

## MODEL CONSTITUTION OF A REGIONAL CHAPTER

### The Preamble

- RECOGNIZING: The supremacy of parliament as the institution to whom a government is answerable and accountable.
- AWARE: That corruption poses a grave danger to the well-being 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.
- REALIZING: 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 promote legislation to strengthen society and uphold transparency and accountability by:
- a) 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 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 a regional chapter for Parliamentarians against corruption as a tool for strengthening Parliaments' effectiveness as the first line in the fight against corruption.

**ARTICLE 1: NAME**

The name of the Regional Chapter of the Global Organisation of Parliamentarians against Corruption (GOPAC) shall be GOPAC.....registered under the laws of .....

**ARTICLE 2: REGISTERED OFFICE**

The registered office of .....shall be situated at .....

**ARTICLE 3: NATURE AND OBJECTS OF THE ORGANIZATION**

The Regional Chapter is a non-profit international organisation with the main objective of bringing together parliamentarians and others from the region to combat corruption, promote transparency and accountability in order to ensure high standards of integrity in public transactions.

The objects for which the Regional Chapter of the Global Organisation of Parliamentarians against Corruption (GOPAC) is established are:

1. To fulfill the regional objectives of GOPAC and to develop within the region, national chapters of GOPAC for the establishment of standards of conduct designed to promote transparency, accountability and good governance
2. To promote the rule of law and the accountability of state institutions
3. To develop capacity in parliaments and parliamentarians within the region to supervise the activities of their governments and other public institutions thereby making them more accountable
4. To foster and facilitate the exchange of information, knowledge and experience among its members
5. To share information on lessons learned and best practices on anti-corruption measures
6. To encourage parliaments and parliamentarians to develop and enact legislation that promotes good governance, transparency and accountability
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
8. To educate parliamentarians and policy makers on the existence, nature and ways of combating corruption

9. To advocate for the inclusion of anti-corruption measures in all government programs and work for the improvement of the capacities of national and regional institutions to deal effectively with corruption
10. To work with national and regional bodies in the mobilisation of resources for anti-corruption programs, including:
  - supporting the activities of national chapters, similar organizations and other regional chapters
  - information sharing through the use of websites, e-mail and other services
  - sponsoring anti-corruption workshops at a national and regional level
  - liaising with and working in co-operation with international organisations, parliamentary institutions, civil society, and other organisations on all matters aimed at improving governance, transparency and accountability
  - conducting research and disseminating information on best practices
  - promoting the causes of members in furtherance of the aims and objectives of the organization
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)

#### **ARTICLE 4: MEMBERSHIP**

1. Full membership shall be available to the following, upon application and payment of an annual subscription: Parliamentarians and former Parliamentarians; Democratically elected Parliamentarians who have been denied their right to take office.
2. The following upon application and approval by the Board shall be members with observer status: institutions; individual donors, NGOs, Supreme Audit Institutions and other organizations that support similar objectives as this organization or provide funding for its activities.
3. The annual subscription fee is to be determined by the Board of Directors and shall cover the period from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.
4. Membership shall be subjected to the approval of the Board of Directors of the regional chapter.
5. Full membership in a regional chapter also includes membership in the Global Organisation of Parliamentarians against Corruption and the national chapter in the country of residence of the member if one exists.

## **ARTICLE 5                    TERMINATION OF MEMBERSHIP**

1. Membership shall terminate upon death, removal, or voluntary withdrawal from the organisation.
2. A member must give the Executive Committee written notice of his/her decision to withdraw from the organization.
3. A member may be suspended or removed from the register of members by a decision of the regional Board of Directors if a member is more than one year in arrears of subscription payment OR by the Global Board of Directors of the Global Organisation of Parliamentarians against Corruption for cause as determined by the Board of Directors of GOPAC.
4. A member who has been suspended or removed from the register may appeal his/her suspension or removal within three months of the date of the decision of the Board.

## **ARTICLE 6                    CODE OF CONDUCT**

1. All members shall behave and conduct their affairs in a manner consistent with the values that the regional chapter that GOPAC promotes and defends, as well as to strive to uphold the integrity of those values.
2. A member must avoid actual, potential and perceived conflicts of interest.
3. A member must report to the executive of the regional chapter and to GOPAC all actual, potential and perceived conflicts of interest as soon as the member becomes aware of any circumstances which may give rise to a conflict of interest.
4. The evaluation of a breach of the values of the organization will be made by the Board of Directors of GOPAC in consultation with the executive of the regional chapter, who shall have full authority to decide on the appropriate sanction that may be imposed in any given case.

## **ARTICLE 7:                    ORGANS**

The organs of the Regional Chapter are: the Board of Directors, the Executive Committee, GOPAC, the national chapters, the Conference and the Secretariat.

