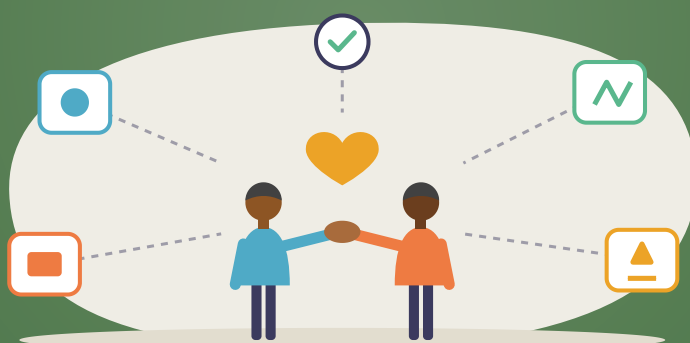




Membership Policy and Internal Rules

DOCUMENT

Internal rules

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

CERC policies and procedures

Adopted in Uvira on 15 April 2017

Preamble



These internal rules govern the functioning of the “**Centre de Recherche sur l’Anti-Corruption**”, abbreviated as “**CERC**”, and of its various bodies. They supplement the bylaws and will be supplemented by CERC’s Staff Rules and its Financial and Administrative Management Procedures Manual.

CERC is a secular association with no political or religious aim. Accordingly, every act carried out within the association must be consistent with the principles governing not-for-profit associations.

Title I – Members

ARTICLE 1

Composition

The association is made up of natural or legal persons who are interested in the aims pursued by the association and wish to contribute to it.

ARTICLE 2

Membership

To become a member of CERC, an application for membership must be sent to the Chair of the Board of Directors and approved by the General Assembly, whose decision is final.

ARTICLE 3

Obligation

Members are required to pay an annual subscription, the amount of which is set by the Board of Directors and may differ depending on whether the member is a natural or a legal person.

Legal persons are represented by their legal or statutory representative or by any person that representative appoints.

The title of honorary member may be conferred by the General Assembly, on a proposal from the Board of Directors, on natural persons who have rendered important services to the association. It entitles those who hold it to attend the General Assembly, in an advisory capacity if they have not joined the association as full members. The title of honorary member exempts its holder from payment of the annual subscription.

ARTICLE 4

Loss of membership

Membership is lost:

- by resignation;
- by removal from the register, where applicable, decided by the General Assembly on a proposal from the Board of Directors, for non-payment of the subscription after two reminders have gone unheeded;
- by exclusion for serious misconduct, decided by the General Assembly on a proposal from the Board of Directors, in particular for failure to comply with the bylaws or for public acts or statements that would harm the reputation or interests of the association. The member concerned is first invited to give an explanation before the Board of Directors and, where applicable, before the General Assembly. They may be assisted by a person of their choice.

Title II – Resources

ARTICLE 5

Sources of funds

The association’s resources consist of:

- State grants;
- members’ subscriptions, as decided by the Board of Directors;
- gifts from private individuals whose activities do not conflict with CERC’s mandate;
- fees for services provided by the association;
- income from its assets;
- resources raised on an exceptional basis;
- any resources permitted by law in keeping with CERC’s mandate.

Title III – Board of Directors

ARTICLE 6

Composition

CERC is managed and administered by a Board of Directors of seven (7) members, elected by the ordinary General Assembly for a term of two years.

Title III – Board of Directors (continued)

ARTICLE 7

Powers

The Board of Directors has the widest powers to carry out its task of managing and administering CERC in all circumstances, except for those reserved to the General Assembly by the bylaws.

In this capacity, the Board of Directors may in particular, without this list being exhaustive:

- set the direction and the actions needed to achieve the aims of the association as defined in Article 7 of the bylaws;
- draw up the internal rules as required, within the limits of the provisions of the bylaws, and propose amendments to them;
- create or abolish the services it considers useful, and decide on the creation and abolition of posts according to the needs of the organisation and the availability of resources;
- call for annual subscriptions if necessary, the amount of which may differ for natural and legal persons;
- approve the accounts for the financial year just ended and propose to the General Assembly how resources should be allocated.

The Board of Directors may delegate some of its powers to the Chair and to certain of its members, or recruit qualified staff to carry out and manage the organisation's day-to-day activities.

ARTICLE 8

Meetings

The Board of Directors meets at least twice a year and whenever necessary, when convened by the Chair or, by delegation from the Chair, by the Vice-Chair or the Secretary, with at least 15 days' notice.

The notice of meeting includes the agenda. Only items on the agenda may be the subject of deliberation.

The Board of Directors may validly deliberate only if half of its members are present or represented (proxy voting is permitted, by a proxy given to another member of the Board of Directors).

Decisions are taken by an absolute majority of the votes cast. In the event of a tie, the Chair has the casting vote when the number of participants is even.

