

**Bylaws
of the
IBA Human Rights Institute
of the
International Bar Association**

Article 1
Bylaws

The Human Rights Institute (“HRI”) of the International Bar Association (the “Association”) was established by a resolution of the Council of the Association in Edinburgh, Scotland on 8 June 1995. The HRI operates subject to and in accordance with these Bylaws.

The role of the HRI is to pursue the objects stated herein for and on behalf of the Association.

Article 2
Objectives

- 2.1 The objectives of the HRI are
 - 2.1.1 The promotion, protection and enforcement of human rights under a just rule of law.
 - 2.1.2 The promotion and protection of the independence of the judiciary and of the legal profession world-wide.
 - 2.1.3 The world-wide adoption and implementation of standards and instruments relating to human rights accepted and enacted by the community of nations.
 - 2.1.4 The acquisition and dissemination of information concerning issues related to human rights, judicial independence and the rule of law.
 - 2.1.5 The practical implementation of human rights and the rule of law worldwide such as through capacity building initiatives.
- 2.2 In pursuing these objectives the HRI shall act in accordance with these Bylaws and subject at all times to the direction of the Council of the Association (the “Association Council”), the Management Board of the Association (the “Management Board”) and/or the President of the Association (the “President”).
- 2.3 In pursuing these objectives the HRI will have regard to its status in the Association and accordingly will give priority to activities having a particular connection to the interests and concerns of lawyers and of Association members.

Article 3
Autonomous and Independent

- 3.1 The HRI shall remain autonomous and financially independent, subject only to:
 - 3.1.1 the supervision of the Management Board and the Association Council;

- 3.1.2 keeping the Management Board and Association Council informed of its deliberations; and
- 3.1.3 submitting its business plan annually to and having its budget set by the Chair(s) of HRI, subject to ratification by the Management Board.

Article 4
Officers, Council Members And Committees

4.1 Officers

- 4.1.1 The President ex officio shall be the President of the HRI.
- 4.1.2 The HRI may have an Honorary President.
- 4.1.3 There shall be a Chair or two Co-Chairs of the HRI. If there are two Co-Chairs, they shall have equal standing, save that the senior Co-Chair shall be a member of the Management Board. In these Bylaws the word “Chair” shall mean Co-Chair if at the time there are two Co-Chairs.
- 4.1.4 There shall be one or more Vice-Chairs.
- 4.1.5 There shall be a Secretary/Treasurer or a Secretary and a Treasurer. The Treasurer may, and if the President requires, shall be the Treasurer of the Association ex officio.

4.2 Council

- 4.2.1 The Council shall comprise the Officers (other than the Honorary President), the two most recent Chairs (as ex officio members), a representative of the Legal Practice Division (LPD) and a representative of each of the Bar Issues Commission (BIC) and the Section on Public and Professional Interest (SPPI) and up to twelve other members.
 - 4.2.2 Subject to any restrictions which may be imposed from time to time by:
 - 4.2.2.1 the Association Council;
 - 4.2.2.2 the Trustees of the International Bar Association Human Rights Institute Trust (the “Trust”) in Trust-funded programmes; or
 - 4.2.2.3 these Bylaws,
- the Council shall have general supervision and control of the affairs of the HRI. The moneys of HRI shall be expended only in accordance with a budget authorised by the HRI Chair and approved by the Treasurer of the Association, subject to the requirements of the Trust in Trust-funded programmes.
- 4.2.3 The Council shall meet at or about the time of each Conference of the Association and in the same city or place. The Council shall hold, either in person or electronically, at least one other meeting each year.
 - 4.2.3.1 It may, in addition, meet at any other time and place on the request of the Chair or of one-third of the Council members.

4.2.3.2 The quorum for a meeting of the Council shall be one-third of its members present in person or electronically.

4.2.4 If, at any meeting of the Council the Chair is not present, the Council shall elect a Chair of the meeting from among its members.

4.2.5 All decisions of the Council shall be by majority vote of its members who are either present in person and voting or, being absent, shall have communicated to the Secretary-Treasurer their votes in writing on the relevant proposition. In case of equality of votes, the Chair of the meeting shall have a second or casting vote.

4.2.6 The Chair of the HRI may, and, if so requested by one-third of the Council, shall, direct that a matter be submitted to the members of the Council for voting in writing within a stated time limit fixed by the Chair. The votes of a majority of the members submitted in writing (by any means of transmission) within that time limit shall constitute a decision of the Council.

4.2.7 Between Council Meetings the Chair shall manage the affairs of the HRI.

4.3 HRI Committees

4.3.1 The Council shall establish such Committees as it deems appropriate for the efficient organisation and conduct of its business. Committee Officers shall be appointed by the Chair after consultation (where practicable) with the other Officers and the Council and shall hold office as prescribed for Council members. The duties of Committee Officers shall be as directed by the Chair.

4.3.2 The Chair may constitute working groups and sub-groups to address specific issues which the Chair or the Council may wish to have considered.

4.3.3 The Council shall notify the Management Board in writing of its intention to: (i) form a new Committee and its proposed scope of activities; or (ii) change the name of an existing Committee. If the Management Board notifies the Council, within 30-days of the receipt of such notice, that such new Committee or the proposed change of name of an existing Committee creates a conflict with an existing committee within any other constituent part of the Association, then the Council shall not form such new Committee or change the name of the existing Committee.

