

# **By-Laws for the Section on Energy, Environment, Natural Resources and Infrastructure Law**



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Natural Resources and Infrastructure Law**

**Article I - By-Laws and Definitions**

The Section on Energy, Environment, Natural Resources and Infrastructure Law (formerly the Section on Energy & Natural Resources Law, which was created within the International Bar Association on 17th October 1982) is a Section of the Legal Practice Division and shall exist and carry on its activities subject to these By-Laws.

When used herein, the following expressions shall have the following meanings:

Section or SEERIL	Section on Energy, Environment, Natural Resources and Infrastructure Law
Association or IBA	International Bar Association
LPD	Legal Practice Division of the Association
JERL	Journal of Energy and Natural Resources Law
General Meeting	Any General Meeting of the members of the Section
Biennial General Meeting	The General Meeting held in each evenly-numbered year

**Article II - Objects**

The objects of the Section are to promote an interchange of information and views and to advance knowledge among individual members of the Association and others as to laws, practices and procedures affecting all activities concerning energy, the environment, natural resources and infrastructure projects throughout the world; to facilitate communication among its members; to provide the opportunity to all its members to be active in the Section through its Committees and other groupings; and to undertake such related projects as may be approved from time to time by the Section Council.

### **Article III – Membership**

#### **1. *Eligibility***

Any individual member of the Association who has elected to join one or more of the Committees of the Section shall be a member of the Section.

### **Article IV - Officers and Administration**

#### **1. *Officers***

- (a) The Officers of the Section shall be a Chair, a Vice-Chair and a Secretary.
- (b) Each of the Officers shall hold office for a term of two years beginning on January 1 next following the Biennial General Meeting at which he or she was elected. An Officer leaving office shall not be eligible for immediate re-election to the same office unless in exceptional circumstances a Biennial General Meeting shall otherwise decide.

#### **2. *Elections***

- a. At least sixty clear days before the anticipated date of each Biennial General Meeting of the Section, the Section Council shall submit the names of the persons it proposes for election as Officers at such Biennial General Meeting to the Section Secretary. If any person so proposed shall at any time prior to the meeting inform the Section Council that he or she will be unable or is unwilling to serve, the Section Council shall, prior to the General Meeting, submit to the Section Secretary the name of another person proposed for election.
- b. Members of the Section may also propose candidates for election as Officers. Any such proposal shall:
  - (i) be delivered to the Secretary at least 30 clear days before the anticipated date of the Biennial General Meeting;
  - (ii) clearly identify the candidate proposed and the office for which he or she is being proposed; and
  - (iii) be countersigned by at least 25 members of the Section, of whom no more than ten shall be from the same country and no more than ten shall be members of the same Committee.

- c Unless the Section Council in special circumstances otherwise decides, no person shall be eligible to be proposed as an Officer unless such person shall previously have served as a member of the Section Council.
- d If there shall not be more than one person proposed for any office, such person shall be declared by the Chair of the Biennial General Meeting to have been elected.
- e Unless a majority of the members present shall otherwise decide, all elections shall be by a show of hands of all members present.
- f The Section Council may appoint a person qualified under (c) above to fill any casual vacancy occurring among the Officers for the balance of the unexpired term for which the former Officer had been elected, and any person so appointed shall be eligible for election as an Officer (in the same or a different Officer position) for a further term.

### 3. *Duties of the Officers*

The duties of the Officers shall be as follows:

- (a) The Section Chair shall be the chief executive officer of the Section and shall
  - (i) preside at General Meetings and at meetings of the Section Council;
  - (ii) appoint the Chairs of the Committees of the Section pursuant to Article VI Section 3;
  - (iii) approve and confirm the appointment of Officers of the Committees of the Section pursuant to Article VI Section 4;
  - (iv) superintend all activities of the Section, subject to the advice and approval of the Section Council;
  - (v) keep the Officers of the Association and of the LPD advised of the activities and plans of the Section;
  - (vi) represent the Section on the Council of the LPD; and
  - (vii) perform such further duties and have such further powers as usually pertain to the Section Chair as the chief executive officer of the Section.
- (b) The Section Vice-Chair shall

