

6 September 2015

Dear GOPAC Member,

I hope this note finds you well. As you may know, GOPAC's constitution was adopted at our inaugural Global Conference in 2002, and has not been amended since then. However, a great deal has changed over the last thirteen years: our organization has expanded to include many new strong regional and national chapters; it has grown into a recognised global leader in the anti-corruption community; and it now operates in a very different regulatory environment.

Recently, Canada enacted a new Act (see <http://gop.ac/1hPbDHI>) that requires every not-for-profit organization registered in the country—including GOPAC—to amend its Constitution and By-Laws in accordance with the law's provisions.

As a result, the Board undertook a review of the GOPAC Constitution and By-Laws to strengthen our governance framework, ensure that our structure reflects our values of integrity and accountability, and ensure our continued legal compliance. The proposal was assessed by an independent legal counsel, and we were advised that it meets the requirements of the new law.

GOPAC's rules stipulate that any proposed changes to the Constitution and By-Laws must be communicated to our members at least one month before the start of the Global Conference at which the proposals will be presented for a vote. A two-thirds majority in the vote by the members will be required for the new Constitution and By-Laws to be adopted.

I am, therefore, submitting the enclosed proposal to you on behalf of the Board, for your consideration, along with our existing constitution.

If you have any questions, please feel free to speak with your regional representatives on the Board, or to contact Ms. Emilie Lemieux, GOPAC's Chief Operating Officer at Emilie.lemieux@gopacnetwork.org. We very much look forward to seeing you at the Global Conference in Indonesia in October and encourage you to register at <http://ksap.dpr.go.id/gopac2015> if you have not done so already.

Yours sincerely,

Akaash Maharaj
Chief Executive Officer
GOPAC



GLOBAL ORGANIZATION OF PARLIAMENTARIANS AGAINST CORRUPTION
ORGANISATION MONDIALE DES PARLEMENTAIRES CONTRE LA CORRUPTION
ORGANIZACIÓN MUNDIAL DE PARLAMENTARIOS CONTRA LA CORRUPCIÓN
المنظمة العالمية للبرلمانيين ضد الفساد

CONSTITUTION

Proposal for presentation to the membership in Yogyakarta, Indonesia
on 8 October 2015

GLOBAL ORGANIZATION OF PARLIAMENTARIANS AGAINST CORRUPTION

CONSTITUTION AND BY-LAWS

THE PREAMBLE

We, the members of the Global Organization of Parliamentarians Against Corruption (GOPAC), assembled on 16 October 2002, at the Inaugural Conference in Ottawa, Canada:

- RECOGNISING: The supremacy of parliament as the institution to whom a government is answerable and accountable.
- AWARE: That corruption poses a grave danger to the wellbeing of all people and to the development of their societies.
- ALARMED: That corruption diverts scarce resources from basic human needs and destroys confidence in the integrity of our institutions.
- CONCERNED: That it is essential that we develop healthy, balanced relations between the state, civil society and the marketplace and that parliaments be strengthened as effective institutions of accountability in approving the policies and actions of governments.
- ACKNOWLEDGING: That corruption can best be controlled by strengthening systems of accountability, transparency and public participation in the governance process.
- REALISING: The great value of parliamentarians coming together to create a proactive strategy, to share information, experience and lessons learned, and to develop initiatives to strengthen parliaments in the fight against corruption.
- REITERATING: Our commitment to strengthen society and uphold transparency and accountability by:
- Building the commitment and capacity of parliaments to exercise accountability with particular relation to financial matters.
 - Sharing information, lessons learned and best practices.
 - Undertaking projects to reduce corruption and promote good governance.
 - Cooperating with International Financial Institutions (IFI's) and Organizations in civil society with shared objectives.
 - Recognizing that the rule of law is paramount in the development of a healthy, free and productive society.

Do hereby resolve to form the Global Organization for Parliamentarians Against Corruption as an international institution for strengthening the effectiveness of Parliaments and Parliamentarians in the fight against corruption.

1. NAME

- 1.1. The name of the Organization shall be Global Organization of Parliamentarians Against Corruption (GOPAC), established under the laws of Canada.

2. REGISTERED OFFICE

- 2.1. The first registered office of GOPAC shall be in Ottawa, Ontario.
- 2.2. The registered office shall serve as its Global Secretariat.
- 2.3. The city of any subsequent registered office shall be as approved by the membership at an Annual General Meeting or extra-ordinary general meeting.

3. NATURE AND OBJECTS OF THE ORGANIZATION

- 3.1. GOPAC is a non-profit international organization with the main aim of bringing together parliamentarians and other persons with similar commitments to combat corruption and promote transparency and accountability, and ensure high standards of integrity in government and public transactions.
- 3.2. The objects for which GOPAC is established are:
 - 3.2.1. To develop, maintain and promote a network of Regional and National Chapters for the establishment of standards of conduct designed to promote transparency, accountability and good governance.
 - 3.2.2. To promote the rule of law and the accountability of state institutions.
 - 3.2.3. To develop capacity in Parliaments and Parliamentarians to supervise the activities of their governments and other public institutions thereby making them more accountable.
 - 3.2.4. To foster and facilitate the exchange of information and knowledge about the nature and character of corruption and the danger it poses to communities, countries and society at large.
 - 3.2.5. To share information on lessons learned and best practices in anti-corruption measures.
 - 3.2.6. To encourage Parliaments and Parliamentarians to develop and enact legislation that promotes good governance, transparency and accountability.
 - 3.2.7. To promote measures aimed at dealing effectively with corruption and to raise general awareness on the issue of corruption at all levels of society.
 - 3.2.8. To build the capacity and commitment of Parliamentarians and policy makers on the existence, nature and ways of combating corruption.
 - 3.2.9. To advocate for the inclusion of anti-corruption measures in all government programs and to work for the improvement of the capacities of national and regional institutions to deal effectively with corruption.
 - 3.2.10. To work with national and regional bodies in the mobilization of resources for anti-corruption programs, including:

- 3.2.10.1.1. Supporting the activities of Regional and National Chapters.
- 3.2.10.1.2. Information sharing through the use of websites, e-mail and other services.
- 3.2.10.1.3. Sponsoring anti-corruption workshops at regional and international level and supporting such workshops at the national level.
- 3.2.10.1.4. Sponsoring a major international conference against corruption ordinarily every two years.
- 3.2.10.1.5. Liaising, cooperating and collaborating with international organizations, parliamentary institutions, civil society, and other organizations on all matters aimed at improving governance, transparency and accountability.
- 3.2.10.1.6. Conducting research and disseminating information on best practices.
- 3.2.10.1.7. Promoting the causes of members in furtherance of the aims and objectives of GOPAC.

