

**INTERNATIONAL BAR ASSOCIATION
BYLAWS
GOVERNING THE CONSTITUTION AND
PROCEDURE OF THE NOMINATIONS COMMITTEE AND
RULES OF PROCEDURE FOR THE ELECTION OF IBA OFFICERS
AND OTHER BIC OFFICERS
("IBA Nominations and Election Bylaws")**

(Adopted pursuant to Article 8.3 of the IBA Constitution by the Association Council on 4th October, 2012. Amendments Adopted by the Association Council on 28 May and 22 September 2016. All terms used herein and not otherwise defined shall have the meanings assigned to them in the IBA Constitution.)

- A. Bylaws Governing the Constitution and Procedure of the Nominations Committee**
- 1. Nominations Committee Meetings**
- 1.1 The Nominations Committee shall meet as soon as possible after its appointment, at such time and place and in such manner as the Chair shall determine.
- 1.2 The Committee shall meet in such manner and at such times as the Chair shall determine in accordance with its timetable to consider all candidates.
- 1.3 Meetings of the Committee may be convened by the Chair and shall be convened if requested by a majority of the members of the Committee.
- 1.4 Not less than five (5) days advance notice of all meetings of the Committee shall be given to all members.
- 1.5 The Committee may meet and conduct its business by and/or through any combination of the following: (a) in person; (b) by videoconference; or (c) by telephone conference.
- 1.6 Any decision to be made by, or report of, the Committee may be agreed by the Committee without a meeting, so long as such decision is confirmed in writing by at least 75% of the members of the Committee appointed by the President, by at least 75% of the members of the Committee appointed by the Legal Practice Division ("LPD") Chair, by one member of the Committee appointed by the Bar Issues Commission ("BIC") Chair and by one member of the Committee appointed by the Section of Public and Professional Interest Section ("SPPI") Council. Any communication remitted in writing should be sent by fax or electronically attaching a pdf copy of such communication duly signed.

- 1.7 Notwithstanding Section 1.6 hereof, (a) no recommendation of a person for election as President, Vice President or Secretary General of the Association may be made unless approved by at least 75% of the members of the Committee appointed by the President; (b) no recommendation of a person for election as Chair, Vice-Chair, Secretary-Treasurer or Assistant Treasurer of LPD may be made unless approved by at least 75% of the members of the Committee appointed by the Chair of that Division; (c) no recommendation of a person for election as Chair SPPI or Secretary-Treasurer may be made unless approved by one member of the Committee appointed by the SPPI Council and (d) no recommendation of a person for election as a Chair or a Vice-Chair of the Bar Issues Commission (“BIC” and “Principal BIC Officers”) may be made unless approved by one member of the Committee appointed by the BIC Chair.
- 1.8 All deliberations of the Committee including without limitation all written and oral presentations to it by its nominees shall remain confidential.
- 1.9 In case of a deadlock in any vote the Chair or, in the absence of the Chair, such other person chairing the meeting, shall have a casting vote.

2. Nominations Process

- 2.1 Nominations for the election of the President, Vice President and Secretary General of the Association, the Chair, Vice Chair, Secretary-Treasurer and Assistant Treasurer of LPD, the Chair and Secretary-Treasurer of SPPI and the Principal BIC Officers must be submitted within forty-five (45) days from the last day of the mid-year Council meeting of the year preceding the elections.
- 2.2 In accordance with such timetable, the Committee shall call for nominations by notice in writing to each Member Organization, each Councillor, the Officers of the Association, LPD Division, the members of the council of such Division, and the officers of each Section or Committee of such Division and SPPI Section, the members of the council of such Section, and the officers of each Committee of such Section, stating the deadline for nominations. Such call for nominations may be made electronically. Such call for nominations shall also be given to the Individual Members by the posting of such call on the Association’s website.
- 2.3 Nominations may be in the form set out in the schedule to these by-laws, or other similar form, and must be made:
- (a) for election as President, Vice President or Secretary-General of the Association, by two (2) persons, each of whom must be either an IBA Officer excluding the then current President, Vice President and Secretary-General of the IBA, a Councillor or a Member Organisation representative;
 - (b) for election as the Chair, Vice Chair, Secretary-Treasurer or Assistant Treasurer of LPD, by two (2) persons, each of whom must be either an IBA officer, excluding the then current Chair, Vice Chair, Secretary-Treasurer and Assistant Treasurer of the LPD, a member of the council of that Division or an

officer of a Section or Committee of that Division, or by twenty-five (25) Individual Members of that Division;

- (c) for election as the Chair or Secretary-Treasurer of SPPI, by two (2) persons, each of whom must be either an IBA officer, excluding the then current Chair, the Secretary-Treasurer and any other appointed officer of the Section, a member of the council of that Section or an officer of a Committee of that Section, or by twenty-five (25) Individual Members of that Section, and
- (d) for election as a Principal BIC Officer by two (2) persons excluding the then current Chair, Vice-Chairs and Officers-at-Large of the BIC, each of whom must be a Member Organisation representative.

