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International Bar Association
Chancery House,
53-64 Chancery Lane
London WC2A 1QS United Kingdom
www.ibanet.org

CONSTITUTION OF THE INTERNATIONAL BAR ASSOCIATION

Article 1

Name and Purposes

1.1 The name of the corporation is the International Bar Association (**Association**).

1.2 Its purposes are:

1.2.1 to establish and maintain relations and exchanges among Individual Members (as defined hereinafter), bar associations, law societies and Legal Professionals (as defined hereinafter) throughout the world;

1.2.2 to assist such Individual Members (as defined hereinafter), associations, societies and Legal Professionals (as defined hereinafter) throughout the world to develop and improve the profession's organisation and status;

1.2.3 to assist Legal Professionals (as defined hereinafter) throughout the world, whether in the field of legal education or otherwise, to develop and improve their legal services to the public;

1.2.4 to assist Legal Professionals (as defined hereinafter) throughout the world to develop and improve the independence of the legal profession and the protection and advancement of the rule of law;

1.2.5 by common study of practical problems to promote uniformity and definition in appropriate fields of law;

1.2.6 to promote the administration of justice under the rule of law among the peoples of the world; and

1.2.7 to promote in the execution of these purposes the principles and aims of the United Nations in their legal aspects and to cooperate with, and promote coordination among, international juridical organisations having similar purposes.

1.3 In the pursuit of such purposes, the Association may take all action that it deems appropriate; it has the capacity to represent and stand and intervene in judicial, administrative, arbitral and other proceedings and it may authorize a Constituent (as defined hereinafter) to act on its behalf in a given proceeding. In the absence of such a specific authorization, the Constituents (as defined hereinafter) do not have the aforesaid capacity.

1.4 The Association is a non-political organisation and as such shall not entertain any matter which is political in character.

1.5 In the pursuit of its purposes, the Association is committed to promote fairness and mutual respect, as well as diversity, equality and inclusion, to eliminate discrimination and bias, and to support and promote the full and equal participation of all persons within the Association and its membership.

Article 2

Definitions and Interpretation

2.1 When used in this Constitution (as defined hereinafter) the following words and expressions have the following meanings:

2.1.1 '*Article*' means an article of this Constitution.

2.1.2 '*Assistant Treasurer*' has the meaning as set forth in Article 7.11.

2.1.3 '*Associate Organisation*' means an organisation of Legal Professionals which is neither a Law Firm nor a Member Organisation.

2.1.4 '*Association*' has the meaning as set forth in Article 1.1.

2.1.5 '*BIC*' has the meaning as set forth in Article 6.3.

2.1.6 '*Chair*' has the meaning as set forth in Article 4.20.

2.1.7 '*Complainant*' has the meaning set forth in Article 3.22.1.

2.1.8 '*Constituents*' means, collectively, the LPD, PPID, SPPI, BIC and HRI; and '*Constituent*' means any one of the Constituents, as applicable.

2.1.9 '*Constitution*' means this constitution of the Association.

2.1.10 '*Council*' has the meaning set forth in Article 4.1.

2.1.11 '*Councillor*' means a member of the Council.

2.1.12 '*Country*' means a territory:

2.1.12.1 which is defined by internationally recognised boundaries, within which a community is permanently established for a political end, independently of external control and usually constituting a nation;

2.1.12.2 or which, while lacking one or more of, but not all, the characteristics specified in Article 2.1.12.1, is:

(a) governed under one system of law by one supreme authority; or

(b) is, by reason of its history and tradition, generally regarded as a separate country.

2.1.13 '*Credentials Committee*' has the meaning set forth in Article 8.1.

2.1.14 '*Deputy Secretaries-General*' has the meaning as set forth in Article 7.12.

2.1.15 '*Division*' means a division of the Association, as defined in more detail in Article 6.1.

2.1.16 '*Executive Director*' means the executive director of the Association.

2.1.17 '*Federation*' means an organisation whose members principally comprise other organisations of Legal Professionals and includes but is not limited to any such organisation whose members include a National Organisation and/or regional organisation.