3.2.11. To do all other things as are incidental or conducive to supporting and promoting the realisation of any of these objects, including the capacity to raise money from public or private sources (national, regional or international).

4. MEMBERSHIP

- 4.1. The Organization will consist of three (3) classes of membership. The use of the term “member” throughout the constitution shall, unless otherwise defined, refer to all classes of membership.
- 4.2. Membership shall be available, upon payment of subscription fees, to **Regional Chapters**, meeting the requirements for Regional Chapters defined in the Constitution, and approved by the Board.
 - 4.2.1. Each Regional Chapter shall elect up to two (2) representatives to the Board.
 - 4.2.2. Each Regional Chapter shall have ten (10) votes at the Annual General Meeting.
- 4.3. Membership shall be available, upon payment of subscription fees, to **Regional Chapters in Formation**, meeting the requirements for Regional Chapters in Formation defined in the Constitution, and approved by the Board.
 - 4.3.1. Each Regional Chapter in Formation shall elect one (1) representative to the Board.
 - 4.3.2. Each Regional Chapter in Formation shall have two (2) votes at the Annual General Meeting.
- 4.4. Membership shall be available, upon payment of subscription fees, to **National Chapters in regions where a Regional Chapter has yet to be established**, meeting the requirements for such National Chapters defined in the Constitution, and approved by the Board.
 - 4.4.1. Each National Chapter in a region where a Regional Chapter has yet to be established shall have one (1) vote at the Annual General Meeting.

5. HONOURS AND GUESTS

- 5.1. Individuals who exhibit demonstrable commitment to the aims and objects of GOPAC may be awarded the status of **Honorary Associate**. Nominations for Honorary Associates must be supported by a Regional Chapter, a Regional Chapter in Formation, a National Chapter in regions where a Regional Chapter has yet to be established, or the Executive Committee and approved by the Board. The Board may assign an expiration date to Honorary Associate status.
- 5.2. Institutions, donors, NGOs, and other organizations that support or pursue similar objectives as GOPAC or provide funding for its activities may be awarded the status of **Observer**. Observer status must be approved by the Board.
- 5.3. Honorary Associates and Observers are not members of the Organization and do not have any voting rights.

6. SUBSCRIPTIONS

- 6.1. A member shall pay an annual subscription fee to GOPAC.
- 6.2. The annual subscription fee is to be determined by the Board and shall cover from January 1 to December 31 of each year. The Board has the authority to set the subscription fee at \$0 if it so wishes.

7. TERMINATION OF MEMBERSHIP

- 7.1. Membership may be suspended or terminated by resolution of the Board when:
 - 7.1.1. A member fails to fulfil its respective qualifications for membership as defined in this constitution.
 - 7.1.2. A member is two years in arrears of subscription payment.
 - 7.1.3. A member is in breach of the code of conduct or has violated any provisions from the articles, constitution and by-laws, or written rules of the Organization.
 - 7.1.4. The Organization is dissolved.
- 7.2. In the event that the Board determines that a member should be expelled or suspended from the Organization, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
 - 7.2.1. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
 - 7.2.2. In the event that no written submissions are received by the Chair, or such other officer as may be designated by the Board, he or she may proceed to notify the member that the member is suspended or expelled from membership in the Organization.
 - 7.2.3. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

- 7.2.4. The Board's decision shall be final and binding on the member, without any further right of appeal.
- 7.3. Membership may be terminated by a member by providing written notice to the Chair, in which case such termination shall be effective on the date specified in the notice.
- 7.4. Upon any termination of membership, the rights of the member automatically cease to exist.
- 7.5. Cessation of membership shall not relieve the member from the responsibility of paying a subscription or any other money due from that member to GOPAC at the time of the cessation and no refund shall be made of any subscription which may have been already paid by the member.
- 7.6. The Board shall receive and evaluate any appeals regarding treatment of individuals or organizations by members, including decisions regarding an individual or organization's status within the respective member organization. Any decision by the Board shall be final and binding on the member, without any further right of appeal.

8. REGIONAL CHAPTERS

- 8.1. Regional Chapters shall be within the geographical boundaries approved by the Board.
- 8.2. A Regional Chapter must meet the following criteria:
- 8.2.1. A Regional Chapter shall contain a minimum of two National Chapters.
- 8.2.2. A Regional Chapter must operate in a democratic and transparent manner and shall seek to bring together parliamentarians who are committed to working against corruption.
- 8.2.3. A Regional Chapter shall be self-governing, autonomous and organised as a non-profit and NGO. It must have a legal and administrative structure appropriate to the country in which it is situated.
- 8.2.4. A Regional Chapter shall have the capacity to raise funds and it shall be financially self-sufficient. It shall pay a subscription to GOPAC as determined by 6.2.
- 8.2.5. A Regional Chapter shall be non-partisan and shall be open to National Chapters provided that no effort is made within any National Chapter to exclude persons on the basis of colour, gender, religious or political persuasion.
- 8.2.6. A Regional Chapter shall elect a governing board comprised of a Chair, a Vice Chair and a Secretary / Treasurer at a general meeting.
- 8.2.7. A Regional Chapter shall have a regional secretariat to control finances and facilitate communication and be in charge of the day-to-day work of the Regional Chapter.
- 8.2.8. A Regional Chapter shall have a constitution that shall not depart from the aims and objectives or be inconsistent with GOPAC's constitution.
- 8.3. A Regional Chapter shall present a request to join the Organization, documenting its fulfillment of the above criteria, to the Board for approval.
- 8.4. A Regional Chapter shall prescribe the terms and conditions for individual affiliation of National Chapters to the Regional Chapter, within the following restriction:

- 8.4.1. Membership and any voting rights in a Regional Chapter shall be restricted to National Chapters.
- 8.4.2. Membership and any voting rights in a National Chapter may be conferred to no one other than serving parliamentarians, former parliamentarians, or individuals elected to parliament but denied the right to take their seats in parliament.
- 8.5. A Regional Chapter shall be responsible for approving applications from National Chapters to its Regional Chapter.
- 8.6. In its fight against corruption, a Regional Chapter shall develop a regional strategy, monitor regional developments and encourage the emergence of a broad alliance against corruption.
- 8.7. A Regional Chapter shall provide the Global Secretariat with the following:
 - 8.7.1. A copy of its constitution and any amendments made thereafter;
 - 8.7.2. The list of its National Chapters and any amendments made thereafter;
 - 8.7.3. The membership forms of parliamentarians within its National Chapters including their role within the National Chapter, and the contact details of any other individual or organization recognised as an associate or observer of its Regional Chapter.