Any nomination may be made in one or more counterparts of the nomination form, each signed by one or two nominators, and a facsimile copy of any such nomination shall be treated as an original.

In addition to the two official nominations requested as per paragraphs a, b, c and d, nominees for those positions may receive support letters from any IBA officer, councilor, member organisation representative, LPD officer, a member of the council of that Division or an officer of a Section or Committee of that Division, SPPI officer, a member of the council of that Section or an officer of a Committee of that Section and from BIC officers.

- 2.4 The Committee may, on its own initiative, nominate one or more Individual Members for consideration for election, provided the person or persons so nominated are nominated in accordance with Article 8.2 of the IBA Constitution. Any such nomination by the Committee may be made at any time during the nomination process, up to and including the date of election. No member of the Committee should nominate or support any candidate.
- 2.5 The Committee may interview each candidate and/or seek from each candidate further information about his or her suitability for election, experience and availability if elected, but is not obliged to do so.
- 2.6 No member of the Nominations Committee may be nominated for any office in respect of which that Nominations Committee is empowered to make recommendations during its term of office, which prohibition shall include any such member who resigns from or otherwise ceases to be a member of that Nominations Committee.
- 2.7 An Individual Member may not be nominated for more than one position.
- 2.8 An Individual Member who is nominated may, by notice in writing to the Chair given at any time, withdraw his or her nomination for any position for which he or she has been nominated.

- 2.9 Except where a nomination is made by the Committee pursuant to Section 2.4 hereof, no Individual Member is eligible for election or may be considered by the Committee for nomination unless a written nomination complying with Section 2.3 hereof is received by the Chair of the Committee or at the Association's principal office on or prior to the stated deadline date.
- 2.10 Promptly after the stated deadline for nominations, the Chair of the Committee shall arrange for the posting on the Association's website of all nominations submitted in accordance with the requirements of this Section.

3. Council Meeting at the Annual Conference of the Association

- 3.1 At the meeting of the Council held at the annual conference of the Association ("Annual Council Meeting") in the year preceding the year in which an election will occur, the Committee shall report, for discussion purposes only, the names of those Individual Members who have been validly nominated pursuant to Section 2 hereof. No nominee may be present during any part of those meetings at which nominations are discussed other than the interview of a candidate.

4. Committee Reports

- 4.1 In accordance with Article 8.2 of the IBA Constitution, the Committee shall, within thirty (30) days of the Annual Council Meeting in the year preceding the elections, prepare and deliver to the Secretary General a report addressed to the Association Council, the Council of LPD, the Council of SPPI and the Council of the Bar Issues Commission of its recommendations for the election of:

- (a) The President, the Vice-President and the Secretary General of the Association;
- (b) The Chair, Vice-Chair, Treasurer and Assistant Treasurer of LPD;
- (c) The Chair and Secretary-Treasurer of SPPI, and
- (d) The Principal BIC Officers

- 4.2 Each report shall include:

- (a) the names of all Individual Members nominated;
- (b) the names of the persons who nominated each Individual Member;
- (c) the Committee's recommendations;
- (d) the Committee's certification that such recommendations have been made in accordance with Article 8.2 of the IBA Constitution; and

(e) such other information as the Committee deems necessary or appropriate.

4.3 The Association Council or the Council of LPD or the Officers of BIC and the Council of the SPPI may seek clarification from the Committee on its report provided always that such clarification may not in any way affect or impact upon the confidentiality of the deliberations of the Committee or any matter upon which it may have reached its conclusions or recommendations. Any such request for clarification must be made in writing to the Chair of the Committee by the President of the Association or the Chair of LPD or the Chair of BIC or the Chair of SPPI within five working days after the presentation by the Committee of its report under Section 3.1 hereof and the Committee shall respond to such request within ten working days thereafter.

4.4 The Secretary General shall arrange for the posting of the relevant report of the Committee on the Association's website promptly after receipt thereof, and shall notify members of the Association Council, the council of LPD Division, the officers of BIC and the council of SPPI of such posting promptly after such posting has been made.

5. Renominations

5.1 Concurrently with the delivery of the report to the Secretary General pursuant to Section 4.1 hereof, the Chair of the Committee shall inform those Individual Members who have been validly nominated to or by the Committee pursuant to Section 2 hereof, but who have not been recommended by the Committee, that they will not be eligible for election unless, within thirty (30) days of the date of such notification, such person is renominated in the following manner:

(a) for election as President, Vice-President or Secretary-General of the Association, by not less than ten (10) persons, each of whom must be either an IBA Officer excluding the then current IBA President, Vice President and Secretary-General, a Councillor or Member Organisation;