## **ARTICLE 8: BOARD OF DIRECTORS**

1. The Board of Directors shall be comprised of a Chair and other members who must be elected from a list of current members. The term of office of a member of the Board shall last no more than two years.
2. No later than three months prior to an election the Board shall create a nomination committee to present a list of candidates taking gender and geographical considerations into account.
3. Each country represented in the Regional Chapter shall nominate one person as its representative on the board.
4. In the case of death, absence, resignation or removal of a Board member, the Board may nominate a substitute to hold office for the remainder of the member's term.
5. Members of the Board shall elect an Executive body composed of one chairperson, one vice chairperson, a secretary, and a treasurer. The election shall take place at the first meeting of the full Board which meeting shall be held no more than 30 days after the Board is constituted. The meetings of the Board may be conducted by electronic means and shall take place on a periodic basis, the timing of which is to be decided at Board's discretion.
6. Meetings shall be called by the Chair who shall give reasonable notice of the meeting. Should the Chair be unable, unwilling or refuse to call a Board meeting, a meeting can be called by a quorum of the Board provided they give reasonable notice to all members of the Board including the Chair.
7. The Chair person cannot serve in that position for more than two consecutive terms and at the end of that period must be replaced by a person from a different country.
8. The Board shall have authority to decide on any matter that is of importance to the organization as well as the authority to guide the implementation of its decisions in accordance with the aims and objects of GOPAC and the organisation.
9. A quorum for the Board of Directors shall be 1/2 of the members.
10. Founding members shall fill Interim positions on the Board.
11. The Board has power to adopt its own agenda at its meetings.
12. Decisions are made by majority vote and each Board member shall have one vote. In the event of there being no majority the Chairperson has a casting vote.

13. Minutes will be kept of meetings and decisions made which must be signed by the Secretary or in the secretary's absence an officer designated by the Board.
14. In addition, the Board shall have the power to do the following:
  - a) Consider the reports of the Executive Committee and decide whether to give formal approval to the actions of the Executive
  - b) Determine the annual subscription to be paid by members
  - c) Establish rules in relation to contributions, donations and gifts to the organization
  - d) Approve an annual budget and any supplementary matters
  - e) Approve membership applications, as well as take decisions on expired memberships and consult with the Board of GOPAC on motions to suspend or remove of a member
  - f) Consider and make recommendations on proposals to amend any of the Articles

#### **ARTICLE 9: THE EXECUTIVE COMMITTEE**

1.
  - a) The Executive Committee is the administrative organ of the organization and shall be comprised of a chair person, a vice-chair, a secretary and a treasurer elected by the Board.
  - b) The term of office of a member of the Executive shall be no more than two years.
  - c) Interim vacancies on the Executive Committee are to be filled by the Board of Directors from current members of the Board.
2. The Executive Committee is responsible for all matters pertaining to the Organisation, except where a responsibility or task has been expressly vested in another organ.
3. In particular it shall have the following functions:
  - a) To receive all applications for membership, or affiliation to the organization and to forward such requests with a recommendation to the Board of Directors
  - b) To summon a meeting of the Board of Directors in case of an emergency and to fix the date and place of that meeting
  - c) To propose to the Board the annual work program and budget of the Organisation

- d) To organise a calendar of activities in conjunction with the Global Organization for Parliamentarians Against Corruption (GOPAC) and other regional chapters
  - e) To supervise and administer the secretariat. In particular, to ensure the implementation of decisions taken by the conference or the Board of Directors
  - f) To inform the Board about the activities of the Executive Committee through a report by the chair person
  - g) To act as the official communication organ of organization
  - h) To facilitate and promote communication between members
  - i) To enter into contracts on behalf of the organization
  - j) To borrow, raise, receive and spend funds for the objects and purposes of the organisation
4. The borrowing powers of the Executive Committee cannot be exercised unless:
- a) Prior approval has been obtained from the Board
  - b) The loan is secured with the organization's funds or assets
  - c) Prior approval has been received from the Board of Directors of GOPAC
5. The Executive Committee may delegate any of its powers or duties (except borrowing powers) to its own sub-committee or to a national chapter.
6. A quorum for the Executive Committee shall be three.
7. Meetings may be held in person, by videoconference or other appropriate means. The manner and timing of a meeting is to be decided by the chairperson. The secretary at the request of the chair shall call meetings. In the absence of the chairperson the executive committee shall appoint one of its numbers to chair a meeting.

8. Decisions are made by majority vote and each member is entitled to one vote. In the event of there being no majority, the chair or his substitute has a casting vote.
9. Minutes will be kept of meetings and decisions made which must be signed by the Chairperson and Secretary.

