

**Bylaws
of the
Section on Public and Professional Interest
of the
International Bar Association**

Article 1
Bylaws

The Section on Public and Professional Interest (the “SPPI”) of the International Bar Association (the “Association”) shall exist and carry on its activities subject to these Bylaws:

The SPPI shall be independent subject only to:

- 1.1 the supervision of the Management Board and the Council of the Association;
- 1.2 the obligation to keep the Management Board and Council of the Association informed of its activities; and
- 1.3 submitting its business plan annually to and having its budget set by the Officers of the SPPI, subject to ratification by the Management Board.

Article 2
Objectives

The objectives of the SPPI are to promote an interchange of information and views among its Members about the public and professional interest activities of the legal profession throughout the world; to support and promote those activities; to facilitate communication among its Members and 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 SPPI’s Council.

Article 3
Membership

3.1 Eligibility

Every individual Member (“Member”) of the Association shall, upon compliance with such conditions (if any) as may be laid down by the SPPI Council in conjunction with the Management Board of the Association, be a Member of the SPPI.

3.2 Dues

Each Member of the SPPI shall be entitled to be a Member of one Committee of the SPPI, unless the Management Board shall otherwise decide. Any Member wishing to join additional Committees shall pay such further dues as shall be fixed from time to time by the SPPI Council in conjunction with the Management Board.

3.3 Cessation of membership

Any Member who resigns or otherwise ceases to be a Member of the Association shall cease to be a Member of the SPPI.

Article 4 **Officers and Administration**

4.1 Officers

4.1.1 The principal Officers of the SPPI shall be a Chair and a Secretary-Treasurer (the “Principal Officers”) who shall be members of the SPPI’s Council.

4.1.2 The SPPI may also have a maximum of three additional Officers, all of whom shall be current Chairs or Co-Chairs of a SPPI Committee, as the SPPI’s Council may deem necessary.

4.1.3 Each of the Principal Officers shall hold office for a term of two years beginning on 1 January of each odd-numbered year and shall not be eligible for re-election. Any additional Officer shall hold office as well for a term of two years beginning on 1 January of each odd-numbered year and shall not be eligible for immediate re-election to the same office unless in exceptional circumstances the SPPI’s Council shall otherwise decide.

4.2 Elections

4.2.1 The Chair and the Secretary-Treasurer of the SPPI shall be nominated and elected in accordance with the Rules and Procedures of the Association Nominations Committee from time to time governing the nomination and election of the Chair and the Secretary-Treasurer of SPPI.

4.2.2 The Chair or Co-Chairs of the Committees and Interest Groups (the “Committees”) that comprise the SPPI shall be named, pursuant to Article 6.3 prior to the Association’s Conference in each even-numbered year.

4.2.3 At such Conference, the then-existing Council shall elect by a majority vote the SPPI Chair and Secretary-Treasurer nominated by the Association Nominations Committee or, if the Nominating Committee proposes two or more candidates, by a majority vote in a written ballot, for the subsequent two years. The Council may elect, by majority vote in a written ballot, up to three additional officers for the subsequent two years from among the Chair or Co Chairs of a SPPI Committee who shall be serving for those two years. The Council shall also elect, by a majority vote in a written ballot, the six members of the Council for the subsequent two years other than the Principal Officers and the LPD representative. The Council shall have the ability to determine such other procedures as it deems necessary for the elections of the Chair, Secretary-Treasurer, any of the other additional Officers, if any, and the Council members.

4.2.4 If the Chair and or the Secretary-Treasurer are unable to serve due to incapacity or death, or resigns by giving notice to the SPPI Council that he or she is unable or unwilling to continue in office until the end of his or her term or is removed under any of the causes listed in Article 6.5 then the SPPI Council, in consultation with the remaining Officers of

the SPPI may appoint another Officer to act as Chair and or Secretary-Treasurer until the conclusion of the term. Such person shall be eligible for election for the subsequent term.

4.2.5 If an Officer (other than the Chair and Secretary-Treasurer) is unable to serve due to incapacity or death, or resigns by giving notice to the SPPI Council that he or she is unable or unwilling to continue in office until the end of his or her term, then the SPPI Council, in consultation with the Chair of the SPPI, may appoint a person eligible in accordance with Article 4.1.2 to act as such Officer until the conclusion of the term. Such person shall be eligible for election for the subsequent term.

4.2.6 The votes of the SPPI in the Association Council shall be cast by the Chair and the Secretary-Treasurer of the SPPI.

