

## GENERAL ASSEMBLY Rules of Business

### I. INTRODUCTION

1. Transparency International Bangladesh (TIB), the accredited national chapter of the Berlin-based Transparency International is an independent, non-government and non-partisan organization with a mission of catalyzing a sustained and effective demand and a social movement in Bangladesh to promote good governance and prevent corruption. TIB is committed to the:

- **vision** of Bangladesh in which government, politics, business, civil society and the daily lives of the people are free from corruption;
- **core values** of democracy, justice, rule of law, transparency, accountability, integrity, courage and equal right of every individual irrespective of age, sex, religion, culture, ethnic origin or any other marker of identity; and
- **mission** to catalyze and strengthen a participatory social movement to promote and develop institutions, law and practices for combating corruption in Bangladesh and establishing an efficient and transparent system of governance, politics and business having regard to gender equality and a policy of non-discrimination on grounds of religion, race, caste, place of birth or any other marker.

### II. GUIDING PRINCIPLE

2. With full commitment to strictly adhere to the above vision, values and mission and uphold Code of Ethics, TIB has adopted the following Rules of Business applicable for the General Assembly of TIB, which is predominantly guided by the Trust Deed being the founding document of TIB. This Rules of Business is also a solemn declaration of the fact that the General Assembly shall adhere to the following core policy documents:

- a. Governance Manual;
- b. Code of Ethics;
- c. Disclosure Policy;
- d. Gender Policy;
- e. Policy on Sexual Harassment and Redress; and
- f. Other relevant policies and manuals of TIB.

### III. TIB GENERAL ASSEMBLY

3. TIB shall have a General Assembly (GA) constituted by its Board of Trustees to be composed of upto 27 non-remunerative members. Composition of the GA will be based on due regard to gender and other diversities and ensuring best possible representation of the following categories of individuals:

- a. All Trustees (Members of Board of Trustees);

- b. Upto five individuals of repute co-opted by the Board of Trustees for a term of three years, renewable for a second term, representing diverse professional backgrounds and experiences relevant to the work of TIB;
- c. Upto six members of the Executive Management Team, ex-officio;
- d. Individual Member (IM) selected by IMs by majority vote through direct ballot or by circulation for one non-renewable term of two years, provided that in order to ensure that the elected IM representative can serve the stipulated full term of two years the IMs intending to be elected to this position shall not be more than 73 years of age on the date of election. To be eligible for candidacy, IMs, including those staying abroad, shall also be required to be in a position to physically attend the two successive Annual General Meetings that will be held during the tenure of two years;
- e. One CCC member selected by CCCs by majority vote through direct ballot or by circulation for one non-renewable term of two years;
- f. Two YES members one from CCC-based YES groups and another from Dhaka- based YES groups by majority votes through direct ballot/online vote or by circulation, for one non-renewable term of two years;and
- g. One YPAC member selected by members of YPAC by majority vote through direct ballot or by circulation for one non-renewable term of two years.
- h. In case of a vacancy of any of the representative positions (from IM, CCC, YES and YPAC) new election will be held for the vacant position in the same process as applicable for the respective position for one non-renewable term of two years.

#### IV. ELIGIBILITY

- 4. Subject to paragraph III above, any Bangladeshi citizen can be eligible for the General Assembly of Membership irrespective of religion, sex, caste, community, practices, beliefs and occupation.
- 5. Members of the General Assembly to be elected from among the CCC, YES, YPAC and IMs must meet the following eligibility criteria, provided that in case of a vacancy of any of the elected positions (from IM, CCC, YES and YPAC) new election will be held for the vacant position in the same process as applicable for the respective position for one non-renewable term of two years.

Category	Age (years)	Minimum Educational Qualification
CCC	Minimum 30	SSC
CCC-based YES	18-25	Enrolled as regular student*
Dhaka-YES	18-25	Enrolled as regular student*
YPAC	26-33	Graduate
IM	Minimum 25	Graduate

\*Service holders will not be eligible even if enrolled as students.

- 6. Member of the General Assembly of TIB shall be expected to have:
  - a. Strong and unqualified commitment to the cause of anti-corruption movement in Bangladesh and to the mission, core values and vision of TIB, and compliant with the Guiding Principles described under item 2 above;
  - b. A person of high integrity and honesty free from any allegation of corruption;

- c. Conscious, enlightened, tolerant, balanced, proactive, patriotic and optimistic about the future of Bangladesh;
- d. Committed to be involved with TIB on a fully voluntary basis;
- e. Politically non-partisan, having no direct or formal involvement in partisan political activity and have the proven capacity to ensure that political and/or other likings and disliking would not be brought to affect the affairs of TIB;
- f. Involved in bona fide legal activities, living on legal income from a known source and ready to disclose all source of income and assets; and
- g. Regular income tax payer having a Tax Identification Number, if applicable.

