

**Bylaws
of the
Bar Issues Commission
of the
International Bar Association**

(“BIC Bylaws”)

Article 1
Bylaws

The Bar Issues Commission (“BIC”) of the International Bar Association (the “Association”) shall operate subject to and in accordance with the following Bylaws.

The role of BIC is to pursue the objects stated herein for and on behalf of the Association. BIC shall be independent subject only to:

- 1.1 the supervision of the Association Council and the Management Board in relation to policy issues;
- 1.2 the obligation to keep the Management Board and Council of the Association informed of its deliberations; and
- 1.3 submitting its business plan annually to and having its budget set by the Officers of BIC subject to ratification by the Management Board.

Article 2
Objectives

- 2.1 The objectives of BIC are to:
 - 2.1.1 provide a forum for Member Organisations of the Association (“Member Organisations”) to discuss among themselves issues of common interest;
 - 2.1.2 present programmes and showcases at Annual Conferences on issues of particular interest to Member Organisations; and
 - 2.1.3 provide advice to the Association Council, through its Policy Committee, and its Officers on issues of relevance to Member Organisations.
 - 2.1.4 promote, protect and enforce the role of an independent legal profession (lawyers and bars).
 - 2.1.5 acquire and disseminate the information concerning issues relating to the role of an independent legal profession.
 - 2.1.6 participate in and support the objects of and efforts undertaken by the different parts of the Public and Professional Interest Division (PPID).

- 2.2 In pursuing these objects BIC shall act in accordance with these Bylaws and subject at all times to the direction of the Association Council.
- 2.3 In pursuing these objects BIC 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 Member Organisations.

Article 3
Officers and Committees

3.1 Officers

- 3.1.1 The principal Officers of the BIC shall be the Chair and two Vice- Chairs (the “Principal BIC Officers”) Each of the Principal BIC Officers shall hold office for a term of two years beginning on 1 January of each odd-numbered year. No person may be eligible for immediate re-election as Chair. For the positions of Vice-Chair, an individual may stand for re-election for one subsequent two year term and will thereafter not be eligible for immediate re-election to the same office unless in exceptional circumstances a Council meeting shall otherwise decide.
- 3.1.2 In addition to the Principal BIC Officers, the BIC shall have a minimum of two and a maximum of seven additional officers (each, an “Officer”, and, collectively with the Principal BIC Officers, the “Officers” Any additional Officer shall hold office as well for a term of two years beginning on 1 January of each odd-numbered year. The Chair shall, after consultation with the other officers of the BIC, appoint an Officer of the BIC to act as Secretary-Treasurer.
- 3.1.3 Subject to
 - 3.1.3.1 any restrictions which the Council of the Association may from time to time impose; and
 - 3.1.3.2 these Bylaws, the Officers shall have general supervision and control of the affairs of BIC. The moneys allocated to BIC shall be expended only in accordance with the budget authorised by the Management Board. Between General Meetings, the Officers shall manage the affairs of BIC.
- 3.1.4 Only serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation, or a person nominated by a Full Member Organisation or a Sustaining Member Organisation, can serve as Officers.

3.2 Duties of Officers

- 3.2.1 The Chair shall be the senior officer of BIC and shall:
 - 3.2.1.1 preside at General Meetings of BIC and meetings of its Officers and Committee officers;
 - 3.2.1.2 supervise and co-ordinate all the activities of BIC;

