

The Associations Act of the Maldives 1996 (Law No. 1/03)



ARTICLES OF ASSOCIATION

TRANSPARENCY MALDIVES

Registration No. T/2007/83/34

CONTENTS

1. Definition and Interpretation	2
2. Association	4
3. Name and Associated Seal of the Association	4
4. Full Address of the Association	4
5. Objectives of the Association	5
6. Liability	6
7. Membership.....	6
8. Categories of Membership	6
9. Termination of Membership.....	7
10. Board of Directors.....	8
11. Termination of Board Directorship.....	14
12. Disclosure of interests.....	15
13. Board Vacancies	15
14. Board Meetings	16
15. Annual General Meeting	18
16. Special General Meeting.....	18
17. Conduct of General Meetings.....	19
18. Income and Properties of the Association.....	22
19. Amendments to the Articles of Association.....	24
20. Maintenance and Inspection of Records.....	24
21. Indemnity.....	25
22. Procedure for Dissolution of the Association	26

Adopted by Special Resolution on 27 August 2020

1. DEFINITION AND INTERPRETATION

1.1. The following gives the meaning of certain words and expressions as they are used in these Articles. However, the meaning given does not apply if it is not consistent with the context in which a word or expression appears.

‘Act’	means the Associations Act of the Republic of Maldives 2003 (Law No. 1/03) as may be amended or replaced from time to time;
‘Adjourned Meeting’	means a general meeting which has been adjourned in accordance with Article 17.8;
‘Annual General Meeting’	means the Annual General Meeting as required by the Act to be held every year amongst the Members. This general meeting shall be held in addition to any other general meetings that may be held in a year amongst the Members of the Association;
‘Articles’	means these Articles of Association of the Association as altered from time to time and the expression ‘these Article’ will be construed accordingly;
‘Association’	means the civil society association registered under the Act (with registration number T/2007/83/34) in respect of which these Articles have been registered, namely Transparency Maldives;
‘Auditors’	means the auditors from time to time of the Association;
‘Board’	means the Board of Directors;
‘Chairperson’	means the chairperson of the Association, appointed in accordance with Article 10.18;
‘Director(s)’	means the directors of the Board or the directors present at a duly convened Board meeting at which a quorum is present;
‘Executive Director’	means an individual who manages the Association and who is appointed by the Board;
‘Financial Year’	means the period which unless otherwise determined by the Board is the year from 1 January to 31 December;

‘Founding Members’	are those persons who submitted the request for the registration of the Association in accordance with the Act;
‘General meeting(s)’	a meeting of the Members including an Annual General Meeting, a Special General Meeting or any Adjourned Meetings.
‘Government’ ‘Legislation’	means the Government of the Republic of the Maldives; means every law or statute, order, regulation or subordinate legislation, code of practice or guidance laid down or required by any professional body or law enforcement agency having regulatory authority or supervisory authority or control over the Association and to which the Association is subject;
‘Ordinary Resolution’	means a resolution passed by the Members of the Association by a simple majority of votes that is by more than 50 per cent of the votes at a general meeting;
‘Register’	means the register of Members to be kept by the Association;
‘Registrar of Associations’	means the person who has been appointed for such role in accordance with the Act;
‘Member(s)’	means a member of the Association under Article 8.1, including natural persons and legal entities;
‘Special General Meeting(s)’	means every general meeting held amongst the Members of the Association except for the Annual General Meeting shall be deemed to be a Special General Meeting;
‘Special Resolution’	means a resolution passed by Members holding a majority of not less than two thirds voting at a general meeting of Members of which not less than fourteen days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given or as otherwise provided in the Act;
‘Proxy/ies’	mean, the person notified to the Association under Article 17.4 and 17.5 who has the authority to attend meetings, vote and do other things as set out in these Articles on behalf of a Voting Member; and
‘Voting Member(s)’	means all Members except members who are employees of the Association at the time of the vote and those Members in a non-voting Member category established by the Board.

2. ASSOCIATION

- 2.1. This Association has been lawfully registered in the Ministry of Home Affairs, Maldives on 19 July 2007 with registration number T/2007/83/34.
- 2.2. In accordance with the Act, the Association is a registered legal entity, separate to those of its Members, capable of exercising all the matters specified in these Articles and of suing and being sued and of acquiring movable and immovable property subject to legislation and of acquiring property in perpetual succession, and possessing rights in respect of these matters.
- 2.3. These Articles and the provisions found therein shall be binding upon the Association and each and every member of the Association.

3. NAME AND ASSOCIATED SEAL OF THE ASSOCIATION

- 3.1. The name of the Association is 'Transparency Maldives'. The name may be changed by Special Resolution.
- 3.2. Any right or obligation of the Association or any legal proceeding commenced or that might have been instituted by or against the Association shall not be affected by a change of name of the Association.
- 3.3. The Association will have no motto, flag, and/or seal at registration except for the name of the Association as provided in these Articles.
- 3.4. A motto, flag, and/or seal may be changed by Special Resolution as long as the following conditions are met:
 - 3.4.2 any proposed motto, flag, or seal is approved by the unanimous vote of the Board;
 - 3.4.3 any approved motto, flag, or seal does not undermine or compromise the stated objectives of the Association; and
 - 3.4.4 the approved motto, flag, or seal complies with legislation and is accredited to the Association.

