

Revised Constitution of the International Association of Anti-Corruption Authorities

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ARTICLE 1

Name and objectives

1. The name of the Association is the "International Association of Anti-Corruption Authorities".
2. The Association is an independent, non-political anti-corruption organization.
3. The objectives of the Association are:
 - a. To promote the effective implementation of the United Nations Convention against Corruption (UNCAC);
 - b. To assist anti-corruption authorities internationally in the prevention of and fight against corruption, and for that purpose:
 - i. To promote international cooperation in the prevention, investigation and adjudication of corruption offences, including through law enforcement cooperation, mutual legal assistance and extradition as well as in tracing, seizure, freezing, confiscation and return of the proceeds of corruption offences;

- ii. To promote measures for the prevention of corruption in both the public and private sectors;
- iii. To promote networking, informal and formal relationships, cooperation and coordination between anti-corruption authorities and between anti-corruption authorities and other competent authorities, including law enforcement, judicial and administrative authorities both domestically and internationally;
- iv. To facilitate the exchange and dissemination of expertise and experience among anti-corruption authorities;
- v. To promote examination of comparative criminal law and procedure and best practices and to assist anti-corruption authorities engaged in reform programmes and related activities;
- vi. To promote examination and dissemination of preventive measures;
- vii. To co-operate with international organizations in furtherance of the foregoing objectives.
- viii. To promote a culture of independence, professionalism, transparency, integrity and accountability of Anti-Corruption Authorities.

ARTICLE 2

Membership

A. Organizational Membership

1. An authority, as defined in the United Nations Convention against Corruption (articles 6¹ and 36²), established under the laws of a State

¹ *Article 6, on "Preventive anti-corruption body or bodies" states:* 1. Each State Party shall, in accordance with the fundamental principles of its legal system, ensure the existence of a body or bodies, as appropriate, that prevent corruption by such means as: (a) Implementing the policies referred to in article 5 of this Convention and, where appropriate, overseeing and coordinating the implementation of those policies; (b) Increasing and disseminating knowledge about the prevention of corruption. 2. Each State Party shall grant the body or bodies referred to in paragraph 1 of this article the necessary independence, in accordance with the fundamental principles of its legal system, to enable the body or bodies to carry out its or their functions effectively and free from any undue influence. The necessary material resources and specialized staff, as well as the training that such staff may require to carry out their functions, should be provided. 3. Each State Party shall inform the Secretary-General of the United Nations of the name and address of the authority or authorities that may assist other States Parties in developing and implementing specific measures for the prevention of corruption.

² *Article 36 on "Specialized authorities" states:* Each State Party shall, in accordance with the fundamental principles of its legal system, ensure the existence of a body or bodies or persons specialized in combating corruption through law enforcement. Such body or bodies or persons shall be granted the necessary independence, in accordance with the fundamental principles of the legal system of the State Party, to be able to carry out their functions effectively and without any undue influence. Such persons or staff of such body or bodies should have the appropriate training and resources to carry out their tasks.

Party to the UNCAC, a country or a jurisdictional area shall be eligible for organizational membership in the Association.

B. Individual Membership

2. Any person who has no professional affiliation with an anti-corruption authority or institution such as those described in A above, but who can demonstrate substantial expertise in anti-corruption or experience in research or practice related to the prevention or control of corruption may apply for individual membership.

C. Honorary Membership

3. Any person who has made an outstanding contribution to the Association's work and/or to the fight against corruption in the world and who in the opinion of the General Meeting deserves such distinction may be appointed as honorary member of the Association.

ARTICLE 3

Membership Procedures

1. Applications for organizational or individual membership shall be submitted to the Secretary-General of the Association. The Secretary-General shall verify that the criteria for membership established in article 2 are fulfilled before submitting the application to the Executive Committee.
2. Organizational, individual or honorary membership shall be conveyed by the General Meeting on the recommendation of the Executive Committee. An application may be refused if admission to membership would be inconsistent with or contrary to the objectives of the Association.

