

Constitution of the International Association of Anti-Corruption Authorities

2011-03-16

(Unanimously agreed upon by the First Annual Conference and General Meeting of IAACA held in Beijing, 22 to 26 October, 2006)

1. Name and Objectives
2. Organisational Membership
3. Individual Membership
4. Honorary Membership
5. Annual Membership Dues
6. Cessation and Suspension of Membership
7. Representation, Liability
8. The Executive Committee
9. The President
10. The Vice-Presidents'
11. The Secretary-General
12. The General Counsel
13. The General Meeting
14. Conferences
15. Amendment of the Constitution
16. Official Language

Annex I: Procedure for Dealing with Application for Membership

Annex II: Suspension from Membership

ARTICLE 1

Name and objectives

1.1 The name of the Association is the "International Association of Anti-Corruption Authorities"

1.2 The Association is an independent, non-political anti-corruption organization.

1.3 The objectives of the Association are:

- To promote the effective implementation of the UN Convention Against Corruption;
- To assist anti-corruption authorities internationally in the fight against corruption, and for that purpose:

- To promote international co-operation in gathering and providing evidence; in tracking, seizing and forfeiting the proceeds of corrupt activities ; and in the prosecution of fugitive criminals;
- To promote speed and efficiency in such international co-operation; To promote measures for the prevention of corruption in both the public and private sectors;
- To promote relationships and coordination between anti-corruption authorities internationally;
- To facilitate the exchange and dissemination among them of expertise and experience;
- To promote examination of comparative criminal law and procedure and best practices and to assist anti-corruption authorities engaged in reform projects;
- To promote examination of comparative preventive measures;
- To co-operate with international and juridical organisations in furtherance of the foregoing objectives.

ARTICLE 2

Organizational membership

2.1 The following organizations shall be eligible for organizational membership:

An authority, (as defined in the United Nations Convention against Corruption, articles 6[1] and 36)[2] e.g. bureau, agency, commission, unit, office, etc, organized by the government in a country or a jurisdictional area and established for:

- Prevention practices and policies;
- The pre-investigations, investigations, or prosecutions against corruption.

2.2 An application for membership by an authority which in the opinion of the Executive Committee conforms to the description in Article 2.1 may be granted at the discretion of the

Executive Committee.

2.3 Admission to membership shall be made by the Executive Committee. An application may be refused if the admission to membership of the applicant would be inconsistent with, or otherwise detrimental to, the objectives of the Association. The procedure for such applications and the criteria on which the decisions of the Executive Committee are based are set out in the protocol at Annex 1. This decision shall be conclusive.

2.4 The Executive Committee has also the authority to consider applications from national and international organizations which have recognized standing in the fight against corruption. The representatives of such organizations can participate as observers.

ARTICLE 3

Individual membership

3.1 An application by a person who has abundant experience in research or practice of anti-corruption for individual membership may be granted by the Secretary-General.

3.2 The application shall be in writing addressed to the Secretary-General and shall contain sufficient information to determine the qualification for membership of the applicant.

3.3 The applicant shall upon request supply to the Secretary-General such further information as may in his/her opinion be necessary for the purposes of this Article.

3.4 An application for individual membership may be refused if in the opinion of the Executive Committee, on referral of the matter to it by the Secretary-General, the admission to membership of the applicant would be inconsistent with or otherwise detrimental to the achievement of the objectives of the Association. This decision shall be conclusive.

ARTICLE 4

Honorary membership

4.1 On the recommendation of the Executive Committee, the General Meeting may elect as an honorary member of the Association any person who has made an outstanding contribution to the Association's work and who in the opinion of the General Meeting deserves such distinction.

4.2 Honorary members are elected for life and shall have the same rights, privileges and obligations as individual members, but shall not be required to pay annual membership dues.

ARTICLE 5

Annual membership dues

5.1 The General Meeting may recommend amounts payable as dues by organisational members for the following calendar year. The Executive Committee shall, having regard to any such recommendation, determine the dues payable by each organisational member 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 with each organisational member and shall take into consideration the circumstances relating to each organisational member and all other factors which he/she considers relevant to an equitable assessment of dues.

5.2 Individual members shall pay annual membership dues of such amount in such manner and at such time as shall be determined by the Executive Committee, subject to confirmation by the General Meeting.

5.3 The Executive Committee may in exceptional circumstances (i) waive in whole or in part the dues payable by an organisational member and (ii) reduce the dues payable by individual members in a specified country when the circumstances, in its opinion, so warrant.