4. FULL ADDRESS OF THE ASSOCIATION

- 4.1. The registered office of the Association is H. Fennaage 2nd Floor, Buruzu Magu, Male', Maldives. The registered address may be changed by Special Resolution.

5. OBJECTIVES OF THE ASSOCIATION

- 5.1. The Association endeavors for the realisation of a corruption-free Maldives through its activities including but not limited to:
- 5.1.1. acting as a catalyst for reforms that improve transparency and accountability in Government, politics, business, civil society, and other sectors;
 - 5.1.2. raising public awareness on corruption and its detrimental effects on society and development.
 - 5.1.3. collaborating with individuals and groups from Government, business, civil society, and other sectors to initiate a public discourse on transparency, accountability, and corruption;
 - 5.1.4. working cooperatively as coalition builders with all individuals and groups, for-profit and not for profit corporations and organisations, governments, and international bodies in the fight against corruption, subject only to the policies and priorities set by the Board of Directors;
 - 5.1.5. undertaking (the Association as a whole and its Members individually) being open, honest, and accountable in their relationships with each other and those they work with;
 - 5.1.6. being democratic, politically non-partisan, and non-sectarian in its work;
 - 5.1.7. promoting and advocating for good governance, fundamental rights and freedoms;
 - 5.1.8. build alliances and work with civil society actors, locally and internationally;
 - 5.1.9. arranging, providing, organising or promoting alone or with others the provision of conferences, lectures, seminars, meetings, courses, exhibitions, training, information and advisory services and other events and services in furtherance of the objectives of the Association; and
 - 5.1.10. writing, making, preparing, editing and printing, publishing, issuing and circulating gratuitously or otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objectives of the Association, or procure any of the above acts.

6. LIABILITY

- 6.1. Except as the Act or these Articles provide otherwise, the liability of each Member to the Association is limited to payment of their Membership Fee.

7. MEMBERSHIP

- 7.1. The Board may invite any organisation or individual to apply to become a Member of the Association, the criteria for which is available on the Membership application form.
- 7.2. Any organisation or individual may apply to the Board to become a Member of the Association, the criteria for which is available on the Membership application form.
- 7.3. The General Secretary (or other person who the Board may appoint) shall respond to the applicant and acknowledge receipt of the application and commence the membership process.
- 7.4. All applications for membership shall be considered by the Board in accordance with eligibility criteria (if any) set out in these Articles or as otherwise set by the Board. The Board may approve or decline the application or may defer a decision until after provision of further information and/or consultation with Members. In no event shall the Directors be required to give any reason for the rejection of an applicant.
- 7.5. Membership commences on date of approval by the Board and the applicant shall be registered in the Register and shall become a Member of the Association.

8. CATEGORIES OF MEMBERSHIP

- 8.1. Membership consist of individual members, civil society organisation (CSO) members, and corporate members (including companies, partnerships, cooperative societies and sole proprietors) of the Association.
- 8.2. Founding Members are those persons who submitted the request for the registration of the Association in accordance with the Act and elected the first Board of Directors within six (6) months of the registration of the association.
- 8.3. Members who are employed by the Association are not eligible to be Directors.
- 8.4. Members who are employed by the Association are non-voting members and no Membership Fee is payable by such members.

9. TERMINATION OF MEMBERSHIP

RESIGNATION

- 9.1. Any Member may resign their membership by written notice to the Chairperson of the Board of Directors to that effect. Every such notice, unless otherwise expressed, will take effect upon receipt of the notice by the Chairperson. That Member's name shall be removed from the Register. For avoidance of doubt, a Member who or which resigns is not released from any liability to the Association for any matters arising prior to the date of effect of the resignation. Furthermore, that Member shall not be entitled to any refund of any Membership Fees paid or payable by that Member prior to the date of effect of the resignation.

NON-PAYMENT

- 9.2. If the Membership Fee of a Member remains unpaid for thirty (30) days past due date, the General Secretary may give notice to the Member of that fact. If the Membership Fee remains unpaid on the expiration of twenty one (21) days after the date of the notice, the Board may expel the Member from the Association and remove the Member's name from the Register. For avoidance of doubt, they will still be liable to pay all arrears of such fees.

MISCONDUCT

- 9.3. A Member may be invited by the Board to resign their membership if there is well-founded and compelling evidence that the Member has acted or acts:
- 9.3.1. in a manner that is in breach of the provisions of these Articles or seriously contravenes the objectives and values of the Association; or
 - 9.3.2. is guilty of any act or omission which, in the opinion of the Board is unbecoming of a Member, or prejudicial to the interest of the Association, and
 - 9.3.3. the Board determines to do so after allowing what the Board considers to be reasonable opportunity for the Member to respond to any concerns held by the Board.
- 9.4. Prior to any vote to resolve the expulsion of a Member under Article 9.3, the Board shall consider and in writing demonstrate that:
- 9.4.1. the evidence is well-founded and compelling;
 - 9.4.2. the evidence was weighed carefully (especially if coming from a single source); and
 - 9.4.3. not expelling the Member would put the Association at risk of being sued, or compromise the Association's ability to fulfill its objectives.

- 9.5. If a majority of the Board votes to the expel the Member, their membership shall be terminated and the Member's name shall be removed from the Register. The General Secretary will inform the Member of such decision.
- 9.6. A Member expelled from the Association shall not have any claim on the Association, its funds or property.

