

Transparency International Charter

As updated by the Annual Membership Meeting on 17 October 2019, Berlin, Germany

§ 1
Name, Place, Business Year
(1) The Society (Verein) is called "Transparency International". It is registered in the court register of societies (Vereinsregister) of Berlin Charlottenburg, Germany, under the name "Transparency International e.V." and under the number VR 13598 B.
(2) The Society has its registered office in Berlin.
(3) The business year of the Society is the calendar year.
§ 2
Purpose of the Society
The Purpose of the Society is to take action to combat corruption and prevent criminal activities arising from corruption so as to help build a world in which Government, politics, business, civil society and the daily lives of people are free of corruption, because of the potential of corruption to undermine economic development, generate poverty, foster political instability and create global insecurity.
Recognising the global dynamics of corruption, the Society acts both at the international and, through its National Chapters, at the national level to tackle this dangerous phenomenon.
The Society does this in particular by:
i. Raising Public Awareness of the occurrence and impact of corruption;
ii. Developing coalitions to address it;
iii. Developing and disseminating tools to curb it;
iv. Promoting transparency and accountability in politics and business
v. Monitoring the control of corruption
vi. Supporting institutions and mechanisms to combat it.
§ 3
Non-Profit-Making Purpose of the Society (Gemeinnützigkeit)
(1) The Society will pursue exclusively and directly non-profit making goals in accordance with the paragraph "Purposes entitled to tax relief" (steuerbegünstigte Zwecke) of the German Tax Code (Abgabenordnung).
(2) The Society will act altruistically; its primary motive is not profit-oriented.
(3) The funds of the Society may only be used for the stated purposes of the Society pursuant to this Charter. Members of the Society shall not, in that capacity, receive allocations from Society funds. No individual may benefit from these funds through expenditure which is not in line with the purpose of the Society, or through disproportionately high remuneration.
(4) Should the Society be dissolved, or when the tax exemption status is revoked, the assets of the Society are to be transferred to a legal entity under German public law or another tax-exempt body which shall use the assets for the purposes of crime prevention and combatting corruption.

§ 4 Organs of the Society
The Organs of the Society are the Membership Meeting – which comprises the accredited National Chapters and the Individual Members – the Board, the International Council and the Executive.
§ 5 National and Regional Chapters
The Society will encourage the establishment of National Chapters within appropriate frameworks. The form and organisation of these chapters will vary depending on the country or region concerned, and the relevant local legal system. Regional Chapters may also be established in appropriate circumstances.
§ 6 Membership
(1) Membership is open to organisations and individuals of recognised integrity from diverse geographical, cultural and professional backgrounds, that acknowledge the Charter of the Society and are committed to the active promotion and realisation of its goals.
(2) The membership comprises accredited National Chapters and Individual Members.
(3) Membership is granted by decision of the Board of Directors. An accreditation policy for National and Regional Chapters and an appointment policy for Individual Members will be decided by the Membership Meeting, upon a proposal by the Board of Directors, and may be revised from time to time. These policies shall also provide a mechanism for reconsideration of decisions of the Board of Directors concerning suspension, dis-accreditation, expulsion, removal.
(4) No further Individual Members shall be admitted and expiring accreditations of Individual Members whose signature is not on the Hague Founding Charter of the Society of 1993 shall not be renewed. Individual Members whose signature is on the Hague Founding Charter of the Society of 1993 ("Founding Members") do not have to go through a re-accreditation process.
(5) Each accredited National Chapter shall appoint one of its officers or members by resolution of its board to represent it at Membership Meetings. The appointed person shall be referred to as the Official Chapter Representative.
(6) Members of the Board of Directors may not at the same time be Official Chapter Representatives. Official Chapter Representatives shall resign from this function upon taking up their duties as members of the Board of Directors. If a member of the Board of Directors becomes an Official Chapter Representative during his/her term of office, his or her membership in the Board of Directors shall automatically terminate upon acceptance of his or her appointment as Official Chapter Representative. Such member of the Board of Directors shall inform the Board of Directors without undue delay of his or her acceptance of an appointment as Official Chapter Representative.
(7) Members of the Executive may not at the same time be Official Chapter Representatives. Official Chapter Representatives shall resign from this function upon taking up their duties as members of the Executive. If a member of the Executive becomes an Official Chapter Representative during his/her term of office, his or her membership in the Executive shall automatically terminate upon acceptance of his or her appointment as Official Chapter Representative. Such member of the Executive shall inform the Board of Directors without undue delay of his or her acceptance of an appointment as Official Chapter Representative.
§ 7 Supporters and Honorary Members

