



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

*Adopted at the inaugural Global Conference of Parliamentarians Against Corruption in Ottawa, Canada, 16 October 2002.*

*Amended at the 2015 GOPAC Annual General Meeting held during the Sixth Global Conference of Parliamentarians Against Corruption in Yogyakarta, Indonesia, 8 October 2015.*

*Amended at the 2017 GOPAC Annual General Meeting in Bali, Indonesia, 8 September 2017.*

*Amended at the 2019 GOPAC Annual General Meeting held during the Seventh Global Conference of Parliamentarians Against Corruption in Doha, Qatar, 10 December 2019.*

## **GLOBAL ORGANIZATION OF PARLIAMENTARIANS AGAINST CORRUPTION** **CONSTITUTION AND BY-LAWS**

### **THE PREAMBLE**

- 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 a tool for strengthening Parliaments' effectiveness as the first line 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.

## **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 others to combat corruption and promote transparency and accountability in order to ensure high standards of integrity in public transactions.
- 3.2. The objects for which GOPAC is established are:
  - 3.2.1. To work and co-operate with its regional 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, knowledge and experience among its members.
  - 3.2.5. To share information on lessons learned and best practices on 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 educate 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 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. Supporting the activities of regional chapters.
    - 3.2.10.2. Information sharing through the use of websites, e-mail and other services.
    - 3.2.10.3. Sponsoring anti-corruption workshops at a national, regional and international level.

- 3.2.10.4. Sponsoring a major international conference against corruption every two years.
  - 3.2.10.5. Liaising and working in co-operation with international organizations, parliamentary institutions, civil society, and other organizations on all matters aimed at improving governance, transparency and accountability.
  - 3.2.10.6. Conducting research and disseminating information on best practices.
  - 3.2.10.7. 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. Full membership shall be available to the following, upon application and payment of an annual subscription: Parliamentarians and former Parliamentarians, and democratically elected Parliamentarians who have been denied their right to take office; as well as Parliaments as Institutions.
- 4.2. The following, upon application and approval of the board shall with observer status: institutions, individuals, donors, NGOs, and other organizations that support or pursue similar objectives as GOPAC or provide funding for its activities.
- 4.3. The annual subscription fee is to be determined by the Board of Directors and shall cover from January 1-December 31 of each year.
- 4.4. Membership shall be subject to the approval of the Board of Directors of GOPAC.

#### **5. TERMINATION OF MEMBERSHIP**

- 5.1. Membership shall terminate upon death, removal, or voluntary withdrawal from the organization.
- 5.2. A member must give the Executive Committee written notice of his/her decision to withdraw from the organization.
- 5.3. A member may be suspended or removed from the register of members by a decision of the Board of Directors if a member is more than one year in arrears of subscription payment OR for cause as determined by the Board of Directors.
- 5.4. Membership in GOPAC is open to members of the Regional Chapters who are approved by the Board of Directors.

#### **6. CODE OF CONDUCT**

- 6.1. All 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.
- 6.2. A member must avoid actual and perceived conflicts of interest.
- 6.3. A member must report to the organization all actual and perceived conflicts of interest as soon as the member becomes aware of any circumstances that give rise to an actual or perceived conflict of interest.

- 6.4. The evaluation of a breach of the values of the organization will be made by the Board of Directors who shall have full authority to decide on the appropriate sanction that may be imposed in any given case.

## **7. ORGANS**

- 7.1. The organs of GOPAC are: the Board of Directors, the Executive Committee, the Regional Chapters, the Annual General Meeting, the Conference and the Secretariat.

## **8. BOARDS OF DIRECTORS**

- 8.1. The Board of Directors shall be comprised of three members from each self-governing regional chapter and one from each chapter in the process of formation and elected by the membership at the Annual General Meeting at the biennial Global Conference.

The term of office of a member of the Board shall expire at the next biennial conference.

- 8.2. In the case of death, absence, resignation or removal of a Board member, the Regional Chapter that nominated the member may, in consultation with the Board, nominate a substitute to hold office for the remainder of the member's term. In the absence of nomination by the Regional Chapter the Board may appoint a substitute.
- 8.3. 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. Members of the Board shall elect an Executive Committee to hold office between conferences. The election shall take place at the meeting of the full Board to be held at the end of each conference. Thereafter, 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.
- 8.4. The Chair cannot serve in the same post for more than two terms and at the end of that term must be replaced by a person from a different regional chapter.
- 8.5. 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.
- 8.6. A quorum for the Board of Directors shall be 1/3 of the members with representation from 2/3 of the regional chapters and those chapters in the process of formation.
- 8.7. The Board has power to adopt its own agenda at its meetings.
- 8.8. 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.
- 8.9. Minutes will be kept of meetings and all decisions made and must both be signed by the Secretary, or in the secretary's absence, a person designated by the Board.