OTHER GROUNDS

- 9.7. Membership will automatically cease in the case of a Member who is a:
- 9.7.1. natural person, on the date that the Member dies; or
 - 9.7.2. legal entity, on the date that a liquidator is appointed in connection with the winding-up of the Member; or an order is made by a court for the winding-up; or deregistration of the Member.
- 9.8. The Association may expel a Member and remove the Member's name from the Register where an Ordinary Resolution at a general meeting is passed to expel a member.

10. BOARD OF DIRECTORS

POWERS AND RESPONSIBILITIES

- 10.1. The Board of Directors shall serve as the executive committee of the Association and shall be responsible for the oversight of the Association in accordance with the Act, for which purpose they may exercise all the powers of the Association except where:
- 10.1.1. these Articles or the Act say that such powers can only be used by the Member voting to do so at a general meeting; or
 - 10.1.2. by any regulations laid down by the Members by passing a Special Resolution at a general meeting.
- 10.2. The Board of Directors shall carry out the following responsibilities:
- 10.2.1. make such rules and regulations not inconsistent with these Articles and may adopt any rules as it thinks fit;
 - 10.2.2. approve the strategy and annual work plan;
 - 10.2.3. approve the annual budget;
 - 10.2.4. keep the usual and proper books of account and other records and prepare and submit to the general meeting a statement of the affairs of the Association as at the end of the Financial Year;
 - 10.2.5. approve critical or sensitive reports executive briefs released in the name of the Association, which may put the Association at risk of being sued, or compromise the Association's ability to fulfill its objectives;

- 10.2.6. handle membership issues in accordance with these Articles;
 - 10.2.7. appoint signatories for the Association;
 - 10.2.8. nominate the auditors for the Association;
 - 10.2.9. delegate any of its powers to any employees of the Association or Member at any time and on such terms as it decides; and
 - 10.2.10. appointing, removing and remunerating the Executive Director, or any other persons it considers necessary.
- 10.3. A power of the Board can be exercised only:
- 10.3.1. by resolution passed at a meeting of the Board or by circular resolution; or
 - 10.3.2. in accordance with a delegation of the power under Article 10.4.
- 10.4. The Board may delegate any of its powers as permitted by the Act. The Directors may revoke any delegation previously made whether or not the delegation is expressed to be for a specified period.
- 10.5. A delegation of powers under Article 10.4 may be made:
- 10.5.1. for a specified period or without specifying a period; and
 - 10.5.2. on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- 10.6. Each Director must comply with the Director's duties under the Act and under the general law.
- 10.7. The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Association for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 10.8. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
- 10.9. All cheques, promissory notes, bankers' drafts, bills of exchange, and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such persons and in such manner as the Board may decide, and unless so decided, by any two Directors.

COMPOSITION AND ELIGIBILITY

- 10.10. The Board shall consist of not less than five (5) and not more than seven (7) members (the 'Directors') including as a minimum the Chairperson, the Financial Controller and the General Secretary.
- 10.11. Directors shall be above the age of eighteen (18) years and be of sound mind.

10.12. The Auditor, or a partner, director or employee of the Auditor, are not eligible to act as a Director.

10.13. A Member's Representative nominated to the Board must be a Member.

BOARD TENURE

10.14. Unless otherwise stated in the Act or these Articles, Directors shall be elected for a term from the date of their election until the conclusion of the second annual general meeting following their election. Directors shall be eligible for re-election after the expiry of their term.

10.15. With effect from the date of the 2021 AGM Directors are not eligible to serve on the board for more than three consecutive terms. For avoidance of doubt, all consecutive terms served prior to this restriction taking effect are taken into account in the calculation of length of service as a Director.

BOARD OF DIRECTOR'S REMUNERATION

10.16. Unless otherwise stated in the Act or these Articles, the Directors shall not be paid remuneration.

10.17. The Directors may in particular instances, be paid travelling and other expenses pre-approved by the Board, which are properly incurred by them in attending and returning from meetings or as otherwise in connection with the affairs of the Association.

BOARD POSITIONS

Chairperson

10.18. While appointing a person to the post of Chairperson of the Board, the following should be considered.,

10.18.1 The Chairperson is an elected position

10.18.2 The Chairperson position can be held by a Director for two consecutive terms

10.18.3 In the even the majority of members attending the meeting considers a "cooling off" period is required for the Chairperson to discharge his/her duty, the Chairperson shall be divested of his/her duties for a period of three months

10.19. The role and responsibilities of the Chairperson is as follows:

10.19.1. leadership and efficient functioning of the Board including representing the Association to authorities, diplomatic missions, and other organisations where necessary;

- 10.19.2. overseeing the Board in the effective discharge of its supervisory role;
- 10.19.3. preside over Board meetings, and general meetings and taking an active lead in promoting mutual trust, open discussion, constructive dissent and support for decisions after they have been made by the Board;
- 10.19.4. facilitating the effective contribution of all directors;
- 10.19.5. the promotion of constructive and respectful relations between the Board and management;
- 10.19.6. committing the time necessary to discharge effectively their role as Chairperson under the Act, these Articles and applicable legislation;
- 10.19.7. scheduling regular and effective evaluations of the Board's performance
- 10.19.8. ensure that fundraising targets are realistic and budgets are agreed to by the Board in a timely manner;
- 10.19.9. act on any reports of impropriety by any Member of the Association in a fair and objective manner according to these Articles; and
- 10.19.10. mediate between employees of the Association where a dispute arises in order to resolve tensions and maintain staff morale.

