

Approved by
special session of
“Transparency International Anti-corruption
Center” Public Organization’s
General Meeting
29 April, 2009

Executive Director

S. Ayvazyan

Registered by Order No 953 of
RA Minister of Justice
21 August , 2000
Certificate No 1655

Amended Charter was registered
By Order No 1000 of RA Minister of Justice
18 September , 2000

Re-registered by the Central Body of RA State
Register Agency of Legal Entities
17 April, 2003
Registration No 211.171.01741
Certificate No 03A-060363

No 1-2 amendment was registered by the Central Body
of RA State Register Agency of Legal Entities
21 February, 2006

No 2-2 amendment was registered by the Central Body
of RA State Register Agency of Legal Entities
11 February, 2008

No 3-2 amendment was registered by the Central Body
of RA State Register Agency of Legal Entities

“11 ” ...05...2009

Head of the State Register Agency

A. Gevorgyan

“Transparency International Anti-corruption Center”
Public Organization

CHARTER
(Amended)

1. GENERAL PROVISIONS

1.1. “Transparency International Anti-corruption Center” Public Organization (hereinafter referred to as the Organization) is a non-profit public association, operating in accordance with the Constitution of the Republic of Armenia (RA), RA legislation and this Charter.

1.2. The Organization acts by the principles of legality, voluntariness, transparency, publicity and self-governance.

1.3. The Organization shall acquire the status of a legal entity upon its state registration.

1.4. The members of the Organization do not have proprietary rights over the property devolved to the Organization, including membership fees. They do not bear responsibility for the liabilities of the Organization, and the Organization does not bear responsibility for the liabilities of its members.

1.5. The Organization operates throughout the whole Republic of Armenia in accordance with RA legislation, as well as in foreign countries in accordance with the legislation of those countries.

1.6. The Organization shall have separate subdivisions and offices.

1.7. The name of this Organization shall be

- in Armenian «Թրանսփարենսի Ինթերնեշնլ հակակոռուպցիոն կենտրոն» հասարակական կազմակերպություն (acronym «ԹԻ ՀԿ» ՀԿ).
- in Russian "Антикоррупционный центр Транспаренси Интернешнл" общественная организация, (acronym “АЦ ТИ” ОО).
- in English “Transparency International Anti-corruption Center” public organization (acronym “TI AC” PO).

1.8. The logo of the Organization is a blue image of the earth with an intersecting prime meridian and equator depicted on it, representing the Latin uppercase letter “T.” A direct line is drawn on the bottom-right plane of the intersection, parallel to the meridian, illustrating the vertical part of Latin lowercase letter “i.” On the top plane of the line is the superscript dot of the letter “i”.

1.9. The Organization shall have an independent balance, bank account and other accounts with banks in AMD and foreign currencies, and a round stamp in Armenian and English with its logo.

1.10. The location of the Organization is 6 Aygestan 9th St., Yerevan 0025, Republic of Armenia.

2. PURPOSES AND GOALS OF THE ORGANIZATION

2.1. The purpose of the organization is to promote effective public policy and good governance in Armenia in order to reduce corruption and strengthen democracy.

2.2. Organizational goals are aimed at

- a) promoting a favorable environment for political, economic and social reforms;

- b) supporting the establishment of a transparent and accountable governance system;
- c) fostering democratic processes, including the protection of human rights and public participation in the governance of the country.

2.3. The Organization's scope of activities involves:

- a) conducting research, monitoring and evaluations of political, economic and social reforms, including observation of elections and referenda in accordance with Armenian legislation;
- b) raising public awareness of public policy and governance processes, building capacity and providing professional support for effective public participation;
- c) carrying out advocacy, including public mobilization and lobbying, to provide effective public policy and governance reforms

3. GOVERNING BODIES OF THE ORGANIZATION

3.1. The governing bodies of the Organization are the General Meeting, the Board, the Chairperson and the Executive Director of the Organization.

3.2. The highest governing body of the Organization is the General Meeting of the Organization (hereinafter referred to as the General Meeting).

3.3. The current governing body of the Organization is the Board of the Organization (hereinafter referred to as the Board).

3.4. The Chairperson of the Organization (hereinafter referred to as the Chairperson) coordinates and governs activity to accomplish the mission and purpose of the Organization. The Chairperson may delegate some of his/her authorities to other members of the Organization's Board.

3.5. The daily activities of the Organization are organized and governed by the Executive Director of the Organization (hereinafter referred to as the Executive Director). The Executive Director may delegate some of his/her authorities to other members of the staff.

