

In the Name of God, the Compassionate, the Merciful

GOPAC's Jordanian Chapter

Draft By-Laws of the Jordanian Chapter

Preamble

Referring to the Jordanian constitution, which affirms that the nation is the source of powers and should exercise its right to oversee the government's performance and hold it accountable for its activities through its representatives in the legislature;

Referring to the United Nations Convention Against Corruption signed by the Hashemite Kingdom of Jordan on October 9, 2003 and ratified by Majlis al-Ummah (the Jordanian National Assembly) on February 24, 2005;

Recognizing that corruption poses a serious danger to the welfare of peoples and the development of societies;

Drawing the attention of society to the adverse impact of corruption, which undermines the government's capability to deliver development programs, prevents it from taking full advantage of its resources in order to meet the needs of the population and undermines the faith of the people in the integrity of the government's institutions; hence, the need for society to establish healthy and balanced relations between the state and civil society and strengthen the role of parliament as an effective power capable of exercising its oversight responsibilities over governmental policies and activities;

Aware that corruption can only be fought by strengthening accountability and transparency systems and public participation in the management of government's affairs so that access to information may become an essential civil and political right, which is enshrined in international human rights declaration and related instruments.

Recognizing the need for parliamentarians to meet in order to develop a leading strategy and exchange information and expertise in order to develop initiatives that aim at supporting the role of the legislature in fighting all forms of corruption;

Aware that without these measures, democracy is reduced to a mere electoral mechanism in which the public only participates to choose their representatives, which in itself undermines democracy and governance since that mechanism is not enough to protect the state from abuse of power, public mismanagement and corruption;

Stressing the need to:

- a. Support the legislature to carry out its constitutional responsibilities, including oversight and accountability duties, in particular financial auditing,
- b. Exchange information, expertise and practices with like-minded local, regional and international organizations,

- c. Take whatever action is necessary to fight all forms of corruption and strengthen integrity and transparency,
- d. Promote the creation of a wide anti-corruption coalition that includes current and former parliamentarians who are committed to fighting corruption and developing a national anti-corruption strategy,
- e. Support and strengthen the rule of law in order to develop a healthy, free, democratic and productive society,

We hereby create the Jordanian Chapter of the Global Organisation of Parliamentarians Against Corruption (Jordan Chapter) as a tool to support and strengthen the effectiveness of the legislature, which is at the frontline of the fight against corruption.

BY-LAWS

The creation and purposes of the Jordanian Chapter

Article 1

The Jordanian Chapter of the Global Organisation of Parliamentarians Against Corruption (Jordan Chapter) shall be created in the Hashemite Kingdom of Jordan and shall be based in Amman, Jordan.

Article 2

The Jordanian Chapter of the Global Organisation of Parliamentarians Against Corruption is a local non-profit organization whose primary goal is to mobilize parliamentarians to fight corruption and strengthen transparency and accountability to ensure that high levels of fairness and integrity in public transactions are respected.

Article 3

To fulfil its goals, the Jordanian Chapter shall conduct the following activities:

- a. Working together with national and regional chapters as well as related international organizations to develop codes of conduct that enhance transparency, accountability and good governance;
- b. Strengthening the rule of law and enhancing the oversight of governmental institutions and holding them accountable for their actions;
- c. Enabling the role of parliamentarians to exercise their oversight powers, as defined by the constitution, to monitor government's activities and other public institutions;
- d. Promoting measures whose goal is to fight corruption effectively and increase public awareness of the dangers of corruption at all levels;
- e. Taking advantage of all available information tools, including conducting interviews and publishing information on the best ways to fight corruption,
- f. Creating and fostering working groups on anti-corruption,
- g. Calling for the incorporation of anti-corruption measures into all government's programs and activities in order to help organizations and institutions effectively address and fight corruption.

Article 4

Membership requirements:

1. Members of the Jordanian Chapter should be current or former members of the bicameral Jordanian National Assembly (Majlis al-Umma) - i.e. the Assembly of Senators (Majlis al-Aayan) and the Chamber of Deputies (Majlis al-Nuwaab) who paid their annual dues.
2. A member should not have been convicted of an offence of honour or violation of trust unless his/her name has been cleared, with the approval of the Board of Directors.
3. Members can be observers provided that they pay annual dues to be determined by the Board of Directors for individuals, non-governmental institutions and organizations as well as other like-minded anti-corruption organizations.