Financial Controller

- 10.20. While appointing a person to the post of Financial Controller of the Board, the following should be considered.
 - 10.20.1 The Financial Controller is an elected position
 - 10.20.2 The Financial Controller position can be held by a Director for two consecutive terms
 - 10.20.3 In the event the majority of members attending the meeting considers a "cooling off" period is required for the Financial Controller to discharge his/her duty, the Financial Controller shall be divested of his/her duties for a period of three months
- 10.21. The role and responsibilities of the Financial Controller are as follows:
 - 10.21.1. to ensure that the accounts of the Association are properly managed and audited in accordance with international norms;
 - 10.21.2. to ensure that the accounting procedures adopted by the Board is followed;
 - 10.21.3. to assess the viability of any financial commitments undertaken by the Association; and
 - 10.21.4. to oversee the preparation of the audited annual financial statements of the Association and ensure timely submission for Board approval;
 - 10.21.5. to oversee the preparations of the proposed Annual Budget of the Association within thirty (30) days before the end of the Financial Year; and
 - 10.21.6. to oversee the quarterly submission of the management accounts for Board review.

General Secretary

- 10.22. The Board shall have a Director to carry out the following responsibilities of the

General Secretary:

- 10.22.1. convene Board meetings, and general meetings in accordance with these Articles;
 - 10.22.2. record minutes during Board meetings and general meetings, and distribute copies of minutes to the relevant Members within seven working days of such a meeting;
 - 10.22.3. call for nominations of the candidates for Board elections;
 - 10.22.4. ensure a common response to complaints is agreed to by the Board in a timely manner;
 - 10.22.5. undertake any action required and agreed to by the Board in response to a complaint;
 - 10.22.6. collate summary reporting and financial data for regular review by the Board;
 - 10.22.7. prepare the Annual Report in consultation with the Chairperson;
 - 10.22.8. ensure all actions and decisions made by the Board of Directors are in accordance with this Articles of Association.
- 10.23. Until such time as the Board determine otherwise, the functions and responsibilities of the General Secretary shall be delegated to the Executive Director.
- 10.24. The Board may revoke the delegation provided in Articles 10.23 and determine that the Association should have a separate General Secretary. In such an event, the Directors shall be appointed a General Secretary from amongst the Board and such position can only be held by a Director for two consecutive terms.
- 10.25. The Board may appoint a secretary to assist the General Secretary to hold office on such terms and conditions, as to remuneration and otherwise, as the Board decides. The Board may at any time terminate the appointment of such secretary.

Executive Director

- 10.26. The Executive Director shall be a member of the Board of Directors, and shall be appointed by the Board for such period and on such terms as the Board thinks fit, and subject to the terms of an employment agreement with Association.
- 10.27. The Articles 10.14, 10.15, and 10.16 shall not apply to the Executive Director.
- 10.28. The appointment of an Executive Director terminates if the Board removes the Executive Director from the office of Executive Director (which, without affecting the rights of the Executive Director under any contract between the Association and the Executive Director, the Board has power to do).
- 10.29. An Executive Director shall, subject to the terms of any employment agreement receive such remuneration as the Board decides.
- 10.30. The Board may, upon such terms and conditions and with such restrictions as they think fit, confer upon an Executive Director any of the powers exercisable by them.

- 10.31. Subject to Article 10.30, any powers so conferred upon may be concurrent with the powers the Board.
- 10.32. The Board may at any time and without notice withdraw or vary any of the powers so conferred on an Executive Director.

BOARD COMMITTEES

- 10.33. The Board shall have the right to establish Board Committees with specific tasks, duties and responsibilities. Such committees shall consist of at least three (3) members of the Board. The Board may invite non-Board members, staff or external experts to sit in the committees.
- 10.34. Committees shall periodically report on the discharge of their duties and responsibilities and recommend policy for approval by the entire Board. They shall make full use of Directors' expertise, time and commitment, and ensure diversity of opinions on the Board.
- 10.35. Committees may meet regularly and minutes shall be recorded for all meetings and be signed by the presiding member of the committees, and made available to the Board when needed.
- 10.36. The Board shall establish a Remuneration and Nominations Committee to:
- 10.36.1. identify and nominate suitable candidates for election or re-election as Director(s) by the Members at a general meeting;
 - 10.36.2. review all applications for membership and make recommendation for the Board's consideration in accordance with eligibility criteria (if any) set out in these Articles or as otherwise set by the Board, and in the absence of any criteria then in the discretion of the Board; and
 - 10.36.3. review and make recommendations relating benchmarking the salary structure of Association's employees; and
 - 10.36.4. establish a succession process to minimize negative impact to the Association's activities and ensure continuity.
- 10.37. The Board shall establish an Audit and Risk Committee with the following duties and responsibilities:
- 10.37.1. to monitor the adequacy and effectiveness of the Association's internal controls and risk-management systems and procedures;
 - 10.37.2. to monitor the integrity of financial accounts;
 - 10.37.3. to review and challenge where necessary the consistency of, and any changes to, accounting policies;
 - 10.37.4. to review and evaluate the independence and effectiveness of internal controls and external auditors in performing their duties; and
 - 10.37.5. to make recommendations to the Board on the appointment, re-appointment and removal of external auditors and on remuneration and terms of engagement of external auditors.

