

## **UNCAC Coalition**

Verein zur Umsetzung der UN-Konvention gegen Korruption  
(German for „Association for the Implementation of the UN-Convention against Corruption“)

### **Charter of the Association**

#### **1. Name, location and area of activity**

1. The name of the Association is "UNCAC Coalition – Verein zur Umsetzung der UN-Konvention gegen Korruption".
2. It has its seat in Vienna and carries out activities in Austria and worldwide.
3. There is no intention of creating subsidiary associations.
4. The Association's financial year corresponds to the calendar year.

#### **2. Purpose of the Association**

1. The purpose of the Association is to foster collaboration globally between civil society organisations to mobilise broad civil society action at national, regional and international levels to achieve the ratification, implementation, enforcement and monitoring of the UN Convention against Corruption (UNCAC).
2. The Association is not seeking to generate profit.

#### **3. Measures for achieving the purposes of the Association**

1. The Association will implement the following activities to achieve its goals:
  - 1.1. Conducting scientific research on the implementation of the UN Convention against Corruption and issues related to corruption, transparency and accountability;
  - 1.2. Organizing and participating in meetings, workshops, trainings and conferences related to the UN Convention against Corruption;
  - 1.3. The publication of brochures and reports, in print and through electronic media;
  - 1.4. Operating websites, including <http://uncaccoalition.org>;
  - 1.5. The production and publication of research, educational and training materials;
  - 1.6. The release and distribution of press statements;
  - 1.7. Providing information on corruption and UNCAC-related developments to members of the Association.
2. Non-monetary means come from members and supporters of the Association who volunteer and contribute their time to its cause.
3. The required financial means of the Association shall be raised through:
  - 3.1. contributions from members,
  - 3.2. donations,
  - 3.3. grants and in-kind contributions,
  - 3.4. consultancy or project fees,
  - 3.5. investments (e.g. interest on a bank account),
  - 3.6. sponsoring,
  - 3.7. sale of merchandise.

4. All financial means shall be used for the purposes of the association described in Section 2.

#### **4. Types of membership**

1. Members of the Association are composed of ordinary, extraordinary and honorary members.
2. Ordinary members are those who are involved in the activities of the Association and have the rights and responsibilities described in Section 7 below.
3. Extraordinary members are those who support the Association and its work, possibly including by paying a fee or a contribution to support the work of the Association. They are affiliated with the Association, support its work and mission. They are allowed to attend the General Assembly and participate in the Association's discussions. However, they do not have the rights and responsibilities as defined in Section 7 for the ordinary members.
4. Honorary members are individuals who are named by the General Assembly upon suggestion by the Board (referred to below as the Coordination Committee) for their extraordinary achievements supporting the Association and its goals. They do not have the rights and responsibilities as defined in Section 7.

#### **5. Membership: ordinary members**

1. Membership is open to civil society organisations and their representatives as well as individuals working in the field of anti-corruption and subscribing to the Association's Mission Statement. The term "civil society organisation" is defined in the Association's rules of procedure and is broadly construed to include, for example, trade unions, academic and research institutions. For-profit companies and their associations shall not be included.
2. The Association's Membership consists of all those duly registered with the Association. Members of the Association are categorized in the following three categories:
  - 2.1. An International Member Organisation, defined as a civil society organisation working in three or more countries or with affiliates in three or more countries. Each International Member Organisation in good standing can put up a candidate in elections for the two international seats of the Coordination Committee and can vote in elections and in the Association's decision-making processes. Individuals affiliated with a member international organisation may participate in the Association's discussions.
  - 2.2. A Member Organisation, defined as a civil society organisation other than international, with any national affiliates of an International Member considered separate from that member. Each Member Organisation in good standing can put up a candidate in elections for regional seats of the Coordination Committee and can vote in elections and in the Association's decision-making processes. Individuals affiliated with a member organisation may participate in the Association's discussions.
  - 2.3. An Individual Affiliate Member, defined as a natural person with no affiliation to a member organisation. Individual Affiliate Members in good

standing may run for election for the individual member seat of the Coordination Committee, can vote in elections for the candidate for the individual member seat and may participate in the Association's discussions.

3. Organisations or individuals wishing to join the Association shall fill out an application form. Organisations shall be required to provide information about their organisation, status, membership and activities, while individuals shall be required to provide information about their work. Existing members may be required to provide additional information if their application forms are incomplete.
4. The Secretariat shall screen applications to determine whether they meet the conditions for membership, including work in a field related to anti-corruption and commitment to the Vision, Mission and Core Values of the Association.
5. Applications which pass the initial screening shall be sent to the Coordination Committee for a two-week period for comments. Where, within the two-week period, two or more members of the Coordination Committee object to the applicant, the matter shall go to a discussion in the Coordination Committee.
6. The Coordination Committee decides on the acceptance or rejection of ordinary and extraordinary members.
7. After the establishment of the Association, the acceptance of ordinary and extraordinary members is made by the founders until a Coordination Committee has been established. After the Coordination Committee has been established, it makes the decision on accepting ordinary and extraordinary members.

