

**"Registered with the state"**

**Azerbaijan Republic  
Ministry of Justice  
11 July 2016**

**Director of the Head Office for Registration and  
Notary Services  
Ilgar Mammadov**

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**"Approved"**

**General Assembly of  
the Association  
09 March 2016**

**Authorised person:  
Rena Safaralieva**

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## **C H A R T E R**

**"Transparency Azerbaijan" Anti-Corruption Public Association**

***(Second edition, amended)***

## I. GENERAL PROVISIONS

**1.1.** "Transparency Azerbaijan" Anti-Corruption Public Association (*hereinafter* the Association) is a non-governmental organisation established on principles of common interests, voluntary engagement and equality of its members; it is a non-profit organisation and does not aim to share its revenues among its members; its activities cover the territory of the Republic of Azerbaijan.

**1.2.** The Association conducts its activities in accordance with the Constitution of the Republic of Azerbaijan, the Law on Non-Governmental Organisations (Public Associations and Foundations), other regulatory legislative acts of the Republic of Azerbaijan, and this Charter.

**1.3.** The Association is registered with the Ministry of Justice by the record No. 1105-Q7-1954 on 28 December 2005. The Association has an independent balance, seal and stamp with its name, a settlement account and other banking details in the banks of the Republic of Azerbaijan.

**1.4.** The Association address is at 108 S. Vurgun str., flat No. 71, Baku, Azerbaijan.

## II. AIM AND OBJECTIVES OF THE ASSOCIATION

**2.1.** The main aim of the Association is to research problems of corruption.

**2.2.** In order to achieve its aim, the Association pursues following objectives:

- assisting the measures to combat corruption and increase transparency in Azerbaijan;
- conducting research and preparing recommendation to prevent corruption and increase transparency in Azerbaijan;
- awareness raising and learning international best practices in the respective areas.

**2.3.** In order to achieve the objectives set forth in this Charter, the Association:

- conducts research, organises courses and seminars, holds round-table discussions and meetings, and exhibitions;
- establishes contacts with various local and foreign non-governmental organisations, as well as regional and international organisations, and implements projects together with them;
- freely distributes information on its aims and objectives, and activities, founds periodical publications in accordance with the legislation;
- cooperates with respective state and municipal institutions of the Republic of Azerbaijan, and international organisations.

**2.4.** The Association ensures the provision of registry of its members within 30 days after its state registration.

**2.5.** The Association cannot participate in the presidential, parliamentary and municipal elections in the Republic of Azerbaijan.

### **III. RIGHTS OF THE ASSOCIATION**

**3.1.** The Association has following rights:

- to perform transactions on its behalf, acquire property and personal non-property rights, carry duties, act as a plaintiff or defendant in court;
- to distribute freely the information about its activities;
- to establish branch offices in the territory of the Republic of Azerbaijan and abroad;
- to open bank accounts and engage in banking transactions;
- to have its independent balance, seal and stamp, and other attributes;
- to engage in entrepreneurship activities not forbidden by the law and in line with its Charter provisions;
- to exercise all other rights as stipulated in the legislation of the Republic of Azerbaijan.

### **IV. PROPERTY AND FINANCIAL ACTIVITIES OF THE ASSOCIATION**

**4.1.** The property of the Association may include buildings, facilities, housing, equipment, inventory, cash, shares and other securities, and other property types not forbidden by the law for the financial provision of activities set forth in this Charter.

**4.2.** The Association is responsible with its property for its obligations. This property may be alienated in accordance with the laws of the Republic of Azerbaijan.

**4.3.** The following are sources of cash and other property of the Association:

- regular and one-off membership fees paid by founders and members of the Association;
- property rights and donations from enterprises, local and international organizations, and citizens on voluntary basis;
- dividends and profits received from stocks, bonds, other securities and deposits;
- revenues from its property as a result of their use or sale;
- grants;
- revenues from exhibitions, concerts and other events;
- revenues from enterprises established by the Association;
- other income not prohibited by the legislation.

**4.4.** The members of the Association do not have any special rights over separate objects in the possession of the Association.

**4.5.** The Association has the right to possess, use and dispose of its property in accordance with its objectives, as well as the designation of property as set forth in the legislation of the Republic of Azerbaijan.

**4.6.** Special-purpose funds received into the accounts of the Association cannot be spent for other purposes.

**4.7.** The Association cannot give financial or other assistance to political parties.

**4.8.** The Association compiles financial, statistical and other reports and submits them to the state institutions as stipulated in the legislation.

## **V. FOUNDERS AND MEMBERS OF THE ASSOCIATION, THEIR RIGHTS AND DUTIES**

**5.1.** The founders of the Association can be judicial persons (except for state institutions and local self-government institutions) and individuals aged 18.

**5.2.** The founders enjoy equal rights. Mutual relations among founders are defined by the legislation, agreements among them and this Charter.

**5.3.** Each physical or judicial person in the Republic of Azerbaijan (except for state institutions and local self-government institutions) can become a member of the Association. The founders of the Association are also considered its members.

**5.4.** Admission of new members into the Association is administered by the Board of Directors of the Association.

**5.5.** In order to become a member of the Association, a written application should be submitted. The application is reviewed within one month. If more than half of the members of the Board of Directors give their consent, the applicant is granted a membership of the Association.