- (i) perform the duties of the Section Chair if the Section Chair shall so request or if the Section Chair shall be unable to act or shall not be available; and
  - (ii) aid the Section Chair in the discharge of the Section Chair's responsibilities in such manner and to such extent as the Section Chair may request.
- (c) The Section Secretary shall
- (i) assist the other Officers in such manner and to such extent as they may request;
  - (ii) receive the names of persons proposed for election under Article IV Section 2(a) or 2(b) above and under Article V Section 3(a) and (b) and any notices of motion under Article VII Section 4;
  - (iii) give notice to all members of the Section of:
    - (aa) General Meetings
    - (bb) any proposals received pursuant to Article IV Section 2(b) or Article V Section 3(b)
    - (cc) any notices of motion under Article VII Section 4;
  - (iv) give notice to all members of the Section Council of meetings of the Section Council and keep minutes of all such meetings;
  - (v) deposit such minutes with the Executive Director of the Association;
  - (vi) supervise the arrangements for any written ballot under Section 2(e) above or under Article V Section 3(e); and
  - (vii) supervise any budget allocated to the Section and its Committees.

5. ***Removal***

Any Officer of the Section may be removed from office by the Section Council if that Officer:

- (a) is declared bankrupt by a competent authority in the place of the Officer's domicile;

- (b) is declared incapable of handling his or her own affairs by reason of insanity or infirmity by a competent authority in the place of the Officer's domicile;
- (c) ceases for any reason to be a member of the Association or the Section; or
- (d) commits an act of serious misconduct, which shall include, but not be limited to, misuse of Association funds; or
- (e) repeatedly fails to discharge his duties in a timely manner.

If the Section Chair reasonably considers that the circumstances require it, the Section Chair may remove an Officer without the approval of the Section Council but shall obtain the approval of the Section Council for such removal as soon as possible. In any vote of the Section Council regarding the removal of an Officer, that Officer shall not be entitled to exercise his or her vote.

**Article V - Section Council**

1. ***Constitution***

There shall be a Section Council which shall consist of

- (a) the Officers of the Section;
- (b) the most recent former Chair of the Section;
- (c) the Chair of each Committee of the Section and, if a Committee has more than one Chair, one Co-Chair only as notified to the Secretary by a representative of the Committee or, failing such notification, as determined by the Section Chair;
- (d) up to four elected members ("elected members");
- (e) any co-opted members, not exceeding four; and
- (f) the Chair of the Section's Academic Advisory Group.

2. ***Elected Members***

An elected member shall hold office for a term of two years beginning on January 1 next following the Biennial General Meeting at which he or she was elected. He or she shall be eligible for

re-election for a further term of two years, but may not serve as an elected member of the Council for more than four years.

### 3. *Elections*

- (a) The Section Officers shall confer amongst themselves as to the persons who they wish to propose to the Section Council as suitable candidates for election as elected members. The Section Chair shall communicate the names of the persons concerned to the Section Council which shall, at least sixty clear days before the anticipated date of the next Biennial General Meeting submit to the Section Secretary the names of the persons it proposes to be submitted for election as elected members at such meeting in place of those retiring. If any person so proposed shall at any time prior to the meeting inform the Section Secretary that he or she will be unable or is unwilling to serve, the Section Council shall prior to the General Meeting submit to the Secretary the name of another person proposed for election.
- (b) Members of the Section may also propose candidates for election. Any such proposal shall:
  - (i) be delivered to the Secretary at least 30 clear days before the anticipated date of the Biennial General Meeting;
  - (ii) clearly identify the candidate proposed; and
  - (iii) be countersigned by at least 25 members of the Section, of whom no more than ten shall be from the same country and no more than ten shall be members of the same Committee.
- (c) No person shall be eligible to be proposed as an elected member who is not a member of the Section.
- (d) If the number of persons proposed for election shall not exceed the number of vacancies, they shall be declared by the chair of the meeting to have been elected.
- (e) Unless a majority of the members present shall otherwise decide, all elections shall be by a show of hands of all members present.
- (f) The Section Council may appoint a member of the Section to fill any casual vacancy occurring among the elected members. Any person so appointed shall hold office until 31<sup>st</sup> December following the next Biennial General Meeting and shall be eligible for election for a further term of two years and shall thereafter, notwithstanding Section 2 above, be eligible for re-election for a second full term of two years.