Article 5

All members described in Article 4(1) shall be equal and shall have the same rights and responsibilities under the provisions of the By-Laws and the decisions made by the Board of Directors and the Conference as appropriate.

Article 6

Membership applications should be submitted to the Board of Directors in the appropriate application form, together with the appropriate application fee. The names of membership applicants shall be registered in a special record according to the application dates for reference and the Secretary shall submit membership applications to the Board of Directors for consideration.

Article 7

Membership applicants shall be notified of the decision of the Board of Directors within two (2) weeks from the date of the decision. If the application is approved, the applicant should pay the appropriate membership dues; otherwise, the application shall be null and void.

Article 8

Responsibilities of members:

- a. Members should not be involved in activities or behave in a manner that violates and contradicts the values of GOPAC and should make all possible efforts to defend these values.
- b. Members should avoid any actual or potential conflict of interests.
- c. Members should report any actual or potential conflict of interests to the Jordanian Chapter and any circumstances that may lead to such conflict of interests.

Article 9

Membership shall be terminated or revoked in the following cases:

- a. The death, removal from office or resignation of the member
- b. If a member ceases to meet one of the membership requirements

- c. If a member fails to pay his membership dues on time in accordance with the rules of the Jordanian Chapter on the condition that he was notified in writing of the payment due date.

Article 10

A member whose membership has been terminated due to unpaid annual dues may be reinstated if the member pays back his dues or makes his arrears payments provided that the late payment was caused by an event of force majeure and that the Board of Directors approves the reinstatement of the membership. A member whose membership has been terminated for any reason or his heirs, in case of his death, shall not be entitled to the refund of the application fee, membership dues, contributions or donations he made during his membership.

Article 11

The fiscal year for the Jordanian Chapter shall commence on January 1 and end on December 31 of the same year, except for the first fiscal year which shall begin on the date of the creation of the Jordanian Chapter and end on December 31 of the following year.

Article 12

The financial resources of the Jordanian Chapter shall consist of:

- a. Application fees and annual membership dues
- b. Voluntary contributions that are approved by the Board of Directors and that do not violate the constitution and rules of GOPAC or the applicable laws and regulations in the Hashemite Kingdom of Jordan
- c. Investment revenues of the Jordanian Chapter, if available.
- d. Any other revenues that are approved by the Board of Directors and that do not violate the constitution and rules of GOPAC or the applicable laws and regulations in the Hashemite Kingdom of Jordan.

Article 13

The Jordanian Chapter shall deposit its financial assets in a bank to be selected by the Board of Directors and the Treasurer should not keep more than five hundred (500) Jordanian dinars as petty cash to cover accidental expenses. The Jordanian Chapter should only spend its funds to advance the goals it set out to accomplish.

Article 14

The accounts of the Jordanian Chapter shall be audited by a certified auditor who is not a member of the Board of Directors to perform the following tasks:

- a. Auditing the accounts of the Jordanian Chapter regularly
- b. Reviewing the implementation of budget items and reporting his/her remarks to the Board of Directors
- c. Reviewing the financial statements before submitting them to the Board
- d. Submitting a detailed report to the Conference on the financial situation of the Jordanian Chapter and presenting his/her notes on the financial situation in general.

Article 15

If for any reason the post of the auditor should become vacant, it shall be filled by another auditor to be selected by the Board of Directors. The nomination should be confirmed or the new auditor should be selected at the earliest conference.

Article 16

The assets of the Jordanian Chapter, including application fees, annual membership contributions, immovable and movable property, donations and grants, shall be the exclusive property of the Chapter and members shall have no claim to such property.

The Conference

Article 17

The Conference shall consist of the members described in Article 4(1) of the present By-Laws provided that they have paid their membership dues in accordance with the applicable rules of the Jordanian Chapter.

Article 18

The Conference shall hold an ordinary meeting once (1) a year. The date for holding the meeting shall be determined by the Board of Directors within two (2) months after the end of each fiscal year. Members shall be convened by a notice of not less than thirty (30) days and the notice to convene the meeting shall include:

- a. The meeting agenda
- b. The Board of Directors Progress Report on the Jordanian Chapter from an administrative and financial perspective, covering the previous period.
- c. The financial statement for the year ended certified by an auditor as well as the budget proposal for the next year
- d. Proposals submitted by members
- e. Call for nomination for the Board of Directors.