## **6. Suspension and termination of membership**

1. Members may leave the Association at any point by informing the Secretariat and the Coordination Committee in writing about their decision.
2. Membership is terminated in case of death (for individual members) or in case the member organization is dismantled or ceases to operate.
3. A member may be suspended or expelled by a two-thirds vote of the Coordination Committee for a failure to respect the Association's Mission Statement and principles after a proper process in which the Member is informed of the proposal to suspend or expel and given an opportunity to make representations to the Coordination Committee as to why removal is not warranted. The Coordination Committee may decide for temporary suspension pending the hearing and decision on a Member's case; Until a decision is reached, a member that is so suspended is not considered a member in good standing.
4. Ordinary members will be automatically suspended if they do not carry out their responsibilities defined in 7.2 and will not be considered members in good standing. Suspended members will have 12 months to provide any missing annual reports, after which the membership will terminate automatically if the annual reports are not filed unless good reason is provided.

## **7. Members' roles and responsibilities**

1. Members are required to uphold the principles of the Association's Mission Statement in undertaking any activities related to the Association and respect decisions made by the bodies of the Association.
2. Members are also required to report annually on their anti-corruption activities, following a basic template.
3. Ordinary members enjoy voting rights as defined in Section 5. They are also entitled to be consulted on major policy decisions of the Association and to be provided with information about the work of the Coordination Committee and the Secretariat. Decisions of the Membership shall normally be by consensus except at the request of five or more Members for a vote on an issue.
4. Members are encouraged to contribute to the development and implementation of the Association's strategies, activities and campaigns.
5. Every member is entitled to request a copy of the Charter from the Coordination Committee.
6. At least a tenth of the members can request the Coordination Committee to call a General Assembly.
7. Members are to be informed at a General Assembly by the Coordination Committee about the activities of the Association and its finances. If at least a tenth of the members requests the release of such information and provides reasons for this request, the Coordination Committee must issue this information within four weeks.
8. Members are to be informed by the Coordination Committee about the audited annual accounts. If this occurs at the General Assembly, the auditors shall be involved.

## **8. General Assembly**

1. The General Assembly shall be convened at least once every two years at which time the Coordination Committee and Secretariat shall report to the Assembly in appropriate detail and members may raise issues of common interest. The General Assembly shall take place, as far as possible, alongside Conferences of State Parties (CoSPs).
2. A special General Assembly takes place within three months
  - 2.1. upon request of the Coordination Committee or the regular General Assembly
  - 2.2. upon written request by at least a tenth of the members
  - 2.3. upon request of the Comptroller
  - 2.4. upon decision of a court-ordered trustee.
3. General Assemblies shall be convened in person or virtually. At in-person meetings, Members are responsible for paying the cost of their participation unless the Secretariat is able to raise funds for Member participation. Virtual meetings can include an online forum over a period of days in which information and proposals are posted and decisions are made by e-voting.
4. The Coordination Committee shall determine the date, time, place and agenda of General Assemblies in consultation with the Membership and shall inform the Membership of these details no later than 30 days before the

meeting date if the Assembly is virtual or 150 days if the Assembly is in person.

5. A Member wishing to put an item on the agenda of a General Assembly must notify the Coordination Committee via the Chair or Secretariat no later than 14 days before the Assembly. The Coordination Committee shall decide whether to include the proposed agenda item, taking account of time constraints, relevance, and promoting the participation of all Members in Membership Meetings.
6. The Chair of the Coordination Committee shall preside as chairperson at each General Assembly, unless he/she is unable to do so, in which case the Coordination Committee shall elect an acting chairperson from within its members.

## **9. Responsibilities of the General Assembly**

1. The General Assembly, in which all ordinary and extraordinary members can participate, has the following responsibilities:
  - 1.1. Adoption of a provisional budget;
  - 1.2. Acceptance and approval of the most recent financial report and the audited accounts;
  - 1.3. Election of Members of the Coordination Committee
  - 1.4. Election of Comptroller(s);
  - 1.5. Approval of a contract between auditors and the Association;
  - 1.6. Decision on membership fees, if any, for ordinary and extraordinary members;
  - 1.7. Release of the Coordination Committee;
  - 1.8. Adoption of changes to the Charter;
  - 1.9. Voluntary dissolution of the Association; and
  - 1.10. Discussion and adoption of other items on the agenda.