#### 4. *Co-opted Members*

Any member of the Section may be appointed as a co-opted member of the Council by the Section Council for a period not exceeding two years to expire on 31<sup>st</sup> December of the year of the next Biennial General Meeting following the appointment, provided that there shall not at any one time be more than four such members. Any co-opted member of the Section Council may be re-appointed for one further period not exceeding two years by the Section Council. Geographical and gender representation on the Section Council shall be factors to be considered by the Section Council as regards appointing any member of the Section as a co-opted Council member.

#### 5. *Councillors Emeriti*

Each former Chair of the Section or of the former Section on Energy and Natural Resources Law or of the former Committee on Energy and Natural Resources of the former Section on Business Law shall be a Councillor Emeritus of the Section for as long as such person remains a member of the Association. Each Councillor Emeritus shall, if he or she shall so request, be entitled to receive notices and minutes of meetings of the Section Council and any other communications addressed to the Section Council and to attend and speak at meetings of the Section Council, but shall not be entitled to vote at such meetings.

#### 6. *Removal*

Any member of the Section Council may be removed from office by the Section Council if that member:

- (a) is declared bankrupt by a competent authority in the place of the member's domicile;
- (b) is declared incapable of handling his or her own affairs by reason of insanity or infirmity by a competent authority in the place of the member's domicile;
- (c) ceases for any reason to be a member of the Association or the Section;
- (d) commits an act of serious misconduct, which shall include, but not be limited to, misuse of Association funds; or
- (e) repeatedly fails to discharge his or her duties in a timely manner.

If the Section Chair reasonably considers that the circumstances require it, the Section Chair may remove a member without the approval of the Section Council, but shall seek the approval of the



Section Council for such removal as soon as possible. In any vote of the Section Council regarding the removal of a member, that member shall not be entitled to exercise his or her vote.

7. *Duties*

Subject to:

- (a) any restrictions which the Council of the LPD may from time to time impose;
- (b) any decisions duly taken at General Meetings of the Section; and
- (c) these By-Laws

the Section Council shall have general supervision and control of the affairs of the Section.

8. *Journal Board of JERL*

The Section Council shall be responsible for the general supervision, policy, and financial management of JERL through the Journal Board. The Journal Board shall consist of:

- (a) the Editor(s) of JERL;
- (b) one officer of the Section appointed by the Section Chair, to be Chairperson of the Board (with a casting vote in the event of a tied Journal Board resolution);
- (c) one non-officer member of the Section Council appointed by the Section Chair;
- (d) the Chair of the Academic Advisory Group, or another member of the Academic Advisory Group appointed by its Chair; and
- (e) the IBA Managing Editor.

Within its general supervisory policy and management powers, and recognizing the editorial independence of the Editors, the Journal Board shall provide general guidance and guidelines to the Editors and to the IBA on the following matters:

- (i) the format of JERL, the types of content of JERL, such as articles, reviews, current intelligence and developments, bibliography, and the affairs of the Section and any other relevant body;

- (ii) the general balance between national and international material; and
- (iii) the role of the Journal in meeting the standards of a professional and scholarly journal for practitioners and academic lawyers while at the same time serving the needs of the membership of the Section.

9. ***Meetings***

The Section Council shall meet at or about the time of each Biennial General Meeting. It may, in addition, meet at any other time and place on the requisition of the Section Chair or a majority of its members. The quorum for a meeting of the Section Council shall be one third of the members present in person or by telephone.

10. ***Chair of Meetings***

If, at any meeting of the Section Council, the Section Chair is not present, the next most senior Officer who is present shall chair the meeting. If none of the Officers be present, the Section Council shall elect a chair of the meeting from its number.

11. ***Voting at Meetings***

All decisions of the Section Council shall be by majority vote of all members who are either present in person or by telephone and voting or, being absent, shall have communicated to the Secretary their votes in writing or by email on such proposition. In case of equality of votes, the chair of the meeting shall have a second or casting vote.

