

CONSTITUTION, RULES AND REGULATIONS OF A
NATIONAL CHAPTER
CANADIAN PARLIAMENTARIANS AGAINST CORRUPTION
(CanPAC) (herein called “national chapter”)

The Preamble

- RECOGNIZING: The supremacy of parliament as the institution to whom a government is answerable and accountable.
- AWARE: That corruption poses a grave danger to the well being of all people and to the development of their societies.
- ALARMED: That corruption diverts scarce resources from basic human needs and destroys confidence in the integrity of our institutions.
- CONCERNED: That it is essential that we develop healthy, balanced relations between the state, civil society and the marketplace and that parliaments be strengthened as effective institutions of accountability in approving the policies and actions of governments.
- ACKNOWLEDGING: That corruption can best be controlled by strengthening systems of accountability, transparency and public participation in the governance process.
- REALIZING: The great value of parliamentarians coming together to create a proactive strategy, to share information, experience and lessons learned, and to develop initiatives to strengthen parliaments in the fight against corruption.
- REITERATING: Our commitment to promote legislation to strengthen society and uphold transparency and accountability by:
- Building the commitment and capacity of parliaments to exercise accountability with particular relation to financial matters
 - Sharing information, lessons learned and best practices
 - Undertaking projects to reduce corruption and promote good governance

- Cooperating with IFI's and organizations in civil society with shared objectives
- Recognizing that the rule of law is paramount in the development of a healthy, free and productive society.

Do hereby resolve to form a national chapter for Parliamentarians against corruption as a tool for strengthening Parliaments' effectiveness as the first line in the fight against corruption.

CONSTITUTION, RULES AND REGULATIONS

OF

The Canadian Chapter

ARTICLE 1: NAME

The name of the National Chapter shall be Canadian Parliamentarians Against Corruption incorporated under the laws of Canada.

ARTICLE 2: REGISTERED OFFICE

The registered office of Canadian Parliamentarians Against Corruption (CanPAC) shall be situated at:

Centre for Legislative Exchange
Parliamentary Centre
Suite 802, 255 Albert Street
Ottawa
Canada K1P 6A9

ARTICLE 3: NATURE AND OBJECTS OF THE ORGANIZATION

A National Chapter is a non profit organisation with the main aim of bringing together parliamentarians to combat corruption, promote transparency and accountability in order to ensure high standards of integrity in public transactions and the actions of public office holders.

The objects for which the National Chapter is established are to:

1. develop standards of conduct designed to promote transparency, accountability and good governance
2. promote the rule of law and the accountability of state institutions
3. develop capacity in parliaments and parliamentarians to oversee the activities of their governments and other public institutions thereby making them more accountable
4. foster and facilitate the exchange of information, knowledge and experience among its members
5. share information on lessons learned and best practices on anti-corruption measures
6. encourage parliaments and parliamentarians to develop, enact and promote the enforcement of legislation that promotes good governance, transparency and accountability
7. promote measures aimed at dealing effectively with corruption and to raise general awareness on the issue of corruption at all levels of society
8. educate Parliamentarians and policy makers on the existence, nature and ways of combating corruption
9. advocate for the inclusion of anti-corruption measures in all government programs and work for the improvement of the capacities of national institutions to deal effectively with corruption
10. work with national bodies in the mobilization of resources for anti-corruption programs, including:
 - supporting the activities of similar organizations and other chapters
 - information sharing through the use of websites, e-mail and other services
 - sponsoring anti-corruption workshops at a national level
 - liaising and working in co-operation with international organisations, parliamentary institutions, civil society, and other organisations on all matters aimed at improving governance, transparency and accountability
 - conducting research and disseminating information on best practices
 - promoting the causes of members in furtherance of the aims and objectives of the organization
11. To do all other things as are incidental or conducive to supporting and promoting the realisation of any of these objects, including the capacity to raise money from public or private sources (national, regional or international)

ARTICLE 4: MEMBERSHIP

1. Full membership shall be available to the following, upon application and payment of an annual subscription: Parliamentarians and former Parliamentarians, and democratically elected Parliamentarians who have been denied their right to take office.
2. The following upon application and acceptance shall be granted observer status: institutions, individual donors, NGOs, Supreme Audit Institutions and other organizations that support similar objectives as this organization or provide funding for its activities.
3. The annual subscription fee is to be determined by the Board of Directors and shall cover from January 1 to December 31 of each year.
4. Membership shall be subject to the approval of the Board of Directors of the National chapter and of GOPAC.

ARTICLE 5 TERMINATION OF MEMBERSHIP

- a) Membership shall terminate upon death, removal, or voluntary withdrawal from the organisation
- b) A member must give the Executive Committee written notice of his/her decision to withdraw from the organization
- c) A member may be suspended or removed from the register of members by a decision of the Board of Directors if a member is more than one year in arrears of subscription payment OR for a cause as determined by the Board of Directors
 - A member who has been suspended or removed from the register may appeal his/her suspension or removal within three months of the date of the decision to the regional Board of Directors and to the Board of Directors of GOPAC.