## **10. Bodies of the Association**

1. Bodies of the Association are the General Assembly, the Board (referred to as Coordination Committee), the Comptrollers and the Dispute Resolution Body.
2. A Secretariat is to be established for the administrative support of the Coordination Committee and to carry out day-to-day operations.

## **11. Official documents**

1. In order to be valid, all official documents of the Association must be signed by both the Chair of the Coordination Committee and by the member of the Coordination Committee who represents the Association's Secretariat or a Vice Chair and the member of the Coordination Committee who represents the Association's secretariat.
2. Official documents are all documents which legally bind the Association to undertake a particular activity and/or relate to any financial agreement.

## **12. Composition of the Coordination Committee**

1. The Coordination Committee shall consist of twelve members. Six of the seats on the Coordination Committee shall be allocated to representatives of member organisations on a regional basis with one seat each for
  - 1.1. Sub-Saharan Africa;
  - 1.2. Middle East and North Africa;
  - 1.3. East Asia, Central Asia and Pacific;
  - 1.4. South Asia;
  - 1.5. Europe; and
  - 1.6. The Americas.
2. Two additional seats shall be allocated to representatives of member organisations on a regional basis, to the two regions with the largest number of members in the Association, as determined a sufficient time ahead of the election.
3. If there are no candidates from a given region for a seat, then representatives of member organisations from other regions may contest the seat for that region.
4. Two seats on the Coordination Committee shall be allocated to representatives of international member organisations.
5. One seat on the Coordination Committee shall be allocated to an individual affiliate member.
6. The Association's Secretariat shall have a single permanent seat on the Coordination Committee.
7. No more than three representatives with a full, formal affiliation with any one organisation (i.e. from among the main organisation and its local affiliates) may serve on the Coordination Committee at any one time.

## **13. Election of the Coordination Committee**

1. Coordination Committee members shall be elected for two-year terms. Members may only be elected to the Coordination Committee for two consecutive terms, after which they must wait at least one year before becoming a candidate again.
2. Elections shall be held annually by a process of remote balloting. At each election approximately one-half of the Coordination Committee members shall be up for election.
3. Election procedures shall be developed by the Secretariat and approved by the Membership. Elections shall be organised by the Secretariat.
4. The Chair of the Coordination Committee shall be elected by the Coordination Committee members from among themselves and the number of consecutive two-year terms served by a given Chair may not exceed two. The Committee may also elect up to two Vice Chairs and such other executive officers as may be needed.
5. Following the registration of the Association, the members of the Coordination Committee and its officers will serve the terms they were elected for previous to the registration.

#### **14. The Coordination Committee**

1. The Coordination Committee is the steering body of the Association. Its responsibilities include the following:
  - 1.1. Providing policy coordination and oversight of the work of the Secretariat.
  - 1.2. Overseeing the development and implementation of the Association's strategy.
  - 1.3. Promoting the activities and projects of the Association, and helping to identify funding opportunities.
  - 1.4. Communicating positions of the Association to the wider public.
  - 1.5. Agreeing on the location and content of General Assemblies.
  - 1.6. Ensuring the prompt and effective issuance of statements.
  - 1.7. Assisting the organisation of support for the Association's members, including assistance to members under attack due to their anti-corruption work.
  - 1.8. Decisions of the Coordination Committee shall wherever possible be made by consensus, provided that a member of the Coordination Committee may call for a vote on any issue which shall be decided by majority vote unless otherwise specified in this Charter or in rules of procedure adopted by the membership.
2. The Coordination Committee shall
  - 2.1. ensure that accounting procedures that are appropriate for the needs of the Association are put in place;
  - 2.2. ensure that a draft annual budget, annual accounts and an audit report are produced
  - 2.3. administer the assets of the Association;
  - 2.4. provide information to members on the activities, the finances and the audited annual accounts of the Association;
  - 2.5. decide on the acceptance and expulsion of ordinary and extraordinary members;
  - 2.6. decide on the hiring of a General Secretary.
3. In case of imminent danger to the Association, the Chair of the Coordination Committee is authorized to act in matters that normally would fall under the responsibility of the Coordination Committee or the General Assembly. These decisions require subsequent approval from the relevant body.
4. The General Assembly can at any time prematurely dismiss one or more members of the Coordination Committee from their functions. The General Assembly can then elect (a) new member(s) to the Coordination Committee.
5. Members of the Coordination Committee can announce their resignation at any time in writing to the Coordination Committee, or in case of the resignation of the whole Coordination Committee, to the General Assembly.
6. The Coordination Committee has a quorum if all members were invited and one quarter of the existing members is present. Decisions are made with a simple majority. Decisions have to be documented in writing and may also be made through written communications.
7. In case a member of the Coordination Committee is unable to fulfil his/her role for a longer period of time, the Chair and members of the Coordination Committee decide a replacement. In cases where the replacement would

have to serve for a period of six months or more, a special election for this seat will be called.