12. ***Voting in Writing***

The Section Chair may, and if so requested by any member of the Section Council shall, direct that a matter be submitted to the members of the Section Council for voting in writing or by email within a stated time limit. The majority of the votes received in response from the members of the Section Council shall constitute a decision of the Section Council. In case of equality of such votes, the Section Chair shall have a second or casting vote.

13. *General Authority*

The Section Council may act on behalf of the Section with respect to all matters relevant to the Section during intervals between Section General Meetings.

**ARTICLE VI - Committees of the Section**

1. *Constitution of Committees*

With a view to the participation of the members of the Section in the subjects in which they may be expert or in which they may be interested, there shall be constituted such Committees of the Section as the Section Council shall approve.

2. *Participation of Members*

The members of the Section may elect to join such Committee or Committees as they may wish.

3. *Chairs of Committees*

(a) *Appointment.* Each Committee shall have a Chair or, where felt desirable, two Co-Chairs, who shall be appointed by the incoming Section Chair having regard to LPD policy and after consultation with the LPD Chair and with such other persons as he or she thinks fit and, in particular, after taking into account the views of the other Section Officers and the immediate past Chair(s) and Vice-Chair(s) (if any) of the Committee concerned.

(b) *Term of Office.* Each Committee Chair shall hold office for a term of two years beginning on January 1 following his or her appointment. Committee Chairs may not be re-appointed.

(c) *Removal.* The Section Chair may remove any Chair of a Committee pursuant to Article V Section 6.

4. *Vice-Chairs and Other Officers of Committees*

Each Committee Chair may, having regard to LPD and Section policy and after consultation with and subject to the approval of the Section Chair (who will consult with the LPD Chair), appoint one or more Vice-Chairs and such other Officers as may seem necessary or appropriate.

5. *Meetings of Committees and Committee Officers*

Each Committee shall, whenever possible, meet (and, separately if required, the Committee Officers shall also meet) at the time of each Biennial General Meeting and may meet at any other time upon the request of its Chair but not so as to involve the Section in any expenditure unless previously authorised by the Section Chair or, if he or she shall not be available, by the Vice-Chair.

6. *Reports of Committees*

At each meeting of the Section Council and at such other times as the Section Chair may require, each Committee Chair shall make a report to the Section Chair of the proceedings of the Committee.

7. *Committees Not to Represent the Association, the LPD or the Section*

The Committees of the Section shall not take any action in the name of, or purporting to represent, the Association, the LPD or the Section without the prior approval of the Management Board of the Association or the Council of the LPD or the Section, as the case may be.

**Article VII - General Meetings of the Section**

1. *Biennial General Meetings*

A General Meeting shall be held biennially to elect Officers and Section Council members in accordance with the procedures set out in Articles IV and V above and to consider such other business as may be presented or arise.

2. *Additional General Meetings*

Additional General Meetings to be held at other times may be called by the Section Council.

3. *Notice of Meetings*

Notice shall be given to the members by the Secretary of every Biennial and additional General Meeting stating the date and place of the meeting and any matters to be considered by the meeting including notices of motion and, in the case of Biennial General Meetings, the names of those proposed for election as Officers and as members of the Section Council. Such notices shall be sufficient if published in any journal of the Association distributed to the entire membership of the

Section or in the papers relating to the Biennial Conference or other occasion on which the meeting is to be held or by email provided that such notice is given not less than twenty clear days before the General Meeting.

4. ***Business at Meetings other than Elections***

No matter shall be capable of being put to a vote at a General Meeting unless included in the notice convening the meeting (or in any addendum thereto of which not less than ten clear days' notice shall also have been given to all members of the Section). Such matters shall comprise either (i) those approved by the Section Council or (ii) those contained in a notice of motion to the Secretary signed by at least twenty-five members of the Section, of whom no more than ten shall be from the same country and no more than ten shall be members of the same Committee, to be received by the Secretary at least twenty clear days before the anticipated date of such meeting.

5. ***Quorum***

The members of the Section present at any General Meeting shall constitute a quorum for the transaction of business and the vote of a majority of those present shall constitute a decision of the Section.

6. ***Chair of the Meeting***

If at any General Meeting neither the Section Chair nor other Officer shall be present, the members of the Section Council present shall appoint a chair from among their number.

