **Article (14): Administrative Board Structure**

The Administrative Board is composed of seven members chosen in accordance with the articles of the present bylaws. They shall occupy the following positions:

- Chairman of the Administrative Board
- Deputy Chairman of the Administrative Board
- Administrative Board Secretary

- Administrative Board Treasurer
- Secretary of the Culture and Training Committees
- Secretary of the Communication and Support Committees

#### **Article (15): Election of the Administrative Board Members**

- A. Members of the Administrative Board are elected according to the present Bylaws. Board members ought to meet the conditions set for nomination, election and voting.
- B. Nominations shall be open fifteen days before election date. The elections are held during the General Assembly's annual meeting under the supervision of the Branch's Graduates Committee and two other members chosen by the General Assembly. The applicants must send their applications to the Branch's Graduates Committee.
- C. In the case of equal votes, the election is repeated in the same meeting. If the same is repeated a draw takes place under the supervision of the Branch's Graduates Committee and General Assembly representatives selected as noted above in cases of equal votes of persons for candidates exceeding the required seven members of the Administrative Board.
- D. If the number of candidates is less than seven, the Graduates Committee members and the representatives of the General Assembly shall nominate the remaining members to complete the required number under the condition that the nominated persons meet the membership and voting conditions required for the vacant posts.
- E. The Administrative Board shall elect, amongst their members, their Chairman, Deputy Chairman, the secretary, the Treasurer, and the Secretaries of club committees by secret balloting, or by any other method they see fit.
- F. The Administrative Board shall remain in office for one fiscal year. However, in case some or all of them assume their duties within the fiscal year, they shall continue to occupy their position until the end of the fiscal year. They shall also continue to do their work until a decision by the General Assembly is issued to this effect.

#### **Article (16): Terms of Reference of the Administrative Board**

The Administrative Board shoulders the task of seeking to achieve the goals and aims of the Graduates Club in accordance with the present bylaws. It shall also undertake the responsibility of following up the club's administrative, financial, sportive, social, cultural and artistic affairs including:

- Implementation of the General Assembly's resolutions;
- Issue instructions and decisions necessary for the functioning of the Club including supervising the formation of the Club's various committees.
- Review membership applications and nominate honorary members.

- Study cases of sending warning or dismissal notices to members and adopt suitable decisions against those who flout the provisions of the present bylaws.
- Study applications for the restoration of membership.
- Cooperate with the Branch's Graduates Committee in matters related to membership affairs, different activities and to General Assembly meetings.
- Organize General Assembly meetings in any capacity.
- Adopt resolutions concerning all aspects of financial matters, in line with the present bylaws and with the University's current fiscal bylaws and instructions.
- Prepare the annual administrative report that shows all aspects of the Club's various activities to be shown to the General Assembly.
- Prepare the annual fiscal report of the club, as well as the final accounts of the ending year, in addition to the following year's budget to be reviewed by the auditors and the General Assembly.

#### **Article (17): Provisions Concerning the Administrative Board**

- A. In case one or more seats of the General Assembly is vacated for any reason, the vacancy shall be filled by the candidates who has lost the vote beginning with the person with highest votes downwards until all vacancies are filled in. The candidate should have been a club member since the previous elections. Moreover, no disciplinary action ought to have been taken against him/her by the Administrative Board or by any other AOU office. The Branch Graduates Committee shall supervise such selections of vacancy replacements from the aforementioned category.
- B. In case no candidate is found to fill in the vacancy mentioned above, an emergency meeting of the General Assembly can be held to elect person(s) who would fill in the Administrative Board vacancies.
- C. If the emergency meeting of the General Assembly could not be held for any reason such as the proximity of the end of the fiscal year, the Branch Graduates Committee shall name persons who fill in the vacancies temporarily until the next elections are held.
- D. The Administrative Board shall meet at least once a month to deal with issues related to the running of the club and adopt necessary decisions thereof.
- E. The Administrative Board shall issue its decisions by a majority vote. If the votes are equal, the chairperson of the Administrative Board shall have a casting vote.
- F. Administrative Board members shall be considered resigned if they fail to attend three consecutive meetings or five interrupted meetings within six months without reasonable justifications.

#### **Article (18): Responsibilities of Administrative Board Members**

### **First: Responsibilities of Administrative Board Chairman**

A. The Chairman of the Administrative Board has the following responsibilities:

- Represent the Club to AOU bodies and official establishments in the country hosting the University branch.
- Supervise all of the Club's activities and works.
- Sign contracts and commitments, after obtaining acceptance by the General Assembly and the Rector.
- Call for meetings of the Administrative Board and the General Assembly's regular and emergency meetings and chair these meetings.
- Sign fiscal documents in accordance with these bylaws.
- Assume membership of the Arab Open University Graduates Council at HQ.
- Coordinate with the above-mentioned AOU Graduates Council and with Graduate Clubs in other University branches.
- Coordinate with the Rector of the AOU branch hosting the Club.

B. In the absence of the Administrative Board Chairman, his Deputy shall act on his behalf.

C. The Administrative Board Chairman may delegate some of his powers to his deputy or he may cancel this delegation, on the condition that this shall be done in writing and in public.