<p>(1) The status of Supporter is open to governments and government agencies, corporate or other business entities, organisations and individuals. Supporters are expected to make available to the Society funds and/or material assistance for its activities, above and beyond acknowledging their support for the objectives of the Society. Supporters are entitled to be informed as to the activities of the Society, and to attend the Membership Meetings. They have no voting rights and shall not be counted towards the quorum at Membership Meetings, but they may assist with the work of the Society in an advisory capacity. Individuals or bodies may apply to become Supporters by declaring in writing to the Chairperson their willingness to further the work of the Society. Their applications are subject to approval by the Board of Directors.</p>
<p>(2) Individuals who have distinguished themselves in the fight against corruption may be appointed Honorary Members by the Board of Directors. Honorary Members do not have voting rights and shall not be counted towards the quorum at Membership Meetings.</p>
<p>(3) The status of Supporter or Honorary Member may be terminated by the Board of Directors at any time in its sole discretion.</p>
<p style="text-align: center;">§ 8 Termination of Membership</p>
<p>(1) Membership terminates:</p> <ul style="list-style-type: none"> – in the case of Individual Members upon death and in the case of National Chapters upon dissolution or disaccreditation; – in the case of Individual Members, acceptance of the appointment as a member of the International Council (§19.3) or the declaration of accession to the International Council (§19.4); – in the case of an expiration or non-renewal of an existing accreditation; – upon voluntary withdrawal (by declaration of withdrawal in writing to the Chairman, or at the expiry of the specified membership term); – upon expulsion; – upon dissolution of the Society.
<p>(2) All membership rights cease with the termination of membership. Membership fees owed to the Society remain to be paid.</p>
<p style="text-align: center;">§ 9 Membership Fees</p>
<p>(1) Members of the Society must pay annual membership fees.</p>
<p>(2) The Membership Meeting shall determine the fees (if any) payable by Members and the date by which such fees shall be payable.</p>
<p style="text-align: center;">§ 10 The Executive</p>
<p>(1) The Chairperson and the Vice-Chairperson shall comprise the Executive of the Society for purposes of paragraph 26 of the German Civil Code (BGB).</p>
<p>(2) The Membership Meeting may decide that an allowance may be paid to the Chair and/ or the Vice Chair to enable them to undertake the tasks of their respective roles. The Chairperson and the Vice-Chairperson shall be elected by the Membership Meeting from among the Official Chapter Representatives and the members of the International Council for a three-year term. One may serve up to two terms in either role and no more than four terms on the TI Board in any function. The Chairperson and the Vice-Chairperson shall, however, remain in</p>

<p>office until another Executive is elected. If the position of Chair becomes vacant for any reason, the Vice Chair should act as Chair until the next Annual Membership Meeting. If the position of Vice Chair becomes vacant for any reason the remaining Board members should elect one of their members to act as Vice Chair until the next Annual Membership Meeting. If the positions of both Chair and Vice Chair become vacant for any reason, the remaining Board members should elect one of their members to become Chair and another to become Vice Chair until the next Annual Membership Meeting. Such elections at the next Annual Membership Meeting would be for the remainder of the term of the respective vacated seat.</p>
<p>(3) By way of derogation from the requirement to be an Official Chapter Representative or a member of the International Council at the time of their election, retiring members of the Executive may be re-elected if, prior to re-election, an accredited National Chapter has declared in writing to the Board of Directors that the retiring member of the Executive is a member of good standing and that the re-election is supported.</p>
<p>(4) Each member of the Executive represents the Society in judicial and extra-judicial matters. The representative authority of the Executive is limited insofar as expenditures of the equivalent of more than EUR 750,000 (seven-hundred and fifty thousand Euros) which have not gained prior approval as part of the annual budget must be approved by the Board of Directors.</p>
<p style="text-align: center;">§ 11 Appointment of Managing Directors</p>
<p>The Executive, in order to perform its duties, may appoint, with the approval of the Board of Directors, one or more Managing Directors as Special Representatives for purposes of paragraph 30 of the German Civil Code (BGB). The Managing Director represents the Society in all usual matters of up to a value of Euro 750,000 (seven-hundred and fifty thousand Euros). He can enter into, terminate, and nullify contracts of employment.</p>
<p style="text-align: center;">§ 12 Meetings and Decisions of the Executive</p>
<p>Decisions of the Executive are taken at meetings convened by the Chairperson or by teleconferencing, fax, post or e-mail. The Executive may provide for its own procedures. In the event of the Executive being unable to reach a unanimous decision, the matter shall be referred to the Board of Directors for its decision.</p>
<p style="text-align: center;">§ 13 Board of Directors</p>
<p>(1) The Board of Directors comprises the members of the Executive, eight ordinary members and two independent members. The independent members and the ordinary members of the Board of Directors shall have the same rights and obligations.</p>
<p>(2) The ordinary members of the Board of Directors shall be elected by the Membership Meeting from among the Official Chapter Representatives and the members of the International Council for a three-year term.</p>
<p>(3) By way of derogation from the requirement to be an Official Chapter Representative or a member of the International Council at the time of their election, retiring ordinary members of the Board of Directors may be re-elected as ordinary members of the Board of Directors if, prior to re-election, an accredited National Chapter has declared in writing to the Board of Directors that the retiring ordinary member of the Board of Directors is a member of good standing and that the re-election is supported.</p>