9. REGIONAL CHAPTERS IN FORMATION

- 9.1. Regional Chapters in Formation shall meet the following criteria:
 - 9.1.1. A Regional Chapter in Formation shall contain a minimum of two National Chapters.
 - 9.1.2. A Regional Chapter in Formation shall be non-partisan and shall be open to National Chapters provided that no effort is made within any National Chapter to exclude persons on the basis of colour, gender, religious or political persuasion.
 - 9.1.3. A Regional Chapter in Formation shall be able to demonstrate that it is making genuine efforts to build towards meeting the criteria for Regional Chapters.
- 9.2. A Regional Chapter in Formation shall present a request to join the Organization, documenting its fulfillment of the above criteria, to the Board for approval.

10. NATIONAL CHAPTERS IN REGIONS WHERE A REGIONAL CHAPTER HAS YET TO BE ESTABLISHED

- 10.1. A National Chapter shall meet the following criteria:
 - 10.1.1. A National Chapter shall consist of a minimum of five (5) parliamentarians total drawn from both government and opposition parties.
 - 10.1.2. A National Chapter shall be non-partisan and shall not discriminate on the basis of colour, gender, religious or political persuasion.
 - 10.1.3. A National Chapter shall operate in a democratic and transparent manner, and elect an Executive Committee comprised of a Chair, Vice-Chair, and Secretary / Treasurer.

- 10.1.4. A National Chapter shall adopt a constitution that shall not depart from the aims and objectives or be inconsistent with GOPAC's Constitution.
- 10.2. A National Chapter shall prescribe the terms and conditions for membership within its National Chapter, within the following restrictions:
 - 10.2.1. Membership and any voting rights in a National Chapter may be conferred to no one other than serving parliamentarians, former parliamentarians, or individuals elected to parliament but denied the right to take their seats in parliament..
 - 10.2.2. Once a National Chapter joins a Regional Chapter, it must adhere to the Regional Chapter's terms and conditions for membership.
- 10.3. A National Chapter shall develop and implement a national strategy to address national anti-corruption priorities. It shall seek funding to support its activities.
- 10.4. A National Chapter shall be responsible for approving individual parliamentarians' membership applications to the National Chapter.
- 10.5. A National Chapter shall undertake efforts to form a Regional Chapter and support the launch of National Chapters in the region.
- 10.6. A National Chapter, to the extent possible, shall develop a support structure including a national secretariat for the effective and efficient performance of its functions.
- 10.7. A National Chapter shall provide the Global Secretariat with the following:
 - 10.7.1. A copy of its constitution and any amendments made thereafter;
 - 10.7.2. The membership forms of parliamentarians within its National Chapters including their role within the National Chapter, and the contact details of any other individual or organization recognised as an associate or observer to its National Chapter.
- 10.8. Once a Regional Chapter is formed, the responsibilities of the National Chapters listed in article 10.7 will be the responsibilities of the Regional Chapter.

11. CODE OF CONDUCT

- 11.1. Members shall behave and conduct their affairs in a manner consistent with the values that GOPAC promotes and defends, as well as strive to uphold the integrity of those values.
- 11.2. The Board shall create a code of conduct for all parliamentarians within chapters, Honorary Associates and Observers, to be enforced by members and the Board.
 - 11.2.1. A breach of this code of conduct by a parliamentarian may result in suspension or termination of the parliamentarian's affiliation to their National Chapter, Regional Chapter and the Organization, at the sole discretion of the GOPAC Board.
 - 11.2.2. A breach of this code of conduct by an Honorary Associate or Observer may result in suspension or termination of their status by the Board.

- 11.3. Members shall perform due diligence when considering applications from parliamentarians and prospective affiliates to its respective chapter.
- 11.3.1. Individuals who have been found culpable by a tribunal of competent jurisdiction for acts of corruption, breach of trust or abuse of public office, shall not be affiliated to a chapter unless the chapter is satisfied that such conviction was without merit.
- 11.3.2. Individuals who are under criminal indictment or subject of unresolved proceedings related to an accusation of corruption by a competent body shall not be affiliated to a chapter unless the chapter is satisfied that such proceedings are without merit.
- 11.3.3. Individuals who have breached the code of conduct or who risk bringing the Organization or its mandate into disrepute shall not be affiliated to a chapter.
- 11.4. Members shall terminate the membership of any parliamentarian or the status of an associate within its respective chapter who:
- 11.4.1. Has been found culpable by a tribunal of competent jurisdiction for acts of corruption, breach of trust or abuse of public office, unless the chapter is satisfied that such conviction was without merit.
- 11.4.2. Is under criminal indictment or subject of unresolved proceedings related to an accusation of corruption by a competent body, unless the chapter is satisfied that such proceedings are without merit.
- 11.4.3. Has breached the code of conduct or risks bringing the Organization or its mandate into disrepute.
- 11.5. The Board shall perform due diligence when considering applications from prospective Honorary Associates and Observers.
- 11.5.1. Individuals who have been found culpable by a tribunal of competent jurisdiction for acts of corruption, breach of trust or abuse of public office, shall not be awarded Honorary Associate status unless the Board is satisfied that such conviction was without merit.
- 11.5.2. Individuals who are under criminal indictment or subject of unresolved proceedings related to an accusation of corruption by a competent body shall not be awarded Honorary Associate status unless the Board is satisfied that such proceedings are without merit.
- 11.5.3. Individuals or organizations who have breached the code of conduct or who risk bringing the Organization or its mandate into disrepute shall not be awarded Honorary Associate or Observer status.
- 11.6. The Board shall terminate the status of an Honorary Associate who:
- 11.6.1. Has been found culpable by a tribunal of competent jurisdiction for acts of corruption, breach of trust or abuse of public office, unless the Board is satisfied that such conviction was without merit.
- 11.6.2. Is under criminal indictment or subject of unresolved proceedings related to an accusation of corruption by a competent body, unless the Board is satisfied that such proceedings are without merit.

11.6.3. Has breached the code of conduct or risks bringing the Organization or its mandate into disrepute.

11.7. The Board shall terminate the status of an Observer that has breached the code of conduct or risks bringing the Organization or its mandate into disrepute.

11.8. A Regional Chapter shall be responsible to ensure that National Chapters within its respective region act in accordance with the code of conduct, evaluate a breach of the code and decide on the appropriate sanction that may be imposed in any given case.