### **Second: Responsibilities of Administrative Board Deputy Chairman**

The Deputy Chairman of the Administrative Board has the following responsibilities:

- Deputize for the AD Chainman in his absence.
- Exercise the powers delegated to him by the AD Chainman.
- Coordinate with Club Committee Secretaries in the aim of supporting and enhancing their activities.
- Supervise the writing of reports sent to the Administrative Board.
- Act on behalf of the Club's secretary in his absence.

### **Third: Responsibilities of the Cub Secretary**

The Cub's Secretary does the following:

- Write the minutes of the Administrative Board and the General Assembly meetings.
- Organize and save the Club's records.
- Do the work assigned by the Administrative Board.

- Supervise the work of the Club's employees and workers, as well as its administrative affairs.
- Act as treasurer in his absence.

#### **Fourth: Responsibilities of the Club Treasurer**

The Club Treasurer undertakes the following responsibilities:

- Prepare the annual budget of the ending year and the draft budget for the next year and present them to the Administrative Board for discussion and approval before they are presented to the General Assembly.
- Sign financial documents including disbursement orders and payment receipts together with the Administrative Board chairman according to the present bylaws.
- Keep financial books and documents pertinent to the Club in its branch quarters to be viewed by relevant sides.
- Receive sums coming to the Club according to what is customary, and issuing receipts taped up with the Club's seal and signed by the recipient.
- Deposit all sums addressed to the Club in its bank account in keeping with the current bylaws.
- Keeping a cash advance in agreement with the Administrative Board chairman and with the branch Rector, in order to pay for miscellaneous items needed for the Club.

#### **Fifth: Responsibilities of the Culture and Training Committees Secretary**

The Culture and Training Committees Secretary has the following tasks:

- Supervise the forming of the Culture and Training Committees and determining their goals in agreement with the current bylaws and with the Club establishment aims.
- Participate in the making of action plans for the Culture and Training Committees and estimating the budgets they need, as well as determining the finance and support resources, in addition to following up the activities they undertake to achieve the Club's objectives.
- Coordinate the work of the Culture and Training Committees, in order to eschew duplication of the two committees' activities and of their scheduling.
- Ensure correct handling of committee revenues, in collaboration with the Club treasurer and the Administrative Board chairman in compliance with the acts of these bylaws.
- Present a report each semester about the work of the Culture and Training Committees, in addition to the annual report of their activities to the Club's Administrative Board.

#### **Sixth: Responsibilities of the Community Development Committees Secretary**

The Community Development Committees Secretary undertakes the following tasks:

- Supervise the formation of the Club's various social, volunteering, and sports committees

- Participate in drafting the work plans of the different development committees that aim at developing the community and at determining the finance and support resources, as well as follow up their activities seeking to achieve the aims of the Club.
- Coordinate the work of different community development committees to be tabulated in a way that achieves maximum benefit.
- Make sure that committees' income is properly handled. This ought to be done in collaboration with the Club's treasurer and the Chairman of the Administrative Board, in accordance with the articles of these bylaws.
- Present reports each semester and an annual report about the work done by the various community development committees and their activities to the Club's Administrative Board.

### **Seventh: Responsibilities of the Communication and Support Committees Secretary**

The Secretary of the Communication and Support Committees undertakes the following tasks:

- Supervise the forming of the Attract Funding and in-Kind (non-cash) Support Committees at the Club.
- Participate in preparing work plans for the communication and support committees and for determining financing, support and sustenance expenses, as well as following up their activities in the aim of achieving the Club's projected objectives.
- Coordinate the activities of the various communication and support committees in the aim of enhancing their objectives and achieve their required ends.
- Make sure that committees' income is properly handled in collaboration with the Club's treasurer and the Chairman of the Administrative Board, in accordance with the articles of these bylaws.

## **The Club's Financial Affairs**

### **Article (19): Club Income**

- A. The Club's income consists of donations of its members and others, in addition to revenues of its various activities, as well as any other types of income from the University or any other side(s) approved by the Club's Administrative Board and the University's administration, with an audit report submitted to the University's Headquarters.
- B. The funds of the club are the property of the University. They cannot be spent in full or in part except in accordance with the provisions of the statute of the club, its annexes and its amendments.
- C. All the monetary revenues of the Club shall be deposited in the bank recognized by the University's administration.

### **Article (20): The Club's Expenditure**

- A. Spending is done through cheques issued in the name of the Club – by the accredited University bank branch and approved by the Administrative Board members and the respective University branch administration in accordance with the University's adopted financial procedures.
- B. The persons authorized to sign all documents of all cash and disbursement orders are the following:
  - The Administrative Board Chairman
  - The cashier
- C. A copy of all documents is sent to the financial Affairs Department at the relevant AOU branch via the Rector of the branch to take the necessary measure including expenditure of cash and cheques.