5.4 Annual membership dues shall be utilised for the purposes of the Association in accordance with Article 11.8.

ARTICLE 6

Cessation and suspension of membership

6.1 A member may resign at any time by giving notice in writing to the Secretary-General. Resignation shall not discharge a member from liability for the payment of annual dues which had become payable prior to the date of resignation.

6.2 The Executive Committee may recommend to the General Meeting that membership be suspended or expelled.

6.2.1 In the case of an authority, suspension or expulsion may be recommended only if the member state has abolished the authority, or undermined operational independence so as to make the authority ineffective.

6.2.2 In the case of an individual member, suspension or expulsion may be recommended if he or she has been found guilty of a crime by a court of law or of a significant violation of administrative standards by a duly constituted administrative authority.

6.2.3 In extraordinary circumstances, suspension or expulsion may be recommended when continuation of his/her or the authority's active participation in the activities of the Association or of his/her membership is deemed detrimental to the Association.

6.2.4 The procedure for suspension or expulsion is set out in the protocol at Annex 2.

6.3 The Executive Committee may suspend the membership of or expel an organisational member which is six months in arrears in payment of annual dues, or after a second formal notice, and may reinstate the member to full membership on payment of the arrears.

6.4 The Secretary-General may suspend the membership of or expel an individual member who is two years in arrears in payment of annual dues and may reinstate the member to full membership on payment of the arrears.

6.5 The Secretary-General shall promptly notify the member concerned of any recommendation, suspension or expulsion under paragraphs 2, 3 or 4 of this Article.

6.6 An appeal against a decision to recommend suspension or expulsion pursuant to paragraph 6.2 above may be made to the General Meeting by written notice to the Secretary-General.

ARTICLE 7

Representation, Liability

7.1 The Association shall be represented in legal affairs 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 affairs specified in the resolution.

7.2 No member shall by reason of membership of 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 8

The Executive Committee

1. Establishment of the Executive Committee

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

2. Composition and appointment of the Executive Committee

8.2.1 The Executive Committee shall consist of the President, the Vice-Presidents, the Secretary-General and the General Counsel and, in addition, at least three (3) ordinary members representing a fair spread of the Association geographical members. The membership of the Executive Committee shall reflect, as far as is reasonably possible, the regions of the world in which the Association has members. Members of the Executive Committee shall be appointed by the General Meeting in their personal capacity. They shall serve for three years ending at the end of the General meeting 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 member of the Association. Members of the Executive Committee are eligible for reappointment.

8.2.2 The President shall, immediately on the expiration of his/her term of office, become a supernumerary member of the Executive Committee for a term ending at the conclusion of the third Annual General Meeting held after such expiration.

8.2.3. Paragraph 8.2.2 shall not apply to a President who has been dismissed pursuant to Article 8.4 and Article 10.3.

8.2.4 Nominations for election to the Executive Committee are made by the Executive Committee. Nominations may also be made by not less than ten per cent (10%) of the organisational members or by no fewer than one hundred (100) individual members. Such nominations shall be submitted to the Secretary-General at least three (3) months before the General Meeting at which the election or elections are due to be made. If no such nomination is received, the person or persons nominated by the Executive Committee shall be deemed to be elected.

8.2.5 The Executive Committee may co-opt a member to fill a vacancy occurring among ordinary members of the Executive Committee and such co-opted member shall serve until the conclusion of the next General Meeting.

3. Powers of the Executive Committee

8.3 Without prejudice to the generality of the preceding paragraph, the Executive Committee shall have the following powers and duties:

- to oversee the affairs of the Association generally;
- to adopt annual budgets and financial statements;
- to adopt annual working programs;
- to determine annual membership dues in accordance with Article 5;
- to admit applicants to organisational membership in accordance with Article 2 and to suspend the membership of or expel organisational members in accordance with Article 6.3;
- to recommend persons to the General Meeting for honorary membership in accordance with Article 4;
- to make nominations to the General Meeting for the appointment of members of the Executive Committee and for the election of the President, the Vice-Presidents and the Secretary-General;
- to appoint the General Counsel;

- 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, the Secretary-General or the General Counsel;
- to prepare in conjunction with the Secretary-General for Conferences held pursuant to Article 14, to determine Conference fees, programs and budgets, and to appoint a Conference Committee for the Annual Conference and, if deemed necessary, for any other Conference to assist in the preparation therefore;
- to make determinations as to the time and place for the General Meeting, the Annual Conference and other conferences;
- to assist members in accordance with the objectives of the Association;
- to propose the establishment of committees of the Association by the General Meeting and to determine, whether before or after such establishment, the titles, functions, powers and procedures of such committees;
- to ensure implementation of the objectives of the Association;
- to monitor and evaluate the implementation of the resolutions of the Association; and
- to direct an audit, as required, of the Association.