Article 19

The task of the Conference shall be:

- a. To consider and adopt the Board of Directors Report
- b. To approve the financial statement for the year ended and the budget proposal for the next year
- c. To examine the proposals submitted by members
- d. To elect members of the Board of Directors and fill vacancies
- e. To select an auditor and determine his compensation.

Article 20

The required quorum for the Conference meeting shall be 50% plus 1 of the members eligible to attend the meeting. If the quorum is not met on the scheduled time, the meeting shall be postponed to another date no later than seven (7) days from the date of the first meeting. The second meeting shall be held regardless of quorum requirements provided that this procedure is indicated in the notice to convene the meeting. If the quorum is declared at the opening of the meeting, the

departure of an attending member shall not affect the validity of the decisions made during the meeting.

Article 21

The meeting shall adopt decisions by the absolute majority of votes cast by the members present. In case of a tie, the Chairman shall hold the deciding vote. Members of the Board shall be elected by the majority of votes. In case of ties among two candidates or more, the winner shall be determined by lot. If the number of candidates nominated for the Board is equal to the number of the Board members, the Board members shall be declared winners by acclamation without the completion of the election process. If the number of Board candidates is incomplete or if there are no candidates, the Conference shall make the decision it sees fit to manage the Chapter until the election is held.

Article 22

Subject to the provisions of Article 29, any candidate wishing to run for the Board membership should submit an application duly signed by him/her. The applications should be duly submitted to the Secretary at least two (2) weeks before the date of the Conference meeting. Any application received by the Secretary after the deadline shall be null and void.

Article 23

The Board of Directors may convene an extraordinary meeting of the Conference, if necessary. The Board shall convene such meeting at the request of one-third of the members eligible to attend the Conference meetings on the condition that the meeting can be justified.

Article 24

The extraordinary meeting of the Conference shall consider the following issues:

- a. Important and urgent matters that the Board or the members wish to discuss
- b. To consider the resignation of the Chair or part of or the entire Board members for reasons that affect the structure of the Jordanian Chapter or public interest or to hold a vote to fill these vacancies
- c. To revoke the membership of some or all Board members
- d. To amend the By-Laws of the Jordanian Chapter
- e. To dissolve the Jordanian Chapter.

The notice to convene an extraordinary meeting shall be sent to members no less than two (2) weeks before the meeting and shall include the meeting agenda and copies of the issues to be presented before the Conference. The Conference shall not consider any issue not included in the agenda. An extraordinary conference can be convened to consider an issue which has already been decided on only after one (1) year has elapsed since the date on which the decision was made. At an extraordinary meeting, decisions shall be adopted by the absolute majority of the votes cast by members eligible to attend the conference meetings.

Article 25

If the Conference meeting cannot be held as scheduled due to events of force majeure, the Board of Directors should notify members of the reasons for the postponement and set another date for the new meeting. The agenda can by no means be modified.

Article 26

If the Conference is convened but it was impossible to address all the items on the agenda due to events of force majeure, the meeting shall be deemed valid and shall continue and the session shall be adjourned to another date to be set by the Conference to address the remaining agenda items. Members shall be notified by the Board of the new date of the meeting and the decisions made at the first session shall be valid and in force.

Article 27

The Conference shall be chaired by the Board Chairman or Vice-Chairman. If none of them is available, the most senior member in age shall preside at the Conference. The Secretary shall be responsible for secretarial duties. If the Secretary is absent, the Board shall select a replacement from among its members.

Board of Directors / Executive Committee

Article 28

The Jordanian Chapter shall be managed by a Board of Directors made up of seven (7) members elected by the Conference, except for the initial board of directors, which shall be elected by the founding members.

Article 29

Subject to the provisions of Article 22 of the present By-Laws, candidates for the Board membership should be members who are entitled to attend the Conference meetings. Board members shall not be remunerated for their services on the Board, nor should they undertake any remunerated work inside the Jordanian Chapter.

Article 30

As soon as the Board of Directors is created, it shall elect among its members a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer for a term of two (2) years. A member whose membership term has expired may run for a second term.

