

Constitution of Transparency International Nepal-2053 (1996)

First Amendment: June 27, 2000

Second Amendment: April 16, 2003

Third Amendment: March 18, 2005

Fourth Amendment: December 31, 2007

Fifth Amendment: July 21, 2014

Preamble: *

Whereas it is expedient to make free from corruption to the government, public and private sector, civil society and personal life by fighting in organizational or institutional manner against corruption and abuse of public authority remaining in national and international level to get institutional affiliation of Transparency International established in International Level and to make the society virtuous by adopting the concept of equity and justice;

Therefore, this Constitution of Transparency International Nepal has been formulated and applied.

Chapter-1

Preliminary

1. Short Title and Commencement:

(A) Name of the Organization: The name of the Organization shall be Transparency International Nepal.

* Amended by fifth amendment

- (B) **Official of the Organization:** Central Office of the organization shall be located at Kathmandu. Branch Offices of the Organization may be established in other place under the territory of Nepal by getting approval of Local Authority.
- (C) **Commencement:** This Constitution shall come into effect from the date of granting approval as per the Organization Registration Act, 2034 (1977).

2. Definition: **

Unless the subject or context otherwise required; in this Constitution:

- (A) "Organization" means Transparency International Nepal.
- (B) "Constitution" means the Constitution of Transparency International Nepal.
- (C) "General Meeting" means the Annual General Meeting and Special General Meeting of the Organization.
- (D) "Committee" means the Working Committee constituted under this Constitution.
- (E) "Sub-Committee" means the Sub-Committee constituted by the Committee by prescribing certain responsibility.
 - (1) †-----
- (F) "Advisor" mean the Advisor nominated as per this Constitution.
- (G) "Rule" means the Rule to be framed by the Committee from time to time in order to perform the function of the Organization.
- (H) "Member: means the person or institution obtaining membership of the Organization in accordance with this Constitution.

*• Amended by fifth amendment

† Added by Second Amendment and repealed by Fifth Amendment

(H1)* “Member of Working Committee” means the member of Working Committee constituted according to this Constitution and the term shall also denote to the office bearer.

(H2)† "Office-bearer" means the Chairperson, Vice-Chairperson, General Secretary and Treasurer of the Working Committee.

(H3)‡ “Affiliated Organization” means the institute affiliated with the Organization as prescribed by the Working Committee.

(I) "As prescribed" means procedure or process or format prescribed or as prescribed by making decision by the Committee from time to time.

3. Existence and Seal of the Organization:

Existence and Seal of the Organization shall be as mentioned hereunder:

(A) The Organization shall be an autonomous body with perpetual succession.

(B) There shall be a separate seal of the Organization.

(C) The Organization may sue or be sued like legal person.

Chapter-2

Objective and Limitation of the Organization

4. §Objective of the Organization and Functions to be carried out in order to Achieve the Objective: The Organization shall have the objective to organize different types of activities for the purpose to improve the system and practice to be adopted in financial,

* Added by Fifth amendment

† Added by Fifth amendment

‡ Added by Fifth amendment

§ Amended by fourth and fifth amendment

administrative, technical and other functions under the prevailing laws in order to achieve the goal as mentioned in the Preamble and to make cooperation in similar types of activities organized by others.

- (A) To fight and combat against all types of corruption and acts relating to corruption to promote good-governance and rectitude,
- (B) To discourage the trends of misuse of public resource and property,
- (C) To fight against the corruption to be committed in national and international connection,
- (D) To conduct campaign in order to stop abuse of public position, status and power,
- (E) To inspire the public authorities, system, organizations and groups established to combat against corruption to dedicate actively in order to achieve the goal,
- (F) To conduct different types of activities and programs to keep public conduct and practice transparent,
- (G) To conduct academic, promotional and other activities in order to promote public awareness about benefit of transparency to society, nation and community,
- (H) To provide support to concerned parties and to conduct necessary work to give pressure for rendering code of conduct and to abide such code of conduct,
- (I) To combat, control and expose the activities encouraging different types of corruption to be committed in different activities including activities relating to development, construction, procurement, sell

related works, etc. to be conducted by using national resources and instrument in international support and participation,