ARTICLE 4

Status of Members

1. Organizational members shall be represented by the head of the respective organization or a specifically delegated official and shall have all rights and obligations foreseen by the present constitution.
2. Individual members may participate in annual conferences, general meetings or other activities of the Association without the right to vote. Individual members cannot be elected or appointed to perform any function foreseen by the present constitution.

3. Honorary members shall be appointed for life and shall have the same rights and obligations as individual members but shall not be required to pay annual membership fees. Honorary members may perform functions foreseen by this constitution if elected or appointed by the Executive Committee or the General Meeting.

ARTICLE 5

Observers

The Executive Committee may invite national and international organizations or institutions which have recognized standing in the fight against corruption to participate in its activities and meetings as observers, without the right to vote.

ARTICLE 6

Annual membership fees

1. The General Meeting may approve, on the recommendation of the Executive Committee, annual fees payable by organizational members for each calendar year or, where the general meeting approves fees within three months of the start of a new calendar year, for a twelve-month period beginning at least three months from the date on which fees were approved. The Executive Committee shall determine such annual fees after considering such proposals and information as may be submitted to it by the Secretary-General. Before submitting his/her proposals, the Secretary-General shall consult, as may be necessary and appropriate, with each organizational member and shall take into consideration the circumstances pertaining to each organizational member and all other factors which he/she considers relevant to an equitable assessment of fees.
2. Individual members shall be required to pay annual membership fees of such amount, in such manner and at such time as shall be determined by the Executive Committee, subject to approval by the General Meeting.
3. The Executive Committee may in exceptional circumstances (a) waive in whole or in part the fees payable by an organizational member or (b) reduce the fees payable by individual members in a specified country when circumstances, in its opinion, so warrant. Such waiver or reduction, as appropriate, shall be valid only for the duration of the exceptional circumstances. The Executive Committee shall review relevant decisions annually.
4. Annual membership fees shall be utilized for the purposes of the Association in accordance with Article 13.
5. National and International organizations or institutions invited to participate in the activities and meetings of the Association as observers pursuant to article 5 shall be exempt from annual fees.

ARTICLE 7

Termination and suspension of membership

1. A member may terminate its membership at any time by giving notice in writing to the Secretary-General. Such termination shall become effective three months after the above notice and shall not discharge a member from liability for the payment of annual fees which had become due prior to the effective date of termination. When a member terminates its membership during a twelve-month period for which fees are payable, its fees shall be calculated for that period on a pro rata basis.

2. The General Meeting shall decide, upon the recommendation of the Executive Committee, that the membership of an organizational member be suspended or terminated.

3. In the case of an organizational member, the termination of membership shall be recommended if that organization no longer exists or conforms to the criteria established under article 2. When membership is terminated for these reasons, during the course of a twelve-month period for which fees are payable, the member shall be liable for its fees on a pro rata basis until the date on which its membership was terminated.

4. In the case of an individual or honorary member, termination of membership shall be recommended if such member has been found guilty of a crime by a definite judgment of a court of law or has been found culpable of a grave violation of administrative standards by a duly constituted administrative authority, when such conduct affects seriously the reputation of Association. When membership is terminated for these reasons, the former member shall be liable for fees for the full year in which his/her membership was terminated.

5. The Executive Committee may suspend or terminate the membership of an organizational or individual member which is, respectively, one or two years in arrears in payment of annual fees, following formal notice to that effect, and may reinstate the member to full membership on payment of the arrears.

6. The Secretary-General shall promptly notify the member concerned of any suspension or termination under paragraphs 3, 4 or 5 of this Article.

ARTICLE 8

Representation and Liability

1. The Association shall be represented in legal matters by the President, or by a member of the Executive Committee nominated by the President, and by the Secretary-General acting jointly. The Executive Committee may by resolution grant to the Secretary-General an individual power of attorney to represent

and act on behalf of the Association in particular legal matters specified in the resolution.

2. No member shall by reason of membership in the Association be liable for any debt or obligation of the Association in the absence of an express promise or agreement in writing to accept such liability.