4. Suspension of members

8.4 A member of the Executive Committee may be suspended from membership by the Executive Committee by a resolution adopted by a two thirds majority of its members until the next General Meeting if continuation of his/her work as member of the Executive Committee is considered detrimental to the Association or if he/she has failed to demonstrate appropriate activity on behalf of the Association. The Executive Committee may, by a resolution adopted by a two thirds majority of its members recommend to the General Meeting the dismissal of such a member of the Executive Committee.

5. Meetings and procedures

8.5.1 The Executive Committee shall meet at least once every year and shall hold such other meetings as the President or the Secretary-General or the Executive Committee may consider necessary. Any function of the Executive Committee may, however, be performed by means of electronic tele-communication if, in the opinion of the President and the Secretary-General, the circumstances do not permit or require the convening of a meeting of the Executive Committee. The times and places of meetings of the Executive Committee shall be proposed by the President or the Secretary-General, subject to final determination by the Executive Committee.

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

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

ARTICLE 9

The President

9.1 There shall be a President of the Association.

9.2 The President shall be elected by the General Meeting and he/she shall be an existing member of the Executive Committee. 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 Annual General Meeting thereafter and he/she shall be eligible for re-election.

9.3 The President shall normally preside at the meetings of the Executive Committee and the General Meetings. In the absence of the President one of the Vice-Presidents shall preside the General Meetings and the Executive Committee. If this is not possible the members of the Executive Committee shall appoint one member to preside the General Meeting and the Executive Committee.

9.4 Nominations for election as President are made by the Executive Committee. Nominations may also be made by not less than 10% of the organisational members or by not less than one hundred individual members. Such nominations shall be submitted to the Secretary-General at least three months before the General Meeting at which the election is due to be made. If no such nomination is received, the person selected by the Executive Committee shall be deemed to be nominated for election by the General Meeting.

9.5 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.

9.6 A Vice-President, or other member of the Executive Committee, selected by the Executive Committee may exercise the powers and functions of the President, if the President is at any time unable to act or unavailable or if the President, for reasons which appear sufficient to him/her, considers that it would be appropriate to refrain from acting in relation to any particular matter.

ARTICLE 10

The Vice-Presidents

10.1 There shall be four (4) Vice-Presidents of the Association.

10.2 The Vice-Presidents shall be elected by the General Meeting and shall be existing members of the Executive Committee. 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 Annual General Meeting thereafter and they shall be eligible for re-election.

10.3 Nominations for election as Vice-President are made by the Executive Committee. Nominations for election as Vice-President may also be made by not less than ten per cent (10%) of the membership. Such nominations shall be submitted to the Secretary-General at least three (3) months before the General Meeting at which the election is due to be made. If no such nomination is received, the persons nominated by the Executive Committee shall be deemed to be elected.

10.4 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 11

The Secretary-General

11.1 There shall be a Secretary-General of the Association who shall manage the day-to-day affairs of the Association.

11.2 The Secretary-General shall have the following powers and duties:

- to make proposals for annual budgets and financial statements to be adopted by the Executive Committee;
- to make proposals for annual working programs to be adopted by the Executive Committee;
- to admit applicants to individual membership in accordance with Article 3 and to suspend the membership of or dismiss individual members in accordance with Article 6;
- to organize meetings of the Executive Committee and to report to the Executive Committee on the affairs of the Association;
- to execute and communicate where appropriate the resolutions and decisions of the Executive Committee and of the General Meeting;
- to direct the Secretariat of the Association in accordance with paragraph 7 of this Article;
- to manage the Treasury of the Association in accordance with paragraph 9 of this Article;
- to maintain the records and files of the Association, including the minutes of the meetings of the Executive Committee and the General Meeting;
- to make proposals for and to assist the Executive Committee in the discharge of its functions under Articles 8.3 and 8.5 and for this purpose to serve on Conference Committees
- to undertake any other duties as directed by the Executive Committee.