3.6. GENERAL MEETING

3.6.1. The General Meeting is held every two years by the Board. A special General Meeting may be convened upon the request of at least one third of the Organization members.

3.6.2. The members of the Organization shall be notified of the agenda, premises, date and time of the General Meeting via telecommunication means at least 14 days prior to the General Meeting.

3.6.3. The General Meeting is considered competent if a simple majority of the Organization members participate in it physically or electronically via telecommunication means.

3.6.4. The General Meeting makes decisions by a simple majority of the votes of the Organization members.

3.6.5. The General Meeting shall have exclusive jurisdiction to:

- a) approve the Organization Charter, make amendments and additions to it or approve a new Charter;
- b) make decisions on membership (admission and expulsion) to the Organization;
- c) approve the strategy of the Organization's activity;

- d) approve the reports on the Organization's activity and property utilization;
- e) elect the Organization's Board and approve early termination of its members' authorities;
- f) approve and amend the amount and payment procedure of the Organization's membership fees;
- g) make decisions on the reorganization and dissolution of the Organization;
- h) make decisions on the election of the Organization's Chairperson and early termination of his/her authorities;
- i) approve the Chairperson's report on the activities intended to carry out the mission and purposes of the Organization.

3.7. BOARD

3.7.1. The Board shall be elected from the members of the Organization by the General Meeting for a period of two years, and it shall manage the activity of the Organization during the period between the General Meetings.

3.7.2. The General Meeting shall determine the number of Board members, which shall be no fewer than five people. The Board is chaired by the Chairperson of the Organization.

3.7.3. Decisions on the termination of membership on the Board are made by the Board in case of non-attendance in three consecutive meetings without a valid reason or on his/her own initiative by notifying the Board Chairperson about it in advance. The above-mentioned Board decision is submitted to the approval of the General Meeting. In case of early termination of Board membership, the vacancy shall be filled by the candidate who gained the next highest number of votes during the previous election to the Board.

3.7.4. The Board performs its activities through meetings which are convened by the Chairperson of the organization at least every three months. A special meeting of the Board may be convened upon the request of at least one-third of the Board members or upon the recommendation of the Executive Director.

3.7.5. The Board members shall be notified of the agenda, premises, date and time of the Board meeting via the telecommunication means no later than 7 days before the meeting.

3.7.6. The Board meeting shall be competent if a simple majority of the Board members participate in it, physically or via telecommunication means.

3.7.7. The Board shall make decisions by a simple majority of the votes of the members who are physically or electronically attending the meeting. In case the votes are equally divided, the Chairperson's vote shall be considered decisive.

3.7.8. The Board shall have authority to:

- a) convene a General Meeting and define its agenda and rules of procedure;
- b) make recommendations to the General Meeting on issues of its exceptional competence;
- c) work out the Organization's strategy and submit it to the General Meeting of the Organization for its approval;
- d) approve its administrative organizational structure;
- e) approve interoffice documentation of the Organization to regulate the Organization's activity;
- f) appoint the Executive Director of the organization nominated by the Chairperson and make decisions on the termination of his/her authorities;

- g) approve the report by the Chairperson and/or Executive Director on the current activities and utilization of resources of the Organization;
- h) submit a report on the performance of the Organization to the General Meeting;
- i) make recommendations on the amount of membership fees and the procedure of their collection for the approval of the General Meeting;
- j) to settle any issue except for those in the exclusive jurisdiction of the General Meeting of the Organization.

3.7.9. A Board member may continue his/her membership and be involved in the projects implemented by the organization as a hired employee only by the decision of the Board. A Board member shall not hold any executive position in the Organization.

3.7.10. The financial and other interests of the Board members shall be declared and put on the website of the organization.

3.8. CHAIRPERSON

3.8.1. The Chairperson of the Organization is elected by the General Meeting for a two-year term.

3.8.2. The Chairperson shall:

- a) at the same time be the Board Chair of the Organization.
- b) coordinate and manage the activity of the Organization to accomplish the mission and purpose of the Organization;
- c) represent the Organization in state institutions and in exchanges with legal entities and physical persons without the power of attorney;
- d) preside at General Meetings and Board meetings;
- d) sign and publicize the Board decisions and oversee their implementation;
- e) issue the power of attorney to other members of the Board and Organization.

3.8.3. A new election is conducted in the case of early termination of the Chairperson's authority.

3.8.4. During the Chairperson's absence, his/her functions are carried out by other member of the Board authorized by the Chairperson.