ARTICLE 9

The Executive Committee

A. Establishment of the Executive Committee

1. There shall be an Executive Committee of the Association, which shall be the managing body of the Association and which shall have all powers not expressly reserved for the General Meeting, the President or the Secretary-General.

B. Composition and appointment of the Executive Committee

2. The Executive Committee shall consist of the President, four Vice-Presidents, the Secretary-General as an ex-officio member without the right to vote and ten organizational or honorary members. The membership of the Executive Committee should reflect, as far as reasonably possible, the principle of equitable geographical distribution. Members of the Executive Committee shall be appointed by the General Meeting. They shall serve for three years ending at the conclusion of the General meeting held in the year in which their term of office expires. No member of the Executive Committee may remain in office should he/she cease to be a representative of an organizational member of the Association. Members of the Executive Committee are eligible for reappointment.
3. The President shall, on the expiration of his/her term in office, become a supernumerary member of the Executive Committee for a term ending at the conclusion of the third General Meeting held after such expiration.
4. Paragraph 3 shall not apply to a President who has been dismissed pursuant to this Article.
5. Nominations for election to the Executive Committee shall be made either by the Executive Committee or by not less than ten per cent of the organizational members of the Association. Such nominations shall be submitted to the Secretary-General at least one month before the General Meeting at which the election or elections are due to be made. If no nomination by the ten percent of the organizational members is received, the person or persons nominated by the Executive Committee shall be deemed to be elected.
6. The Executive Committee may co-opt an organizational or honorary member to fill a vacancy occurring among the members of the Executive Committee and such co-opted member shall serve until the termination of the next General Meeting.

7. The Executive Committee may at its discretion extend invitations to representatives of international organizations to participate in its activities and meetings as observers. These representatives shall not have the right to vote.
8. The Executive Committee may at its discretion extend invitations to prominent anti-corruption experts to attend its meetings. These experts shall participate in their individual capacity and function as advisers to the Executive Committee. These experts shall not have the right to vote.

C. Powers of the Executive Committee

9. Without prejudice to the preceding paragraphs, the Executive Committee shall have the following powers and duties:
 - a. to ensure implementation of the objectives of the Association;
 - b. to oversee the affairs of the Association;
 - c. to adopt annual budgets and financial statements;
 - d. to propose modifications to the Constitution, for adoption by the General Meeting;
 - e. to adopt working programmes of the Association;
 - f. to determine annual membership fees in accordance with Article 6;
 - g. to make recommendations to General Meetings on all membership-related matters, including admission, suspension and termination of membership in accordance with the present constitution.
 - h. to make nominations to the General Meeting for the appointment of members of the Executive Committee and for the election of the President and the Vice-Presidents;
 - i. to appoint the Secretary-General on the recommendation of the President;
 - j. to suspend from membership of the Executive Committee members of that Committee, and to recommend to the General Meeting to dismiss such members or to dismiss the President, a Vice-President, or the Secretary-General;
 - k. to prepare, in close cooperation with the Secretary-General, for Conferences held pursuant to Article 15; to determine Conference fees, programmes and budgets; to appoint a Conference Committee for the Annual Conference and, if deemed necessary, for any other conference;

- l. to determine the time and place for the General Meeting, the Annual Conference and other conferences;
- m. to assist members in accordance with the objectives of the Association;
- n. to establish committees or working groups of the Association and to determine, either before or after such establishment, the functions, powers and procedures of such committees or working groups; and
- o. to monitor and evaluate the implementation of the resolutions of the Association.

D. Suspension or dismissal of members

10. A member of the Executive Committee may be suspended or dismissed from membership by the Executive Committee by a resolution adopted by a two thirds majority of its members, to be submitted to the next General Meeting, if continuation of his/her work as member of the Executive Committee is considered detrimental to the Association, and/or contrary to the achievement of its objectives, and/or if he/she has failed to properly exercise his/her functions as a member of the Executive Committee. The Executive Committee shall state the reasons for its decision in the resolution recommending to the General Meeting the dismissal of one of its members.