- 3.2.1.3 consult regularly with and give appropriate consideration to the advice of the Committee Officers;
- 3.2.1.4 keep the Association Council, the Association President, and the Management Board informed of the activities of BIC;
- 3.2.2 The Vice-Chairs shall:
 - 3.2.2.1 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;
 - 3.2.2.2 assist the Chair as requested in supervising and co-ordinating the activities of BIC
- 3.2.3 The Secretary/Treasurer shall:
 - 3.2.3.1 give notice of meetings;
 - 3.2.3.2 keep minutes of meetings;
 - 3.2.3.3 maintain records of the membership of BIC;
 - 3.2.3.4 issue such notices as may be required or directed;
 - 3.2.3.5 receive, record and respond to communications to BIC;
 - 3.2.3.6 report to the Chair and General Meetings as required or directed;
 - 3.2.3.7 send all policy papers, recommendations and draft resolutions of the Policy Committee to the Association Council and the Management Board;
 - 3.2.3.8 report to the Association Council and the Management Board all resolutions of BIC in General Meetings.
 - 3.2.3.9 prepare the BIC budget for the approval of the Management Board, superintend the finances of BIC and liaise with and report to the Association Treasurer on all financial matters and present reports to the other Officers, General Meeting of BIC and the Management Board on all financial matters;
 - 3.2.3.10 report to the Chair as required or directed.

3.3 **Policy Committee**

- 3.3.1 There shall be a Policy Committee consisting of up to 20 members of BIC appointed by the Chair after consultation with the other Officers of the BIC.
- 3.3.2 The Principal BIC Officers shall be ex-officio members of the Policy Committee.
- 3.3.3 Geographical and jurisdictional representations are significant factors to be taken into account in appointing members of the Policy Committee.
- 3.3.4 The Policy Committee shall determine its own Chair.

- 3.3.5 Only serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation, or a person nominated by a Full Member Organisation or a Sustaining Member Organisation, can serve as members of the Policy Committee. The Chair after consultation with the other Officers of the BIC can appoint up to three experts to become members of the Policy Committee without the above qualification.
- 3.3.6 Policy recommendations or resolutions proposed by the BIC to the Association Council may only be made with the agreement of the Policy Committee.
- 3.3.7 The Policy Committee may restrict participation in its work to serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation or persons nominated by Full or Sustaining Member Organisations to participate in the work of BIC. Other members of BIC may attend as observers.

3.4 Committees

- 3.4.1 The Chair, after consultation with the other Officers and such other persons as he or she considers appropriate, may establish such other committees as he or she deems appropriate for the efficient organisation and the conduct of BIC's business. Committee Officers shall be appointed by the Chair after due consultation with the other Officers and shall hold office for not more than 4 years. The duties of Committee Officers shall be as directed by the Chair of BIC. Committee Chairs shall report to the Chair of BIC at least once annually as and when required by the Chair upon the activities of their committees for the previous 12 months and shall in any event keep the Chair informed of their Committee's meetings and proceedings as they occur.
- 3.4.2 The Chair, after consultation with the other Officers, may constitute working groups and sub-groups to address specific issues which he or she may wish to have considered, consisting of members of BIC, serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation, persons nominated by Full or Sustaining Member Organisations to participate in the work of such working groups and sub-groups or experts, as he or she thinks fit.
- 3.4.3 The Chair shall notify the Management Board in writing of the intention to: (a) form a new Committee and its proposed scope of activities; or (b) change the name of an existing Committee. If the Management Board notifies the Chair, 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 Chair shall not form such new Committee or change the name of the existing Committee.

3.5 Election of Officers

- 3.5.1 The Principal BIC Officers shall be nominated and elected in accordance with the IBA Bylaws governing the Constitution and procedure of the Nominations Committee and Rules of Procedure for the Election of IBA Officers and other BIC Officers from time to time. A minimum of four (4) years as a BIC Officer is required in order to serve as a Vice-Chair. In order to serve as BIC Chair, the candidate must have served as a BIC Vice-Chair.

