**TERMS OF REFERENCES FOR ANNUAL GENERAL MEETING**

Approved by the Annual General Meeting dated 27 October 2014

Attachment 1 to Transparency Azerbaijan Governance Policies

**Introduction**

The following Terms of Reference define the respective roles, responsibilities, and terms expected of the Annual General Meeting of Transparency Azerbaijan as per the Organization’s Statutes and protocols of the Annual General Meetings and preceding Founder’s Meetings. Any amendment(s) to these Terms of Reference must be ratified by the Annual General Meeting of the Transparency Azerbaijan (TI-Az) before taking effect. These Terms of References are in full compliance with the Statutes and regulate issues not covered therein.

**Status of the Annual General Meeting**

The Annual General meeting is the supreme decision making body of Transparency Azerbaijan, which shall be convened at least one a year. The main function of the Annual General Meeting is to observe goals of the Transparency Azerbaijan as an organization.

**Authority**

The Annual General Meeting has the following authority:

* Form the property of the organization and determine its principles of usage;
* Create executive organs and untimely terminate their authorities;
* Affirm annual reports;
* Form anew the organization and dissolve/liquidate it;
* Accept reports of the chief executive organs of the organization;
* Elect Chairman of the Board, board members and executive director for the period of five years for maximum two terms of service;
* Accept the Statutes of the organization and approve of any changes to it;
* Approve of substantial changes in the policies of the organization;
* Decide on participation in other organizations.

**Members of the Annual General Meeting**

*Founders*

Founders of the Organization are members of the organization. Their membership is evidenced by the Statutes registered by the Ministry of Justice[[1]](#footnote-2).

*Individual members*

**The organization has individual members (physical persons)**. Their membership is evidenced by individual members’ registry on TA website.

*Board members*

Board members are automatically members of the organization. Their membership is evidenced by the Register of Interests available at the TA website[[2]](#footnote-3).

*Other members*

Though the Statutes state that “every physical person and legal entity of Azerbaijan Republic (except state authority and local self-government bodies) can become a member of the organization and acceptance of members to the organization is implemented by Administrative Personnel thereof”, upon a procedure described in the Statutes in details, the organization preferred not to have corporate members and limit membership to the types of members described below. The decision was adopted at the first Annual General Meeting to avoid abuse of the TI brand name in the difficult political environment of Azerbaijan. [[3]](#footnote-4)

**Termination of membership**

*Founders*

Termination of membership for founders (upon their own will submitted in writing or in cases described below) shall be approved by the Annual General Meeting and subsequently necessary amendments shall be made to the Statutes and approved by the registering body – Ministry of Justice.

*Staff*

Membership in the organization for the staff is automatically terminated upon termination of the employment and surrender of the office identification card.

*Board members*

Membership in the organization is extended automatically to the board members upon their election and is automatically terminated upon resignation.

*Individual members*

Individual members can be recommended by any member of the organization and approved by board. Their membership is also terminated by the board decision or self-rejected with a notification sent to the board in writing.

In addition to the above, as per Statutes, membership can be terminated in the following cases: Voluntary resignation and Expulsion

Members of the organization can be expelled from the membership in the following situations:

* when a motion is made by another member stating that the member in question has stained the name of the organization;
* when a member of the organization constantly refuses to take part in the affairs of the organization;
* when a member acts against the Statute.

Decision about expelling from the membership of the organization shall be made by Annual General Meeting, except for the individual members. Members can contest the decision by complaining to TI Secretariat and staff to either of the two decision making bodies of the organization (i.e. Board of Directors or Annual General Meeting).

**Rights of the members**

* to take part in the governance of the organization as per the Statutes and other documents;
* to elect and be elected to any elective organs of the organization;
* to take part in activity and events organized by the organization;
* to get information about activities of the chief organs of the organization and control their activities;
* to take part with a consultation vote in any affair of any organ of the organization; personally take part in the discussion of any problem, to explain, to protest and to complain in connection with his/her rights and duties.
* members of the organization may represent or declare on behalf of organization only upon authorization from a corresponding organs of the organization/

**Duties of the members**

Members of the Organization have the following duties:

* to conform to the organization’s Statutes, other documents and ethics norms;
* to fulfil decisions of the organization’s elective organs;
* to fulfil demands of the Statutes;
* to take part in the events of the organization.

**Membership fee**

Quantity of the membership dues shall be determined by Administrative Personnel of the Unity as per Statutes. The organization does not collect membership fee.

* Founders of the Organization, regardless whether they serve on board or not at the time of the meeting;
* Board members;
* Staff

**Convening Annual General Meetings**

The Annual General Meeting shall be convened by the initiative of the executive organs, one of the founders or the third part of the members.

The founders, board members and members of the organization shall be informed about the place and the date of the meeting two weeks in advance.

The General Meeting is valid if more than one half of the members of the organization take part.

Each annual general meeting shall start with election of chairman from among three candidates suggested one by founders, one by board members and one by other members; electing a secretary of the meeting and discussing and approving agenda. Any issues approved by more than three members shall be introduced to the agenda of the meeting.

**Decision making**

Decisions about the problems which are discussed in the General Meeting are accepted by the simple majority of open voting, except for election of the Chairman of board, board members and executive director which shall be made by a secret vote. Every member has one voice.

For additions and changes to the Statutes and adoption of decisions on about anew forming (coalition, joining, division, separation, transformation) and liquidating of the organization majority of 2/3 of votes is required.

All decisions of the Annual General Meetings must be recorded in the protocols of the Annual General Meetings and signed by the Meeting chairman and secretary.

1. Statutes approved by the Ministry of Justice dated 28 December 2005 [↑](#footnote-ref-2)
2. www.transparency.az [↑](#footnote-ref-3)
3. Protocol No 3dated 25 January 2006. [↑](#footnote-ref-4)