ARTICLE 6 CODE OF CONDUCT

- a) All members shall behave and conduct their affairs in a manner consistent with the values that the regional chapter and GOPAC defend, as well as strive to uphold the integrity of those values
- b) A member must avoid actual, and perceived conflicts of interest

- c) A member must report to the organisation actual, or perceived conflict of interest as soon as the member becomes aware of any circumstances which may give rise to a conflict of interest
- a) The evaluation of a breach of the values of the organization will be made by the Board of Directors who shall have full authority to decide on the appropriate sanction that may be imposed in any given case.

ARTICLE 7: ORGANS

The organs of the National Chapter are: the Board of Directors, the Executive Committee, the Conference and the Secretariat

ARTICLE 8: BOARD OF DIRECTORS

1. The Board of Directors shall be comprised of a president and other members who must be elected from a list of current members. The term of office shall last no more than two years
 - a) Three months prior to an election the Board shall create a nomination committee to present a list of candidates taking gender and geographical considerations into account
2. In the case of death, absence, resignation or removal of a Board member, the Board may nominate a substitute to hold office for the remainder of the member's term
3. Members of the Board shall elect an Executive Committee composed of one chairperson, one vice chairperson, a secretary, and a treasurer. The election shall take place at the first meeting of the full Board which meeting shall be held no more than 30 days after the Board is constituted. The meetings of the Board may be conducted by electronic means and shall take place on a periodic basis the timing of which is to be decided at Board's discretion
4. The Board of Directors is responsible for all matters delegated to it by the Conference, including all matters of importance to the organization as well as authority to guide the implementation of decisions, plans and goals in accordance with the aims and objectives of the organization
5. A quorum for the Board of Directors shall be more than 1/2 of the members
6. Founding members shall fill Interim positions on the Board

7. The Board has power to adopt its own agenda at its meetings
8. Decisions are made by majority vote and each Board member shall have one vote. In the event of there being no majority the Chairperson has a casting vote
9. Minutes will be kept of meetings and decisions made, which must be signed by the Secretary or in the secretary's absence an officer designated by the Board

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

- a) Consider the reports of the Executive Committee and decide whether to give formal approval to the actions of the Executive Committee
- b) Determine the annual subscription to be paid by a member
- c) Establish rules in relation to contributions, donations and gifts to the organization
- d) Approve an annual budget and any supplementary matters
- e) Approve membership applications, as well as take decisions on the suspension, or removal of a member
- f) Consider and make recommendations on proposals to amend any of the Articles

ARTICLE 9: THE EXECUTIVE COMMITTEE

1.
 - a) The Executive Committee is the administrative organ of the organization and shall be comprised of a chair person, a vice-chair, a secretary and a treasurer elected by the Board
 - b) The term of office of a member of the Executive shall be no more than two years.
 - c) Interim vacancies on the Executive Committee are to be filled by the Board of Directors from current members
2. The Executive Committee is responsible for all matters delegated to it by the Board of Directors and the Conference , except where a responsibility or task has been expressly vested in another organ
3. In particular it shall have the following functions:

- a) To receive all applications for membership, or affiliation to the organization and to forward such requests with a recommendation to the Board of Directors
 - b) To summon a meeting of the Board of Directors in case of an emergency and to fix the date and place of that meeting
 - c) To propose to the Board the annual work program and budget of the Organisation
 - d) To organise a calendar of activities in conjunction with the Global Organization for Parliamentarians Against Corruption (GOPAC) and other chapters
 - e) To supervise and administer the secretariat. In particular, to ensure the implementation of decisions taken by the conference and the Board of Directors
 - f) To inform the Board about the activities of the Executive Committee through a report by the chair person
 - g) To act as the official communication organ of the organization
 - h) To facilitate and promote communication among members
 - i) To enter into contracts on behalf of the organization
 - j) To borrow, raise, receive and spend funds for the objects and purposes of the organisation
4. The borrowing powers of the Executive Committee cannot be exercised unless:
- a) Prior approval has been obtained from the Board;
 - b) The loan is secured with the organization's funds or assets
 - c) Prior approval has been received from GOPAC
5. The Executive Committee may delegate any of its powers or duties to its own sub-committee
6. A quorum for the Executive Committee shall be three
7. Meetings may be held either by videoconference or other appropriate means. The manner and timing of a meeting is to be decided by the chairperson. The secretary at the request of the chair shall call meetings. In the absence of the chair person the executive committee shall appoint one of its numbers to chair a meeting.