4.4 Duties of Officers

4.4.1 The Chair, shall be the senior officer of the HRI and shall:

4.4.1.1 chair all meetings of the HRI and of its Officers, Committee Officers and Council;

4.4.1.2 supervise and co-ordinate all the activities of the HRI;

4.4.1.3 consult regularly with and give appropriate consideration to the advice of the Officers, the Council and Committee Officers;

- 4.4.1.4 keep the Officers, the Council and Committee Officers, the Management Board and the President informed of the activities of the HRI;
 - 4.4.1.5 serve on the Management Board ;
 - 4.4.1.6 In the event of any disagreement between Chairs on a matter on which their agreement is required by these Bylaws or in respect of which the disagreement is likely to prejudice the successful functioning of the HRI, the matter shall be referred to the President for decision.
- 4.4.2 The Vice-Chair(s) shall:
- 4.4.2.1 perform such duties of the Chair as may be delegated by him or her and act in his or her stead if unavailable to act;
 - 4.4.2.2 assist the Chair as requested in supervising and coordinating the activities of the HRI.
- 4.4.3 The Secretary/Treasurer (or Secretary, and in the absence of a Secretary, the HRI Director) shall:
- 4.4.3.1 give notice of meetings;
 - 4.4.3.2 keep minutes of meetings;
 - 4.4.3.3 maintain records of the membership of the HRI;
 - 4.4.3.4 issue such notices as may be required or directed;
 - 4.4.3.5 receive and record communications to the HRI;
 - 4.4.3.6 report to the Chair as required or directed;
 - 4.4.3.7 report to the President and the Management Board all resolutions of the HRI in general meeting and of the Council.
- 4.4.4 The Secretary/Treasurer (or Treasurer) shall:
- 4.4.4.1 superintend the finances of the HRI and liaise with and report to the Treasurer of the Association and the Management Board on all financial matters, accepting their lawful directions;
 - 4.4.4.2 in consultation with the Treasurer of the Association and the Management Board, recommend the annual subscription for membership of the HRI;
 - 4.4.4.3 report to the Chair as required or directed.
 - 4.4.4.4 The Vice-Chair(s) and Secretary/Treasurer (or Secretary and Treasurer) may, with the agreement of the Chair, delegate to Council members such tasks as may be agreed.

4.5 Appointment, Removal and Terms of Office

- 4.5.1 An Honorary President may be appointed and may be removed by decision of the President in consultation with the Executive Director of the Association and the Management Board. Such appointment shall be for an indefinite term.
- 4.5.2 The Council members shall be appointed and may be removed by the President, in consultation with the Executive Director and the Management Board, whose consents shall not be unreasonably withheld.
- 4.5.3 The Council members shall hold office for a term of two years and may be extended once by the Council but in any case for no longer than four years in total unless in any particular case the Management Board approves a longer term.
- 4.5.4 The Chair and the Officers, other than the Secretary Treasurer if the Secretary Treasurer is the Treasurer of the Association shall be appointed and may be removed by the Council. Such an appointment shall take effect biennially on 1 January. Such an appointment shall be for a term of two years and may be extended once by the Council but in any case for no longer than four years in total unless in any particular case the Management Board approves a longer term.
- 4.5.5 If a Chair is unable to serve due to incapacity or death or resigns or is removed from office before the end of his or her term, the Council may appoint another to act as Chair until the conclusion of the former Chair's then current term of office, at the end of which such person shall be eligible for appointment in the manner prescribed above as if it were his or her first appointment.

Article 5 **Members**

5.1 Eligibility

- 5.1.1 Any person or firm may become a member of the HRI upon payment of such dues as may be prescribed from time to time by the Management Board.
- 5.1.2 Membership shall cease upon resignation or if the subscription remains unpaid six months after it falls due.
- 5.1.3 All HRI Officers and Council members and Committee Officers (save for the Honorary President) must be members of the HRI.

5.2 Entitlements

Membership shall carry with it the right to attend, and participate in General Meetings of the HRI, to be kept informed of the activities of the HRI, to receive publications of the HRI and to participate in activities of the HRI as agreed by the Chair.

5.3 Friends

The Chair may appoint any person to be a Friend of the HRI whose expert advice or services may be called upon for use by the HRI and/or who contribute a sum to HRI of an amount approved by

the Management Board. Such persons shall be appointed for a maximum of two years but may be reappointed for terms of two years as often as the Chair may determine. Friends shall have the same entitlements as members of the HRI and in addition shall be accorded special recognition of their status in HRI and Association publications.

Article 6
Meetings

6.1 General Meetings

A General Meeting of the HRI shall be held in conjunction with the Association Annual Conference in 2012, and in conjunction with every second Association Annual Conference held thereafter. Additional General Meetings of the HRI may be held as directed by the Chair. The Members of HRI present at any General meeting shall constitute a quorum

6.2 Other Meetings

The Council and Committee Officers shall meet in conjunction with each Annual Conference and on such other occasions as required by the Chair or (in the case of Committees) the Chair of the relevant Committee.

6.3 Quorum

The quorum for a meeting of the Council and Committee Officers shall be one-third of those entitled to attend.

Article 7
Miscellaneous

7.1 Salaries and Expenses

No salary or other emolument shall be paid to any Officer or Council member or Committee Officer of HRI. The HRI's Secretary Treasurer may authorise reimbursement of personal or administrative expenses incurred by any such person in carrying on the business of HRI, subject to any guidelines or requirements established by the HRI Officers and approved by the Management Board.

7.2 Representation

HRI shall not take any action in the name of purporting to representation without the prior authority or specific approval of the Association Council.

Article 8
Amendment of the Bylaws

8.1 Amendment by the Council of the Association

These Bylaws may be amended at any time by resolution of the Association Council on the recommendation of the Management Board, and with consent of the Council

8.2 Amendment by the Council

These Bylaws may be amended by the Council, by a majority of its members both present and voting, provided that such amendment:

8.2.1 complies with Article 11.3 of the Association's Constitution; and

8.2.2 is ratified by the Management Board.

8.3 Effective Date.

These Bylaws shall come into force on 1 January 2013.