3.9. EXECUTIVE DIRECTOR

3.9.1. The Executive Director shall be appointed by the Board.

3.9.2. The Executive Director of the Organization shall:

- a) organize and manage the daily operation of the Organization;
- b) represent the Organization in state institutions and in relationships with legal entities and physical persons without the power of attorney;
- c) manage the property of any kind and size, including the financial resources of the Organization, and conduct transactions on behalf of the Organization;
- d) conclude employment, service provisions and other contracts;
- e) open bank accounts of the Organization (including foreign currencies) and other accounts;
- f) give orders within his/her authority, give instructions and assignments and oversee their implementation, and issue the power of attorney;
- g) pay rewards and take disciplinary liability actions toward the employees;

h) implement other functions related to the management of the current operation of the Organization, apart from the issues defined by this Charter regarding the authority of the General Meeting, Board and Chairperson.

3.9.3. The Executive Director may hire relevant staff to implement the authorities reserved to him/her.

4. OVERSIGHT

4.1. The General Meeting oversees the activities of the Organization.

4.2. The Organization may order an external audit for the purpose of checking its financial reports.

5. PROCEDURE FOR MEMBERSHIP OF THE ORGANIZATION AND WITHDRAWING FROM IT, RIGHTS AND OBLIGATIONS OF THE MEMBERS

5.1. Any citizen of the Republic of Armenia with higher education who accepts the Charter of the Organization, its mission and purposes and wishes to participate in its activities may become a member of the Organization.

5.2. Decisions regarding admission into the Organization shall be made by the General Meeting based on a written or oral application of the person who wants to join the organization and on Letters of Recommendation from at least two members of the Organization.

5.3. Decisions regarding withdrawal from the Organization shall be made by the General Meeting in case of non-attendance in five consecutive meetings without a valid reason or on his/her own initiative by notifying the General Meeting about it in advance.

5.4. A member of the Organization shall have the right to:

- a) elect and be elected in the governing bodies of the Organization;
- b) receive exhaustive information on the activities of the Organization;
- c) make recommendations to the governing bodies of the organization for the purpose of improving its activities;
- d) participate in the projects and events implemented by the Organization;
- e) appeal the decisions of the Board, Chairperson or the Executive Director to the General Meeting;
- f) terminate his/her membership by giving advance notice to the Board.

5.5 A member of the organization shall be obliged to:

- a) implement the Charter requirements and decisions of the Organization's governing bodies;
- b) participate in the General Meeting and, in the case of being a Board member, Board meetings;
- c) follow the Codes of Conduct of the Organization;
- d) take care of improving the credit of the Organization;
- e) contentiously perform the obligations she/he has undertaken;
- f) pay the membership fee in the measure and rule defined by the Board.

5.6. By the decision of the General Meeting, members who have violated the requirements of the Organization Charter will be subject to disciplinary measures up to withdrawal from Organization membership.

6. PROCEDURE FOR APPEALING THE DECISIONS OF THE GOVERNING BODIES OF THE ORGANIZATION

6.1. Members of the Organization shall have the right to appeal the decisions of the Organization's governing bodies to the bodies higher than the one that made the decision.

6.2. The decisions which are made by the General Meeting and all the decisions of the Organization's governing bodies that contravene RA legislation may be appealed in court by the procedure stipulated by Armenian legislation.

7. THE SOURCES OF ACQUIRING PROPERTY AND PROCEDURE FOR MAINTENANCE

7.1. The Organization may have premises, buildings, apartments, vehicles, and other property not prohibited by law.

7.2. The Organization's property comes from the property of its members devolved to the Organization, membership fees, donations, grants, benevolent investments, and other sources not prohibited by Armenian legislation.

7.3. The Organization shall use its property and means exclusively for the fulfillment of its statutory goals in the manner prescribed by its Charter.

7.4. The members of the organization shall have no right of share for the property of the Organization and reserve no rights toward the property devolved to the organization, including membership fees.

8. REORGANIZATION AND DISSOLUTION OF THE ORGANIZATION

8.1. Reorganization of the Organization shall be initiated upon a decision by the General Meeting in accordance with the acting legislation or in legal form.

8.2. Dissolution of the Organization may be carried out by a resolution of the General Meeting or by a court decision.

8.3. After making a decision on the Organization's dissolution, the General Meeting shall notify the State Register Agency within five days to register the dissolution process in the state register.

8.4. Upon dissolution, the Organization terminates its activity without transferring its rights and obligations to other people under the principal of succession.

8.5. In case the Organization is dissolved, the General Meeting shall create a Dissolution Commission, which, after making the compulsory payments, shall utilize the remaining property of the Organization for achieving its purposes and goals envisioned by this Charter or, in case it is impossible to do so, transfer it to the state budget.