### **Article (21): Club's Records and Reports/fiscal year**

- A. All financial records, books and securities are kept by the Administrative Board at its Club offices in accordance with recognized accounting principles.
- B. The Club's cashier keeps a cash advance determined by the Administrative Board Chairman, in collaboration with the branch Rector, with an indication of the aspects and limits of disposal. A copy of the audit report shall be sent to HQ.
- C. The Administrative Board shall submit a periodic financial report, in addition to a detailed annual financial report that contains final accounts, the general budget of the ending fiscal year. The estimated budget of the following year for the University branch administration, the General Assembly of the Club shall also be submitted in not later than 30 days after the end of the fiscal year.
- D. The University's fiscal year shall coincide with the fiscal year of the Club.
- E. Under the supervision of the Rector, the Financial Affairs Department at the branch shall audit the Club's accounts in a period not exceeding 30 days following the receipt of any financial report from the Club. Its report shall be submitted to HQ.

### **The Graduates Council**

### **Article (22): The AOU Graduates Council**

- A.** The AOU Graduates Council shall comprise the Chairpersons of the Administrative Boards of the Graduates Clubs in AOU branches. The AOU President issues the decision of forming this council in accordance with the current bylaws.
- B.** The AOU Graduates Council shall be structured as follows:
  - The Chairman
  - The Deputy Chairman
  - The Secretary
  - Council members
- C.** Formation takes place within the principle of rotation among AOU branches and at the discretion of the AOU President.

### **Article (23): The AOU Graduates Council Tasks**

- A.** The AOU Graduates Council is the supreme board which represents all AOU branches' graduates to the University's administration, the University Council, and the Board of Trustees.
- B.** This council coordinates the activities of all Graduates Clubs in the different AOU branches in a manner that seeks to achieve their best feasibility results.
- C.** The AOU Graduates Council shall represent the University's graduates in AOU celebrations, occasions, and general activities. It shall also represent the University's graduates in regional and international forums.
- D.** The AOU Graduates Council shall meet annually at the University's HQ or through videoconferencing. Its chairperson and members may be invited to attend the meeting of the University Council by rotation.

### **Article (24): The AOU Alumni Board**

- A.** The AOU Headquarters shall host the Alumni Board. It undertakes the secretarial tasks of the Graduates Council.
- B.** This Board shall coordinate the activities of all graduates clubs and their events under the supervision of its chairperson or whoever deputizes for him/her.
- C.** The Alumni Board shall follow up the activities of the Graduates Clubs in AOU branches through the periodic reports received from the branches and through communication with the Graduates Council.

### **Article (25): The Graduates Council's Financial Affairs**

- A.** The activities of the Alumni Board and its events are financed by its allocations in the HQ budget, by the revenues of its activities and by gifts and donations received and approved by the AOU President.
- B.** The revenues of the Alumni Board shall be placed in a separate bank account known to the Finance Department at Headquarters. Disbursements shall be made through the



- aforementioned department based on the disbursement permissions approved by the Chairman of the Graduates Council and its Secretary, or whoever deputizes for them.
- C. The Council shall present a financial report about its revenues and expenses during the fiscal year not later than 30 days following the end of the University's fiscal year.
  - D. The Council's revenues and expenses shall be subject to scrutiny, as applicable to the University's administration.

#### **Article (26): The Graduates Council: Special Provisions**

- A. Membership of the Graduates Council shall last one calendar year starting after the completion of the formation of branch Clubs' Administrative Boards and ends as soon as new Administrative Boards are formed.
- B. If a member of the Graduates Council loses his position as Chairman of the Administrative Board of the Graduates Club in his/her branch then he/she automatically loses the membership of the Graduates Council. He shall be replaced by the new Chairman of the Graduates Club in his country's branch.
- C. If it was not possible to form the Graduates Council in whole or in part, the Graduates Board shall recommend a number of graduates from whom the University President will chose the suitable number to fill in the vacancies or to form the whole Board at his own discretion. The council shall be a temporary one lasting until obstacles are removed for the formation of the Council as described in phrase "A" of Article (22) of the current bylaws.
- D. The council's decisions are made by the majority of votes. If these votes are equal, its chairperson shall have a casting vote.
- E. The Alumni Board shall call for the meetings of the Graduates Council by sending the addenda as directed by its chairperson. It shall also take the meeting minutes and follow up the implementation of its decisions.
- F. All the decisions adopted by the Alumni Board ought to be in line with the provisions of these bylaws.

#### **Article (27): Solving Disputes**

If there were any disputes in the implementation of the current bylaws, the matter ought to be brought to the attention of the branch Rector to be discussed at the branch council for adopting an appropriate action. If opinions clash in interpreting the regulations, the issue shall be brought to the attention of the University Council whose decision shall be final and binding to all sides, and it is not permissible to resort to any judicial body except with the consent on the University Council.

#### **Article (28): General Provisions**

- A. The current bylaws shall annul all previous bylaws named “The Arab Open University Graduates Club and Council Bylaws.”
- B. AOU Rectors are responsible for the implementation of the provisions issued under these regulations.
- C. Any regulations issued by the designated authorities in the university country shall apply to these bylaws and shall be considered as advisory and applied flexibly according to the circumstances of the country and the university in the country concerned.
- D. The University Council shall deal with all matters not stipulated in these bylaws.