(4) The independent members of the Board of Directors shall be appointed by the Board of Directors from the members of the International Council for a term of three years. Appointment by the Board of Directors shall require a two-thirds majority.
(5) The appointment of independent members of the Board of Directors must be confirmed by the Membership Meeting following the appointment. If the appointment of an independent member of the Board of Directors is not confirmed by the Membership Meeting following the appointment, membership as an independent member of the Board of Directors shall end two weeks after this Membership Meeting. An independent member of the Board of Directors that has not been confirmed by the Membership Meeting cannot be reappointed by the Board of Directors as an independent member of the Board of Directors.
(6) Ordinary members of the Board of Directors may not at the same time be independent members of the Board of Directors. The appointment of an ordinary member of the Board of Directors as an independent member of the Board of Directors shall be ineffective. Independent members of the Board of Directors shall automatically lose their office as independent members at the end of the Membership Meeting at which they are elected as ordinary members of the Board of Directors.
(7) Retiring Members are eligible for re-election/re-appointment for a second term, but must retire for at least one year before being eligible for a final third term as a Director.
(8) The Chairperson, or in his or her absence the Vice-Chairperson, shall serve as chairperson and vice-chairperson respectively of the Board of Directors.
(9) A member of the Board of Directors preferably one of the independent members, shall hold the office of treasurer within the Board of Directors. The treasurer shall be elected by the Board of Directors. Further details on the personal requirements for the office of treasurer (in particular expertise) and its election are regulated by the rules of procedure for the Board of Directors. Should none of the members of the Board of Directors be suitable as treasurer, the corresponding expertise shall be ensured via one of the Board Committees.
(10) The Board of Directors shall make decisions at meetings convened by the Chairperson or Vice-Chairperson. At least two-weeks' written notice shall be given along with an agenda. If all members of the Board of Directors agree, formal requirements and periods of notice may be waived.
(11) As an alternative to meetings convened in accordance with Article 13.10, the Board of Directors may determine procedures to conduct official business by teleconferencing, fax, post or e-mail. If a decision is to be made by any of the above means, all members of the Board of Directors have to be informed in writing about decisions to be tabled at least one week in advance.
(12) A quorum consists of two thirds of the members of the Board of Directors, including at least one member of the Executive. Decisions are made by majority voting; in the event of there being no majority, the Chairperson, or in his or her absence the Vice-Chairperson, has a casting vote. Members of the Board of Directors unable to attend a meeting may by written notice to the Chairperson appoint another member of the Board of Directors as their proxy to vote on their behalf and will in this case be included in the quorum.
(13) Minutes will be kept of the decisions made, and signed by the minute-taker and by the person who chaired the meeting.
(14) Members of the Board of Directors may only be removed during their term by resolution of the Membership Meeting.
(15) All positions of the ordinary members of the Board of Directors becoming vacant ahead of their ordinary term shall be filled for the remaining term of office by elections at the next Membership Meeting. If the remaining term of office is one year or less, this term shall not be included in the calculation of the maximum number of terms of office in accordance with § 13.7. If there are no candidates for vacant positions at the Membership Meeting following the vacancy, these positions shall be filled for the remaining term of office according to priority by

