

CHAPTER XI INDEMNIFICATION

To the full extent permitted by law, the Association will indemnify any and all of its officers, Board of Directors, and committee members for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Association. The Association may purchase and maintain insurance on behalf of any or all officers, Board of Directors, or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Association would have the power to indemnify them against such liability under the provisions of this bylaws.

CHAPTER XII ETHICS AND CONFLICTS OF INTEREST

Members of the Association are expected to exhibit high ethical and moral standards. Each officer of the association, and member of the Board of Directors, recognizes he or she has an affirmative duty to avoid conflicts of interest that may occur during their tenure:

A) Any duality of financial interest or possible direct or indirect conflict of interest on the part of any member of the Board of Directors shall be disclosed to all other members. Members can join any other associations and take officers role provided the members of the GAED association are only notified.

B) Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, by whom, the abstention from voting and the quorum situation.

C) The Association shall not enter into any agreement with a member of the Board of Directors for goods, services, or facilities. Such prohibition shall extend to the family of any member, to any firm owned or controlled by any member, and/or any member of his or her immediate family.

CHAPTER XIII AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the voting members present at the annual meeting of the Association, provided that written notice of the proposed change or changes has been mailed to each voting member at least thirty (30) days before the date of the meeting.

CHAPTER XIV DISSOLUTION

Upon dissolution of this Association, its assets (after payment of all debt and other liabilities) shall be distributed to such nonprofit corporations or other organization recognized as tax-exempt pursuant to rules and regulations of Dubai Chamber for non- for-profit organizations, provided that any such corporation or organization is devoted to medical research, scientific or other purposes related to the practice of endocrinology, and is designated as a recipient of such assets by a majority of the Board of Directors of the Association holding office at the time of the dissolution.