8. In case the Coordination Committee is unable to act for a long period-remaining members of the Committee or otherwise the Comptrollers are required to immediately call for a General Assembly meeting to elect a new Coordination Committee.
9. In case the Comptrollers are also unable to act and the initiation of a General Assembly by a tenth of the membership is not possible, then every ordinary member who recognizes the emergency situation must immediately request the appointment of a trustee by the responsible court, which must immediately call for a special General Assembly.

## **15. Secretariat**

1. The Secretariat is accountable to the Coordination Committee and the Membership through reporting to them at their meetings.
2. The responsibilities of the Secretariat include:
  - 2.1. Coordinating the day-to-day activities of the Association and ensuring compliance with legal and accountability requirements.
  - 2.2. Liaising with partners and stakeholders, including the UN Office on Drugs and Crime (UNODC), in the name of the Association.
  - 2.3. Developing and disseminating both internal and external communication materials for the Association (such as the website, newsletter, brochures and statements).
  - 2.4. Providing support to the Coordination Committee and Membership, including through the development of draft positions, statements and other documents.
  - 2.5. Identifying and pursuing funding opportunities for the Association, in coordination with the Coordination Committee.
  - 2.6. Organising the elections for the Coordination Committee.
  - 2.7. Preparing rules of procedure for the Coordination Committee, the General Assembly and elections, for adoption by the Membership.
  - 2.8. Preparing an annual report on the activities of the Association and the Secretariat. This report should generally be prepared by 31 January for the preceding year.
  - 2.9. Such other tasks to realise the Association's mission as may be agreed by the Coordination Committee and/or the Membership, subject to available funding.

## **16. Working language**

1. The working language of the Association shall be English. Where possible, and subject to funding, documents will be translated into German, French, Spanish, Arabic and other languages.

## **17. Liability**

1. The Association is liable with its assets for any liabilities. Members of the Secretariat or the Coordination Committee are not liable with their personal assets for liabilities of the Association.



## **18. Comptrollers**

1. Two Comptrollers are elected by the General Assembly for a duration of two years. A re-election is possible. The Comptrollers must not be part of any other body of the Association – with the exception of the General Assembly – the activities of which are subject to their scrutiny.
2. The Comptrollers are responsible for the on-going monitoring of the Association's business activity and for the examination of the Association's financial management and annual financial statements, with a view to determining to the correctness of the accounting and the proper use of funds in line with the statutes. The Coordination Committee shall provide the Comptrollers with the necessary documents and information. The Comptrollers must report their findings to the Coordination Committee and the General Assembly.
3. Any contracts between the Comptrollers and the Association must be authorized by the General Assembly.
4. The term of a Comptroller ends in case of his/her death, resignation or dismissal by the General Assembly.

## **19. Dispute resolution body**

1. The dispute resolution body is set up to resolve all disputes stemming from relations with the Association. It is a "dispute resolution body" in line with the Associations Act 2002.
2. The dispute resolution body is composed of three ordinary members of the Association. It is established when one party to a dispute notifies the Coordination Committee about the dispute and names an ordinary Association member as a member of the dispute resolution body. Within seven days, the Coordination Committee calls on the other party to the dispute to name another member of the dispute resolution body within 14 days. Within a further seven days after the designation of the second member of the body, both designated members of the body are notified by the Coordination Committee and within 14 days, the two choose a third member to chair the dispute resolution body. If there is no agreement on the third member then each of the designated members nominates a third member and a selection is made by drawing lots. Members of the dispute resolution body must not be part of any other body of the Association that is party to the dispute, with the exception of the General Assembly,
3. The dispute resolution body makes a decision by majority vote, after hearing both sides with all members being present. It decides in good faith. Its decisions are final within the Association.

## **20. Voluntary dissolution of the association**

1. The voluntary dissolution of the Association can only be decided upon in a General Assembly and only by a two-thirds majority of all valid votes cast with a quorum of two-thirds of eligible voting members.
2. If the Association still holds assets, a decision on liquidation must be taken during the General Assembly in question. In particular, the General Assembly must appoint a liquidator and decide on the party to whom the

Association's remaining assets are to be transferred once its liabilities have been covered.

**21. Use of assets in case of dissolution, official cancellation or loss of the charitable purpose**

1. In case of dissolution of the Association, official cancellation or loss of the charitable purpose, the remaining assets shall be used for charitable purposes pursuant to Sec 34 et seq of the Austrian Fiscal Code (BAO). To the extent that is possible and legal, the assets shall be transferred to an organisation that pursues the same or similar purposes as this Association.