11. TERMINATION OF BOARD DIRECTORSHIP

VACATION OF OFFICE

11.18. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- 11.1.1. ceases to be a member or is in anyway incapacitated to discharge their duties; or
- 11.1.2. resigns the Director's office by notice in writing to the Chairperson. For avoidance of doubt, Directors are duty bound to fulfill all outlined responsibilities of their positions until the letter of resignation has been accepted by the Chairperson.

REMOVAL FROM OFFICE

11.19. A motion for a vote of no confidence against a Director can be called for the following reasons, either by a petition of no less than fifteen (15) Voting Members or ten (10) per cent of the total Voting Members on the Register (whichever is greater), or by two Board Members:

- 11.2.1. failure of the Director to undertake duties as due to intentional negligence and without extenuating circumstances;
- 11.2.2. inappropriate behavior by the Director that makes the workplace intolerable or unproductive for others;
- 11.2.3. inappropriate actions by the Director in a manner that is in breach of the provisions of these Articles or that seriously contravenes the objectives of the Association; or
- 11.2.4. the Director is guilty of any act or omission which, in the opinion of the Board is unbecoming of a Director, or prejudicial to the interest of the Association.

11.20. The procedure of expulsion shall be as follows:

- 11.3.1. the Board receives a motion for a vote of no confidence in a accordance with Article 11.2 and by informs the Director in question that they must consent to a specific proposal or resign within 30 days;
- 11.3.2. if the Director in question has neither consented to a specific proposal nor resigned after 30 days elapses, two or more Directors may call a Special General Meeting, to administer a vote of no confidence. A notice of seven (7) clear days shall be given to Voting Members.
- 11.3.3. Generally, a vote administered after the designated period will not be valid. This period can only be extended due to extenuating circumstances with the intent to administer the vote at the earliest;
- 11.3.4. the vote of no confidence will be decided by secret ballot; and

- 11.3.5. if a vote of no confidence for the Director in question is passed by a Special Resolution, the Directors shall be removed from their position, and membership shall also automatically cease in accordance with Article 9.8.

12. DISCLOSURE OF INTERESTS

- 12.18. Each Director must comply with the general law and any internal policies in respect of disclosure of material personal interests.
- 12.19. Each Director must comply with the following in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest:
- 12.2.1. a Director may be counted in a quorum at a Board meeting that considers, but may not vote on or participate in, any matter in relation to which that Director has a conflict of interest or duty; or
- 12.2.2. provided that Article 12.2.1 is satisfied, the Association may proceed with any transaction in relation to which a Director has an interest or conflict of duty. However, the Director may not participate in the execution of any relevant document by or on behalf of the Association.

13. BOARD VACANCIES

- 13.18. If the position of Chairperson is vacated before the end of the term, the Board will elect from among themselves an Interim Chairperson to take over the responsibilities of the position.
- 13.19. If the number of vacancies results in there being less than five (5) Directors on the Board before the end of the term, a Director shall, call a Special General Meeting, to administer a vote for a Board election in accordance with Article 17.17 and appoint members to the vacant positions in the Board of Directors. A notice of seven (7) clear days shall be given to Voting Members. This period can only be extended due to extenuating circumstances with the intent to administer the vote at the earliest.

14. BOARD MEETINGS

TIME, DATE, AND LOCATION OF MEETING

- 14.18. The Board shall meet at least once each quarter at a time, date, and place convenient for all Directors.
- 14.19. The Board may hold a meeting at two or more venues using any technology that enables an effective meeting to occur. All proceedings of those Directors conducted with the aid of technology shall be as valid and effectual as if conducted at a meeting at which all of them were present in the same venue.

NOTICE OF MEETING

- 14.20. The General Secretary shall inform in writing the time, date, place, and agenda of the Board meeting to all Directors at least seven (7) working days prior to the fixed date of all quarterly Board meetings.

QUORUM

- 14.21. The quorum for a meeting of the Board is a majority of its Directors being present in person or by technology.
- 14.22. If quorum is not reached on the appointed time of the meeting, an additional 15 minutes shall be given to reach quorum.
- 14.23. If beyond an additional 15 minutes after the appointed time of the meeting, quorum is not reached then the meeting shall be held on another day determined by the Chairperson within ten (10) days of the original meeting.
- 14.24. If quorum is not reached at the Adjourned meeting, the meeting can proceed if the Directors in attendance decide to do so. The meeting shall be regarded as an inclusive meeting of the Board of Directors.

ABSENCES

- 14.25. If any Director, including the chairperson is unable to attend a Board Meeting in person, they can participate by conference call or appoint a proxy from among the remaining Directors
- 14.26. If the Chairperson is unable to attend a Board Meeting in person, the remaining Directors may elect someone to chair the meeting.

VOTING

- 14.27. At all Board meetings each Director shall be entitled to one vote.
- 14.28. At all Board meetings a resolution is passed if it is approved by a majority of votes.

MEETING AGENDA

- 14.29. The Board of Directors shall undertake the following tasks at its Board Meetings:
- 14.12.1. review performance against previously determined targets;
 - 14.12.2. review the quality of work in the previous period;
 - 14.12.3. receive and consider any complaints submitted during the previous period;
 - 14.12.4. review the Association's financial position;
 - 14.12.5. set targets and priorities for the upcoming period; and
 - 14.12.6. carry out any of the regular tasks listed in Article 10.2.