11.9. The Board shall be responsible to ensure that Regional Chapters and National Chapters in regions where a Regional Chapter has yet to be established act in accordance with the code of conduct, evaluate a breach of the code and decide on the appropriate sanction that may be imposed in any given case.

12. ORGANS

12.1. The organs of GOPAC are: the Board of Directors, the Executive Committee, the Audit Committee, the Membership, the General Meeting, the Conference and the Global Secretariat.

13. BOARD OF DIRECTORS

13.1. The Board shall consist of three (3) Directors nominated by the Board of each Regional Chapter and one (1) Director nominated by the Board of each Regional Chapter in Formation and elected by the membership at the Annual General Meeting at the biennial Global Conference. All Directors shall be individuals with full voting rights in their respective National Chapter.

13.1.1. The names of all Directors nominated for the upcoming term will be provided by the Regional Chapters and Regional Chapters in Formation to the Global Secretariat forty-five (45) days before the Annual General Meeting at the biennial Global Conference.

13.1.2. The names of all Directors nominated for the upcoming term will be provided by the Global Secretariat to the membership thirty (30) days before the Annual General Meeting at the biennial Global Conference.

13.1.3. The membership shall elect the Directors of the Board by resolution at the Annual General Meeting at the biennial Global Conference.

13.1.4. The term of office for a Director shall be two (2) years and shall expire at the Annual General Meeting at the next biennial Global Conference.

13.1.5. Directors cannot serve more than two (2) consecutive terms.

13.1.6. In the case of death, absence, resignation or removal of a Director, the Regional Chapter or Regional Chapter in Formation that nominated the member may, in consultation with the Board, nominate a replacement to hold office for the remainder of the Director's term. In the absence of a nomination by the Regional Chapter or Regional Chapter in Formation, the Board may appoint a substitute from among the Board of that Regional Chapter or Regional Chapter in Formation.

13.1.7. A Director can be removed by majority vote of the membership at the Annual General Meeting.

13.2. The Chair of GOPAC, who shall also be the Chair of the Board shall be elected from within the elected Directors by the membership at the Annual General Meeting at the biennial Global Conference.

- 13.2.1. Nominations for the Chair endorsed by a National Chapter and a Regional Chapter will be accepted by the Global Secretariat up to forty-five (45) days in advance of the Annual General Meeting at the biennial Global conference.
 - 13.2.2. Nominations must include a statement of interest of a maximum of one (1) page explaining the nominee's experience and goals for the Organization.
 - 13.2.3. The name and statement of interest from all nominees will be provided by the Global Secretariat to the membership thirty (30) days in advance of the Annual General Meeting at the biennial Global Conference.
 - 13.2.4. In the event that no nominations are received in advance, nominations, from within the elected Directors, will be requested from the floor at the Annual General Meeting at the biennial Global Conference.
 - 13.2.5. The membership shall elect the Chair from the list of nominees by secret ballot at the Annual General Meeting at the biennial Global Conference.
 - 13.2.6. The term of office of the Chair shall be two (2) years and shall expire at the Annual General Meeting at the next biennial Global Conference.
 - 13.2.7. The Chair cannot serve in the same post for more than two (2) terms and at the end of that term, no nominee from the same Regional Chapter can be accepted by the Global Secretariat.
 - 13.2.8. In the case of death, absence, resignation or removal of the Chair, the Board may nominate a replacement to hold office until the next Annual General Meeting. This person will hold the title of "Acting Chair".
 - 13.2.8.1. If this situation occurs prior to the Annual General Meeting taking place in between Global Conferences, an election for the Chair shall take place following the same process described in 13.2 with the vote taking place at the Annual General Meeting.
 - 13.2.8.2. This shall not count as a term towards the Chair's limit of two (2) terms.
- 13.3. The Board shall elect an Executive Committee to hold office between meetings of the Board. The election shall take place at a meeting of the Board following the Annual General Meeting at the biennial Global Conference.
- 13.4. The Board shall hold a meeting at minimum once (1) per year.
- 13.4.1. The Chair shall decide the date and means by which a meeting shall take place. However, if three (3) Directors representing three (3) different regions request a meeting in writing, the Chair shall comply.
 - 13.4.2. Meetings of the Board may take place by electronic means providing all Directors have equal access to participate.
 - 13.4.3. Written notification a meeting of the Board will be provided to all Directors at least two (2) weeks in advance.
 - 13.4.4. The Chair may invite any person whose presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the Board, but such a person shall have no vote.

- 13.4.5. The Board has the power to adopt its own agenda at its meetings.
- 13.4.6. The meetings of the Board shall be chaired by the Chair, but in the absence of the Chair, a Vice-Chair will chair the meeting, and in the absence of both, the Board shall appoint one of its members to chair the meeting.
- 13.4.7. A quorum for the Board shall be one third (1/3) of the Directors with representation from two thirds (2/3) of the Regional Chapters and Regional Chapters in Formation. When calculating the percentage of Directors present to determine quorum, any resulting percentage with decimals shall be rounded down.
- 13.4.8. No person shall act for an absent Director at a meeting of the Board.
- 13.4.9. Decisions are made by majority vote and each Director shall have one vote. In the event of there being no majority the Chair has a casting vote.
- 13.4.10. Minutes will be kept of meetings and must be signed by the Secretary, or in the Secretary's absence, a person designated by the Board.
- 13.5. The Board may appoint any committees or other advisory bodies, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such rules or directions as the Board may provide. Any committee member may be removed by resolution of the Board.
- 13.6. A Director shall not be remunerated for services provided except that the Director shall be eligible to be reimbursed for the expenses incurred in the performance of official duties for the Organization.
- 13.7. Nothing herein contained shall be construed to preclude any Director from serving the Organization in another capacity and receiving compensation therefor.

14. FUNCTIONS OF THE BOARD

- 14.1. The governance of GOPAC shall be vested in the Board, which shall perform such functions as specified in the Act, the Constitution and as mandated by the Annual General Meeting.
- 14.2. The Board shall have authority to decide on any matter that is of importance to GOPAC, as well as the authority to guide the implementation of its decisions in accordance with the aims and objects of the Organization, including to:
 - 14.2.1. Consider and approve reports of the Executive Committee, thereby approving the actions of the Executive Committee in between Board meetings.
 - 14.2.2. Determine the annual subscription to be paid by a member.
 - 14.2.3. Make rules, and consider and approve rules proposed by the Executive Committee for the efficient and effective conduct of business of the Organization and its organs as well as any matters within the power or under the control of the Board except that these shall not be inconsistent with the Constitution and shall comply with the Organization's legal requirements. This shall include:
 - 14.2.3.1. Rules in relation to contributions, donations and gifts to GOPAC.