11.3 The Secretary-General shall be elected by the General Meeting and he/she shall be a member of the Association. He/she shall serve for a term commencing immediately after the conclusion of the General Meeting at which he/she was elected and ending at the conclusion of the sixth (6th) Annual General Meeting thereafter and he/she shall be eligible for re-election.

11.4 The Secretary-General shall be elected on the nomination of the Executive Committee. Nominations for election as Secretary-General may also be made by not less than ten per cent (10%) of the membership. Such nominations shall be submitted to the Secretary-General at least three (3) months before the General Meeting at which the election is due to be made. If no such nomination is received, the person nominated by the Executive Committee shall be deemed to be elected.

11.5 In the event of resignation, permanent incapacity, dismissal or death of the Secretary-General, the Executive Committee shall appoint a member of the Association who shall serve as Secretary-General until the conclusion of the next General Meeting. In the event of temporary incapacity of the Secretary-General, the Executive Committee may appoint a member of the Association who shall serve as Secretary-General for the duration of such incapacity.

11.6 There shall be a Secretariat of the Association which shall assist the Secretary-General. The Secretariat shall be located at the place of residence of the Secretary-General or at some other suitable place to be determined by the Executive Committee with the consent of the Secretary-General. The Secretary-General may employ such personnel as are required to enable him/her to manage the day-to-day administrative and financial affairs of the Association, provided that the costs of the Secretariat do not exceed the costs included therefore in the annual budget.

11.7 The Secretary-General shall be paid such emoluments as may be determined by the Executive Committee. The annual budget shall provide for his/her emoluments and expenses, for the running costs of the Secretariat and for any other expenses incurred in the conduct of the affairs of the Association.

11.8 All liquid assets of the Association, including annual membership dues and funds generated by the Annual Conference and all other Association activities shall be deposited in the Treasury. Funds which are generated or donated for a specific purpose may be appropriated in the Treasury to that purpose. The Secretary-General shall manage the Treasury for the benefit of the Association and may therein deposit and therefore disburse funds, provided that disbursement in excess of an amount to be authorised from time to time by the Executive Committee shall require its prior approval.

ARTICLE 12

The General Counsel

12.1 There shall be a General Counsel of the Association whose powers and duties shall be determined by the Executive Committee but shall include:

- providing legal advice in connection with requests for membership;
- assisting the Secretariat on all legal matters as may be required;
- proposing substantive issues to be discussed by the annual Conference;
- suggesting annual working programs to the Executive Committee;
- undertaking any other duties that may be assigned to him by the President or by the Secretary-General.

12.2 The General Counsel shall be a member of the Association and shall be appointed by the Executive Committee and, unless the Executive Committee otherwise determines, shall serve for a term of six (6) years and shall be eligible for re-appointment.

12.3 In the event of resignation, permanent incapacity, dismissal or death of the General Counsel, the Executive Committee shall appoint a member of the Association who shall serve as General Counsel until the conclusion of the next General Meeting. In the event of temporary incapacity of the General Counsel, the Executive Committee may appoint a member of the Association who shall serve as General Counsel for the duration of such incapacity.

12.5 The General Counsel shall be paid such emoluments as may be determined by the Executive Committee.

ARTICLE 13

The General Meeting

13.1 The General Meeting shall be the body of supreme authority in the Association. It consists of the organisational members, the individual members and the honorary members.

The functions of the General Meeting shall, in accordance with the Constitution, be the following:

- to carry out the duties laid down in the Constitution;
- to elect and appoint persons to perform the functions set out in the Constitution;
- to suspend or dismiss persons from such functions;
- to suspend the membership of or expel members at the recommendation of the Executive Committee pursuant to Article 6.2; to determine the policies of the Association;
- to amend the Constitution.

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

13.3 Members shall have voting rights at the General Meeting in accordance with the following provisions of this paragraph:

- The vote of an organisational member shall be equivalent in value with the votes of ten individual members and shall be cast by a person nominated therefore by the organizational member and present at the General Meeting;
- Each individual member present at the General Meeting shall have one vote.

13.4 Unless otherwise provided by the Constitution, the General Meeting shall take its decisions by the votes of a simple majority of members present and voting.

13.5 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 three (3) months before the date fixed for the General Meeting. The Secretary-General will give notice of any motion in an edition of the Newsletter published between the deadline for the submission of motions and the General Meeting. Consideration of any motion, or any substantive amendment of an existing motion, from the floor of the General Meeting will be adjourned until the General Meeting in the following year, subject to the discretion of the Chair of the General Meeting.