BOARD DECISIONS AND PROCEDURES

- 14.30. Decisions of the Board may be taken:
- 14.13.1. at a Board meeting, or
 - 14.13.2. in the form of a circular resolution; where the Board may pass a resolution in lieu of a meeting. Consent to a circular resolution (signed or confirmed electronically) must be given unanimously by all the Directors who would be entitled to vote on the resolution at a Board meeting and who together meet the quorum requirement for Board meetings, within a maximum of three (3) working days. If even one (1) Director rejects the decision by circulation, the decision shall be discussed at the next Board meeting. If a Director fails to respond within the three (3) working days period, then the decision shall be considered to be accepted if all of the remaining Directors are in unanimous agreement on the decision. In such cases, the actions taken with respect to the decision and the name(s) of the Director(s) who did not respond to the circulation shall be communicated and minuted in the next Board meeting.
- 14.31. Except as may be required by these Articles, the Board shall determine its own procedures.
- 14.32. The Board may invite any person to attend a Board meeting for any purpose including to present or respond to information, contribute to discussion or to observe.

15. ANNUAL GENERAL MEETING

- 15.18. Unless otherwise provided for by legislation, an Annual General Meeting shall be held each year no later than 31 March, at such date, time and place as may be determined by the Board.
- 15.19. Notice of such an Annual General Meeting shall have been given to Members by the General Secretary no later than seven (7) clear days prior to the date fixed for such meeting.
- 15.20. The following matters shall be included in the agenda and shall be transacted at an Annual General Meeting:
- 15.3.1. passing of the minutes for the last Annual General Meeting;
 - 15.3.2. approval of the Audited Financial Statements of the Association for the preceding Financial Year;
 - 15.3.3. approval of the Annual Report prepared by the Board or such other person as the Board shall determine, based on the affairs of the Association for the preceding Financial Year;
 - 15.3.4. appointment of an external auditor for the Financial Year.
 - 15.3.5. if there is any other business, inclusion of that business with the permission of the Chairperson;
 - 15.3.6. reporting to the Members of any complaints submitted during the previous year;
 - 15.3.7. the Executive Director will present to the Members the performance of the Association against targets set in the previous year;
 - 15.3.8. Members shall be able to question and comment on all reports presented;
 - 15.3.9. the Board will receive and consider any complaints presented by Members present at the meeting; and
 - 15.3.10. the election or re-election of Directors and appointments to Board positions;

16. SPECIAL GENERAL MEETING

- 16.18. Every general meeting held amongst the Members of the Association except for the Annual General Meeting shall be deemed to be a Special General Meeting.
- 16.19. A Special General Meeting may be convened by the General Secretary in between Annual General Meetings at the Board's request if:
- 16.2.1. conditions of membership are to be altered in a manner that removes entitlements as provided by these Articles;
 - 16.2.2. amendments of these Articles are being proposed by the Board;
 - 16.2.3. removal or the election of Director(s); or
 - 16.2.4. dissolution of the Association is being considered.

- 16.20. Members may call for a Special General Meeting to consider an issue if one-third of all Members sign a petition to the General Secretary stating the reason for requisitioning the meeting.
- 16.21. Unless otherwise stated in the Act or these Articles, the General Secretary shall inform all Members of the time, date, place, and agenda of the Special General Meeting no later than seven (7) clear days prior to the date fixed for such meeting.
- 16.22. Members will consider only the matter(s) for which the Special General Meeting was called.
- 16.23. Reasonable time must be allocated during the Special General Meeting for Members to question the Board and present brief arguments to those in attendance.

17. CONDUCT OF GENERAL MEETINGS

- 17.18. The Association may, whenever it thinks fit, and in accordance with the Act, proceed to enable Members entitled to attend and participate in a general meeting to do so by simultaneous attendance (at satellite meeting place or places) and participation by technology or electronic means (the Board may determine such means of attendance and participation used). In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are located or how they are able to communicate with each other.
- 17.19. If a general meeting is held in whole or partly by technology or electronic means, the Board or Chairperson may make any arrangement and impose any requirement or restriction that is:
 - 17.2.1. necessary to ensure the identification of those taking part by technology or electronic and the security of the electronic communication; and
 - 17.2.2. in their view, proportionate to those objectives.
 - 17.2.3. In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.
- 17.20. All general meetings shall be presided over by the Chairperson or, in the absence of the Chairperson a Director (other than the Executive Director) chosen by the Board, shall preside. If there is no Director willing and able to be the chairperson of the meeting, then the Voting Members who are personally present at the meeting and entitled to vote will decide which one amongst them is to be the chairperson of the meeting.

