

**By-Laws of Kuwaiti Association of  
Parliamentarians Against  
Corruption**

**State of Kuwait**

**November 2006**

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## **Chapter I The Constitution and Purpose of KPAC**

### **Article 1**

In accordance with the provisions of the *Public Interest Organizations and Associations Law*, No. 24 of 1962, the Kuwaiti Association of Parliamentarians Against Corruption shall be constituted in the State of Kuwait and may have branches and chapters in all the governorates of Kuwait.

### **Article 2**

#### **Purpose of the Association**

The Association shall educate the public about constitutional and public rights and protect them, promote the respect of the Constitution, enable citizens to play a role in achieving these goals by legitimate means and reasonable persuasion, including through publications, media and symposia, encourage rational and civil dialogue and any other processes so that the whole society can participate in this constitutional effort and protect constitutional and public rights. The Association members shall work together, as well as with other organizations in the country, to achieve the following goals:

1. Working together with local chapters and related regional and international organizations to develop codes of conduct to enhance transparency and accountability
2. Supporting and reinforcing the rule of law and enhancing the oversight and accountability of government institutions
3. Enabling the role of Parliament and parliamentarians so that they may exercise their oversight powers, as defined by the Constitution, to monitor and oversee the activities of the government and public institutions
4. Promoting measures to fight corruption and increase public awareness about the danger of corruption at all levels
5. Using all available information dissemination tools to conduct studies and publish information about the best ways to fight corruption
6. Creating and fostering anti-corruption working groups
7. Promoting the inclusion of anti-corruption measures in all government programs and activities so that they may fight corruption effectively.

### **Article 3**

Association Members shall meet the following requirements:

1. Active member: any Kuwaiti who is at least 18 years old and whose membership in the Association has been approved after it has been requested in accordance with the provisions of the Association's By-Laws or rules.
2. Associate member: any non-active member whose membership in the Association has been approved after applying for membership in accordance with the Association's By-Laws or rules.

In all cases, a member should be in good standing and should not have been convicted of an offence of honour or violation of trust unless his name has been cleared and should be at least 18.

## **Chapter II Association Membership**

### **Article 4**

All members shall have equal rights and responsibilities under the provisions of the Association's By-Laws and rules, except for the right to attend General Assembly meetings and to run for the Board of Directors' membership, which is restricted to active members who have been members for at least six (6) months.

### **Article 5**

A membership application shall be submitted to the Association's Secretariat in the appropriate application form, together with the appropriate application fee in accordance with the financial rules. The names of membership applicants shall be registered in a special record for reference. The Secretariat shall submit the list to the Board of Directors for consideration.

### **Article 6**

Membership applicants shall be notified of the decision of the Board of Directors within two (2) weeks from the date of the decision. A copy of the decision shall be posted on the Association's bulletin board. If the application is approved, the applicant should pay membership dues in accordance with the financial rules; otherwise, the application shall be null and void and the application fee shall not be refunded. In the event the application is not approved, the applicant shall be entitled to the refund of the application fee.

### **Article 7**

Rejected membership applications shall not be reconsidered for at least one (1) year from the date of the said rejection.

### **Article 8**

Membership shall be terminated or revoked in the following cases:

- a. The death 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 financial rules and requirements on the condition that he was notified of the payment due date.

### **Article 9**

Members whose membership was terminated due to unpaid annual dues may be reinstated if they make their 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.

### **Article 10**

A member whose membership was 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 Association may accept non-member visitors, who will be allowed to use its services, for a specific period of time to be determined by the Board. The visitors shall pay usage fees and other fees described in the financial rules and shall submit an application in the appropriate form.

## **Chapter III Finances of the Association**

### **Article 12**

The fiscal year for the Association shall commence on April 1 of each year and end on March 31 of the following year, except for the first fiscal year which shall begin on the date of the creation of the Association and end on March 31 of the following year.

### **Article 13**

The financial resources of the Association shall consist of:

1. Application fees and membership dues as described in the financial rules
2. Contributions and donations approved by the Board of Directors
3. Government grants
4. Investment revenues of the Association, if available
5. Any other revenues that are approved by the Board of Directors and that do not violate the applicable laws of the country.

### **Article 14**

The Association shall deposit, under its name, its financial assets in a bank to be selected by the Board of Directors and shall notify the Ministry of Social Affairs and Labor of such deposit. The Treasurer should not keep more than two hundred (200 KD) Kuwait dinars as petty cash to cover accidental expenses.

### **Article 15**

The Association should only spend its funds to advance the goals it set out to accomplish.

### **Article 15 [sic]**

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

1. Auditing the accounts of the Association regularly
2. Reviewing the implementation of budget items and reporting his/her remarks to the Board of Directors
3. Reviewing the financial statements before submitting them to the Board
4. Submitting a detailed report on the financial situation of the Association and presenting his/her notes on the general financial situation of the Association.

### **Article 16**

If 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 General Assembly.

### **Article 17**

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

## **Chapter IV General Assemblies**

### **Article 18**

The General Assembly shall consist of active members who have been members of the Association for at least six (6) months before the date of the General Assembly meeting provided that they have paid their membership dues in accordance with the applicable rules of the Association.

### **Article 19**

The General Assembly 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 three (3) weeks and the notice to convene the meeting shall include:

1. The meeting agenda
2. The Board of Directors Progress Report on the Association from an administrative and financial perspective, covering the previous period.
3. The financial statement for the year ended certified by an auditor as well as the budget proposal for the next year
4. Proposals submitted by members.