8. Decisions are made by majority vote and each member is entitled to one vote. In the event of there being no majority the Chair or his/her substitute has a casting vote
9. Minutes will be kept of meetings and decisions made, which must be signed, by the Chairperson and Secretary

ARTICLE 10: THE CONFERENCE

1. The Board of Directors shall collaborate with GOPAC to organize a conference every year to which all the members and observers shall be invited
2. The Conference shall be the supreme governing body of the chapter
 1. the Conference shall make all decisions except where expressly delegated to the Board of Directors, Executive and Secretariat by this constitution
3. The date and place of each conference shall be determined by the Board of Directors
4. The Conference shall debate and decide any issue which falls within the scope of the organisation's objects or any related matter.
5. Elections and decisions at the Conference are made by majority vote of members present and each member is entitled to one vote. In the event of there being a tie, the President of the Conference or his substitute has a casting vote

ARTICLE 11: SECRETARIAT

1. The Secretariat of the organization is situated at Ottawa, Canada
2. The following shall be the function of the Secretariat working under the supervision and direction of the Executive:
 - a) To be the permanent Headquarters of the organization
 - b) To keep records of membership, and to promote new membership and affiliations
 - c) To co-ordinate and facilitate the activities of the various organs of

the organization. In particular, to provide a supporting role to the Executive Committee, the Board of Directors and the Conference

- d) To collect and disseminate information concerning the organization and its members
- e) Ensure that the organization's membership is well informed of its programs and activities
- f) To maintain liaison and co-ordinate activities between the organization and other groups or institutions
- g) To co-ordinate the organization's representation at conferences
- h) To handle finances, keep the records and archives of the organization

ARTICLE 12 NATIONAL CHAPTERS

1. A national chapter must be affiliated to GOPAC and the regional chapter where it exists in its geographical location. A national chapter must operate in a democratic and transparent manner and shall seek to bring together parliamentarians and former parliamentarians who are committed to working against corruption
2. A national chapter shall have the capacity to raise funds
3. A national chapter must be non-partisan, and must be open to persons of both genders and all faiths
4. In its fight against corruption, a national chapter shall develop a national strategy, monitor national developments and encourage the emergence of a broad alliance against corruption
5. A national chapter may have a constitution which shall not depart from the aims and objectives or be inconsistent with GOPAC's constitution

ARTICLE 13 FINANCIAL PROVISIONS

1. Monies are to be used, subject to the approval of the Board, for the fulfilment of the organization's objectives and to maintain it as an autonomous entity
2. Sources of finance shall include the following:
 - a) Funds raising activities

- b) Donations and grants
- c) Subscriptions as established by the Board
- d) Contributions, including those from governments, government agencies, corporations or other business entities, international organisations, individuals and other organisations subject to approval by the Board
- e) Any other sources determined by the Board to be appropriate

Article 14 BANK ACCOUNT

1. The Executive Committee shall by a general resolution keep a bank account in a financial institution and all financial transaction, shall be carried out in the name of the organization
2. All cheques of the organisation shall be signed by the treasurer or an officer of the Secretariat with authority to sign. All cheques must have at least two signatures.
3. A national chapter may maintain its own bank account

Article 15 ACCOUNTS AND AUDIT

1. The Executive Committee shall prepare a budget, keep books of accounts to be audited annually by an independent Auditor who shall be a member of the national accounting or auditing profession of the country in which the regional chapter is located.
2. Budget and work plan shall be presented to a meeting of the Board of Directors to be approved annually
3. The Secretariat shall prepare an annual report showing amount and sources of funding received and spent in the fiscal year.

ARTICLE 16 AMENDMENTS AND REPEAL OF ARTICLES

1. This constitution may be modified, enlarged, abridged or supplemented from time to time by a special resolution passed and supported by two-thirds majority of members present voting at a conference or a special meeting of members called by the Board of Directors.

2. Any member proposing to amend the constitution shall submit the proposal in writing to the Executive Committee at least three months before the conference or special meeting
3. The Executive Committee shall communicate all such proposals to the Board who shall cause a proposed change to the constitution to be mailed to all members at least one month prior to the commencement of the conference or date of the special meeting
4. All changes adopted shall be included in an amended constitution

ARTICLE 17 DISSOLUTION OF THE ORGANIZATION

1. A decision to dissolve a regional chapter requires a resolution passed at a special meeting called by the Board and Supported by three quarters of the votes of active members present in person or by proxy
2. In the event that the organization is dissolved or disbanded, its assets and funds shall be transferred to GOPAC

ARTICLE 18 INTERPRETATIONS

The following words shall bear meaning given below:

- | | |
|-------------------|---|
| “Parliamentarian” | means a member elected or appointed to serve in a parliament or in a Legislative Assembly |
| “Board” | means the Board of Directors |
| “Committee” | means the Executive Committee |
| “Chair” | means chairperson |