- 14.2.3.2. Rules in relation to performance and reporting standards for members.
- 14.2.4. Uphold the rules approved by the Board.
- 14.2.5. Consider and approve a strategic plan for adoption at the Annual General Meeting.
- 14.2.6. Consider and approve membership applications from prospective members as well as take decisions on the suspension and/or removal of a member.
- 14.2.7. Consider and approve the Annual Report.
- 14.2.8. Present a recommendation for the appointment of the external auditor at the Annual General Meeting.
- 14.2.9. Consider and approve the Audited Financial Statements for the previous year for adoption at the Annual General Meeting.
- 14.2.10. Consider and approve the budget and operational plan for the ensuing year for adoption at the Annual General Meeting.
- 14.2.11. Raise funds for the activities of the Organization.
- 14.2.12. Consider and make recommendations to the membership at the Annual General Meeting on proposals to amend any of the Articles of Incorporation or Constitution and By-Laws.
- 14.2.13. Call for the organization of the Annual General Meeting and determine the date and means by which it shall take place.
- 14.2.14. Approve the agenda of the Annual General Meeting.
- 14.2.15. Call for the organization of the biennial Global Conference in conjunction with an Annual General Meeting.
- 14.2.16. Approve and present the resolutions and the declaration of the biennial Global Conference to the Annual General Meeting.
- 14.2.17. Ensure that an appropriate balance of power exists within the Board so that no one individual or group of individuals dominates the decision-making process of the Board.

15. BOARD OF DIRECTORS CODE OF CONDUCT

- 15.1. A Director who in any way, whether directly or indirectly, has an interest in a contract, proposed contract or arrangement with GOPAC, shall disclose the nature of his or her interest at the meeting of the Board at which the question is discussed.
- 15.2. A Director who makes a disclosure in respect of Article 15.1 shall recuse himself or herself for the portion of the Board meeting where this question is discussed.
- 15.3. A Director who fails to make a disclosure in respect of Article 15.1 and hence does not recuse himself or herself in the consideration of the matter shall be deemed to have been involved in a conflict of interest and shall be suspended from the Board for a period of not less than two (2) years.

16. EXECUTIVE COMMITTEE

- 16.1. The Executive Committee is the administrative organ of GOPAC.
- 16.2. The Executive Committee shall comprise of a Chair, two (2) Vice Chairs, a Secretary, a Treasurer and two (2) other members.
- 16.3. If the number of Regional Chapters and Regional Chapters in Formation is more than six (6) then a Regional Chapter or Regional Chapter in Formation cannot have more than one (1) member on the Executive Committee.
- 16.4. The Chair of GOPAC shall be the Chair of the Executive Committee.
- 16.5. All Executive Committee members except the Chair shall be elected from the Directors by the Board following the Annual General Meeting at the biennial Global Conference.
- 16.5.1. Nominations for positions on the Executive Committee shall be submitted by Directors to the Global Secretariat thirty (30) days in advance of the Annual General Meeting at the Biennial Global Conference.
- 16.5.2. Nominations must include a statement of interest of a maximum of one (1) page explaining the nominee's position of interest on the committee, his or her experience and goals for the Organization.
- 16.5.3. Nominations shall be provided to the Board by the Global Secretariat fourteen (14) days in advance of the Board meeting where the Executive Committee will be elected.
- 16.5.4. The Board will elect its Executive Committee by secret ballot at a meeting following the Annual General Meeting at the biennial Global Conference.
- 16.5.5. The term of office of a member of the Executive Committee shall be two (2) years and shall expire at the Annual General Meeting at the next biennial Global Conference.
- 16.6. In the case of an interim vacancy on the Executive Committee, other than the Chair, due to cessation of membership, death, loss of elections, suspension or other reasons, the Board shall elect a replacement from current Board members to hold office until the next Annual General Meeting at the next biennial Global Conference, in accordance with article 16.5 at a meeting of the Board.
- 16.6.1. The process described in article 16.5 shall be followed but the vote shall take place at a meeting of the Board on a date determined by the Chair.
- 16.7. The members of the Executive Committee shall be subject to removal by resolution of the Board at any time for cause determined by the Board, by a two thirds (2/3) vote of the Board.
- 16.8. The Executive Committee will meet at minimum twice (2) per year.
- 16.8.1. The Chair shall decide the date and means by which a meeting shall take place. However, if three (3) Executive Committee members representing three (3) different regions request a meeting, the Chair shall comply.
- 16.8.2. Meetings of the Board may take place by electronic means providing all Executive Committee members have equal access to participate.

- 16.8.3. Written notification of such a meeting will be provided to all Executive Committee members at least one (1) week in advance.
- 16.8.4. The Chair may invite any person whose presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the Board, but such a person shall have no vote.
- 16.8.5. The Executive Committee has power to adopt its own agenda at its meetings.
- 16.8.6. The meetings of the Executive Committee shall be chaired by the Chair, but in the absence of the Chair, a Vice-Chair will chair the meeting, and in the absence of both, the Executive Committee shall appoint one of its members to chair the meeting.
- 16.8.7. A quorum for the Executive Committee shall be 60% of its members. When calculating the percentage of members of the Executive Committee present to determine quorum, any resulting percentage with decimals shall be rounded down.
- 16.8.8. No person shall act for an absent Executive Committee member at a meeting of the Executive Committee.
- 16.8.9. Decisions are made by majority vote and each Executive Committee member shall have one vote. In the event of there being no majority the Chair or his substitute has a casting vote.
- 16.8.10. Minutes will be kept of meetings and must be signed by the Secretary, or in the secretary's absence, a person designated by the Board.

17. FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 17.1. The Executive Committee shall be responsible for all matters pertaining to the strategic administration of the Organization, except where a responsibility or task has been expressly vested in another organ. In particular it shall have the following functions:
 - 17.1.1. To inform the Board about its activities through a report by the Chair.
 - 17.1.2. To propose to the Board rules for the efficient and effective conduct of business of the Organization and its organs as well as any matters within the power or under the control of the Board except that these shall not be inconsistent with the Constitution and shall comply with the Organization's legal requirements.
 - 17.1.3. To uphold the rules approved by the Board.
 - 17.1.4. To propose to the Board a strategic plan.
 - 17.1.5. To review applications from prospective members, Honorary Associates and Observers, and to present such requests with a recommendation to the Board.
 - 17.1.6. To review and present the annual report to the Board.
 - 17.1.7. To propose an external auditor to the Board.
 - 17.1.8. To review and present the Audited Financial Statements with a recommendation to the Board.