7. ***Section Not to Represent the Association or the LPD***

The Section shall not take any action in the name of or purporting to represent the Association or the LPD without the prior authority or specific approval of the Management Board of the Association or the Council of the LPD, as the case may be.

8. ***Voting***

The Section Council may direct that a matter be submitted to the members of the Section for voting in writing or by email within a stated time limit. The votes of a majority of the members so voting shall constitute a decision of the Section.

9. *Right to Vote*

The records of the Executive Director of the Association shall determine the persons who are members of the Section and, thereby, entitled to vote.

**Article VIII- Co-operation between the Section and the other Sections of the LPD**

In order to facilitate close co-operation

- (a) the Section shall provide assistance to the LPD and to other Sections and Committees of the LPD in connection with the programmes for Conferences, Committee meetings and Seminars; and
- (b) the Section shall deposit with the LPD copies of all minutes of Section General Meetings and Section Council meetings and of Section Conference and Seminar programmes.

**Article IX - Section Area and Country Groups**

1. *General Authority*

The Section may form Area Groups, subject to Section 4 below, with the objects of:

- (a) providing a local forum for the discussion of any aspect of the laws, practices and procedures relating to energy, environment, natural resources and infrastructure projects of particular interest to that area; and
- (b) enabling Section members in a particular area to meet and exchange information and views.

2. *Officers*

Each Area Group shall have a Chair, a Vice-Chair and a Secretary appointed by the Section Chair for a term not exceeding four years.

3. *Country Groups*

Members of the Section may form ad hoc country groups, subject to Section 4 below.

4. ***Area Groups Not to Represent the Section , the LPD or the Association***

Area Groups and country groups must act in accordance with By-Laws (if any) drawn up by such groups and approved by the Section Council. Area Groups and country groups shall not take any action in the name of, or purporting to, represent the Section, the LPD, or the Association without the prior authority or specific approval of the Section Council, the LPD Council or the Management Board of the Association, as the case may be.

**Article X - Section Academic Advisory Group**

1. ***General Authority***

The Section may create a Section Academic Advisory Group, comprising Section members and others knowledgeable in its fields of interest, with the objects of:

- (a) undertaking research projects; and
- (b) establishing and maintaining contacts with academics to provide speakers at Section Conferences and Seminars, and contributions for JERL.

2. ***Academic Advisory Group Not to Represent the Section, The LPD or the Association***

Such advisory group may only act in accordance with By-Laws approved by the Section Council and shall not take any action in the name of, or purporting to, represent the Section, the LPD or the Association without the prior authority or specific approval of the Section Council, the LPD Council or the Management Board of the Association as the case may be.

**Article XI – Miscellaneous**

1. ***Fiscal Year***

The fiscal year of the Section shall be the same as that of the Association.

2. ***Approval of Debts***

No expenditure in excess of £250 shall be incurred by the Section without the prior approval of the Section Chair or, if he shall not be available, of the Vice-Chair or the Secretary.

3. *Salaries and Expenses*

No salary or other emoluments shall be paid to any Officer of the Section, member of the Section Council or member of a Committee. The Section Chair or the Section Council may, however, authorise in accordance with any regulations or guidelines adopted by the Section, the LPD or the Association from time to time the reimbursement from Association funds of the travelling and hotel expenses, duplicating, mailing, telephone, fax or similar expenses incurred by any such person.

4. *Actions of the Section to be Reported to the LPD*

Any resolution adopted by or action taken on the authority of a meeting of the Section shall be reported by the Section Chair to the LPD.

**Article XII - Amendment of the By-Laws**

1. *Amendment by the Section Council*

These By-Laws may be amended at any time by resolution of the Section Council, provided that no such amendment shall be effective unless or until it shall have been or shall be approved by the Council of the LPD.

2. *Amendment by the Section*

These By-Laws may be amended at any General Meeting of the Section by a majority vote of the members present and voting, provided that no such amendment shall be effective unless it shall have been or shall be approved by the Section Council and the Council of the LPD.

*Adopted by SEERIL Council  
21 February 2008*

*Approved by LPD Council  
29 February 2008*