

# TRANSPARENCY MAURITIUS

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## REPUBLIC OF MAURITIUS

### CONSTITUTION OF TRANSPARENCY MAURITIUS

#### 1. Definitions

In this Constitution, unless the context otherwise requires, the following words and expressions have the meanings given to them in this clause:

Act	the Companies Act 2001
Annual Meeting	a meeting of Members held pursuant to section 115 of the Act
Board	the Board of Directors of the Company as at date hereof or as amended from time to time
Company	Transparency Mauritius
Constitution	this Constitution of the Company as at date hereof and all amendments made to it from time to time
Director	subject to section 128 of the Act, a person appointed and continuing in office for the time being, in accordance with this Constitution, as a Director of the Company
Member	a person or company whose name has been entered in or who is entitled to have his name entered in the register of members
Ordinary Resolution	a resolution approved by a simple majority of the votes of those Members who are entitled to vote and voting on the matter which is the subject of the resolution
Special Meeting	any meeting (other than an Annual Meeting) of the Members entitled to vote on an issue, called at any time by the Board, or by any other person who is authorised by this Constitution or by the Act to call Special Meetings of Members



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Special Resolution	a resolution of Members approved by a majority of seventy five per cent (75%) of the votes of those Members entitled to vote and voting on the question
Unanimous Resolution	a resolution that is approved by hundred per cent (100%) of the votes of those Members who are entitled to vote and voting on the matter which is the subject of the resolution

In this constitution:

- (a) Words importing the singular include the plural and vice versa;
- (b) A reference to a person includes any firm, company or other body corporate;
- (c) Words importing one gender include the other gender;
- (d) A reference to a paragraph means a paragraph of this Constitution; and
- (e) The paragraph headings are included for convenience only and do not affect the construction of this Constitution.

## **2. Name of the Company**

The name of the Company is Transparency Mauritius.

## **3. Public Company Limited by Guarantee**

The Company is a public Company limited by guarantee and accordingly the provisions of section 269 of the Act shall apply.

## **4. Objects of the Company**

4.1 The objects for which the Company is established are the following which shall be exercisable at all times by the Company:-

- 4.1.1. to raise public awareness and advance the general education of the public in the promotion of integrity' 'in business ethics in national and international business transactions;
- 4.1.2. to promote, undertake, or commission research for the benefit of the public into aspects of containing corruption and influence peddling in national and international business transactions but this shall not include the involvement into investigation for exposure purposes of individual corruption cases;
- 4.1.3. to combat corruption and influence peddling, and to give legislative and public bodies' facilities for conferring with and ascertaining the views of persons and institutions engaged in combating corruption as regards matters directly or indirectly affecting that activity;



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4.1.4. to provide for meetings of any type and for publications of any type to combat corruption; including fund raising and/or the use of the media and in connection with the above objects, to make an application to be affiliated with TRANSPARENCY INTERNATIONAL;

4.1.5. and to do all such other things as are incidental to, or the Company may think necessary to the conduct, promotion or attainment of the objects of the Company.

4.2 The Company is a non-profit organisation and the above-mentioned objects of the Company shall be conducted, promoted or attained accordingly.

### **5. Registered Office**

The Registered office of the Company will be situated in Port Louis, 6<sup>th</sup> Floor, TN Tower, 13 Saint Georges Street, Port Louis or in such other place as the Directors may from time to time determine.

### **6. Register**

6.1 The Company shall maintain a register of substantial Members in accordance with section 91(2) of the Act.

6.2 The register shall be kept at the Registered Office.

6.3 It shall be the duty of the Secretary to take reasonable steps to ensure that all the registers required to be maintained by the Company, are properly maintained and that the appropriate entries are promptly entered on them.

### **7. Accounting Period**

The Accounting Period shall begin on 1<sup>st</sup> January of each year to end on 31 December of that year or shall begin and end on such dates as the Board shall determine from time to time provided that the first Accounting Period shall start as from the date of incorporation of the Company and shall end on such date as the Board shall determine.

### **8. Members**

8.1 The Company shall comprise of two categories of Members:

- (i) Individual Members and;
- (ii) Corporate Members.

