**Terms of Reference (TOR) for Council of Founders and Individual members**

Approved by Board meeting dated 18 April 2016

Attachment 7 to Transparency Azerbaijan Governance Policies

**Terms of Reference (TOR) for Council of Founders and Individual members**

**Introduction**

According to the Statutes, the board has to be re-elected every five years; however, there is no limit on the number of terms an individual can service on board. Nevertheless, the first Annual General Meeting[[1]](#footnote-2) opted for a more democratic procedure of board election and rotation described in this document in details. Therefore, after expiry of the second term of office or premature resignation, the founders will form Founders’ Committee of the Organization with the Terms of Reference to be approved at the Annual General Meeting.

The following Terms of Reference define the respective roles, responsibilities, and terms expected of the Council of Founders as per Transparency Azerbaijan (TI Az) Organization’s Statutes and boards’ decisions. Any amendment(s) to these Terms of Reference must be ratified by the Council and subsequently by board of the TI Az before taking effect. These Terms of References are in full compliance with the Statutes and regulate issues not covered therein.

**Purpose**

The purpose of the Council of Founders is to provide the membership and management with leadership and focus, consistent with the goals and objectives, statutes, other internal documents and projects of Transparency Azerbaijan.

The Council of Founders has the following *responsibilities***:**

* To ensure that TI Az independence and reputation are not jeopardized;
* To participate and vote in the Annual General Meetings.

The Council of Founders has the following *authorities*:

* To take part in the Board meetings with an advisory role;
* In case if the Council of Founders is in strong disagreement with the Board decision, they are entitled to convene an extra ordinary General Annual Meetings in line with the TOR for the AGM;
* To take a decision on termination or re-structuring of the organization.

**Council of Founders meetings**

Separate meeting of the Council of Founders is convened on need basis by decision of at least two of its members. The meeting is valid if more than the half of its members take part in it and the decisions are accepted with the majority of simple vote. The Executive Director of the Organization is a member of the Council of Founders with voting right and shall participate in the Council meetings if he/she is a founder of the organization.

Draft protocol with all attachments thereto shall be sent by e-mail prior to the meeting. Final draft Council meeting protocols shall be compiled with all comments incorporated and sent by e-mail for verification by the Council members. Final protocols shall be printed out, signed by the meeting Chairman and the meeting secretary and kept on file. The Council has the right to vote by e-mail. All Council’s decisions must be recorded in the protocols of the Council’s meetings and made known at the next Board and Annual General Meetings.

**Individual members**

Individual members are appointed by board in order to allow the organization to incorporate individuals of recognized integrity and diverse backgrounds whose dedication to and experience in anti-corruption work can aid the promotion and fulfillment of the movement’s goals. Candidacies for individual membership, as well as renewals of this status, are reviewed and confirmed by the Board of Directors in line with the procedure described in the Statutes and TOR for board. Individual member has a right of vote at the Annual General Meeting along with board members and founders. Individual members may face removal, expulsion or suspension if their conduct does not align with the movement’s standards or somehow prejudices the reputation of the movement.

1. Decision of the Annual General Meeting, protocol No 3 dated 25 Jan 2006 [↑](#footnote-ref-2)