- (J) To discourage unwanted and unnatural activities to be occurred in prioritizing projects, estimating cost and selecting technology and mode of execution process in backing of public position, status, power and technology,
- (K) To encourage government to formulate code of conducts to be abided by while carrying out national and international financial transaction and to provide active support to international efforts to be performed in this way,
- (L) To share own national experience with Transparency International in the issue of corruption and fighting against corruption and to send by identifying the person, who can give contribution in this field, and
- (M) To make relation with other organizations intended to work as a supporter of this Organization. This Organization shall conduct its own activities in support and coordination of concerned bodies under prevailing Acts, Rules as well as Policies and Guidelines of Government of Nepal.

5. Limitation of the Organization:

- (A) The Organization shall not carry out any types of investigation over any person in the affairs of corruption.
- (B) The Organization shall not be affiliated with any political party and it shall carry out its own function as an independent and impartial organization.

Chapter-3

Membership

6. **Founder Member:** The persons, as mentioned in Clause 45, signed this Constitution shall ipso-facto get membership of the Organization as Founder member.

7. ***Member:** Membership of the Organization can be granted without any discrimination based on religion, cast, community, gender and profession by the Committee to the adult Nepali Citizens, who respect to the mission and objective of the Organization.

Notwithstanding anything contained in above, office bearer, member and employees of the organization affiliated with this Organization may not get the membership of the Organization.

7.1. **†Institutional Member:** The Committee may grant institutional membership, as per the requirement, to the organization other than the affiliated organization, which have been dedicated with the objective of the Organization. Beside that institutional membership may be granted to any dignified, social, professional and business organizations dedicated and harmonized with the objective and values of the Organization and providing direct or indirect support to the Organization.

7.2. **‡Honorary Membership:** The Committee may grant honorary membership to any dignified personalities as per the requirement by following prescribed process.

* Amended by first and fifth amendment

† Added by fifth amendment

‡ Added by fifth amendment

8. ***Process to Provide membership:** If any interested individual or organization files an application to get membership of the Organization with proposal of an existing member in the format as prescribed by the Committee, the Committee may grant the membership to the applicant. Power to make final decision regarding to provide membership of the organization or not shall be vested with the Committee and no any complaint shall be filed against the decision of the Committee in this regard.
9. **†Conditions on Terminating the Membership:** The membership shall not be deemed to have been continued in following situation:
- (A) In case of death,
 - (B) If the notice of quittance of the membership by any member has been given to the Committee,
 - (C) If any member fails to abide by the code of conduct of the Organization,
 - (D) If the Committee makes decision to terminate the membership due to failure of the member to pay membership fee,
 - (E) If the Committee makes decision to terminate the membership of any member with proof that any member has committed to make loss or damage to the Organization or if any charge of moral turpitude, financial misappropriation or corruption against any member is proved. Provided that opportunity of hearing shall be given to concerned member in the situation of applying Sub-Clause (C), (D) and (E).

* Amended by fourth amendment

† Amended by fifth amendment

9.1. *Provision on Membership Fee and Renewal

- (A) Membership Fee: Annual membership fee to be paid by the Members shall be as prescribed by the Committee.
- (B) Renewal: The membership of the member paying annual membership in time shall be deemed to have been ipso-facto renewal.

Chapter-4

General Meeting of the Organization

10. **†Composition of the General Meeting and its Meeting:** The General Meeting of the Organization shall consist of all the members obtaining membership. Final name list of the members shall be published by updating the list by making renewal the membership for the purpose of General Meeting.

General Meeting shall be the supreme body of the organization. There shall be two types of the General Meeting.

- (A) Annual General Meeting, and
- (B) Special General Meeting

11. **‡Function, duty and power of the General Meeting shall be as mentioned hereunder:**

- (A) To approve the Constitution of the Organization,
- (B) To constitute the Committee,
- (C) To delegate power to the Committee,

* Added by fifth amendment

† Amended by fifth amendment

‡ Amended by fourth and fifth amendment

- (D) To approve by carrying out discussion over the annual progress report, financial report and audit report as submitted by the Committee,
- (E) To appoint auditor,
- (F) To settle by carrying out discussion over the complaint filed by any member being dissatisfied with the activities of the Committee,
- (G) To give direction to the Committee with regard to required programs and policies,
- (H) To make decision by carrying out discussion over the proposal submitted by the Committee,
- (I) To take disciplinary action to the member of the Committee,
- (J) To give necessary direction in order to achieve the objective of the Organization.