## **ARTICLE 10: THE CONFERENCE**

1. The Board of Directors shall collaborate with GOPAC and other regional chapters to organize a global conference every two years to which all members and observers shall be invited.
2. The expenditure for staging the conference shall be the joint responsibility GOPAC and the host regional chapter.
3. The date and place of each conference shall be determined by the Board of GOPAC in consultation with the Regional chapters.
4. The Conference shall debate any issue which fall within the scope of the Organisation's objects or any related matter and make recommendations provided appropriate notice has been given.
5. Elections and decisions at the Conference are made by majority vote of members present and each member is entitled to one vote. In the event of there being a tie, the President of the Conference or his substitute has a casting vote.

## **ARTICLE 11: SECRETARIAT**

1. The Secretariat of the organization is situated at .....
2. The followings shall be the function of the Secretariat:
  - a) To be the permanent Headquarters of the organization
  - b) To keep records of membership, including the national chapters and to promote new membership and affiliations
  - c) To co-ordinate and facilitate the activities of the various organs of the organization. In particular, to provide a supporting role to the executive committee



- d) To collect and disseminate information concerning the organization and its members and any national chapters
- e) To assist in the formation of national chapters
- f) Ensure that the organization's membership is well informed of the programs and activities
- g) To maintain liaison and co-ordinate activities between the organization and other groups or institutions
- h) To co-ordinate the organization's representation at conferences
- i) To handle finances, keep the records and archives of the organization

## **ARTICLE 12 NATIONAL CHAPTERS**

1. A national chapter may be established in every country and must be affiliated to GOPAC and the regional chapter in its geographical location.
2. A national chapter must operate in a democratic and transparent manner and shall seek to bring together parliamentarians and former parliamentarians who are committed to working against corruption.
3. A national chapter shall have the capacity to raise funds but has no power to borrow funds except from the regional chapter or GOPAC.
4. A national chapter must be non-partisan, non-political and must be open to persons of both genders and all faiths.
5. In its fight against corruption, a national chapter shall develop a national strategy, monitor national developments and encourage the emergence of a broad alliance against corruption.
6. Each national chapter shall have a constitution which shall not depart from the aims and objectives or be inconsistent with GOPAC's constitution.
7. A national chapter shall have an executive consisting of president, vice-president, secretary and a treasurer.

## **ARTICLE 13 FINANCIAL PROVISIONS**

1. Monies are to be used for the fulfilment of the organization's objectives and to maintain it as an autonomous entity.
2. Sources of finance shall include the following:
  - a) Funds raising activities
  - b) Donations and grants
  - c) Subscriptions as established by the Board
  - d) Contributions, including those from governments, government agencies, corporations or other business entities, international organisations, individuals and other organisations
  - e) Any other sources determined by the Board to be appropriate

## **ARTICLE 14 BANK ACCOUNT**

1. The Executive Committee shall by a general resolution keep a bank account in a financial institution and all financial transaction, shall be carried out in the name of the organization.
2. All cheques of the organisation shall be signed by the treasurer and an officer of the Secretariat with authority to sign.
3. A national chapter may maintain its own bank account.

## **ARTICLE 15 ACCOUNTS AND AUDIT**

1. The Executive Committee shall prepare a budget, keep books of accounts to be audited annually by an independent Auditor who shall be a member of the national accounting or auditing profession of the country in which the regional chapter in located.
2. Budgets and work plans shall be presented to a meeting of the Board of Directors to be approved annually
3. The Secretariat shall prepare an annual report showing amount and sources of funding received and spent in the fiscal year.

## **ARTICLE 16 AMENDMENTS AND REPEAL OF ARTICLES**

1. This constitution may be modified, enlarged, abridged or supplemented from time to time by a special resolution passed and supported by two- thirds majority of members present voting at a regional conference or a special meeting of members called by the Board of Directors.
2. Any member proposing to amend the constitution shall submit the proposal in writing to the Executive Committee at least three months before the conference or special meeting.
3. The Executive Committee shall communicate all such proposals to the Board who shall cause a proposed change to the constitution to be mailed to all members at least one month prior to the commencement of the conference or date of the special meeting.
4. All changes adopted shall be included in an amended constitution.

## **ARTICLE 17 DISSOLUTION OF THE ORGANIZATION**

1. A decision to dissolve a regional chapter requires a resolution passed at a special meeting called by the Board and supported by three quarters of the votes of active members present in person or by proxy.
2. In the event that the organization is dissolved or disbanded, its assets and funds shall be transferred to GOPAC.

## **ARTICLE 18**

The following words shall bear meaning given below:

- “Parliamentarian” means a member elected or appointed to serve in a parliament or in a Congress or Legislative Assembly
- “Board” means the Board of Directors
- “Committee” means the Executive Committee
- “Chair” means chairperson