4.3 Administrative Assistance

The Executive Director of the Association and the Association's staff shall furnish administrative assistance to the SPPI and its Officers and Council.

4.4 Duties of the Officers

The duties of the Principal Officers shall be as follows:

4.4.1 The Chair shall be the Chief Executive Officer of the SPPI and shall:

4.4.1.1 preside at meetings of the SPPI's Council;

4.4.1.2 supervise the activities of the other Officers and superintend all activities of the SPPI subject to the advice of the SPPI's Council and the ability of the SPPI's Council to override any decision;

4.4.1.3 keep the Management Board, the SPPI's Council, the President and Council of the Association and the Chair of the Legal Practice Division periodically informed of the activities and plans of the SPPI;

4.4.1.4 consult the SPPI's Council before he or she casts, jointly with the SPPI Secretary-Treasurer, the SPPI's vote on the election of any Officer of the Association and/or on any other matter subject to vote at a Council Meeting of the Association;

4.4.1.5 serve as a Member of the Management Board of the Association jointly with the SPPI Secretary-Treasurer;

4.4.1.6 attend meetings of the Council of the Association or any other body at which the SPPI is to be represented or appoint another Officer or other person to represent the SPPI at such body; and

4.4.1.7 perform such further duties and have such further powers as usually pertain to the Chair as the Chief Executive Officer of the SPPI or as may be decided by the SPPI Council.

- 4.4.2 The Secretary-Treasurer shall:
- 4.4.2.1 assist the other Officers in such manner and to such extent as they may request;
 - 4.4.2.2 supervise the finances of the SPPI and make reports thereon to the other Officers, to the SPPI's Council, and to the Association Treasurer;
 - 4.4.2.3 give notice of the meetings of the SPPI's Council and be responsible for ensuring that minutes of all such meetings are kept;
 - 4.4.2.4 supervise the deposit of such minutes in the offices of the Association; and
 - 4.4.2.5 supervise the arrangements for any written ballot under Article 4.2.3 or Article 5.6.
 - 4.4.2.6 serve as a member of the Management Board of the Association.
- 4.4.3 In the performance of their duties, the Principal Officers may, subject to the approval of the Chair, delegate specific tasks to Members of the SPPI's Council and to any other Officers appointed by the SPPI's Council.

Article 5
SPPI Council

5.1 Constitution

There shall be a Council of the SPPI, which shall consist of the Principal Officers and up to seven other members. Three of the seven other members should be individual members of the IBA having a longstanding involvement and experience of senior positions in the Association; three of the seven other members shall be a current (for that two-year term) or immediate past Chair or Co Chairs of a SPPI committee (including any additional SPPI Officer elected by the SPPI Council pursuant to Article 4.2.3); and one of the seven other members shall be a representative of the Legal Practice Division (LPD).

5.2 Duties

Subject to (a) any restrictions which the Council of the Association or the Management Board may from time to time impose, and (b) these Bylaws, the SPPI's Council shall have general supervision and control of the affairs of the SPPI.

5.3 Meetings

- 5.3.1 The SPPI's Council shall meet at or about the time of each Conference of the Association and in the same city or place. The SPPI's Council shall hold, either in person or electronically, at least one other meeting each year.
- 5.3.2 It may, in addition, meet at any other time and place on the request of any of the SPPI's Principal Officers or of one-third of the Council's members.
- 5.3.3 The quorum for a meeting of the SPPI's Council shall be one-third of its members present in person or electronically.

5.4 Chair of meetings

If, at any meeting of the SPPI's Council, neither the Chair nor the Secretary-Treasurer be present, the Council shall elect a Chair of the meeting from among its members.

5.5 Voting at meetings

All decisions of the SPPI's 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.

5.6 Voting in writing

The Chair of the SPPI may, and, if so requested by one-third of the SPPI's 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.

5.7 General authority

The Principal Officers of the SPPI may act on all matters relevant to the SPPI during intervals between meetings of the SPPI's Council.

5.8 Representation

The Section may take any action in the name of the Section.

Article 6
Committees and Other Groupings

6.1 Constitution of Committees and Other Groupings

6.1.1 With a view to the participation of the Members of the SPPI in the subjects in which they may be expert or in which they may be interested, there shall be constituted such Committees and other groupings of the SPPI as the SPPI's Council shall approve..

6.1.2 Any changes to Committee names will be subject to approval by the SPPI's Council.

6.1.3 The SPPI's Council shall notify the Management Board in writing of its 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 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 SPPI's Council shall not form such new Committee or change the name of the existing Committee.