12. *The Quorum of the General Meeting: Quorum of the General Meeting shall be deemed to have been fulfilled if more than 50% of total members with voting rights attended the General Meeting. The General Meeting shall be reconvened by giving notice prior to seven days in case of fail to conduct the General Meeting due to lack of quorum. In that situation attendance of any members shall be deemed to be fulfilled quorum.

13. †Annual General Meeting: The Annual General Meeting of the Organization shall be convened within three months from the date of completion of fiscal year by giving notice to the members prior to at least 21 days. In case of failure to hold the Annual General Meeting within that

* Amended by fifth amendment

† Amended by fifth amendment

period, it shall be convened within additional three months by mentioning reason of failure to hold the general Meeting.

14. * ----

15. **Special General Meeting:** (1) The Special General Meeting shall be convened in following situation:

(A) If the Committee deems necessary to convene the Special general Meeting,

(B) If at least 25% members of the Organization submit written request to convene the Special General Meeting with agenda for discussion in the Meeting.

(2) If the Committee fails to convene the Special General Meeting within 30 days from the date of getting request in accordance with Clause 15 (1) (B), the members requesting for convening Special General Meeting may convene the Special General Meeting themselves and such Meeting shall be deemed valid as the Meeting convened by the Committee.

16. † ---

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Chapter-5

Composition and Function Duty and Power Working Committee

Composition of the Committee, Tenure of Office and Vacant the Post

18. [§]**Composition of the Committee:** There shall be nine members in the Working Committee with Chairperson. Out of them number of eight

* Amended by fourth amendment and repealed by fifth amendment

† Repealed by fifth amendment

‡ Amended by fourth amendment and repealed by fifth amendment

§ Amended by first, fourth and fifth amendment

member including Chairperson out of the individual members of the Organization and one member out of the institutional members shall be elected in the Committee. The member representing institution shall be authorized by concerned institution and such member can be changed if that institution wants to change such member.

19. *-----

20. †**Provision on Election:**

(A) The Committee shall appoint one Election Officer to elect the members of the Committee including Chairperson.

(B) The election process shall be determined by the Election Officer under the provision of this Constitution.

20A. ‡**Provision on Voting:**

(1) The Organization shall conduct the voting according to the system of one member one vote.

(2) The members shall exercise voting right by making attendance themselves in person.

(3) Unless it is prescribed to conduct election by secret voting system, vote can be cast openly either by hands up or by other appropriate method.

(4) If the members of the Working Committee including Chairperson are required to select by election in the General Meeting, it shall be done by secret voting system.

* Repealed by fifth amendment

† Amended by fourth and fifth amendment

‡ Added by fifth amendment

- 20B. *Provision on Oath:** The Election Office shall administer the oath to the Chairperson before the General Meeting. The Chairperson shall administer the oath to other members.
- 21. †Provision on Tenure of Office:** Tenure of the members of the Committee including Chairperson shall be of two years and Chairperson and member once completing the tenure of office may be reelected.
Provided that
- (A) The Chairperson, who has completed two tenure of office, shall not be entitled to be the candidate for next time.
- (B) The members of the Committee, who have completed consecutive two tenure of office, shall not be entitled to be the candidate in the post third times except in the post of Chairperson.
- 22. ‡The Post of the Members of the Committee shall be deemed to have been vacant:** The member of the Committee shall be deemed to have been ipso-facto terminated from the respective post in case of termination of the general membership of the Organization.
- 22A. §**The office bearer or member, who has been absent in three meetings continuously, may be terminated from the post.
Provided that before termination from the post according to this Clause, opportunity of hearing shall be given to concerned office bearer or member.
- 23. Provision on Resignation:** The Chairman may tender his resignation to the Committee through the Vice-chairman and other office-bearers or

* Added by fifth amendment

† Amended by third and fifth amendment

‡ Amended by fifth amendment

§ Added by fifth amendment

members may do so to the Chairman and may be discharged from their offices. The resignation tendered by the office bearer or the member shall come into effect from the date of approval by the Committee.