13.6 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 14

Conferences

14.1 An Annual Conference shall be held coincident with the annual General Meeting at a time and place determined by the Executive Committee to discuss topics within the objectives of the Association.

14.2 Every member shall have the right to attend the Annual Conference.

14.3 The Executive Committee may convene other conferences of the Association (e.g. regional conferences) at such times and places as it shall determine to discuss any topic within the objectives of the Association.

14.4 Unless authorised by the Executive Committee, no Conference shall represent the Association in any respect or take any action in the name of the Association.

14.5 Upon the invitation of the Executive Committee any organisation having purposes similar or allied to those of the Association may attend as observers at a conference. The Executive Committee may invite such persons as it thinks fit to all or parts of conferences as observers. These observers shall have the right to speak at a conference.

ARTICLE 15

Amendment of the Constitution

15.1 The Constitution may be amended on the proposal of either the Executive Committee or not less than ten per cent (10%) of the organizational members or by not less than one hundred (100) individual members.

15.2 Any proposal for amendment shall be lodged with the Secretary-General not less than sixty (60) days before the next General Meeting. Notice of any proposed amendment shall be communicated to members not later than thirty (30) days before such a meeting.

15.3 All amendments to the Constitution shall be approved by the General Meeting by a majority of not less than two thirds of the votes, counted in accordance with Article 13.3, of the members present and voting.

15.4 Amendments shall have effect on such date or on the fulfilment of such condition or conditions as the General Meeting shall determine.

ARTICLE 16

Official Language

The English language shall be the official language of the Association. .

Annex 1

Procedure for dealing with applications for membership

Article 2.2 of the Constitution of the International Association of Anti-Corruption Authorities provides that:

“An application for membership by an authority which in the opinion of the Executive Committee conforms to the description in Article 2.1 may be granted at the discretion of the Executive Committee. “

This Annex sets out the procedure for such applications and the criteria on which the decisions of the Executive Committee are based.

Procedure

The head of an organisation described in Article 2.1 of the IAACA Constitution should write to the Secretary-General setting out the following:

- The name of the organisation;
- The jurisdiction in which it operates; The number of people in the organisation;
- The budget of the organisation;
- How the organisation conforms with Article 2.1 of the Constitution;

The head of such an organisation should also forward to the Secretary-General a copy of its founding legislation and/or its constitution. If the relevant documents are not in English, they should be accompanied by a translation or a summary of the substantive parts.

The Secretary-General will consider the application and submit it to the Executive Committee with his/her recommendation which should detail the answers to the following questions:

Is the organisation an organisation described in Article 2.1 of the constitution? What is the size of the organisation? Is there anything in the organisation's legislation and/or constitution which would make its membership of the IAACA inconsistent with or detrimental to the objectives of the Association? Is there anything else known about the applicant organisation which would make its membership of the IAACA inconsistent with or detrimental to the objectives of the Association?

If the Executive Committee, either at one of its regular meetings or through electronic telecommunication, is satisfied with the answers to these questions, it may admit the organisation to organisational membership of the IAACA.

Annex 2

Suspension from membership

Article 6.2 of the Constitution of the International Association of Anti-Corruption Authorities provides that:

“The Executive Committee may recommend to the General Meeting that membership be suspended or expelled.”

This Annex sets out the procedure to be adopted should the Executive Committee wish to consider the possible suspension of a member and subsequently recommend suspension to the General Meeting.

The decision of the Executive Committee

If the Secretariat receives a complaint of dishonourable conduct on the part of a member or activity on the part of a member which is detrimental to the Association, the Secretary-General will:

write to the member setting out the nature of the complaints which have been made and asking for a response;

and on receipt of the response, circulate it and the information supporting the complaint to all members of the Executive Committee.

The members of the Executive Committee shall, within one (1) month of the date of the Secretary-General's message, reply to him/her indicating whether they support suspension or not.

If there is unanimity on the issue, the Secretary-General will inform the member of the outcome of the Executive Committee's deliberations. If the decision is against suspension, the matter will rest there.

If there is no such unanimity, the matter will be discussed at the next meeting of the Executive Committee and will be decided by a vote.

If the decision is to recommend suspension before the General Meeting, the member will be informed of the right to be heard at the General Meeting. The decision of the General Meeting shall be final.

[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.