



Bylaws of the Centre de Recherche sur l'Anti-Corruption

DOCUMENT

Bylaws

Centre de Recherche sur l'Anti-Corruption (CERC)

CERC policies and procedures

Adopted in Uvira on 15 April 2017

Preamble



The members of this General Assembly,

Concerned about the seriousness of the problems and threats posed by corruption to the stability and security of society, undermining democratic institutions and values as well as moral and legal values, and jeopardising sustainable development and the rule of law,

Convinced also that the illicit acquisition of personal wealth can be particularly damaging to democratic institutions, the national economy and the rule of law,

Convinced further that the participation of civil society can contribute significantly to making the Democratic Republic of the Congo, through the strengthening of capacities and institutions, able to prevent and combat corruption effectively,

Bearing in mind also the principles of proper management of public affairs and public property, fairness, accountability and equality before the law, and the need to safeguard integrity and to foster a culture of rejection of corruption,

Considering the need to establish an association able to strengthen the preventive means of combating corruption;

Having regard to the provisions of Decree-Law No. 004/2001 of 21 July 2001 laying down general provisions applicable to non-profit associations (ASBL) and public-interest institutions in the Democratic Republic of the Congo.

Have agreed as follows:

Title I – General provisions

SUB-TITLE I

Establishment, name, registered office and duration

ARTICLE 1

Name

An association is hereby established on 15 April 2017, in accordance with the provisions of Decree-Law No.

004/2001 of 21 July 2001 laying down general provisions applicable to non-profit associations (ASBL) and public-interest institutions in the Democratic Republic of the Congo, among the persons who subscribe to these bylaws, under the name “**Centre de Recherche sur l’Anti-Corruption**”, abbreviated as “**CERC**”.

ARTICLE 2

Registered office

1. The registered office of the association is at 32 Avenue CPA, Quartier CPA Mushi, Commune de Mont-Ngafula, Kinshasa.
2. CERC’s registered office may be transferred to any other place in the Democratic Republic of the Congo by decision of the General Assembly, after consultation by the Executive Bureau.

ARTICLE 3

Duration

CERC is an association with legal personality, established for an unlimited period.

ARTICLE 4

Nature

1. CERC is a secular and non-political association of a public nature, operating on a not-for-profit basis.
2. It reserves the right to join any network working in the same fields.

SUB-TITLE II

Vision, mission, objectives and principles

ARTICLE 5

Vision

- To make the Democratic Republic of the Congo a corruption-free State.
- To make the Centre de Recherche sur l’Anti-Corruption the leading anti-corruption agency in the Democratic Republic of the Congo.

ARTICLE 6

Mission

- To eradicate corruption, abuse of power and financial misconduct in the Democratic Republic of the Congo.

Title I – General provisions (continued)

ARTICLE 7

Objectives

1. Overall objective

To strengthen integrity and expertise in a concerted and continuous manner through civic education programmes and citizen action.

2. Specific objectives

- To promote and strengthen measures to prevent and combat corruption more effectively;
- To promote integrity, accountability and the proper management of public affairs and public property;
- To encourage the commitment of government institutions, civil society and other competent international organisations to putting the fight against corruption into practice;
- To promote thinking, research and strategic reflection on the fight against corruption in the Democratic Republic of the Congo, and to exchange experience, good practice, standardised tools, techniques and approaches in the promotion of integrity;
- To strengthen the capacities of civil society organisations working to promote transparency;
- To encourage citizens to monitor service delivery through periodic surveys on the delivery of services and the implementation of projects;
- To strengthen the role of religious denominations and the media in promoting integrity;
- To promote inter-organisational cooperation in anti-corruption action;
- To identify and pursue any other objective set by the members for the promotion of integrity.

ARTICLE 8

Principles

CERC is governed by the following principles:

- integrity;
- accountability;
- transparency;
- fairness.

Title II – Members

ARTICLE 9

Categories of members

CERC has four categories of members:

- founding members;
- co-founding members;
- full members;
- honorary members.

ARTICLE 10

Definition of the categories of members

1. Founders are the initiators of the association;
2. Co-founders are the signatories of the founding act;
3. Full members are members who actively take part in the activities of the association and fulfil their obligations towards it;
4. Honorary members are natural or legal persons who contribute to achieving CERC's objectives in fulfilment of its mission.

ARTICLE 11

Membership

1. Membership of CERC is open to any person of good character who enjoys their civil and political rights;
2. The practical arrangements for membership are set out in CERC's Internal Rules.

ARTICLE 12

Withdrawal

Any member of CERC may, at any time, decide to withdraw from the association by writing to the Chair of the Board of Directors by registered letter with acknowledgement of receipt.

Title III – Organisational structure

ARTICLE 13

Categories of bodies

CERC's organisational structure comprises three (3) types of statutory bodies:

1. the General Assembly (GA);

Title III – Organisational structure (continued)

2. the Board of Directors (BD);
3. the Audit Committee (AC).

SUB-TITLE I

The General Assembly

ARTICLE 14

Composition

The General Assembly, CERC's supreme body, is made up of:

1. the founding and co-founding members;
2. the full members;
3. the honorary members.

ARTICLE 15

Powers

The General Assembly has the power to:

1. adopt the bylaws, the internal rules and any other management tool deemed necessary for the proper functioning of the association;
2. revise CERC's bylaws and internal rules;
3. elect members of the Board of Directors and remove them from office;
4. define the general policy and direction of the association, taking into account its strategic and tactical objectives;
5. adopt the association's annual activity reports, financial report and auditors' report;
6. set the amount of the membership fee and the frequency and amount of ordinary subscriptions;
7. decide on exceptional subscriptions;
8. sanction CERC members who do not comply with the provisions of the association's legal instruments;
9. decide on the transfer of the registered office and on the dissolution of the association;
10. approve the admission of new members;
11. decide on any other measure necessary for the proper functioning of the association.