- 24. *In case of vacant post of the Committee:** If the post of any member falls vacant by any reason, the vacant post shall be fulfilled by the Committee by appointing other member of the Organization until next election is held.
- 25. Functions, Duties and Powers of the Committee:** The Committee shall represent the organization with responsible to the General Meeting and shall perform all the functions on behalf of the Organization required to achieve the objectives of the Organization. The Organization, as per the decision of the Committee, shall accept the ownership of the property and bear the responsibility.
- 26. Power Delegation and Responsibility of the Committee:** The Committee may delegate its own power to any office bearer of the Committee or other member. The office bearer or member shall not be held personally liable, if any loss or damage occurred to the Organization while exercising own power, unless ill intention of concerned person is proved.
- 27. †Formation of Sub-Committee:**
- (A) The Committee shall constitute one Management Sub-Committee comprising all the office bearers for necessary coordination, management and regular execution of the function of the Organization.
 - (B) The Sub-Committee constituted according to Sub-Clause (1) shall prescribe its own procedure.

* Amended by fourth amendment

† Amended by fourth amendment

(C) The Committee may constitute one or more Sub-Committees and prescribe its working area, terms of office and working procedure in order to conduct program and to bear responsibilities.

28. *Meeting of the Committee:

(A) The meeting of the Committee shall be held at least six times in a year. Provided that gap between two meeting shall not be more than two months. The quorum of the meeting should be more than 50% of sitting members the Working Committee.

(B) Advisor and any other persons as deems necessary by the Committee may be invited in the meeting.

(C) If any disagreement takes place between the members over the agenda presented before the Working Committee, voting shall be conducted by following the process as prescribed by the Chairperson or the person presiding meeting.

29. †----

Chapter-6

Office Bearer and Employee

30. ‡Nomination Process of Office Bearer: The Chairperson shall nominate a Vice-Chairperson, a Secretary General and a Treasurer from amongst the members of the Working Committee.

31. §Function, Duty and Power of the Office Bearers of the Organization:
Chairperson:

* Amended by fourth amendment

† Repealed by fourth amendment

‡ Amended by third, fourth and fifth amendment

§ Amended by fourth and fifth amendment

- (1) To preside over the meetings of the Executive Committee and General Meeting,
- (2) To make representation of the Organization in national and international level,
- (3) To exercise casting vote in case of tie,
- (4) To give necessary direction and take care of different programs to be conducted by the Organization.

Vice-Chairperson:

- (A) To give necessary support to the Chairperson,
- (B) To discharge the function to be performed by the Chairperson in absence of the Chairperson

Secretary General:

- (1) To convene the General Meeting and meeting of the Working Committee as per the Constitution in consultation with the Chairperson and to prepare annual program and report and submit before the General Meeting and Working Committee,
- (2) To conduct/ to cause to conduct daily function of the Organization in consultation with the Chairperson,
- (3) To make necessary arrangement of movable and immovable assets of the Organization and to make coordination between office bearers.

Treasurer:

- (1) To keep account of income and expenditure as per the prevailing law,
- (2) To prepare financial report of the Organization,

- (3) To prepare budget and program in consultation with the office bearers and submit before the Committee,
- (4) To expense the budget as per the prescribed rules and process.

Member of Working Committee:

- (1) To take part in the meeting of the Working Committee regularly,
- (2) To discharge the duty as prescribed by the Working Committee and the Chairperson,
- (3) To perform other functions in order to achieve the objective of the organization.

- 32. *Provision on Appointment of Employee:** The Committee may appoint Executive Director as administrative chief of the Organization and other employees to implement the decision of the Committee and it may prescribe their terms of service.

Chapter-7

Provision on Advisor

- 33. †Nomination of Advisor:**

- (A) The Working Committee may nominate advisors consisting maximum number of five from among the dignified persons of different fields, former Chairpersons and office bearers of the organization to provide necessary advice to the organization.
- (B) Nepali Citizen working in the capacity of office bearer or advisor of Transparency International shall be ex-officio advisor of this Organization.