In addition, the Board shall have the power to do the following:

- 8.10. Consider the reports of the Executive Committee and decide whether to give formal approval to the actions of the Executive.
- 8.11. Determine the annual subscription to be paid by a member.

- 8.12. Establish rules in relation to contributions, donations and gifts to GOPAC.
- 8.13. Approve the annual budget and any supplementary matters.
- 8.14. Approve membership applications, as well as take decisions on the suspension and/or removal of a member.
- 8.15. Consider and make recommendations to the conference on proposals to amend any of the Articles.

## **9. THE EXECUTIVE COMMITTEE**

- 9.1. The Executive Committee is the administrative organ of GOPAC and shall be comprised of a Chair elected by biennial AGM, three Vice Chairs, a secretary, a treasurer and three other members elected by the Board.
- 9.2. The term of office of a member of the Executive shall expire at the next biennial conference.
- 9.3. Interim vacancies on the Executive Committee are to be filled by the Board of Directors from current members.
- 9.4. The Executive Committee is responsible for all matters pertaining to the Organization, except where a responsibility or task has been expressly vested in another organ.

In particular it shall have the following functions:

- 9.4.1. To receive all applications for membership, or affiliation to GOPAC, and to forward such requests with a recommendation to the Board of Directors.
  - 9.4.2. To summon a meeting of the Board of Directors in case of an emergency and to fix the date and place of that meeting.
  - 9.4.3. To propose to the Board the annual work program and budget of the Organization.
  - 9.4.4. To organise the biennial conference in conjunction with a regional chapter and recommend to the Board the Agenda of the conference taking into consideration proposals made by regional chapters.
  - 9.4.5. To supervise the Secretariat. In particular, ensure the implementation of decisions taken by the conference and the Board of Directors.
  - 9.4.6. To inform the Board about the activities of the Executive Committee through a report by the Chair.
  - 9.4.7. To act as the official communication organ of GOPAC.
  - 9.4.8. To facilitate and promote communication between members.
  - 9.4.9. To enter into contracts on behalf of GOPAC.
  - 9.4.10. To borrow, raise, receive and spend funds for the objects and purposes the organization.
- 9.5. The borrowing powers of the Executive Committee cannot be exercised unless:
    - 9.5.1. Prior approval has been obtained from the Board

9.5.2. The loan is secured with GOPAC's funds or assets.

9.6. The Executive Committee may delegate any of its powers or duties to its own subcommittee or to a regional chapter.

9.7. A quorum for the Executive Committee shall be three.

9.8. Meetings may be held either by videoconference or other appropriate means. The manner and timing of a meeting is to be decided by the Chair. The secretary at the request of the Chair shall call meetings. In the absence of the Chair, the Executive committee shall appoint one of its members to chair the meeting.

9.9. 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.

9.10. Minutes will be kept of meetings and decisions made must both be signed by the Chair and the Secretary.

## **10. THE ANNUAL GENERAL MEETING**

10.1. 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.

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

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

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

10.3. 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.

10.4. 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:

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

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

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

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

10.6. 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.

- 10.7. The quorum of an Annual General Meeting shall be least ten (10) 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.
- 10.8. 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.
- 10.9. 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.
- 10.10. 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.
  - 10.10.1. 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.
  - 10.10.2. 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.

## **11. RESPONSIBILITIES OF THE ANNUAL GENERAL MEETING**

### 11.1. GOPAC shall at the Annual General Meeting:

- 11.1.1. Consider and adopt the agenda for the Annual General Meeting as submitted by the Board.
- 11.1.2. Consider and adopt the minutes of the preceding Annual General Meeting.
- 11.1.3. Consider and adopt any reports by the Board in respect of the activities of the Board, the Executive Committee and the Global Secretariat.
- 11.1.4. Consider and adopt the strategic plan as submitted by the Board.
- 11.1.5. Appoint an external auditor to audit the accounts and prepare annual financial statements.
- 11.1.6. Consider and approve the Audited Financial Statements as submitted by the Board.
- 11.1.7. Consider and adopt the operational plan and budget for the ensuing one-year period.
- 11.1.8. 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.
- 11.1.9. Elect the Board and the Chair biennially.
- 11.1.10. Consider and adopt the resolutions and the declaration of the biennial Global Conference.
- 11.1.11. Consider any other business connected to the aims and objectives of GOPAC.



## **12. THE CONFERENCE**

- 12.1. The Board of Directors shall cause a conference to be organized every two years to which all the members and observers shall be invited.
- 12.2. The expenditure for staging the conference shall be the joint responsibility of GOPAC and its regional chapters.
- 12.3. The date and place of each conference shall be determined by the Board of Directors upon the recommendation of the Executive Committee.
- 12.4. The agenda for the Conference shall be approved by the Board of Directors on the recommendation of the Executive Committee.
- 12.5. The Conference shall be chaired by the Chair of the Board, or in the absence the Chair, by a person designated by the Executive Committee.
- 12.6. The Conference shall debate any issue which falls within the scope of the Organization's objects or any related matter and make recommendations, provided appropriate notice has been given.
- 12.7. A sub-committee whose members and terms of reference are to be determined by the Executive Committee may assist the Conference in its work.
- 12.8. The sub-committee shall normally prepare reports or draft resolutions for the Conference.