- 17.1.9. To propose to the Board an annual operational plan and budget.
- 17.1.10. To raise funds for the activities of the Organization.
- 17.1.11. To propose recommendations to the Board on proposals to amend any of the Articles of Incorporation or Constitution and By-Laws.
- 17.1.12. To recommend to the Board the date and means by which the Annual General Meeting will take place.
- 17.1.13. To propose to the Board the agenda of the Annual General Meeting taking into consideration proposals presented by members.
- 17.1.14. To recommend the date and location for the biennial Global Conference to be held in conjunction with an Annual General Meeting.
- 17.1.15. To approve the agenda for the biennial Global Conference or delegate such responsibility to a sub-committee.
- 17.1.16. To recommend the resolutions and the declaration of the biennial Global Conference to the Board.
- 17.1.17. To supervise the management of the Global Secretariat and in particular, ensure the implementation of decisions taken by the membership and the Board.
- 17.1.18. In the absence of the Global Secretariat, to make alternative arrangements for the fulfillment of its responsibilities.
- 17.1.19. To act as the formal communication organ of GOPAC.
- 17.1.20. To facilitate and promote communication between members.
- 17.1.21. To enter into contracts on behalf of GOPAC.
- 17.1.22. To borrow funds if necessary for the attainment of the objects and purposes the Organization.
 - 17.1.22.1. The borrowing powers of the Executive Committee cannot be exercised unless:
 - 17.1.22.1.1. Prior approval has been obtained from the Board.
 - 17.1.22.1.2. The loan is secured with GOPAC's funds or assets.
- 17.1.23. To set remuneration for the Chief Executive Officer and salary ranges for staff positions and consultants by resolution.
- 17.1.24. Generally, to do things necessary or expedient for the achievement of the aims and objectives of GOPAC not herein provided but which are incidental or connected to the objectives of the Organization provided a report on such matters shall be submitted to the Board.

18. AUDIT COMMITTEE

- 18.1. The Audit Committee is the oversight organ of the Board.
- 18.2. The Audit Committee shall comprise of four members including a Chairperson.
- 18.2.1. Two (2) Audit Committee members shall be non-executive Directors.
- 18.2.2. Two (2) Audit Committee members shall not hold another office within the Organization.
- 18.2.3. All Audit Committee members shall be from different regions.
- 18.3. The election of the Audit Committee shall take place at the Annual General Meeting at the biennial Global conference.
- 18.3.1. A maximum of two (2) nominations, one (1) for a non-executive Director and one (1) not holding another office within GOPAC, for Chair or member of the Audit Committee will be provided by each Regional Chapter to the Global Secretariat up to thirty (30) days in advance of the Annual General Meeting at the Global Conference.
- 18.3.2. Nominations must include a statement of interest of a maximum of one (1) page explaining the nominee's experience and goals for the Organization.
- 18.3.3. The name and statement of interest from all nominees will be provided by the Global Secretariat to the membership fourteen (14) days in advance of the Annual General Meeting at the biennial Global Conference.
- 18.3.4. In the event that no nominations are received in advance, nominations will be requested at the Board Meeting at the biennial Global Conference, respecting Article 18.2.
- 18.3.5. The Board shall elect the Chair and members of the Audit Committee from the list of nominees by secret ballot at the Board Meeting at the biennial Global Conference.
- 18.3.6. The term of office of the Audit Committee shall be two (2) years and shall expire at the Annual General Meeting at the next biennial Global Conference.
- 18.4. In the case of an interim vacancy on the Audit Committee due to cessation of membership, death, loss of elections, suspension or other reasons, the Board shall nominate an individual to hold office until the next Annual General Meeting, respecting article 18.2. This person will hold the title of "Acting Member or Acting Chair of the Audit Committee".
- 18.4.1.1. If this situation occurs prior to the Annual General Meeting taking place in between Global Conferences, an election for the member or Chair of the Audit Committee shall take place following the same process described in 18.3 with the vote taking place at the next Board Meeting.
- 18.5. The Audit Committee shall meet at least once (1) per year.
- 18.5.1. The Chair of the Audit Committee shall decide the date and means by which a meeting shall take place. However, if two (2) Audit Committee members request a meeting, the Chair of the Audit Committee shall comply.
- 18.5.2. Meetings of the Audit Committee may take place by electronic means providing all Audit Committee members have sufficient electronic access to participate.

- 18.5.3. Written notification of a meeting of the Audit Committee will be provided to all Audit Committee members at least one (1) week in advance.
- 18.5.4. The Chair of the Audit Committee may invite any person whose presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the Audit Committee, but such a person shall have no vote.
- 18.5.5. The Audit Committee has power to adopt its own agenda at its meetings.
- 18.5.6. The meetings of the Audit Committee shall be chaired by the Chair of the Audit Committee, but in the absence of the Chair of the Audit Committee, the Audit Committee shall appoint one of its members to chair the meeting.
- 18.5.7. A quorum for the Audit Committee shall be 75% of its members. When calculating the percentage of members of the Audit Committee present to determine quorum, any resulting percentage with decimals shall be rounded down.
- 18.5.8. No person shall act for an absent Audit Committee member at a meeting of the Audit Committee.
- 18.5.9. Decisions are made by majority vote and each Audit Committee member shall have one vote. In the event of there being no majority the Chair of the Audit Committee or his or her substitute has a casting vote.
- 18.5.10. Minutes will be kept of meetings and must be signed by the Chair of the Audit Committee, or in the Chair of the Audit Committee's absence, a person designated by the Audit Committee.

19. FUNCTIONS OF THE AUDIT COMMITTEE

- 19.1. The Audit Committee shall support the Board of Directors by performing the required oversight functions. In particular, it shall have the following functions:
 - 19.1.1. Perform additional oversight on behalf of the Board to ensure the efficient and effective financial management of the business and affairs of the Organization.
 - 19.1.2. Review financial management policies to ensure compliance with the GOPAC Constitution, laws and regulations, and ethical standards.
 - 19.1.3. Review the monthly financial report prepared by the Global Secretariat and bring to the Board's attention any apparent anomalies; unexplained budget variances; and/or other matters requiring further investigation.
 - 19.1.4. Direct special investigations in matters brought to its attention with complete and unrestricted access to all books, records, documents, facilities, and personnel of GOPAC.
 - 19.1.5. Oversee GOPAC's annual external financial audit; the results of the annual financial audit; and recommend to the Board whether or not the annual audited financial statements should be approved.
 - 19.1.6. Submit a quarterly report to the Board on any activities of the Audit Committee.
 - 19.1.7. Participate as observers in meetings of the Board.