Article 31

The responsibilities of the Board of Directors shall include:

1. Managing the activities of the Chapter and helping members conduct their activities, including socio-cultural activities
2. Developing the basis and programs that the Jordanian Chapter needs to achieve its goals
3. Considering and deciding on membership applications

4. Examining and deciding on members grievances and grievances lodged against them
5. Developing various rules to regulate the operations of the Jordanian Chapter in the administrative, technical and financial areas and issuing the necessary instructions and decisions
6. Creating standing and temporary committees to organize the activities of the Chapter
7. Concluding contracts and agreements on behalf of the Chapter and dealing with other organizations on its behalf
8. Convening ordinary and extraordinary meetings and implementing decisions
9. Preparing the annual report on the various activities of the Chapter and presenting it to the Conference for adoption
10. Preparing the financial statement for the year ended and developing a budget proposal for the next year to be presented to the auditor and the Conference
11. Examining the proposals made by members
12. Recruiting employees and determining their remuneration.

Article 32

The Board shall hold an ordinary meeting at least once (1) in a month and members shall be notified by the Secretary one (1) week before the meeting. The notice shall include the date and time of the meeting, the agenda items and related documents. The quorum for the meeting shall be the majority of Board members and the decisions are adopted by the absolute majority of the votes cast by the Board members present. In case of a tie, the Chairperson shall hold the deciding vote. Any member who is absent from three (3) consecutive Board meetings without submitting an acceptable justification in writing shall be deemed to have resigned and his/her position shall be declared vacant.

Article 33

If the position of a Board member becomes vacant due to resignation, death or any other reason, the candidate member with the next most votes in the previous elections shall fill the vacancy. If this member declines the position or he/she is unavailable and the number of the Board is reduced by more than 50%, an extraordinary conference meeting shall be convened to hold an election for the time remaining in the term within a period not exceeding two (2) months from the date on which the number of the Board members was reduced by more than 50%.

Article 34

All the records, files and documents related to the Jordanian Chapter shall be kept in the office of the Jordanian Chapter with the Secretary and the Treasurer according to their duties. These documents shall include:

1. The list of the names of contributing members and their paid dues
2. The minutes of the Board meetings and the Conference meetings
3. Financial records that track the Chapter's revenues, expenditures and donations supported by certified documents. Each member of Chapter shall have the right to have access to these records with the approval of the Board of Directors.

Article 35

The responsibilities of the Chairperson shall include:

1. Presiding at the sessions of the Conference and the Board of Directors meetings
2. Representing the Jordanian Chapter and acting and dealing with other organizations and parties on its behalf
3. Signing contracts and agreements concluded with the Chapter
4. Signing, together with the Treasurer, vouchers and cheques. The Vice-Chairperson shall replace the Chairperson in his absence.

Article 36

The responsibilities of the Secretary shall include:

1. Sending notices to convene meetings, making necessary preparations for the meetings of the Conference and the Board of Directors, writing minutes and keeping a record of them
2. Writing the agenda and adding items that the Chairperson wants to include in the agenda of Board meetings and the issues that the Board wants to include in the agenda of the conference meetings.
3. Implementing the rules and decisions of the Board
4. Supervising the activities of the administrative and technical committees
5. Submitting an annual report to the Board
6. Presenting membership applications to the Board
7. Keeping records, seals and contracts
8. Preparing a budget proposal for the next fiscal year with the assistance of the Treasurer
9. Signing the communications and correspondences of the Jordanian Chapter, except what falls within the authority of the Chairperson.

Article 37

The responsibilities of the Treasurer shall include:

1. Receiving all the revenues and monies of the Jordanian Chapter and depositing them in the bank that was chosen by the Chapter
2. Implementing the financial aspects of the Board's decisions and matching them with budget items and financial statements
3. Signing, together with the Chairperson, vouchers and cheques
4. Managing the accounts of the Chapter and keeping a record of revenues and expenditures. The Treasurer shall be responsible for all financial data entered in the records
5. Preparing the financial statement of the year ended and working together with the Secretary to develop a budget proposal for the next fiscal year and presenting it to the Board
6. Keeping financial records and financial transaction documents in the office of the Jordanian Chapter
7. Paying salaries and various purchase invoices
8. Keeping petty cash.

Article 38

In case the Jordanian Chapter is dissolved, its funds shall be transferred to the Arab regional chapter of GOPAC.

Founding Members:

1. Dr. Mamdoud Al-Abadi
2. Mr. Rajae Dajani
3. Dr. Aref Al-Batania
4. Mr. Abdel Rahim Al-Akour
5. Mr. Jaafar Al-Hourani
6. Mr. Zafer Al-Fawaz
7. Miss Adab Saoud
8. Engineer Khalil Atia
9. Mr. Marwan Sultan
10. Mr. Haya Al-Qrala
11. Mrs. Narimian Roussan
12. Mr. Nayef Abu Mahfouz