8.2 Each Individual Members and Corporate Members shall have one equal voting right.



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### **9. Admission of Members**

9.1 An application shall be in the prescribed form and to it shall be attached:

- (i) Reasons for becoming a member;
- (ii) Undertaking that the person will comply with and respect the objects and vision of the Company;
- (iii) Certificate of good character in case of an Individual Member
- (iv) Declaration that the person has not been or is not a member of any political party;
- (v) Two references;
- (vi) The last Annual Report for Applicant Corporate Members;
- (vii) Undertaking that the Applicant Corporate Member will take all reasonable steps to promote Good Governance and prevent acts of corruption or that it is soliciting the support of TM to put in place such policies;
- (viii) Undertaking that the Applicant Corporate Member is not under investigation for a corruption case by any official authority in Mauritius or abroad.

9.2 Once an application to admit a person or company as Member has been approved by the Board, its name shall be entered on the Register of Members.

### **10. Membership**

10.1 All Members, whether Individual or Corporate, shall pay to the Company an initial subscription as prescribed by the Board.

10.2 Additionally, all Members, whether Individual or Corporate, shall pay an annual subscription fee as may be prescribed by the Board, to be kept on the Register of Members of the Company.

10.3 Each Individual Members and Corporate Members shall have one equal voting right

10.4 The annual subscription fee shall be paid within one month of the beginning of each financial year. Should the Member fail to pay his/her membership three months after the due date and after having received a reminder from the Company, he/she shall be struck off the Register of Members.

### **11. Register of Members**

The Register of Members shall be conclusive evidence of Membership for all purposes whatsoever.



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### 12. End of Membership

- 12.1 Member(s) must comply with paragraph 10 above, failing which, the Member(s) will be struck off the Register of Members.
- 12.2 A Member may at any time resign from the Company by tendering his written resignation to the Chairman of the Board by registered post before the end of the financial year during which he desires to resign.
- 12.3 It shall be the duty of the Board, if at any time they shall be of opinion that the interest of the Company so requires, by letter, to invite any Member to withdraw his Membership within a time specified in such letter, and, in default of such withdrawal, to submit the question of his expulsion to Special Meeting to be held within six weeks after the date of such letter. At such meeting the Member whose expulsion is under consideration shall be allowed to offer an explanation verbally or in writing and, if thereupon two thirds of the Members present or represented shall vote for his removal, he shall thereupon cease to be Member.
- 12.4 Any Member who becomes bankrupt, or compounds with his creditors, or shall be convicted of a criminal offense involving corruption, fraud and dishonesty shall, *ipso facto*, cease to be a member.
- 12.5 Members who have resigned, or who have ceased to form part of the Company for any cause whatsoever, and whose names have been struck off the Register shall forfeit all rights in respect of all monies paid to the Company as subscriptions.

### 13. Annual Meetings

- 13.1 The Board shall call an annual general meeting of Members to be held-
- (i) at least once a year;
  - (ii) not later than 6 months after the balance sheet date of the company;
- 13.2 The business to be transacted at an annual general meeting shall be as specified in Section 115(4) of the Act.

### 14. Special Meetings

- 14.1 A special meeting of Members entitled to vote on an issue may be called at any time by-
- (i) The Board; or
  - (ii) A written request of more than 50% of all members



### **15. Proceedings at General Meetings**

#### **15.1 Chairperson**

The chairperson of the Board at the time or in his/her absence any Member or other person nominated by the majority of the Members who are present at the meeting shall be the Chairperson.

#### **15.2 Notice of meeting**

Whenever a general meeting is convened, all Members shall be entitled to have not less than twenty one (21) days' notice in writing given to them at their official address by post or by email, an agenda of the matters to be discussed at the meeting.

#### **15.3 Quorum**

15.3.1 Where a quorum is not present, no business shall be transacted at a general meeting.

15.3.2 Subject to paragraph 17.2(iii), a quorum shall be one third of the total members

15.3.3 Where a quorum is not present within one hour after the time appointed for the meeting:

- (i) in the case of the meeting being called by the Members, the meeting shall be dissolved;
- (ii) in the case of any other general meeting, the meeting shall be adjourned to the same day in the following week or if that day is not a Business Day, to the next succeeding Business Day, and at the same time and place, or to such other date, time and place as the Directors may appoint; and
- (iii) where at the adjourned meeting, a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the Members present shall constitute a quorum.

#### **15.4 Voting**

15.4.1 Where a meeting is held under paragraph 15, unless a poll is demanded, voting at the meeting shall be-

- (i) by show of hands, or
- (ii) by voice

15.4.2 A vote demanded on the election of a chairperson or on a question of adjournment, shall be taken immediately.



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### 15.5 **Members Resolution**

The adoption of any resolution of the Members shall require majority vote of the Members in favour of the resolution.