### **Article 20**

At least eight (8) days before the date of the ordinary meeting of the General Assembly, the Board of Directors shall post, on the Association bulletin board, the list of the names of the members who are eligible to attend the meeting, signed by the Secretary and the Treasurer, as well as copies of documents to be attached with the notice to convene and the list of members wishing to run for the Board membership.

### **Article 21**

The task of the General Assembly shall be:

1. To consider and adopt the Board of Directors Report
2. To approve the financial statement for the year ended and the budget proposal for the next year
3. To examine the proposals submitted by members
4. To elect members of the Board of Directors and fill vacancies
5. To select an auditor and determine his compensation.

### **Article 22**

The required quorum for the General Assembly 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.

### **Article 23**

If the quorum is declared at the opening of the Assembly meeting, the departure of an attending member shall not affect the validity of the decisions made by the Assembly during the meeting.

### **Article 24**

The ordinary meeting of the General Assembly 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. 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.

### **Article 25**

Subject to the provisions of Article 35 of the By-Laws, 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 Secretariat at least two (2) weeks before the meeting of the General Assembly. Any application received by the Association after the deadline shall be null and void.

### **Article 26**

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

### **Article 27**

The extraordinary meeting of the General Assembly shall consider the following issues:

1. Important and urgent matters that the Board or the members wish to discuss
2. To consider the resignation of the Association Chair or part of or the entire Board members for reasons that affect the structure of the Association or public interest or to hold a vote to fill these vacancies
3. To revoke the membership of some or all Board members

4. To amend the By-Laws of the Association or merge them with others
5. To dissolve the Association or merge it with others.

The notice to convene an extraordinary meeting shall be sent to the 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 General Assembly.

### **Article 28**

An ordinary General Assembly shall not consider any issue not included in the agenda.

An extraordinary General Assembly can be convened to consider an issue which has already been decided on only after one (1) year has elapsed since the date of the decision.

### **Article 29**

At an extraordinary meeting of the General Assembly, decisions shall be made by the absolute majority of the votes cast by active members who are eligible to attend General Assembly meetings.

### **Article 30**

If the General Assembly 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, the list of candidates for the Board membership or the list of members who are eligible to attend the meeting can by no means be modified. A copy of the notification sent to members shall be posted on the Association's bulletin board.

### **Article 31**

If the General Assembly 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 General Assembly to address the remaining agenda items. The 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 32**

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



## **Chapter V The Board of Directors**

### **Article 33**

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

### **Article 34**

Subject to the provisions of Article 26 of the present By-Laws, candidates for the Board membership should be active members who are entitled to attend the General Assembly meetings and should be at least twenty five (25) years old. Board members shall not be remunerated for their services on the Board, nor should they undertake any remunerated work inside the Association.

### **Article 35**

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.

### **Article 36**

The responsibilities of the Board of Directors shall include:

1. Managing the activities of the Association and helping members conduct their activities, including socio-cultural activities
2. Developing the basis and programs that the Association 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 Association 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 Association
7. Concluding contracts and agreements on behalf of the Association and dealing with other organizations on its behalf
8. Convening ordinary and extraordinary meetings of the General Assembly and implementing decisions
9. Preparing the annual report on the various activities of the Association and presenting it to the General Assembly for adoption
10. Preparing the financial statement for the year ended and developing a budget proposal for the next year
11. Examining the proposals made by members

12. Recruiting employees and determining their remuneration.

### **Article 37**

The Board shall be elected for a term of two (2) years and a member whose membership term has expired may run for another term.

### **Article 38**

The Board shall hold an ordinary meeting at least once every two weeks. Members shall be notified of the notice to convene 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 made by the absolute majority of votes cast by the Board members present. In case of a tie, the Chairperson shall hold the deciding vote.

### **Article 39**

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 40**

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 election shall fill the vacancy. If this member declines the position or he/she is unavailable, an extraordinary General Assembly 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 when the Board member position became vacant. If the position of the Chair becomes vacant for any reason, his Board membership position shall be filled as described above in this Article and the Board of Directors shall elect a new Chairperson.

### **Article 41**

All the records, files and documents related to the Association shall be kept in the office of the Association 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 General Assembly meetings
3. Financial records that track the Association's revenues, expenditures and donations supported by certified documents.

Each member of the Association shall have the right to have access to these records with the approval of the Board of Directors.

### **Article 42**

The responsibilities of the Chairperson shall include:

1. Presiding at the sessions of the General Assembly and Board of Directors meetings
2. Representing the Association and acting and dealing with other organizations and parties on its behalf
3. Signing contracts and agreements concluded with the Association
4. Signing, together with the Treasurer, vouchers and cheques.

The Vice-Chairperson shall replace the Chairperson in his absence.

### **Article 43**

The responsibilities of the Secretary shall include:

1. Sending notices to convene meetings, making the necessary preparations for the meetings of the General Assembly 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 General Assembly 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 Association, except what falls within the authority of the Chairperson.

### **Article 44**

The responsibilities of the Treasurer shall include:

1. Receiving all the revenues and monies of the Association and depositing them in the Association's bank
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 Association 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 Association
7. Paying salaries and various purchase invoices
8. Keeping petty cash.

### **Article 45**

The Board of Directors shall develop appropriate rules to regulate the activities of the Association, in particular,

1. Rules of procedure
2. Final rules.

### **Article 46**

In case the Association is dissolved, its funds shall be transferred to the Global Organization of Parliamentarians Against Corruption.

## **Founding Members**