**5.6.** Members of the Association are considered equal among themselves and enjoy following rights:

- to participate in the management of the Association as stipulated in this Charter and other documents;
- to elect representatives or be represented in the elected bodies, as well as governing bodies of the Association;
- to participate in the activities of or the events organised by the Association;
- to obtain information on the performance of governing bodies of the Association, to control their activities;
- to request the Association to assist them in defence of their interests;
- to participate directly in discussions concerning their rights and duties, to give clarifications, to file their protests and complaints to the respective bodies of the Association.

**5.7.** Members of the Association can act and speak on behalf of the Association only after the authorisation by respective bodies of the Association.

**5.8.** Members of the Association have the following duties:

- to comply with the Charter of the Association;
- to comply with decisions of the elected bodies of the Association;
- to comply with the requirements set forth in this Charter;
- to participate in the events organised by the Association.

**5.9.** The amount of membership fee is determined by the Board of Directors of the Association.

**5.10.** The membership in the Association is terminated in the following cases:

- voluntary resignation from membership;

- expulsion of membership;

**5.11.** The expulsion of membership occurs in the following cases:

- when members act in a manner unworthy of their name;
- when members evade participation in the activities of the Association;
- when members act in manner contrary to the aims and objectives set forth in this Charter.

**5.12.** The membership can be terminated by the decision of the Board of Directors.

**5.13.** Expelled members have the right to file a complaint to the supreme body of the Association or the court.

## **VII. ORGANISATIONAL STRUCTURE OF THE ASSOCIATION AND ITS GOVERNING BODIES**

**6.1.** The supreme body of the Association is the General Assembly convened at least once a year.

**6.2.** The General Assembly is convened on the initiative of the executive body of the Association, one of its founders, or one third of its members.

**6.3.** Founders and members of the Association have to be notified about dates and places of the meetings of the General Assembly two weeks in advance.

**6.4.** The General Assembly is authorised:

- to adopt and amend the Charter of the Association;
- to identify principles of forming and using the property of the Association;
- to establish executive bodies of the Association and terminate their terms of office early;
- to approve annual reports;
- to participate in other organisations;
- to re-organise and dissolve the Association;
- to hear reports of heads of executive bodies of the Association.

**6.5.** The General Assembly is considered valid if it is attended by more than half of the members of the Association.

**6.6.** The decisions of the General Assembly are adopted by a simple majority vote. Each member has one vote. Decisions to amend the Charter, re-organise or dissolve the Association are adopted by a 2/3 majority vote.

**6.7.** The current leadership of the Association is carried out by the Board of Directors.

**6.8.** The Board of Directors is the executive body of the Association formed by the Executive Director of the Association and other members.

**6.9.** The Board of Directors is a collegiate body and has following powers:

- to admit and remove members of the Association;
- to prepare proposals and projects;
- to establish branches and representative offices of the Association;
- to approve the budget, staff and salaries of officials;
- to deal with the issues not assigned to the exclusive competence of other governing bodies of the Association.

**6.10.** Meetings of the Board of Directors are considered valid if more than half of its members are present. Decisions are adopted by a simple majority vote.

**6.11.** Members of the Board of Directors and the Executive Director of the Association are elected by the General Assembly for a five-year term.

**6.12.** The Executive Director:

- represents the Association; signs agreements on behalf of the Association; gives power of attorney; organises meetings of the General Assembly and the Board of Directors;
- carries out other functions assigned to them by the General Assembly and the Charter.

**6.13.** The Control and Inspection Commission of the Association checks activities of officials and members of the Association for their compliance with the Charter, as well as controls the financial activities of the Association. The number of the members of the Control and Inspection Commission is determined by the General Assembly. The term of office of the Control and Inspection Commission is five years. Decisions of the Control and Inspection Commission are adopted by a simple majority vote.

**6.14.** The Control and Inspection Commission has to review the requests by bodies and members of the Association and respond within one month.

## **VII. ENDING THE ASSOCIATION**

**7.1.** Activities of the Association can be terminated by either its re-organisation (merger, division, separation, transformation) or its dissolution. Activities of the Association have to be terminated in accordance with the legislation.

**7.2.** When the decision to terminate activities of the Association is adopted, a liquidation commission has to be set up in accordance with the decision. From this moment on all powers pertaining to the management of the Association pass to the liquidation commission. The liquidation commission prepares a liquidation balance. During the liquidation of the Association, after settling the claims of creditors and the state treasury, all residual property is directed to the aims and objectives set forth in this Charter, and if the former is not feasible – then to the state budget in accordance with the legislation. The liquidation of the Association is carried out in accordance with the Civil Code and other legislative acts of the Republic of Azerbaijan.

## **VIII. OTHER PROVISIONS**

**8.1.** Issues not covered in this Charter are regulation by the legislation.

**8.2.** In case of any provisions of this Charter contradicting the legislation in the future, the provisions of the respective legislative acts apply.

**8.3.** The first fiscal year of the Association starts at the date of its state registration and ends on 31 December of the same year. Accordingly, following fiscal years start on 1 January and end on 31 December.