the candidates not elected to the Board of Directors at the previous Membership Meeting with the next highest results at the election.
(16) If, due to unanticipated vacancies, the Board were to count less than 8 members (counting the Chair and the Vice-Chair) more than 6 months before the next Annual Membership Meeting, the Board shall invite unsuccessful candidates of past Board elections to serve on the Board until the next Annual Membership Meeting. Such invitation should be extended in order of priority to the candidates with the next highest score at the most recent election, and at the next most recent elections if necessary, so that the Board can count 8 members in total.
§ 14 Responsibility of the Board of Directors
The Board of Directors is responsible for determining the strategy and policy of the Society and supervising its activities. It is, in particular, responsible for the following:
1. approving the annual budget;
2. referring to the Membership Meeting any matters to be decided upon by that meeting;
3. implementing decisions of the Membership Meeting;
4. proposing the Annual Report and financial statements of the Society for the last fiscal year for approval by the Membership Meeting;
5. approving any expenditure of more than EUR 750,000 (seven-hundred and fifty thousand Euros) which has not gained prior approval as part of the annual budget;
6. accrediting, suspending and dis-accrediting National Chapters, as well as temporarily withdrawing a Chapter's governance rights i.e. voting rights and the eligibility of its Official Chapter Representative to stand for election;
7. appointing, suspending, removing and expelling Individual Members;
8. appointing, suspending and removing Supporters and Honorary Members;
9. approving the appointment of the Managing Director(s);
10. making decisions on any other matters of particular importance not reserved to the Membership Meeting;
11. approving the minutes and disseminating to the membership decisions taken at Board Meetings;
12. appointing and dismissing the members of the International Council and appointing the chairperson of the International Council;
13. adopting and revising rules of procedure for the International Council; and
14. appointing and dismissing the independent members of the Board of Directors.
§ 15 Membership Meeting
(1) Membership Meetings can be held as physical meetings or as virtual meetings. Virtual Membership Meetings will be held using an online service provider. The Executive and the Managing Director will take care that the service provider of the platform used for holding the virtual Membership Meeting is chosen carefully. In particular, adequate technical measures, such as registering an email address in connection with using a legitimization ID sent to each member, must ensure that the platform will be accessible only to Members and other persons who are entitled to join the Membership Meeting.
(2) Each Member has one vote at the Membership Meeting. The votes of National Chapters are cast by their respective Official Chapter Representatives. A Member may give any other Member a proxy to vote in his or her place. A proxy can only be given for a specific Membership Meeting. No Member may cast more than two votes on behalf of absent Members. Supporters and Honorary Members have no voting rights.

(3) The Membership Meeting is responsible in particular for the following:
a. considering the Annual Report and financial statements of the Society presented by the Board of Directors and giving formal approval to the actions of the Executive and the Board of Directors;
b. determining the fees if any to be paid by Members;
c. electing and removing the Chairperson, the Vice Chairperson and ordinary members of the Board of Directors;
d. Confirming the appointment of the independent members of the Board of Directors;
e. deciding and revising a policy for the accreditation of National and Regional Chapters and for the appointment of Individual Members.
f. approving amendments to the Charter of the Society, or its dissolution.
§ 16
Convening of Membership Meetings
(1) A Membership Meeting shall be held at least once in each calendar year.
(2) It shall be convened by the Executive giving at least four weeks notice in writing and including the proposed agenda. The notice period starts on the day beginning immediately after the sending out of invitations. The notice shall be deemed to have been received by a Member if it has been sent to the most recent address given to the Society by the Member. The agenda shall be determined by the Executive in consultation with the Board of Directors. In case of a virtual Membership Meeting, the Executive shall include information about the online service provider, details on any registration procedures and the process of casting votes.
(3) Members may for consideration by the Executive submit matters for inclusion on the agenda by sending notice in writing to the Chairperson at least two weeks before the date of the Membership Meeting. The person chairing the Membership Meeting shall announce these additional matters at the start of the Meeting. The Membership Meeting itself shall decide whether to accept such additional matters for inclusion on the agenda.
§ 17
Extraordinary Membership Meeting
The Executive shall call an extraordinary Membership Meeting where such action is necessary in the interests of the Society, or where the Board of Directors has decided on such a course of action, or where not less than one quarter of the Members submit to the Chairperson a written request that such a meeting be held, giving their reasons.
§ 18
Decisions of the Membership Meeting
(1) The Membership Meeting will be chaired by the Chairperson or, in the absence of the Chairperson, by the Vice- Chairperson or, if he/she is also absent, by a member of the Board of Directors.
(2) The person chairing the Membership Meeting shall determine the voting procedures to be adopted following consultation of the Meeting. However, if at least one-third of the Members present in person or by proxy request a secret voting procedure, this must be adopted. In case of a virtual Membership Meeting, the items on the agenda will be debated in a moderated discussion using a suitable medium. Upon the end of the debate, votes will be cast using a suitable voting medium. The Executive shall take care that the voting medium will save data about the vote in such a manner that each member's authority to vote can be determined but where each member's actual vote remains secret.