2.1.18 '*Full Member Organisation*' means a National Organisation which:

2.1.18.1 has been admitted as a Full Member Organisation pursuant to Articles 3.1, 3.3 and 3.10;

2.1.18.2 did not resign pursuant to Article 3.21; and

2.1.18.3 was not expelled pursuant to Article 3.22.1.

2.1.19 '*Group Member*' means a Law Firm which:

2.1.19.1 has been admitted as Group Member pursuant to Articles 3.13 and 3.14;

2.1.19.2 did not resign pursuant to Article 3.21; and

2.1.19.3 was not expelled pursuant to Article 3.22.2.

2.1.20 '*Honorary Life Member*' has the meaning set forth in Article 9.2.

2.1.21 '*Honorary Life President*' has the meaning set forth in Article 9.1.

2.1.22 '*Honorary Member*' has the meaning set forth in Article 9.5.

2.1.23 '*HRI*' has the meaning set forth in Article 6.3.

2.1.24 '*IBA Nominations and Election Bylaws*' means 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, as in force from time to time.

2.1.25 '*Individual Member*' means a Legal Professional who:

2.1.25.1 has been admitted as an Individual Member pursuant to Articles 3.13 and 3.14;

2.1.25.2 did not resign pursuant to Article 3.21; and

2.1.25.3 has not been expelled pursuant to Article 3.22.2.

2.1.26 '*Judges' Forum*' means a committee of the SPPI by that name comprised of at least four judges or former judges appointed from time to time in accordance with the bylaws of the SPPI.

2.1.27 '*Law Firm*' means any organization, association, partnership, corporation or grouping of Legal Professionals, which is created and does exist primarily but not necessarily exclusively for the purpose of exercising and conducting their profession.

2.1.28 '*Legal Professionals*' means practitioners of the law, including, but without limiting the generality of the foregoing, attorneys, counsellors, solicitors, barristers, advocates, members of the judiciary, professors of law and other persons versed in the law.

2.1.29 '*LPD*' has the meaning set forth in Article 6.1.

2.1.30 '*Management Board*' has the meaning set forth in Article 5.1.

2.1.31 '*Member*' means a Member Organisation or an Individual Member.

2.1.32 '*Member Organisation*' means a Full Member Organisation or a Sustaining Member Organisation.

2.1.33 '*National Organisation*' means:

2.1.33.1 any Federation; or

2.1.33.2 any other organisation of Legal Professionals or of a branch of the legal profession which is not a Law Firm;

co-extensive in territorial scope with any Country which can, in the opinion of the Council, reasonably claim to be substantially representative in that Country of the members of the profession or of the branch concerned, as the case may be.

2.1.34 '*Nominations Committee*' has the meaning set forth in Article 8.3.

2.1.35 '*N-PCL*' means the Not-for-Profit Corporation Law of the State of New York, as it may be amended.

2.1.36 '*Officer(s)*' has the meaning set forth in Article 7.1.

2.1.37 '*Other BIC Officers*' means those officers of the BIC, which are not Officers.

2.1.38 '*PPID*' has the meaning set forth in Article 6.1.

2.1.39 '*President*' has the meaning set forth in Article 7.7.

2.1.40 '*Professional Conduct Subcommittee*' has the meaning set forth in Article 3.22.2.

2.1.41 '*Professional Ethics Committee*' has the meaning set forth in Article 3.22.2.

2.1.42 '*Regional Fora Coordination Committee*' means a committee of the LPD by that name established in accordance with the bylaws of the LPD.

2.1.43 '*Regional Forum*' has the meaning set forth in Article 6.7.

2.1.44 '*Representative Councillor*' means a Councillor appointed as such from time to time by a Member Organisation pursuant to Article 4.3.5.

2.1.45 '*Reserved Matter*' means any of the following:

2.1.45.1 any decision relating principally to the finances of the Association other than matters affecting the dues payable by Member Organisations (the decision of the Chair of the meeting as to whether a matter does so relate being final and binding);

2.1.45.2 any decision relating to the establishment or the dissolution of a further Standing Committee pursuant to Articles 4.2.5 and 8.6; and

2.1.45.3 any resolution to amend this Article 2.1.45 or any of Articles 4.13.2 to 4.13.5 (inclusive), 5.4.1 to 5.4.3 (inclusive), 5.9, 5.10, 6, 7.1, 7.3, or to adopt or amend any bylaws governing a Division adopted pursuant to Article 11.