20. ANNUAL GENERAL MEETING

20.1. The Board shall cause an Annual General Meeting to be organized within six (6) months after the end of the Organization's fiscal year to which all members shall be invited.

20.1.1. The Board shall determine the date and means by which the meeting shall take place.

20.1.2. The Annual General Meeting may take place by electronic means providing all members have equal access to participate.

20.2. The expenditure for organising the Annual General Meeting shall be the responsibility of GOPAC.

20.3. Written notice of the Annual General Meeting shall be provided electronically to the membership sixty (60) days in advance of the meeting. Notice of each meeting shall include a proxy form to allow the member to vote by proxy. A proxy holder must be a member of the Organization.

20.4. Any member can propose an item to the agenda of the Annual General Meeting. The proposal must be submitted to the Global Secretariat forty-five (45) days in advance of the meeting. The Board shall, unless a similar proposal has been presented and defeated, or included in the agenda but failed to be presented by the member at a conference, within the last two years, accept any proposal that:

20.4.1. Clearly relates to the affairs and activities of the Organization;

20.4.2. Is not presented to enforce a personal claim or grievance against the Organization, Global Secretariat or other member; and

20.4.3. Is not presented with the aim to secure publicity.

20.5. The Board shall inform any member in writing in advance of circulating the agenda for the Annual General Meeting if their proposal is rejected.

20.6. A written reminder providing notice of the Annual General Meeting, the agenda of the meeting and the audited financial statements, shall be approved by the Board and circulated to the membership electronically thirty (30) days before the meeting.

20.7. The quorum of an Annual General Meeting shall be least fifty (50) percent of the membership with representation from two thirds (2/3) of the Regional Chapters. When calculating the percentage of members present to determine quorum, any resulting percentage with decimals shall be rounded down.

20.8. The Annual General Meeting shall be chaired by the Chair, or in the absence the Chair, by a Vice-Chair, or in the absence of the two, by a person designated by the Board.

20.9. Elections and decisions at the Annual General Meeting are made by majority vote of members present, in accordance with the voting rights described in Article 4. In the event of there being a tie, the Chair or his substitute has a casting vote.

20.10. An Extraordinary General Meeting of GOPAC may be held upon the signed request of members holding 5% of voting rights submitted to the Global Secretariat.

20.10.1. A request for an Extraordinary General Meeting shall clearly state the business proposed to be transacted at the meeting and no other business shall be transacted other than the one proposed.

20.10.2. The Global Secretariat shall within three (3) days upon receipt of such a request submit the request to the Chair who shall within seven (7) days call for the convening of the Extraordinary General Meeting within thirty (30) days after the receipt of the request from the Global Secretariat.

21. RESPONSIBILITIES OF THE ANNUAL GENERAL MEETING

21.1. GOPAC shall at the Annual General Meeting:

- 21.1.1. Consider and adopt the agenda for the Annual General Meeting as submitted by the Board.
- 21.1.2. Consider and adopt the minutes of the preceding Annual General Meeting.
- 21.1.3. Consider and adopt any reports by the Board in respect of the activities of the Board, the Executive Committee and the Global Secretariat.
- 21.1.4. Consider and adopt the strategic plan as submitted by the Board.
- 21.1.5. Appoint an external auditor to audit the accounts and prepare annual financial statements.
- 21.1.6. Consider and approve the Audited Financial Statements as submitted by the Board.
- 21.1.7. Consider and adopt the operational plan and budget for the ensuing one-year period.
- 21.1.8. Consider and adopt proposals to amend the Articles of Incorporation or Constitution and By-Laws, including the city in which the registered office shall be located if a move is required.
- 21.1.9. Elect the Board, the Chair and the Audit Committee biennially.
- 21.1.10. Consider and adopt the resolutions and the declaration of the biennial Global Conference.
- 21.1.11. Consider any other business connected to the aims and objectives of GOPAC.

22. GLOBAL CONFERENCE

- 22.1. The Board shall cause a conference to be organized every two (2) years to which all the members and guests shall be invited.
- 22.2. Written notice of the Global Conference shall be provided electronically to the members at least sixty (60) days in advance of the Global Conference.
- 22.3. The expenditure for staging the conference shall be the joint responsibility of GOPAC, the Regional and National Chapter in the region and country where the Global Conference shall take place and the host Parliament or institution.
- 22.4. The date and place of each Global Conference shall be determined by the Board upon the recommendation of the Executive Committee, in compliance with the requirement to hold an Annual General Meeting as part of the Global Conference within six (6) months of the end of the fiscal year.
- 22.5. A sub-committee whose members and terms of reference are to be determined by the Executive Committee may assist with the organization of the Global Conference.

22.6. The agenda for the Conference shall be the Executive Committee or its sub-committee.

22.7. The Conference shall be chaired by the Chair, or in the absence the Chair, by a Vice-Chair, or in the absence of the two, by a person designated by the Board.

22.8. The Conference shall debate any issue which falls within the scope of the Organization's objects or any related matter and make recommendations.

23. GLOBAL SECRETARIAT

23.1. The Global Secretariat shall perform the day-to-day administration of the affairs of the Organization except such functions as are reserved for the Board, the Executive Committee or the Audit Committee in the Constitution.

23.2. The Chief Executive Officer shall be the head of the Global Secretariat.

23.2.1. The Chief Executive Officer's job description shall be approved by the Executive Committee.

23.2.2. The Executive Committee shall be responsible for defining and conducting the process of hiring the Chief Executive Officer. In the event that there is a vacancy in the Chief Executive Officer position, the Executive Committee may appoint an interim Chief Executive Officer.

23.2.3. The Executive Committee shall be responsible for the performance evaluation of the Chief Executive Officer.

23.2.4. The Chief Executive Officer, or in his absence, his nominee, shall attend meetings of the Board and any of the Committees established by the Board as the recording secretary and may address such meetings except that where necessary, the chair of the meeting may for good cause, require the Chief Executive Officer or the nominee to withdraw from the meeting.

23.3. The Chief Executive Officer shall engage staff in accordance with the approved budget.

24. FUNCTIONS OF THE GLOBAL SECRETARIAT

24.1. The following shall be the function of the Global Secretariat:

24.1.1. To be the Headquarters of GOPAC.

24.1.2. To co-ordinate and facilitate the activities of the various organs of GOPAC.

24.1.3. To co-ordinate the collection of subscription from members.

24.1.4. To provide support to the development of rules for the efficient and effective conduct of business of the Organization and its organs as well as any matters within the power or under the control of the Board except that these shall not be inconsistent with the Constitution and shall comply with the Organization's legal requirements.