6.2 Participation of Members

The Members of the SPPI may elect to join such Committee or Committees as they may wish, subject to the provisions of Article 3.2.

6.3 Chairs or Co-Chairs of Committees

Each Committee shall have a Chair or two Co-Chairs, who shall be appointed by the SPPI Chair after consultation with the SPPI Council and with such other persons as he or she thinks fit and in particular after taking into account the views of the (Co-)Chair(s) and Vice-Chairs (if any) of the Committee concerned.

6.4 Vice-Chairs and other Officers of Committees

Each Committee (Co-)Chair may, after consultation with and approval of the SPPI Chair, appoint one or more Vice-Chairs and such other Officers of the Committees, as well as Officers of Sub-committees, as may seem necessary or appropriate.

6.5 Term of Office

Committee Officers shall hold office for a term of two years beginning on 1 January of each odd-numbered year. He or she shall not be eligible for immediate re-election to the same office, unless in exceptional circumstances the SPPI Council shall otherwise decide.

6.6 Removal of Officers and Council Members

Any Officer of the SPPI, any Member of the SPPI's Council and any Officer of a Committee may be removed from office by the SPPI's Council if that person:

- 6.6.1 is declared bankrupt by a competent authority in the place of his or her domicile;
- 6.6.2 is declared incapable of handling his or her own affairs by reason of insanity or infirmity by a competent authority in the place of his or her domicile;
- 6.6.3 ceases for any reason to be a Member of the Association or the SPPI;
- 6.6.4 commits an act of serious misconduct, which shall include, but not be limited to, misuse of the Association funds;
- 6.6.5 unreasonably fails to discharge his or her duties in a timely manner; or
- 6.6.6 fails to observe a direction of the Council or the Chair of the SPPI.

If the SPPI Chair reasonably considers that the circumstances require it, the SPPI Chair may, with the approval of the other SPPI Officers, remove any such person from office without the approval of the SPPI's Council but shall obtain the ratification of the SPPI's Council for such removal as soon as possible. In any vote of the SPPI's Council regarding the removal of such person, the person concerned, if a member of the SPPI's Council, shall not be entitled to exercise his or her vote.

6.7 Meetings of Committees

Each Committee shall, whenever possible, meet at the time of each Conference of the Association and may meet at any other time upon the request of its Chair but not so as to involve the Association or the SPPI in any expenditure unless previously authorised by the Chair of the SPPI or any person to whom he or she may delegate such tasks. Such authorisation shall be subject to the approval of the Association Treasurer.

6.8 Business Plan and Reports of Committees and Other Groupings

Each Chair of a Committee or other grouping shall present in writing annually to the Chair of the SPPI a business plan informing the Chair of the intended activities of the Committee in the next year, and reporting on the past year's activities with special emphasis on conferences, programmes, special projects and publications.

Article 7
Representation

The Section 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.

Article 8
Miscellaneous

8.1 Fiscal year

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

8.2 Salaries and expenses

No salary or other emoluments shall be paid to any Officer of the SPPI, member of the SPPI's Council or member of a Committee or other grouping of members of the Section. The SPPI's Secretary-Treasurer may, however, authorise the reimbursement of the travel and hotel expenses and duplicating, mailing, telephone and similar expenses incurred by any such person subject to the budget of the SPPI and the Committee.

8.3 Actions of the Section to be reported to the Association

Any resolution adopted by or action taken on the authority of a meeting of the SPPI Council shall be reported by the Chair of the SPPI to the Management Board, President and Council of the Association.

Committee Officers shall not take any action in the name of, or purporting to represent, the Committee or the Section without the prior authority or specific approval of the Section's Council.

Article 9
Transitional Provisions

9.1 Commencement

These Bylaws shall become effective on 1 January 2013. For the 2013-14 terms of Principal Officers, the persons nominated by the Association Nominations Committee as Chair and Vice Chair of the Public and Professional Interest Division shall serve, respectively, as Chair and Secretary-Treasurer of the SPPI.

9.2 Committee Officers

The persons nominated to act as Chairs of Co Chairs of Committees in the former PPID shall automatically fill such offices in the Committees of the SPPI.

9.3 Membership of Committees

Persons who were members of Committees in the former PPID shall automatically become members of the Committees with the same names in the SPPI unless they wish to resign such membership.

Article 10 **Amendment of the Bylaws**

10.1 Amendment by the Council of the Association

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

10.2 Amendment by the SPPI

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

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

10.2.2 is ratified by the Management Board.