- 3.5.2 The BIC Chair shall, as promptly as possible after taking office, appoint: (i) five persons to form the BIC Nominations Committee; and (ii) two persons to be Members of the Association's Nominations Committee, such appointments to be reported to and ratified by the BIC Officers at its next meeting.
- 3.5.3 The BIC Nominations Committee shall, at the meeting of the Council held at the annual conference of the Association in the year preceding the year in which an election will occur ("Annual Council Meeting"), submit to the IBA Office, the names of such persons as it proposes for election to fill whatever vacancies shall arise among Officers-at-Large of the BIC as of the second January 1, following the above Annual Council Meeting. These will be subsequently voted on as set out in Part B of the IBA Bylaws governing the Constitution and procedure of the Nominations Committee and Rules of Procedure for the Election of IBA Officers and other BIC Officers.
- 3.5.4 If the number of persons proposed for election as BIC Officers-at-Large shall not exceed the number of vacancies, they shall be declared by the President of the relevant Annual Council Meeting to have been elected.
- 3.5.5 If the Chair is unable to serve due to incapacity or death, or resigns by giving notice to the Association President that he or she is unable or unwilling to continue in office until the end of his or her term, then the Association President, in consultation with the remaining Principal Officers of BIC and the Management Board, may appoint another Principal Officer to act as Chair until the conclusion of the term. Such person shall be eligible for election for the subsequent term.
- 3.5.6 If an Officer (other than the Chair) is unable to serve due to incapacity or death, or resigns by giving notice to the Association President that he or she is unable or unwilling to continue in office until the end of his or her term, then the Association President, in consultation with the Chair of BIC and the Management Board, may appoint a person eligible in accordance with Article 3.1.3 to act as such Officer until the conclusion of the term. Such person shall be eligible for election for the subsequent term.

Article 4 **Members**

4.1 Eligibility

- 4.1.1 Each Member Organisation which has paid its subscription to the Association for the current year may, in writing or by completion of the BIC Annual Membership Form, appoint up to three Members of BIC free of charge, remove any person so appointed and appoint another in his or her place. Such Members are encouraged to be, but are not required to be, individual Members of the Association and will receive Association member benefits. Member Organisations are encouraged, but not required, to ensure
- 4.1.1.1 suitable continuity in those persons whom they appoint to represent them on BIC; and
- 4.1.1.2 that those persons have relevant experience with the Member Organisation.

Any such Member of BIC appointed by a Member Organisation shall cease to be a Member of BIC if the appointing Member Organisation ceases to be a Member of the

Association or fails to pay its subscription to the Association 7 days prior to the mid year Council meeting in that year.

- 4.1.2 Any individual Member of the Association may become a Member of the BIC upon payment of the annual dues prescribed from time to time by the BIC Officers in consultation with the Association Treasurer with the consent of the Management Board. Any such Member who resigns or otherwise ceases to be an individual Member of the Association shall cease to be a Member of BIC.

4.2 **Entitlements**

- 4.2.1 Membership of BIC shall carry with it the right to attend and participate in General Meetings of BIC, to be kept informed of the activities of BIC, to receive publications of BIC and, subject to Article 4.2.2, to participate in activities and programmes organised by BIC.
- 4.2.2 The Officers may arrange meetings or discussions in which participation is restricted to serving Members of the Governing Body of a Member Organisation and to persons appointed to participate by a Member Organisation.

Article 5 **Meetings**

5.1 **General Meetings**

- 5.1.1 A General Meeting of BIC shall be held in conjunction with each annual conference of the Association.
- 5.1.2 The principal purpose of the General Meeting is for the Officers to report to members on the work of BIC and the Policy Committee, but the agenda may include such other business as the Officers consider appropriate.

5.2 **Other Meetings**

The Officers shall arrange a programme of meetings and social events on the occasion of Annual Conferences and Council meetings of the Association.

Article 6 **Miscellaneous**

6.1 **Salaries and Expenses**

No salary or other emolument shall be paid to any Officer or committee officer of BIC. The BIC's Secretary-Treasurer may authorise reimbursement of personal or administrative expenses incurred by any such person in carrying out the business of BIC, subject to any guidelines or requirements established by the BIC Officers approved by the Management Board.

6.2 **Representation**

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

6.3 **Amendments of these Bylaws**

6.3.1 Amendment by the Council of the Association

These Bylaws may be amended at any time by resolution of the Association's Council, with the consent of the Officers of BIC.

6.3.2 Amendment by BIC

These By-laws may be amended at any time by the Officers of BIC provided that such amendment

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

6.3.2.2 is ratified by the Management Board.

6.4 **Effective Date**

These Bylaws shall come into force on 1 January 2017.