24.1.5. To receive membership applications from prospective members, Honorary Associates and Observers, and submit them for the review of the Executive Committee.

- 24.1.6. To keep records of members and contact details, including National Chapters within the Regional Chapters and parliamentarians within National Chapters.
- 24.1.7. To keep records and contact details of Honorary Associates and Observers.
- 24.1.8. To promote new memberships and affiliations, and assist in the formation of Regional and National Chapters.
- 24.1.9. To support the Executive Committee in the development of the strategic plan for the Executive Committee's review.
- 24.1.10. To prepare the annual report for the Executive Committee's review.
- 24.1.11. To control finances, keep the records and archives of GOPAC.
- 24.1.12. To work with the external auditor for the performance of the audit.
- 24.1.13. To prepare the annual operational plan and budget for the Executive Committee's review.
- 24.1.14. To implement the operational plan and spend funds in accordance with the budget.
- 24.1.15. To support the Board to raise funds for the activities of the Organization.
- 24.1.16. To prepare a monthly financial report for the Executive Committee and the Audit Committee.
- 24.1.17. To organise the Annual General Meeting.
- 24.1.18. To support the Executive Committee in the development of the agenda for the Annual General Meeting.
- 24.1.19. To implement the electoral process for the Board, the Chair and the Audit Committee.
- 24.1.20. To organise the Global Conference in partnership with the Regional and National Chapter in the region and country where the Global Conference shall take place and the host Parliament or institution.
- 24.1.21. To support the communications function of the Executive Committee.
- 24.1.22. To collect and disseminate information concerning GOPAC's programs, activities and its members.
- 24.1.23. To maintain liaison and co-ordinate activities between GOPAC and other organizations whose purpose and responsibilities include combating corruption.
- 24.1.24. To co-ordinate GOPAC's representation at international events.

25. FINANCIAL PROVISIONS

- 25.1. All monies of GOPAC are to be used for the fulfilment of the aims and objectives of GOPAC and to finance the activities of the Organization as an autonomous entity.

25.2. GOPAC's sources of finance shall include the following:

25.2.1. Fund raising activities.

25.2.2. Donations and grants.

25.2.3. Subscriptions from members.

25.2.4. Contributions, including those from governments, government agencies, organizations or other business entities, international organizations, institutions, individuals and other organizations.

25.2.5. Other sources determined by the Board to be appropriate.

25.3. The financial year of GOPAC shall begin on 1 January and end on 31 December or such other time as the Board may from time to time determine.

25.4. Contracts and agreements in writing requiring the signature of the Organization shall be signed by the Chair or another member of the Executive Committee or Global Secretariat as decided by the Executive Committee, and shall be binding upon the Organization.

26. BANK ACCOUNT

26.1. The Executive Committee shall by a resolution keep a bank account in a financial institution where the Global Secretariat is headquartered and all financial transactions shall be carried out in the name of GOPAC.

26.2. All cheques of the Organization for payments within the approved budget shall be signed by any two officers of the Global Secretariat with authority to sign.

26.3. Each Regional Chapter shall maintain its own bank account.

27. ACCOUNTS AND AUDIT

27.1. The Board shall approve a budget; cause books of accounts to be kept by the Global Secretariat and audited annually by an independent external auditor who shall be a member of the accounting or auditing profession of the country where the Global Secretariat is located.

27.2. The Board shall approve of the Auditors' contract and fees.

27.3. The Auditors shall be appointed at the Annual General Meeting by vote of the members for one (1) year and shall be renewed for not more than three (3) terms.

27.4. The Audit Committee will oversee the financial audit.

27.5. The Audited Financial Statements shall be presented for approval at the Annual General Meeting.

28. AMENDMENTS AND REPEAL OF ARTICLES

28.1. GOPAC may by special resolution supported by at least two-thirds (2/3) of the votes of the membership at an Annual General Meeting or Extraordinary General Meeting, pass, amend or repeal this Constitution and By-Laws, or adopt a new Constitution and By-Laws or change the name the Organization provided that no such amendment, repeal, change of name or adoption shall be made which shall impair or

prejudice the effectiveness of the prohibition contained in this Constitution against the distribution of income, property and assets of GOPAC to the members.

28.2. Any member proposing to amend the constitution shall submit a proposal in writing to the Global Secretariat at least ninety (90) days before the Annual General Meeting or Extraordinary General Meeting. The Global Secretariat will provide all proposals to the Executive Committee for consideration.

28.3. The Executive Committee shall communicate any such proposals to the Board who shall cause the proposed changes to the constitution with their recommendations to be distributed to all members at least thirty (30) days prior to the commencement of the conference or the date of the special meeting.

28.4. All changes adopted shall be included in an amended constitution, which, without limiting the power of the Annual General Meeting to provide for the operative date of the change or amendment, shall come into effect immediately after the Annual General Meeting at which the change or amendment was approved.

29. INDEMNITIES

29.1. Every Director, employee or agent of the Organization and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Organization, from and against;

29.1.1. All costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, and which he has successfully defended or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of his duties of his or her office for which he has been absolved, or in respect of any such liability;

29.1.2. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

30. DISSOLUTION OF THE ORGANIZATION

30.1. A decision to dissolve GOPAC requires a special resolution passed at an Annual General Meeting or extraordinary general meeting called by the Board and supported by at least two thirds (2/3) of the votes.

30.2. In the event that GOPAC is dissolved or disbanded, the assets of the Organization shall be transferred to other Organizations with similar aims and objectives as ordered by the Board prior to the dissolution or disbandment.

31. DEFINITIONS

The following words shall bear meaning given below:

"Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time

"Board" means the GOPAC Board of Directors

"Chair"	means Chairperson of the GOPAC Board of Directors
"Director"	means a member of the GOPAC Board of Directors
"GOPAC"	means the Global Organization of Parliamentarians against Corruption
"Member"	means all classes of membership under Article 4 unless otherwise defined
"NGO"	means a non-profit and non-governmental Organization
"Organization"	means GOPAC
"Parliament"	means a parliament, congress and legislative assembly
"Parliamentarian"	means an individual elected or appointed to serve in a parliament, congress or legislative assembly, who is currently in office or has previously served in office or has been denied his or her right to take office.

We hereby certify that the undersigned was adopted **8 October 2015 at the 6th Global Conference of Parliamentarians Against Corruption in Yogyakarta, Indonesia:**

Chair, GOPAC Board of Directors

Secretary, GOPAC Board of Directors