

Approved by

“Transparency International Anti-corruption
Center” Public Organization’s Special
General Meeting

August 20, 2012

Executive Director

V. Hoktanyan

Registered by the Central Body of RA State
Register Agency of Legal Entities
17 April, 2003
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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
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No 3-2 amendment was registered by the Central Body
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No 4-2 amendment was registered by the Central Body
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Head of the State Register Agency

A. Gevorgyan

“Transparency International Anti-corruption Center”
Public Organization

CHARTER
(new edition)

1. GENERAL PROVISIONS

1.1. “Transparency International Anticorruption 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 (hereinafter RA), RA legislation and this Charter.

1.2. The Organization functions 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 shall not have proprietary rights over the property devolved to the Organization, including membership fees. They shall not bear responsibility for the liabilities of the Organization, and the Organization shall 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 «ԹԻՀԿ» ՀԿ).
- in Russian "Антикоррупционный центр Транспаренси Интернешнл" общественная организация, (acronym “АЦТИ” ОО).
- in English “Transparency International Anticorruption Center” public organization (acronym “TIAC” PO).

1.8. The logo of the Organization is a dark 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” according to the appendix of this Charter.

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. GOALS AND OBJECTIVES OF THE ORGANIZATION

2.1. The goal of the organization is to promote good governance in Armenia through reducing corruption and strengthening democracy.

2.2. The objectives of the organization are

- a) to support effective anti-corruption policy and transparent and accountable governance;
- b) to support holding free, fair and transparent elections and the establishment of electoral institute;
- c) to promote reasonable, transparent and accountable public resource management, including the management of state and community property and financial resources;
- d) to foster democratic processes, including protection of human rights and public participation in the governance processes of the country.

2.3. The Organization's scope of activities involves:

- a) research in political, economic and social spheres; monitoring and evaluations of public policy;
- b) public oversight of elections and referenda, including conducting of observation missions;
- c) public awareness of public policy and governance processes; raising of legal awareness and development of participatory capacity;
- d) development of recommendations on systemic reforms and advocacy, including public mobilization, campaigning and lobbying;
- e) providing professional, including legal support to interested parties – state institutions, representatives of private and public sector on corruption related issues;
- f) representation and protection of a person's and his/her members, the organization's beneficiaries' as well as public/other's rights and interests within the framework of the organization's goals in state and local government bodies, right up to protection of violated public rights in the court.

3. GOVERNING BODIES OF THE ORGANIZATION

3.1. The governing bodies of the Organization are the General Meeting, the Board 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 Executive Director of the Organization (hereinafter referred to as the Executive Director) coordinates and governs the daily activities of the Organization to accomplish its mission and purpose.

3.5. 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 once 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, membership withdrawal, including expulsion from 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;
- i) approve the Executive Director's report on the activities intended to carry out the mission and purposes of the Organization.

3.6.6. Chair of the Board presides over General Meeting.

3.7. BOARD

3.7.1. The Board shall be formed from the members of the Organization by the General Meeting through election. The election procedure is set up by the General Meeting. Board members hold the position for two years. The number of Board members is determined by the General Meeting. The Board shall consist of an odd number of members, at the minimum five and at the maximum nine in number.

3.7.2. Any person who has been the Organization member for at least two years and is not included in the Organization staff may be elected a Board member. The same person can be elected as Board member no more than to two consecutive terms.

3.7.3. The Board shall perform the Organization's current activities in the period between the General Meetings. The Board carries out its activity through meetings that are held at least once every three months by the Board Chair. 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.

3.7.4. The Board elects a Chair from its staff for two years. The Board Chair shall invite, organize and preside over the Board meetings with the support of the Organization staff. The Board Chair acts on behalf of the Board in concluding an employment contract with the Executive Director.

3.7.5. A Board member's authorities may be prematurely terminated:

- a) based on his/her personal application.
- b) in case of non-attendance in three consecutive meetings without a valid reason;
- c) in case of breaking the Organization's code of conduct which result in or may result in posing threat to the Organization's reputation or good name.

The decision on the termination of Board membership is made by the General Meeting upon the Board's submission. In case of termination of authorities as provided for in subparagraphs b) and c) upon request of the Board the Board member shall submit a written explanation. If the Board member fails to submit a written explanation upon request of the Board within reasonable time frame without valid reason the decision on terminating his/her activities may be adopted without explanation. The vacancy on the Board staff shall be filled by the manner prescribed in this Charter.

3.7.6. 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. Notification on a special Board meeting shall be sent no later than 3 days before the meeting.

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

3.7.8. 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 vote of the Chair of the Meeting shall be considered decisive.

3.7.9. The Board shall have authority to:

- a) convene a General Meeting and set up 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 regulating the Organization's activity, including Code of Conduct of the Organization;
- f) make decisions on the election of the Executive Director and on termination of his/her authorities;
- g) take under advisement the report presented by the Executive Director on the current activities of and the projects implemented by the Organization;
- h) make recommendations on the amount of membership fees and the procedure of their collection for the approval of the General Meeting;
- i) settle any other issue except for those in the exclusive jurisdiction of the General Meeting of the Organization.

3.7.10. By the decision of the Board a Board member may be involved as Expert in the projects implemented by the Organization. A Board member may be involved in fundraising process for the Organization's projects by the decision of the Board.

3.7.11. The financial and other interests of the Board members shall be declared and registered in the website of the organization.

3.8. EXECUTIVE DIRECTOR

3.8.1. The Executive Director shall be elected by the Board.

3.8.2. The Executive Director 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 of foreign currencies) and other accounts;
- f) give orders within his/her authority, give instructions 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 and Board.

3.8.3. 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 person with higher education who accepts the Charter of the Organization, and its purposes and wishes to participate in its activities may become a member of the Organization.

5.2. Decision 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

- a) based on his/her personal application,
- b) by the General Meeting in case of non-attendance in five consecutive meetings without a valid reason,
- c) in case of breaking the Organization's Codes of Conduct which result in or may result in posing threat to the Organization's reputation or good name.

The decision on the termination of Organization membership is made by the General Meeting upon the Board's submission. In case of termination of authorities as provided for in subparagraphs b) and c) upon request of the Board the Organization member shall submit a written explanation. If the Organization member fails to submit a written explanation upon request of the Board within reasonable time frame without valid reason the decision on terminating his/her activities may be adopted without explanation.

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 and 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) contentiously perform the obligations by the Board he/she has undertaken;
- e) take care for enhancing the Organization's reputation;
- f) in case of manifesting improper conduct upon request of the Board and within defined time provide written explanation;
- g) 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 breached 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.

Appendix