7. A member of the General Assembly shall be considered disqualified to become or remain a Member of General Assembly of TIB if s/he is:

- a) Separated from the respective ex-officio position/platform (EMT, IM, CCC, YES & YPAC);
- b) Known to have any record of involvement in corruption;
- c) Convicted of any criminal offence involving moral turpitude;
- d) Actively involved in any party politics;
- e) Guilty of default of any public dues determined by a court of law; and
- f) An immediate family member of any member of the Board and staff of TIB.

#### **V. FUNCTIONS OF THE GENERAL ASSEMBLY**

8. The Board of Trustees reserves the exclusive right in terms of determining the activities of TIB and examine and approve the accounts and consolidated statements pursuant to sections 6 and 12 of the Trust Deed, respectively. Meanwhile, the General Assembly shall perform the role of an advisory body and shall advise and recommend measures to achieve the goals and objectives of TIB. In order to discharge its functions, the General Assembly shall meet annually, usually within 4 weeks of completion of TIB's annual external audit. The mandate of Annual General Meeting of the General Assembly shall be to:

- i. Review and confirm minutes of the previous meeting;
- ii. Review and comment on the Executive Director's report on the activities of TIB;
- iii. Review and comment on the annual audited financial statements; and
- iv. Advise the management on ways to strengthen TIB and enhance the quality of implementation of its programmes and/or projects.

9. Extraordinary General Meeting(s) of the General Assembly may be held to handle any specific issues as and when it may be deemed appropriate by the Board of Trustees.

#### **VI. ENTITLEMENT OF THE GENERAL ASSEMBLY**

10. Members of the General Assembly shall be entitled to the following:
- a. Receive annual report/update on activities implemented by TIB;
  - b. Receive relevant IEC and promotional materials of TIB;
  - c. Attend various public events organized by TIB upon invitation/notice;
  - d. 30% discount on all TIB's publications;
  - e. Use TIB's Library and Resource Centre as per relevant rules; and
  - f. Any other entitlement as may be approved by the Board of Trustees of TIB.

#### **VII. TERMINATION OF MEMBERSHIP**

11. A GA member can voluntarily resign from the GA by submitting a letter of resignation to the Chair, while the Trustee Board of TIB shall retain the right to suspend or terminate any Member of the GA in the event that:
- S/he fails to conform to the Code of Ethics and other guiding principles of TIB;
  - In case of death of any member, or if any provision(s) under paragraph 7 above becomes applicable; and
  - By virtue of a decision taken by the Board to this effect in view of an act proven to have been conducted by a GA member that may be considered to constitute reputational or any other risk for TIB.
12. A GA Member, whose membership is terminated or is suspended, shall not have any claim of any nature against the organization or Trustee Board.

### **VIII. COMPENSATION**

13. TIB GA members are involved in TIB on a voluntary basis, and therefore not entitled to any form of salary, honoraria or compensation. GA members may be reimbursed reasonable and necessary expenses connected with their participation as GA members such as attending meetings in case the member lives out of Dhaka or in connection with other events related to the work of TIB to which s/he may participate with the consent of the Board. Such reimbursement shall be on actual cost basis and may include, where applicable, travels by most economic means of transport, modest accommodation, meals and local transportation.
14. No portion of the assets, income or any other funds of TIB shall accrue any private or personal benefit of any GA member or any immediate family member thereof, who shall also not be entitled to any form of gainful employment in TIB.

### **IX. ADOPTION & AMENDMENTS**

15. These Rules of Business of the General Assembly has been adopted on October 26, 2016, by the 89<sup>th</sup> meeting of the Board of Trustees of TIB. The General Assembly shall be effective from the date of its first meeting. Amendments of these Rules must be approved by the Board of Trustees.

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*Certified that this is the original copy of the Rules of Business of the General Assembly of Transparency International Bangladesh, adopted by the Board of Trustees on October 26, 2016 at its 89<sup>th</sup> meeting; amended on 21 December, 2016 at its 90<sup>th</sup> meeting; on 13 March 2019 at the 99<sup>th</sup> meeting; on 18 September 2019 at the 101<sup>st</sup> meeting; and on 7 September 2020 at the 105<sup>th</sup> meeting.*



**Prof. Dr Parveen Hasan**  
Chair, Board of Trustees  
Transparency International Bangladesh