- 34. *-----**

* Amended by fifth amendment

† Amended by fifth amendment

35. †----

36. ‡----

37. §---

Chapter-7

Financial Provisions

38. ****The Organization shall have following financial resources:**

- (A) Fee or grant obtained from members,
- (B) Support and grant obtained from governmental or non-governmental organization,
- (C) Support to be obtained from donors,
- (D) Income or reward obtained in the course of activities of the Organization or income to be generated by providing service,
- (E) Income earned by making investment of the fund of the Organization,
- (F) Other income,
- (G) Prior approval of Government of Nepal shall be obtained while accepting foreign aid.

38.(A) ††Resource management: The financial resources to be available to the Organization shall be managed by opening bank account in the bank of Nepal as per the requirement. Account operation process shall be as prescribed by the Working Committee.

* Amended by fourth amendment and repealed by fifth amendment

† Repealed by fifth amendment

‡ Repealed by fifth amendment

§ Repealed by fifth amendment

** Amended by fourth and fifth amendment

†† Added by fifth amendment

39. * ----

40. † **Account of the Organization and Auditing:** Account of the Organization shall be kept as per the standard accounting system. The account upto the end of Ashadh (About Mid-July) of each year shall be prepared and it shall be audited by recognized auditor.

Chapter-9

Miscellaneous

41. ‡ **No-Confidence Motion:**

Committee: The no-confidence motion may be filed against the Working Committee by at least 25% existing members in charge of the function performed against the Constitution and the Committee shall be dissolved if the no-confident motion is passed by two third majority of the members and thereafter the General Meeting shall constitute an Ad-hoc Committee immediately and such Committee shall conduct the election for new Working Committee.

Office bearer or Working Committee member: The no-confidence motion may be filed against the office bearer or member of Working Committee by at least 25% existing members in charge of the function performed against the Constitution and the such office nearer of the member shall be released from the office if the no-confident motion is passed by two third majority of the members and the post vacant so shall be fulfilled according to this Constitution.

42. § ---

* Repealed by fifth amendment

† Amended by fifth amendment

‡ Amended by fifth amendment

§ Repealed by fifth amendment

42(A)* ---

43. †**Amendment of the Constitution:** The agenda of the amendment of the Constitution shall be submitted by the Committee before the General Meeting. If at least fifty percent members of General Meeting want to submit agenda for amendment of the Constitution, they may submit such agenda before the General Meeting. If the agenda submitted before the General Meeting is passed by two-third majority of presented members of the General Meeting, the amendment of the Constitution shall be deemed to be effected.

44. ‡**Liquidation of the Organization:**

The agenda to dissolve the Organization shall be submitted before the general Meeting by the Committee. Provided that notice of the General Meeting convene to make discussion over such agenda shall be given through public Medias. The organization shall be dissolved if such agenda is passed by three-fourth majority out of total members of the Organization. If the Organization is so liquidated, the entire asset of the Organization will be belonged to the Government of Nepal.

44(A)§ **Power to Formulate Rules and By-Laws:**

The Working Committee may formulate different Rules under this Constitution as required to perform the function of the Organization.

45. ****Founders: Following persons are the founders of the Organization:**

1. Mrs. Ambika Shrestha
2. Mr. Komal Bahadur Chitrakar

* Added by second amendment and repealed by fifth amendment

† Amended by

‡ Amended by fifth amendment

§ Added by fifth amendment

** Amended by fifth amendment

3. Mr. Tanka Prasad Karki
4. Mr. Damannath Dhungana
5. Mr. Damodar Prasad Gautam
6. Mr. Dip Kumar Upadhyay
7. Mr. Devendra Raj Pandey
8. Mr. Dhruvahari Adhikari
9. Mr. Posh Raj Pandey
10. Mr. Prayag Raj Sharma
11. Mrs. Bina Prashan
12. Mr. Bishwambhar Man Singh Pradhan
13. Mr. Rajendra Dahal
14. Mr. Radheshyam Adhikari
15. Mr. Hem Bahadur Bishta

The End