### 15.6 **Minutes**

15.6.1 The Board shall ensure that minutes are kept of all proceedings at annual and special general meetings.

## **16. Proceedings of Directors' Board Meeting**

### 16.1 **Chairperson**

16.1.1 A Chairperson of the Board shall be elected by the Directors at the first Board Meeting.

16.1.2 The duration of the tenure of office of the Chairperson shall be for a maximum of two tenures of three years each.

16.1.3 There shall be a Vice Chair of the Board to be elected among Board Directors.

The duration of the tenure of office of the Chairperson shall be for a maximum of 2 tenures of 3 years each.

### 16.2 **Notice of Board Meeting**

16.2.1 The Chairperson or if requested by a Director to do so, an officer of the Company, may convene a meeting of the Board by giving notice in accordance with this paragraph.

16.2.2 Notice of a meeting of the Board shall be sent to every Director, and the notice shall include the date, time, and place of the meeting and the matters to be discussed.

### 16.3 **Methods of holding Board Meeting**

A meeting of the Board may be held either:-

- (a) by a number of the Directors who constitutes a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of, communication technology by which all Directors can participate in the meeting.

### 16.4 **Quorum**

16.4.1 A quorum for a meeting of the Board shall be constituted of half of its Members.



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16.4.2 No business may be transacted at a meeting of Directors if a quorum is not present.

### **16.5 Voting**

16.5.1 Each Director has one vote.

16.5.2 The Chairperson shall not have a casting vote.

### **16.6 Minutes**

16.6.1 The Board shall ensure that its minutes are duly recorded.

### **16.7 Resolution in Writing**

16.7.1 A resolution in writing, signed by all Directors is as valid and effective as if it has been passed at a meeting of the Board duly convened and held.

16.7.2 A copy of any such resolution shall be entered in the minute book of Board proceedings.

## **17. Management of the Company**

17.1 The business and affairs of the Company shall be managed by the Executive Director or any other person assigned by the Board.

## **18. Appointment of Directors**

18.1 The Board shall comprise of not less than three and not more than nine Directors, who may also be Members or non-Members of the Company.

18.2 The Directors shall be appointed as per paragraph 15.4 above.

18.3 The duration of the tenure of office of a Director shall be for a maximum of eight year, split in two mandates to four years.

18.4 The Executive Director shall not be a member of the Board.

## **19. Removal and Replacement of Directors**

19.1 Should a Director fail to attend any meeting or committee, to which he has been convened, three consecutive times, without informing and obtaining approval from the Board by way of letter, the Director may be removed as per clause 19.2 below.

19.2 Director(s) may be removed from office following a decision of the Board.



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19.3 The Board shall be entitled to nominate another representative as Director in place of the Director so removed.

19.4 In the event of the resignation or retirement of a Director, the Board shall be entitled to nominate another representative as Director

19.5 A Director who intends to retire must inform the Board of this intention at least one month prior to his/her expected retirement

### **20. Secretary**

20.1 The Board shall appoint a person to act as Secretary of the Company.

20.2 The Secretary shall also be the Secretary of Board.

20.3 The Directors, shall, during any period that the office of the secretary is vacant, authorise any officer of the Company to carry out all or any of the secretary's duties.

### **21. Notices**

21.1 A notice shall be served by the Company upon any Director or Member either personally or by registered post to such Director or Member at such person's last known address, or through electronic mail.

21.2 A notice is deemed to have been received on the same day if delivered personally or sent through electronic mail during office hours and on the following business day if delivered or sent after office hours. Where notice is given through registered post, it shall be deemed received within two business days.

### **22. Donation**

22.1 All donations made to the Company shall be made according to the laws of Mauritius.

### **23. Seal**

23.1 The Company shall have a seal which shall be deposited at the office of the Company and shall not be affixed to any document except with the authority of a resolution of the Board or of a committee of Directors authorised by the Board on that behalf. Every instrument to which the seal of the Company is so affixed shall be signed either by two Directors or by one Director and by the Secretary or by such other persons as the Board may appoint from time to time for that purpose.



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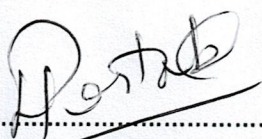
## **24. Alteration of Constitution**

24.1 The Company shall have power to alter this Constitution by special resolution as provided for under the Act.

## **25. Declaration by applicant**

25.1 We, the undersigned, being the applicant, hereby certify that the present document is the Constitution of TRANSPARENCY MAURITIUS.

Approved at the Annual General Meeting of 22 June 2023



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Lovania Devina Ouma Pertab  
**Chairperson**