2.1.46 '*Secretary-General*' has the meaning set forth in Article 7.9.

2.1.47 '*SPPI*' has the meaning set forth in Article 6.3.

2.1.48 '*Standing Committee*' has the meaning set forth in Article 8.6.

2.1.49 '*Sustaining Member Organisation*' means an organisation of Legal Professionals which is not a Full Member Organisation and which is admitted as a Sustaining Member Organisation pursuant to Article 3.2.

2.1.50 '*Treasurer*' has the meaning set forth in Article 7.10.

2.1.51 '*Vice-President*' has the meaning set forth in Article 7.8.

2.2 In this Constitution:

2.2.1 words in the singular shall include the plural and vice versa;

2.2.2 words denoting any gender shall include all genders; and

2.2.3 the words and phrases '*other*', '*including*' and '*in particular*' shall not limit the generality of any preceding words or be construed as being limited to the same class as the preceding words where a wider construction is possible.

Article 3

Membership

Eligibility for Organisational Membership

3.1 Any National Organisation shall be eligible to become a Full Member Organisation.

3.2 Any Federation or other organisation of Legal Professionals which:

3.2.1 is not a National Organisation; or

3.2.2 although being a National Organisation, has been declined admission as a Full Member Organisation in terms of Article 3.8;

3.2.3 is not an Associate Organisation;

shall be eligible to become a Sustaining Member Organisation subject to written approval of all National Organisations, if any, in the Country concerned which are admitted as Full Member Organisations.

3.3 Any organisation which was admitted to full organisational membership prior to 1 September 1986 shall continue as a Full Member Organisation even if it is no longer a National Organisation.

3.4 Any Law Firm shall not be eligible to become a Member Organisation.

Admission as a Member Organisation

3.5 Any organisation wishing to apply for admission as a Member Organisation shall make application to the Association in writing accompanied by:

3.5.1 a copy of its constitution or other rules and a summary of the background, history and objectives of the applicant;

3.5.2 the names, addresses, telephone and e-mail addresses (if any) of its president, senior officer and other officers;

3.5.3 a certificate signed by an officer of the applicant stating the number of the applicant's own members; and

3.5.4 payment of the annual dues for the then current year.

3.6 The Council may require any additional information necessary to judge the qualifications of the applicant for membership.

3.7 As soon as practicable particulars of the application shall be furnished to all Full Member Organisations (if any) in the Country or Countries in which the applicant or (in the case of a Federation) any of its members are located and their views sought within a reasonable specified time limit as to the qualifications of the applicant with respect to membership.

3.8 Should there be, in the opinion of the Council, in any one Country more than one National Organisation with competing claims to represent in that Country the interests as a whole of the Legal Professionals or of the branch of the profession concerned, as the case may be, the Council may decline to admit to membership as a Full Member Organisation an applicant from that Country whose claim is, in the opinion of the Council, inferior to that of a competing organisation in that Country, whether or not the competing organisation has already been admitted as a Full Member Organisation.

3.9 Particulars of every such application (accompanied by a summary of any views expressed pursuant to the preceding paragraph) shall be provided to Councillors as part of the agenda for the meeting of the Council at which such application is to be considered. Where the application is for admission as a Full Member Organisation, the particulars shall include an opinion as to the eligibility of the applicant for such membership, such opinion to be given by the Credentials Committee.

3.10 An applicant shall be admitted to membership if such application is approved by the affirmative vote of not less than two-thirds of the votes cast by the Councillors entitled to vote and voting in person or by proxy at a meeting of the Council.

3.11 An applicant for admission as a Full Member Organisation whose application has been rejected shall not thereby be debarred from applying again if it is able to bring evidence of changed circumstances or new facts which would, in the opinion of the Credentials Committee, justify a new application.