QUORUM

- 17.21. Before a general meeting starts to conduct its affairs, there must be a quorum present. Unless the Act provides otherwise, the presence of either fifteen (15) Voting Members or ten (10) per cent of the total Voting Members on the Register (whichever is greater) shall constitute the quorum required to hold a general meeting of the Association.
- 17.22. Voting Members present in person or by Proxy or a combination of both; by any technology or electronic means (as determined by the Board), who are entitled to vote, shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairperson presiding over the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including any technology or electronic means) are able to participate in the business for which the meeting has been convened.
- 17.23. The chairperson of the meeting must adjourn it if:
- 17.6.1. a quorum is not present within fifteen minutes of the time fixed for a general meeting to start or within any longer period not exceeding one hour which the chairperson of the meeting may decide; or
 - 17.6.2. during a meeting a quorum ceases to be present.
- 17.24. No business shall be transacted at any Adjourned Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.25. In the event a quorum is not present upon the expiry of the time allowed by the chairperson of the meeting under Article 17.6.1 or ceases under Article 17.6.2:
- 17.8.1. where the Special General Meeting was called by Members, it will be cancelled; and
 - 17.8.2. any other general meeting will be adjourned to the same day in the next week, at the same time and place, unless the Board decides to adjourn it to another day (which must be not more than twenty one (21) days later) and to another time or place.
- 17.26. If quorum is not reached at the Adjourned Meeting (called for under Article 17.8), the general meeting may proceed provided that it is approved by a majority vote of the Voting Members present in person or by Proxy. Such meeting shall be regarded as an inclusive meeting of the Members.

ABSENCES, REPRESENTATIVES AND PROXIES

- 17.27. If a Voting Members is unable to attend a general meeting, they may participate by:
- 17.10.1. conference call or such technology or electronic means approved by the Board; or

- 17.10.2. assigning another Voting Member as their Proxy. A Proxy may represent more than one Voting Member.
- 17.28. Proxies to be valid must comply with any form, time frame for notification to the Association and other requirements as may be set by the Board.
- 17.29. In the case of a civil society organisation (CSO) member or corporate member that is a Voting Member, the organisation must nominate to the Association, in writing prior to the general meeting and as otherwise required by the Board, one person (the 'Member's Representative') to be the representative of the organisation at the general meeting and that person will have the right to exercise the organisation's vote at such meetings. The organisation may change its Member Representative by this same process.

VOTING

- 17.30. Every resolution adopted by a general meeting shall be passed by a vote of the Voting Members. Votes for a resolution put to the vote at a general meeting held in whole or partly by technology or electronic means may be cast by such electronic means as the Board, deems appropriate for the purposes of the meeting.
- 17.31. Subject to these Articles every Voting Member present in person or by Proxy (under Articles 17.10.2 and 17.12) shall be entitled to one vote on every proposal before the general meeting provided that in the event of an equality of votes the person presiding shall have an additional casting vote.
- 17.32. A Voting Member who has not paid Membership Fee by its due date is not entitled to a vote or attend the general meeting.
- 17.33. If the Special General Meeting is called for the dissolution of the Association, then voting will be conducted by secret ballot.

BOARD ELECTIONS

- 17.34. Unless otherwise stated in the Act or these Articles, the Board elections shall be conducted as follows:
- 17.17.1. at least seven (7) clear days before a general meeting, the General Secretary shall request Members to nominate themselves or their peers for directorship and/or positions on the Board.
- 17.17.2. nominations must be received two (2) days before a general meeting;
- 17.17.3. at least twenty four (24) hours before a general meeting, the General Secretary shall confirm from the nominated candidates whether they will run for directorship and/or positions on the Board;
- 17.17.4. Board elections shall be the last item on the agenda of a general meeting;

- 17.17.5. to commence Board elections, the chairperson presiding over the meeting shall announce the nominated candidates and open the floor for Voting Members to cast their votes in Accordance with Articles 17.17.6 and 17.17.7;
- 17.17.6. a candidate securing a simple majority of votes through a preferential voting will be elected as the position of Chairperson; and
- 17.17.7. in addition to the Chairperson elected to fulfil the position as stated in Article 17.17.6, five (5) candidates securing the most amount of votes through preferential voting will be elected as Directors to the Board.
- 17.35. For avoidance of doubt, in the event that only one candidate is nominated for the position of Chairperson, or not more than five (5) candidates are nominated for the general positions of the Board, all the nominated candidates will be automatically elected under the preferential voting system.

PUBLICATION AND DISCLOSURE

- 17.36. The Annual Accounts, Auditor's Report of the Association shall be submitted as provided in the Act, to the Registrar within fifteen (15) days after the Annual General Meeting of the Association.
- 17.37. The Annual Report, the Audited Annual Financial Statements of the Association and any other resolutions or documents as provided in the Act and required to be published and disclosed shall be published on the Association's website no later than twenty (20) days after a general meeting.
- 17.38. The Annual Report, the Audited Annual Financial Statements of the Association and any other resolutions or documents as provided in the Act and required to be submitted to the Registrar, shall be submitted no later than twenty (20) days after a general meeting.

18. INCOME AND PROPERTIES OF THE ASSOCIATION

- 18.18. As a not for profit organization, the Association may raise revenue from sources including but not limited to membership fees, donations, gifts, sponsorship, loans, grants and fundraising projects.

MEMBERSHIP FEES

- 18.19. The Board may determine an annual Membership Fee due and payable in advance for individual members, civil society organisation (CSO) members, and corporate members.
- 18.20. Every Member shall within 30 (thirty) days of the start of each Financial Year or a date specified by the Board, pay to the Association, an annual Membership Fee of such amount as determined by the Board provided that prior to making changes to

any amount the Board must allow reasonable opportunity for Members to express their views for consideration by the Board.