In an emergency, the Chair may consult the members of the Board of Directors and refer a matter to them by telephone conference, over the internet (recorded) or by e-mail. Minutes are kept of the meetings of the Board of Directors.

ARTICLE 9

Duties of the members of the Board of Directors

1. Chair

The Chair represents the association in all acts of civil life.

The Chair acts in legal proceedings, both as claimant and as defendant.

The Chair commits expenditure in accordance with the budget approved by the Board of Directors.

The Chair is authorised to open and operate all current or deposit accounts. The Chair hires and dismisses salaried staff, who are placed under the Chair's authority.

The Chair is assisted in all matters by the Vice-Chair, who stands in for the Chair if the Chair is unable to act for any reason.

The Chair may delegate some of their powers to the Executive Director.

However, as regards legal action and representation in court, the Chair may be replaced only by an agent acting under a special power of attorney granted by the Bureau.

2. Vice-Chair

The Vice-Chair assists the Chair in all matters and automatically stands in for the Chair if the Chair is unable to act.

The Vice-Chair ensures the proper internal functioning of the association's services and monitors all of the association's programme activities.

3. Treasurer

The Treasurer ensures that the association's annual accounts are drawn up. Like the Chair, the Treasurer is authorised to open and operate the association's accounts.

The Treasurer makes payments.

Title III – Board of Directors (continued)

The Treasurer may at any time require a report on the association's financial management and on the monitoring of cash and investments.

The Treasurer reports on the Board of Directors' management to the General Assembly.

4. Secretary

The Secretary is responsible for ensuring that the association's various registers are kept and that reporting and administrative formalities are complied with.

The Secretary drafts and signs the minutes of the deliberations of the General Assembly and the Board of Directors, and the records of decisions of the Executive Bureau.

The Secretary ensures that the association functions in accordance with its bylaws.

ARTICLE 10

Executive Bureau

The Board of Directors recruits or appoints from among the full members an Executive Bureau made up of:

- an Executive Director;
- an Administration and General Services Officer;
- an Operations Officer;
- a Finance Officer;
- a Communications Officer.

The Bureau handles the day-to-day management of the association between two meetings of the Board of Directors.

It ensures that the decisions taken by the Board of Directors and by the General Assembly are carried out, and prepares the work of the Board of Directors.

It meets as often as necessary when convened by the Chair of the Board of Directors or by the Executive Director. The final agenda may be settled at the opening of the meeting.

A record of the Bureau's decisions is drawn up and sent to the Board of Directors for information.

Title IV – General Assemblies

ARTICLE 14

Common provisions

General Assemblies are made up of all the members of the association. Members must be up to date with their subscriptions on the date of the notice of meeting.

General Assemblies are convened by ordinary letter, or by e-mail for members who request it, sent to members 90 days before the date set. The agenda is proposed by the Board of Directors and is attached to the notice of meeting.

Only items on the agenda may be the subject of deliberation. Each member has one vote.

Proxy voting is permitted, by a proxy given to another member of the association. Proxies so given are deemed to vote in favour of any draft resolution presented by the Board of Directors, except for the election of the members of the Board of Directors, from which they are excluded.

General Assemblies are chaired by the Chair of the Board of Directors or, if the Chair is unable to act, by the Vice-Chair.

Minutes of the deliberations of the General Assembly are drawn up and signed by the Chair and the Secretary of the Board of Directors.

ARTICLE 15

Ordinary General Assembly

The ordinary General Assembly meets at least once a year and whenever this appears necessary.

Decisions are taken by a simple majority of the votes cast. In the event of a tie, the Chair has the casting vote.

The Assembly hears the reports on the management of the Board of Directors and on the financial and general situation of the association. Where applicable, it hears the auditor's report.

It elects the members of the Board of Directors and of other standing committees according to the needs of the organisation (committee for the admission of new members, internal audit committee, committee for the revision of the bylaws and internal rules, etc.).

Title IV – General Assemblies (continued)**ARTICLE 16****Extraordinary General Assembly**

The extraordinary General Assembly may be convened by the Board of Directors in order to amend the bylaws, decide on the merger of the association with any other body pursuing similar aims, or on its division, declare its dissolution and decide on the allocation of any surplus from liquidation. These proposals must first have been approved by the Board of Directors and are attached to the notice of meeting.

Decisions are taken by an absolute majority of the votes cast.

In the event of a tie, the Chair has the casting vote.

ARTICLE 17**Dissolution**

In the event of dissolution, the extraordinary General Assembly appoints the persons responsible for the liquidation of the assets, returns contributions and designates the body that will receive any surplus from liquidation, in accordance with the provisions of Decree-Law No. 004/2001.

Internal rules 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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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).