ARTICLE 16

Functioning

1. The General Assembly is led by the Chair of the Board of Directors with the support of the other members of the Board of Directors.

2. The General Assembly meets in ordinary session every year, when convened by the Chair of the Board of Directors, on the basis of an agenda set by the Board of Directors.
3. An extraordinary General Assembly may be convened on a specific agenda, either on the initiative of the Board of Directors or at the request of at least two thirds (2/3) of the members who are up to date with their statutory obligations.

SUB-TITLE II

The Board of Directors

ARTICLE 17

Composition

1. The Board of Directors is the governing body of the association. It is made up of seven members elected by the General Assembly, namely: a Chair, an Executive Director, an Administrator, a Secretary, a Treasurer and two advisers;
2. Members of the Board of Directors are elected for a term of four (4) years, renewable once only. In any event, no one may serve more than two terms in the same post.

ARTICLE 18

Powers

The Board of Directors has the power to:

1. prepare the strategic plan of the association;
2. approve the annual budgets and financial statements for presentation to the General Assembly;
3. approve the annual programmes or work plans for presentation to the General Assembly;
4. prepare and plan the annual General Assembly and extraordinary general assemblies;
5. decide on the creation and abolition of posts according to the needs of the organisation and the availability of resources;
6. ensure that the resolutions of the General Assembly are implemented and assess their impact on the association's results;
7. commission external audits and evaluations of the association;
8. set the conditions for the recruitment and remuneration of staff;

9. decide on any other measure necessary for the proper functioning of the association;
10. draw up and present to the General Assembly the annual activity, financial and accounting reports.

ARTICLE 19

Functioning

1. The Board of Directors meets at least twice a year, and as often as the interests of the association require, on the initiative of its Chair or of two members of the Board of Directors.
2. The arrangements for holding meetings and for deliberations of the Board of Directors are set out in the internal rules.
3. The duties of each member of the Board of Directors are also set out in the internal rules.

SUB-TITLE III

The Audit Committee

ARTICLE 20

Composition and functioning

1. The Audit Committee is made up of five (5) members elected by the General Assembly for a term of three (3) years, renewable once.
2. The Audit Committee ensures the proper functioning of the organisation by checking and auditing the regularity of the accounts and compliance with these bylaws, the Administrative and Financial Procedures Manual, the Staff Rules and the association's Internal Rules.

Title IV – Management of financial resources

SUB-TITLE I

Financial resources

ARTICLE 21

Sources of funds

The association's financial resources come from:

1. ordinary and special subscriptions from members;
2. gifts and bequests;

3. self-generated income;
4. grants and any form of financial assistance received from NGOs, private bodies, government and international bodies, and natural or legal persons.

ARTICLE 22

Deposit and management of funds

CERC's financial resources are deposited in an account opened in its name and subject to the joint signature of the Executive Director and the Finance Officer, with the possibility of delegating signing authority to another member of the Executive Management.

SUB-TITLE II

Financial year and accounting

ARTICLE 23

Financial year

The association's financial year begins on 1 January and ends on 31 December. On 31 December of each year, an inventory and a detailed account of the income and expenditure of the financial year just ended must be drawn up.

By way of exception, the first financial year covers the period between the date on which the bodies were set up and the following financial year.

ARTICLE 24

Audit

1. The balance sheet, the income statement and the inventories drawn up at 31 December are made available to the Audit Committee, which has access at all times to the records kept by the Finance Officer.
2. At the request of the General Assembly, the association's annual accounts may be audited and certified by a firm of auditors and chartered accountants external to the association.

Title V – Revision and dissolution

ARTICLE 25

Revision of the founding texts

1. CERC's bylaws and internal rules may be amended by decision of the General Assembly taken by a majority of two thirds (2/3) of the members, or on the initiative of the Board of Directors.
2. Any proposed amendment to CERC's founding texts must be submitted to the Chair of the Board of Directors at least sixty (60) days before the next General Assembly and communicated to the members no later than thirty (30) days before the General Assembly is held.

ARTICLE 26

Dissolution

1. CERC may be dissolved only by an extraordinary General Assembly convened for that purpose and deciding by a majority of two thirds (2/3) of the members, and may be officially dissolved only by court decision, in accordance with Articles 18 and 19 of Decree-Law No. 004/2001 of 20 July 2001.

2. In the event of dissolution, the extraordinary General Assembly appoints one or more liquidators responsible for the winding-up. If, at the close of the winding-up, there are net assets, these must be allocated in full to an anti-corruption organisation chosen by the General Assembly.

Title VI – Miscellaneous and final provisions

ARTICLE 27

Internal rules

Internal rules adopted by the General Assembly set out the arrangements for applying these bylaws.

ARTICLE 28

Entry into force

These bylaws enter into force upon their adoption by the extraordinary General Assembly.

Bylaws adopted unanimously by the extraordinary General Assembly held in Uvira on 15 April 2017.



CENTRE DE RECHERCHE SUR L'ANTI-CORRUPTION

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www.cerc.cd

32, Avenue CPA, Quartier CPA Mushi, Commune de Mont-Ngafula, Kinshasa, DRC

info@cerc.cd · +243 977 757 227

CERC is a registered non-governmental organisation (NGO) (Registration number: F.92/42579) and given Legal Personality by the Ministry of Justice: JUST/SG/20/21311/2021.

CERC holds Special Consultative Status with the United Nations Economic and Social Council (ECOSOC).