## **13. SECRETARIAT OF GOPAC**

- 13.1. The following shall be the function of the Secretariat:
  - 13.1.1. To be the permanent Headquarters of GOPAC.
  - 13.1.2. To keep records of membership, including the regional chapters and to promote new memberships and affiliations.
  - 13.1.3. To co-ordinate and facilitate the activities of the various organs of GOPAC, in particular, to provide a supporting role to the Executive Committee.
  - 13.1.4. To collect and disseminate information concerning the GOPAC and its regional chapters.
  - 13.1.5. To assist in the formation of regional chapters.
  - 13.1.6. Ensure that GOPAC membership is well informed of the organization's programs and activities.
  - 13.1.7. To maintain liaison and co-ordinate activities between GOPAC and other organizations.
  - 13.1.8. To co-ordinate GOPAC's representation at conferences.
  - 13.1.9. To control finances, keep the records and archives of GOPAC.
  - 13.1.10. GOPAC will contract with the Secretariat for services to be delivered and fees and payment thereof.

## **14. REGIONAL CHAPTERS**

- 14.1. GOPAC shall encourage the establishment of regional chapters throughout the world that are affiliated to the organization and supportive of its objectives.
- 14.2. Regional Chapters shall be within the geographic boundaries approved by GOPAC'S Board of Directors.
- 14.3. A regional 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.
- 14.4. A regional chapter shall be self-governing, autonomous and organised as a non-profit and non-governmental organization. It must have a legal and administrative structure appropriate to the country in which it is situated.
- 14.5. A regional chapter shall have the capacity to raise funds. It shall be financially self-sufficient and when called upon must pay its annual subscription to GOPAC.
- 14.6. A regional chapter must be non-partisan and must be open to persons of both genders and all faiths.
- 14.7. 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.
- 14.8. A regional chapter shall have an Executive Committee, including a Chair, a Vice Chair and a Secretary / Treasurer.
- 14.9. A regional chapter shall have a Central office to control finances and facilitate communication.
- 14.10. Each regional chapter shall have a constitution that shall not depart from the aims and objectives or be inconsistent with GOPAC's constitution.

## **15. FINANCIAL PROVISIONS**

- 15.1. Monies are to be used for the fulfilment of GOPAC's objectives and to finance the organization as an autonomous entity.
- 15.2. GOPAC's sources of finance shall include the following:
  - 15.2.1. Fund raising activities.
  - 15.2.2. Donations and grants.
  - 15.2.3. Subscriptions as established by the Board.
  - 15.2.4. Contributions, including those from governments, government agencies, corporations or other business entities, international organizations, individuals and other organizations.
  - 15.2.5. Any other sources determined by the Board to be appropriate.

## **16. BANK ACCOUNT**

- 16.1. The Executive Committee shall by a resolution keep a bank account in a financial institution in Canada and all financial transactions shall be carried out in the name of GOPAC.

16.2. All cheques of the organization shall be signed by any two of the chief financial officer and other officers of the Secretariat with authority to sign.

16.3. Each regional chapter shall maintain its own bank account.

#### **17. ACCOUNTS AND AUDIT**

17.1. The Executive Committee shall prepare a budget; cause books of accounts to be kept and audited annually by an independent Auditor.

17.2. Budgets and work plans shall be presented to the Board of Directors for approval.

17.3. The Secretariat shall prepare an annual report showing amount and sources of funding received and spent in the fiscal year.

#### **18. AMENDMENTS AND REPEAL OF ARTICLES**

18.1. 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 conference or a special meeting of members called by the Board of Directors.

18.2. Any member proposing to amend the constitution shall submit the Proposal in writing to the Executive Committee: at least 55 days before the conference or special meeting.

18.3. The Executive Committee shall communicate all such Proposals to the Board who shall cause the proposed changes to the constitution with their recommendations to be mailed to all members at least one month prior to the commencement of the conference or the date of the special meeting.

18.4. All changes adopted shall be included in an amended constitution.

#### **19. DISSOLUTION OF THE ORGANIZATION**

19.1. A decision to dissolve GOPAC 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.

19.2. In the event that the 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.

## 20. DEFINITIONS

The following words shall bear meaning given below:

"GOPAC"	means the Global Organization of Parliamentarians against Corruption
"Parliament"	means a congress and legislative assembly
"Parliamentarian"	means a member elected or appointed to serve in a parliament, congress or Legislative Assembly
"NGO"	means a non-profit and non-governmental organization
"Board"	means the Board of Directors
"Committee"	means the Executive Committee
"Chair"	means chairperson of the Board of Directors