Reorganisation of a Member Organisation

3.12 In the event of a consolidation, reorganisation, or reformation of a Member Organisation (including a relocation, even outside the Country, because of political or other reasons), such reconstituted body shall present its new credentials to the Credentials Committee with a certification that such reconstituted body is the successor of the existing Member Organisation. If in the opinion of the Credentials Committee such reconstituted body is the rightful successor to the existing Member Organisation, the Credentials Committee shall notify the Secretary-General of same and such reconstituted body shall succeed and replace the existing Member Organisation *mutatis mutandis* and with the same status, rights, benefits, and obligations of the Member Organisation it replaced. In the event the Credentials Committee denies any such proposed successor application, the reconstituted body may appeal such decision to the Council. The decision of the Council of any such appeal shall be final.

Eligibility for and Admission to Individual Membership

3.13 Any Legal Professional shall be eligible to become an Individual Member and any Law Firm shall be eligible to become a Group Member.

3.14 Any Legal Professional may make a written application to the Association to become an Individual Member and in such category or categories as shall be determined by the Management Board and in such form as the Management Board may from time to time approve, accompanied by payment of the dues for the then current year. Any Law Firm may - on behalf of all its Legal Professionals - make a written application to the Association to become a Group Member accompanied by payment of the dues for the then current year. If a Law Firm is admitted as a Group Member, each Legal Professional belonging to such Law Firm, is automatically admitted as an Individual Member.

3.14.1 Any applicant to become an Individual Member or a Group Member shall, on application certify the grounds on which the applicant claims to be entitled to admission to membership.

3.14.2 Evidence as to the entitlement of a person or Law Firm to become an Individual Member or Group Member may be sought from any Member Organisation in the Country of the applicant, from the applicant or Individual Members or Group Members, or such other body or person as the Management Board may deem appropriate.

3.15 If in the opinion of the Management Board the applicant is not qualified to be an Individual Member or Group Member, the applicant shall be notified in writing of the Management Board's decision.

3.15.1 The applicant shall be entitled to appeal against the decision within 28 days of the date on which the decision is issued to the applicant. Any such appeal shall be sent in writing to the Secretary-General.

3.15.2 The appeal of an applicant against the decision of the Management Board shall be heard and determined by a three-person tribunal. The chair of the tribunal shall be a member of the Judges' Forum selected by the chair of the Judges' Forum or in the event of the chair of the Judges' Forum being unwilling or unable to act by the senior vice-chair of the Judges' Forum. The other two members of the tribunal shall be selected by the chair of the tribunal from a panel of persons appointed by the Council. The applicant shall be entitled to submit written evidence in support of the appeal within 21 days of the submission of the appeal. The tribunal shall consider the appeal and any evidence or submissions presented by the applicant and any evidence or submissions which the Secretary-General may present in writing to it within 180 days of receipt of the appeal by the Secretary-General. The applicant shall not be entitled to require an oral hearing. The decision of the tribunal shall be final.

Annual Dues

3.16 Subject to Article 3.17, each Member Organisation whose own members are individuals shall pay such annual dues, calculated by reference to the number of its own members, in such manner and at such times as shall be determined by the Council.

3.17 In the case of each Associate Organisation, the Management Board shall from time to time propose a single annual fee which shall, if approved by the Council, be payable by that particular Associate Organisation, but no such proposal or approval shall confer upon any other Associate Organisation the right to pay the same or any similar fee or in any other respect to be treated in an equivalent manner, but each such annual fee may be proposed by the Management Board and approved by the Council on whatever basis and according to whatever principles, however inconsistent, as each may think fit.

3.18 Each Individual Member and each Group Member shall pay such annual dues in such manner and at such time as shall be fixed by the Management Board in accordance with Article 5.3.2.

3.19 The Council may in exceptional circumstances waive in whole or in part the dues payable by any Member Organisation.

3.20 Dues shall be payable in such currency or currencies as the Management Board may specify provided that if payment shall not be possible in the specified currency or currencies by reason of exchange control or similar regulations, payment may be made in such other currency as the Treasurer may approve.