(3) The quorum comprises one half of all the Members of the Society. Proxies shall be counted towards the quorum. Where there is no quorum, the Executive must call another Membership Meeting with the same agenda to take place within six weeks. This second meeting shall be deemed to have a quorum irrespective of how many Members attend. This fact should be included in the notice of meeting.
(4) Decisions of the Membership Meeting are made by a simple majority of all valid votes cast in person or by proxy, except that
i. a majority of two-thirds of such votes is required to amend the Charter, to remove the Chairperson, the Vice-Chairperson or a member of the Board of Directors and
ii. a majority of three-quarters of such votes is required to dissolve the Society. An abstention shall not be deemed to be a valid vote.
(5) A vote to change the purpose of the Society can only be made with the approval of all Members of the Society. Members not casting their vote at the Membership Meeting in person or by proxy can cast their vote subsequently by writing to the Chairperson.
(6) Minutes must be kept of decisions of the Membership Meeting and signed by the minute taker and by the person who chaired the meeting.
§ 19
International Council
(1) To support the activities of the Society, an International Council shall be formed, which shall support the Society in its activities and objectives through the experience bundled in it and from whose ranks positions in the other organs of the Society may be filled.
(2) The International Council shall consist of up to sixty members.
(3) The members of the International Council shall be appointed by the Board of Directors for a term of five years. They may be re-appointed once only.
(4) Individual Members may at any time declare their accession to the International Council to the Executive. However, they must still be an Individual Member at the time of their declaration of accession. The rules regarding the term of office according to § 19.3 apply accordingly.
(5) Official Chapter Representatives or Individual Members may not at the same time be members of the International Council. Official Chapter Representatives shall resign from this function before accepting their appointment as members of the International Council. Individual Members automatically lose their individual membership upon acceptance of their appointment as a member of the International Council (§19.3) or upon declaration of accession to the International Council (§19.4). If a member of the International Council assumes the function of an Official Chapter Representatives during his/her term of office, his/her membership in the International Council shall automatically expire upon acceptance of the appointment as an Official Chapter Representatives.
(6) The chairperson of the International Council shall be appointed by the Board of Directors for a term of two years. Only members of the International Council may be chairperson of the International Council. The chairperson of the International Council may be re-appointed once only.
(7) Members of the International Council shall be regularly informed about the activities of the Society by the Executive have the right to attend the Membership Meetings. They do not have the right to vote in the Membership Meeting and will not be considered when determining the quorum of the Membership Meeting.
(8) The Board of Directors shall adopt rules of procedure for the functioning of the International Council, which shall include, in particular, provisions on the following areas:
a. Targets for the composition of the International Council with regard to diversity in terms of regional origin, gender, age and expertise;

b. Compatibility of the membership in the International Council with the Society's requirements on conflicts of interest
c. Compatibility of remunerated activities of the members of the International Council for the Society with the Society's procurement procedures; and
d. Requirements for the reimbursement of expenses.
§ 20 Annual Statement of Accounts
The Society's accounts shall be audited by a member of the accounting profession and published annually.
§ 21 Dissolution of the Society
(1) A decision to dissolve the Society requires a resolution passed at a Membership Meeting and supported by three-quarters of all valid votes cast in person or by proxy in accordance with Article 18.4.
(2) Unless the Membership Meeting determines otherwise, the Chairperson and the Vice-Chairperson shall be joint liquidators, and shall represent the Society.
(3) The above provisions shall also apply should the Society be dissolved for any other reason, or should it lose its legal capacity.
§ 22 Governing Language
The German version of this Charter shall prevail in cases of interpretation and determination of the content of this Charter.
§ 23 Place of Jurisdiction
The <i>Amtsgericht Berlin</i> has sole authority in cases of litigation within the Society.
§ 24 Salvatory Clause
If any provision of this Charter shall be held void or unenforceable or contrary to German law, the validity of the remaining provisions shall remain unaffected.