DONATIONS, LOANS, AND FUNDRAISING

- 18.21. In accordance with the Act and these Articles, the Association may actively solicit donations, apply for funds and grants, take out loans, or earn funds through business transactions to support its operations.
- 18.22. The Association will publicly provide its address and bank account details for donations.
- 18.23. The Association will accept donations, grants and funds when doing so does not compromise the objectives and/or values of the Association.
- 18.24. Donations can be monetary or non-monetary as long as they can be used to facilitate the Association's activities.
- 18.25. All received donations, monetary and non-monetary, and funds shall be recorded and approved by the Financial Controller.
- 18.26. Any debt or such responsibility shall only be borne by the Association in accordance with the Act, after approval by the Board and a plan has been devised to pay off the debt.
- 18.27. Any loan or financial liability beyond its financial capacity and properties, may only be undertaken after it has been approved by the Board, and reaffirmed by Members through a Special Resolution at a general meeting.
- 18.28. The money and property of the Association shall not be distributed among the members of the Association, including the Board.
- 18.29. The Founding Members, Members, the Board and employees shall not have any ownership rights whatsoever to claim on any money or property belonging to the Association.
- 18.30. Any money or property remaining after dissolution after all outstanding debts and liabilities of the Association have been settled shall be given to a not for profit association, chosen by the Board at the time of dissolution.

19. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 19.18. The amendment, addition, or elimination of any article of this Articles of Association shall be in accordance with the Act.
- 19.19. Any proposed amendment shall be authorised by a simple majority of the Board and reaffirmed by Members through a Special Resolution at a general meeting.

20. MAINTENANCE AND INSPECTION OF RECORDS

RIGHTS OF MEMBERS

- 20.18. Unless otherwise stated in the Act, any other legislation, these Articles or such documents that are publicly available, a Member other than a Director does not have the right to inspect any document of the Association except as authorised by the Board or by the Members through Ordinary Resolution at a general meeting.

MINUTES AND RECORDS

- 20.19. The Association must, within 15 days of a general meeting, make and keep the following records:
- 20.2.1. a copy of a notice of each general meeting;
 - 20.2.2. a copy of any statement distributed to members with a notice of general meeting;
 - 20.2.3. minutes of proceedings and resolutions of general meetings; and
 - 20.2.4. any minutes of circular resolutions of Members.
- 20.20. The Association must, within ten (10) days of a Board meeting, make and keep the following records:
- 20.3.1. minutes of proceedings and resolutions of the Board meetings (including meetings of any committees); and
 - 20.3.2. a record of circular resolutions.
- 20.21. The Board may, but are not obliged to, authorise a Member to inspect records of the Association other than records referred to in Article 20.3.
- 20.22. The Board must ensure that minutes of a general meeting or a Board meeting are duly signed after the meeting by:
- 20.5.1. the presiding chairperson of the meeting, or
 - 20.5.2. the presiding chairperson at the next meeting.
- 20.23. The Board must ensure that all resolutions approved via circulation are signed by the Directors within a reasonable time after the resolution is passed.

FINANCIAL AND RELATED RECORDS

- 20.24. The Association must make and keep written financial records that:
- 20.7.1. correctly record and explain its transactions and financial position and performance; and
 - 20.7.2. enable true and fair financial statements to be prepared and to be audited.
- 20.25. The Association must also keep written records that correctly record its operations.
- 20.26. The Association must retain its records for at least ten (10) years.
- 20.27. The Board must take reasonable steps to ensure that the Association's records are kept safe.

21. INDEMNITY

- 21.18. To the extent permitted by the Act and without limiting the powers of the Association, the Association shall indemnify each person who is, or has been, a Director, Executive Director, secretary, employee or other officer of the Association against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity:
- 21.1.1. to any natural person, which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - 21.1.2. for costs and expenses incurred by the person including any liabilities incurred by them in defending any regulatory or other proceedings (civil or criminal), in which judgement is given in favour, they are otherwise not found to be in material breach of their duties or in which the person is acquitted, or relief is granted by the court.
- 21.19. The Association need not indemnify a person as provided for in Article 21.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 21.20. To the extent permitted by Act and without limiting the powers of the Association, the Board may authorise the Association to, and the Association may enter into any:
- 21.3.1. documentary indemnity in favour of; or
 - 21.3.2. insurance policy for the benefit of, a person who is, or has been, a Director, Executive Director, secretary, employee or other officer of the Association.
- 21.21. The benefit of each indemnity given in Article 21.1 continues, even after its terms or the terms of this Articles are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

22. PROCEDURE FOR DISSOLUTION OF THE ASSOCIATION

22.18. The procedure of dissolution is as follows:

22.1.1. The Board of Directors comes to unanimous agreement to dissolve the association as verified by secret ballot;

22.1.2. A special resolution to dissolve the Association is presented to the Members at the Annual General Meeting or Special General Meeting;

22.1.3. Two-thirds majority vote of the Members in favor of the special resolution annuls the Association

22.19. Upon passing the special resolution of dissolution at the Annual General Meeting or Special General Meeting, all activities of the Association shall cease, save what is stipulated by the Association Act and regulations concerning dissolution.

22.20. Upon dissolution, a public announcement shall immediately be made.

22.21. Any money or property remaining after dissolution after all outstanding debts and liabilities of the Association have been settled shall be given to a not for profit organization, chosen by the Board at the time of dissolution.