E. Meetings and procedures

10. The Executive Committee shall meet at least once every year and shall hold such other meetings as the President or the Executive Committee itself may consider necessary. With the exception of its Annual regular meeting, any other function of the Executive Committee may be performed by means of electronic telecommunication if, in the opinion of the President, the circumstances do not permit or warrant the convening of a physical meeting of the Executive Committee. The times and places of meetings of the Executive Committee shall be proposed by the President, subject to final determination by the Executive Committee.

11. Decisions of the Executive Committee shall be reached by simple majority of its members present and voting unless otherwise stated in the Constitution.

13. The Executive Committee may adopt its own rules of procedure.

ARTICLE 10

The President

- 1. There shall be a President of the Association.
- 2. The President shall be elected by the General Meeting. He/she shall serve for a term commencing immediately after the General Meeting at which he/she

was elected and ending at the conclusion of the third General Meeting thereafter, and shall be eligible for re-election.

3. The President shall normally preside over the meetings of the Executive Committee and the Annual Conference and General Meeting. In the absence of the President, one of the Vice-Presidents shall preside over such meetings. If this is not possible, the members of the Executive Committee shall appoint one of its members to perform the relevant functions.
4. Nominations for election as President shall be made by the Executive Committee. Nominations may also be made by not less than 25 per cent of the organizational members of the Association. Such nominations shall be submitted to the Secretary-General at least one month before the General Meeting at which the election is due to be made.
5. In the event of resignation, permanent incapacity, dismissal or death of the President, the Executive Committee shall appoint one of its members who shall serve as President until the conclusion of the next General Meeting.
6. The President shall assign one of the Vice-Presidents to exercise the powers and functions of the President, if the President is temporarily unable to act or unavailable or if the President considers that it would be appropriate to refrain from acting in relation to any particular matter.

ARTICLE 11

The Vice-Presidents

1. There shall be four Vice-Presidents of the Association.
2. The Vice-Presidents shall be elected by the Executive Committee from among its members. They shall serve for a term commencing immediately after the General Meeting at which they were elected and ending at the conclusion of the third General Meeting thereafter, and they shall be eligible for re-election.
3. In the event of resignation, permanent incapacity, dismissal or death of a Vice-President, the Executive Committee shall appoint one of its members who shall serve as Vice-President until the conclusion of the next General Meeting.

ARTICLE 12

The Secretary-General and the Secretariat of the Association

1. There shall be a full-time Secretary-General of the Association who shall manage the day-to-day affairs of the Association.
2. The Secretary-General shall have the following powers and duties:
 - a. to draw up and propose annual budgets and financial statements to be adopted by the Executive Committee;

- b. to make proposals for working programmes to be adopted by the Executive Committee;
- c. to organize meetings of the Executive Committee and to report to the Executive Committee on the affairs of the Association;
- d. to execute and communicate, as appropriate, the resolutions and decisions of the Executive Committee and of the General Meeting;
- e. to direct the Secretariat of the Association, in accordance with this Article;
- f. to manage the Treasury of the Association, in accordance with this Article;
- g. to maintain the records and files of the Association, including the minutes of the meetings of the Executive Committee and the General Meeting;
- h. to make proposals for and to assist the Executive Committee in the discharge of its functions and, for this purpose, to serve on Conference Committees;
- i. to seek and obtain legal advice on any matter pertaining to the Association and/or its Secretariat;
- j. to make grant and/or project applications to support activities of the Association;
- k. To liaise with possible donors and engage in fundraising for the Association;
- l. To ensure that the Association's website is regularly updated;
- m. To organize and support regular or ad hoc external audits of the Association, as required; and
- n. to perform any other functions, as directed by the Executive Committee or the President.

3. The Secretary-General shall be appointed by the Executive Committee on the recommendation of the President.

4. The President shall establish a Secretariat of the Association, which shall operate under the authority of and assist the Secretary-General. The Secretary-General, in consultation with the Executive Committee, shall appoint the Secretariat. The Secretariat shall be composed of such personnel as may be required to enable the Secretary-General to manage the day-to-day administrative and financial affairs of the Association.