(b) for election as the Chair, Vice-Chair, Secretary-Treasurer or Assistant Treasurer of LPD Division, by not less than ten (10) persons, each of whom must be either an IBA officer, excluding the then current Chair, Vice Chair, Secretary-Treasurer and Assistant Treasurer of that Division, a member of the council of that Division or officer of a Section or Committee of that Division, or fifty (50) Individual Members of that Division;

(c) for election as the Chair or Secretary-Treasurer of the Section of Public and Professional Interest (SPPI), by no less than ten (10) persons, each of whom must be either an IBA Officer, excluding the then current Chair, as well as the Secretary-Treasurer and any other appointed officer of that Section, a member of the council of that Section or officer of a Committee of that Section, or fifty (50) Individual Members of that Section; and

- (d) for election as a Principal BIC Officer by not less than ten (10) persons excluding the then current Chair, Vice-Chairs and Officers-at-Large of the BIC each of whom must be a Member Organization.

Renominations may be in the form set out in the schedule to these by-laws, or other similar form. Any renomination of an Individual Member may be made in one or more counterparts of the nomination form, and a facsimile copy of any such nomination shall be treated as an original.

- 5.2 Any such person who is not so renominated in accordance with Section 5.1 hereof shall not be eligible for election.

B. Rules of Procedure for the Election of Officers and Other BIC Officers

1. Returning Officers

- 1.1 The Chair of the Committee and the Executive Director shall be the returning officers for all elections. Either returning officer may act in the absence of the other. If neither returning officer is present at any time when an election is to be conducted, the President shall appoint the returning officer for such election.

2. Voting Procedure

- 2.1 All elections shall be conducted by secret ballot, as directed by the President, either (a) in person or by proxy by those voting at a meeting of the Council, or (b) in the event of the election of Officers and Other BIC Officers, the latter being the BIC Officers-at-Large and such BIC Vice-Chair as is not an Officer of the Association, by electronic ballot solicitation of the Council unless there is only one validly nominated candidate for a position, in which case that candidate shall be declared elected to that position.
- 2.2 Secret ballots in person or by proxy shall be conducted in such manner as the returning officer(s) may determine from time to time.
- 2.3 Where there are more than two (2) candidates for an office, a candidate who has received more than fifty percent (50%) of the votes cast (including abstaining and invalid votes) shall be deemed elected. If no candidate receives such majority of votes there shall be a second round of elections between the two (2) candidates having received the highest number of votes.

- 2.4 Any second round of elections shall be conducted by secret ballot in the same manner in which the first round of elections took place in accordance with Section 2.1 hereof.

3. Electronic Ballot Solicitations

- 3.1 Notice of all offices and all candidates to be voted on and of the manner in and the time period during which votes can be cast by electronic ballot solicitation shall be transmitted not less than fortyfive (45) calendar days before the first day of the time period during which votes can be so cast to all Councillors and to all Member Organisations in accordance with Article 4.21 of the IBA Constitution.
- 3.2 The voting through electronic ballot solicitation shall be held open for at least 30 calendar days and shall remain open as a minimum until and including 24:00 o'clock London time of the 30th day immediately following the last day of the mid-year Council meeting following the Annual Council Meeting referred to in Part A Section 3.1.
- 3.3 In the event that the first round of elections takes place by electronic ballot solicitation and no candidate is elected in such first round in accordance with Section 2.3 hereof, the retiring officer shall announce the results of the first round of elections within ten (10) days from the expiry of the thirty (30) calendar days period pursuant to Section 3.2 hereof. whereupon notice of the second round of voting shall be given in accordance with Section 3.1 hereof, provided however that a minimum of fifteen (15) day notice period shall apply instead of the minimum forty five (45) day notice period. Further, the second round of voting shall be required to remain open for a minimum of fifteen (15) calendar days only.
- 3.4 There shall be no voting by proxy in the event of elections of Officers or Other BIC Officers through electronic ballot solicitation.

4. Sequence

- 4.1 Where, at any election in person or by proxy, two or more positions are to be filled at any one time, the election of Officers shall take place before any other elections due to take place at the same meeting.

4.2 In the event of an election in person or by proxy the election for each office is to be held and declared in order of seniority of office.

5. Scrutineers

5.1 In the event of an election in person or by proxy any candidate for election may appoint another person to be his or her scrutineer for the purpose of observing the counting of votes for election to the position for which the candidate is standing.

5.2 Scrutineers shall not disclose to any person the way in which any particular Member voted in person or by proxy, but may disclose to the candidate the aggregate voting statistics for the position and such other voting information, as he or she may deem reasonably necessary and appropriate. The same shall apply *mutatis mutandis* to elections by way of electronic ballot solicitation.

6. Election Results

6.1 The Secretary General shall arrange for the posting of the results of each election on the Association's website no later than thirty (30) days following the election.

7. Miscellaneous

7.1 Any notice or other communication required by these by-laws and rules to be in writing may be communicated by facsimile or e-mail transmission.

7.2 No election and no part of the election or nominations process shall be invalidated by reason of inadvertent non-compliance with any of the provisions of these by-laws and rules.