5. The Secretary-General shall develop terms of reference, standards of conduct and conditions of service for the staff of the Secretariat.

ARTICLE 13

Financial matters

1. All liquid assets of the Association, including annual membership fees and funds generated by the Annual Conference and all other activities of the Association, as well as voluntary contributions by its members or other organizations or entities, shall be deposited in the Treasury of the Association. The Secretary-General shall manage the Treasury for the benefit of the Association and shall be accountable for the Treasury to the Association through the Executive Committee. The Secretary-General shall have authority to disburse funds for the purposes of the Association, provided that disbursement in excess of an amount to be determined from time to time by the Executive Committee shall require the prior approval of the President or the Executive Committee, as determined by the Executive Committee. The Secretary-General shall draw up and submit to Executive Committee for approval the annual budget of the Association and further submit financial statements to the Executive Committee annually containing income and expenditures. The Secretary General shall develop financial rules and procedures for approval by the Executive Committee.

2. The Treasury of the Association shall be subject to annual external audits, performed by reputable external independent auditors, engaged for that purpose by the Executive Committee.

ARTICLE 14

The General Meeting

1. The General Meeting shall be the body with supreme authority over the Association. It consists of the organizational members, the individual members and the honorary members.

3. The functions of the General Meeting shall be the following:
 - a. to carry out such functions as laid down in the Constitution;
 - b. to determine the policies of the Association;
 - c. to amend the Constitution.

3. The General Meeting shall meet annually at such time and place as shall be determined by the Executive Committee. It may meet in extraordinary sessions at the request of two-thirds of the members of the Executive Committee or of a majority of the members of the Association. The place and time of such meetings shall be determined by the Executive Committee.

4. The General Meeting shall make every effort to reach decisions by consensus. If consensus cannot be achieved and unless otherwise provided by the Constitution,

the General Meeting shall take its decisions by simple majority of the votes cast by members present and voting. For decisions to be valid, a quorum of at least 30 per cent of organizational members should be present.

5. In order that all members may be consulted about issues to be voted on at the General Meeting, motions must be submitted to the Secretary-General in writing one month before the date fixed for the General Meeting. The Secretary-General shall give notice of any motion to all members of the Association at least ten days prior to the General Meeting.

6. Unless otherwise provided in the Constitution, the General Meeting may adopt its own rules of procedure by simple majority. It shall observe the general principles of justice and shall seek to ensure that members liable to be affected by its actions shall have adequate opportunity to state their case.

ARTICLE 15

Conferences

1. An Annual Conference may be held together with the annual General Meeting to discuss topics within the objectives of the Association.
2. Every member shall have the right to attend the Annual Conference.
3. The Executive Committee may convene other conferences of the Association (e.g. regional conferences) at such times and in such places as it shall deem appropriate to discuss any topic within the objectives of the Association.
4. Unless authorized by the Executive Committee, no Conference shall represent the Association in any respect or take any action in the name of the Association.
5. The Executive Committee may invite any organization having purposes similar to or consistent with those of the Association to attend as observer at a conference. The Executive Committee may invite such persons as it considers capable of making a substantial contribution to the achievement of the objectives of the Association to all or parts of conferences as observers. These observers shall have the right to speak at a conference.

ARTICLE 16

Amendment of the Constitution

1. The Constitution may be amended on the proposal of either the Executive Committee or not less than twenty-five per cent of the organizational members of the Association.

2. Any proposal for amendment shall be lodged with the Secretary-General not less than one month before the next General Meeting. Notice of any proposed amendment shall be communicated to members not later than ten days before such a meeting.
3. All amendments to the Constitution shall be approved by the General Meeting either by consensus, or if consensus cannot be achieved, by a majority of not less than two thirds of the members present and voting. For the relevant decision to be valid, a quorum of at least 30 per cent of organizational members should be present.
4. Amendments shall have effect on such date or on the fulfilment of such condition or conditions as the General Meeting shall determine.

ARTICLE 17

Official Language

English shall be the official language of the Association.