Cessation of Membership

3.21 Resignation

A Member or Group Member may resign at any time by giving notice in writing to the Association.

3.22 Suspension or Expulsion

3.22.1 Any Member Organisation may be suspended or expelled:

3.22.1.1 by the Council on receiving a report from the Credentials Committee recommending suspension or expulsion of that Member Organisation; or

3.22.1.2 by the Council for non-payment of any sum due to the Association.

On receiving a complaint that a Member Organisation is no longer entitled to remain a Member Organisation, the Secretary-General shall send details of the complaint to the chair of the Credentials Committee. The chair of the Credentials Committee shall send details of the complaint to the Member Organisation and shall afford the Member Organisation an opportunity to reply in writing to the complaint. Such reply must reach the chair of the Credentials Committee within 28 days of the notification of the complaint to the Member Organisation. The Credentials Committee shall afford the Member Organisation, and the person or organisation which made the complaint (**Complainant**) an opportunity of an oral hearing (held in person or via video-conference) into the matter at the next convenient meeting of the Credentials Committee. Both the Member Organisation and the Complainant shall be entitled to present evidence and make submissions in the matter to the Credentials Committee.

After the Credentials Committee has completed its consideration of the evidence and submissions made to it at the oral hearing it shall either dismiss the complaint or make a report to the Council recommending the suspension or expulsion of the Member Organisation. The Member Organisation shall be entitled to appear or be present at the meeting of the Council at which the report of the Credentials Committee is tabled and make representations to the Council as to why the proposed suspension or expulsion should not be implemented. No further evidence shall be heard by the Council, but if the Council is satisfied that fresh material evidence has become available since the hearing before the Credentials Committee, it may direct the Credentials Committee to re-open the oral hearing in order to consider such fresh evidence. The Credentials Committee shall consider such further evidence together with any rebutting evidence which the Complainant may wish to adduce at the next convenient meeting of the Credentials Committee at which meeting the Complainant and the Member Organisation shall be entitled to make further submissions. Following its consideration of such evidence and the submissions made to it, the Credential Committee shall either dismiss the complaint or present a further report to the Council recommending the suspension or expulsion of the Member Organisation.

3.22.2 Any Individual Member or Group Member may be suspended or expelled:

3.22.2.1 at the direction of the Secretary-General for non-payment of any sum due to the Association; or

3.22.2.2 by a decision of the Professional Conduct Subcommittee on the grounds of conduct occurring (either before or after becoming an Individual Member or a Group Member) which the Professional Conduct Subcommittee has found to be professional misconduct or conduct unbecoming of an Individual Member or a Group Member.

On receiving a complaint that an Individual Member or Group Member has been guilty of professional misconduct or conduct unbecoming of an Individual Member or Group Member the Secretary-General shall send details of the complaint to the chair(s) of the professional ethics committee of the SPPI (**Professional Ethics Committee**). The chair(s) of the Professional Ethics Committee shall thereafter promptly form a sub-committee (**Professional Conduct Subcommittee**) composed of such chair(s) and three additional members of the Professional Ethics Committee chosen by such chair(s) for the purpose of considering such complaint. The Professional Conduct Subcommittee shall afford the Individual Member or Group Member an opportunity to reply in writing to the complaint. Such response must reach the chair(s) of the Professional Ethics Committee within 28 days of the sending of the notification of the complaint to such Individual Member or Group Member.

Subject to any contrary agreement by the parties, the Professional Conduct Subcommittee shall decide whether to hold an oral hearing for the presentation of evidence or for oral argument, or whether the proceedings shall be conducted on the basis of documents and other materials. However, the Professional Conduct Subcommittee shall hold such hearing, if so requested by a party. If the Professional Conduct Subcommittee is satisfied that the complaint is justified, the Professional Conduct Subcommittee may suspend or expel the Individual Member or Group Member from membership in the Association.

Notification of the suspension or expulsion shall be sent to the Individual Member or Group Member in writing by the Secretary-General.

The Individual Member or Group Member shall be entitled to appeal in writing against the suspension or expulsion within 28 days of the date on which notification is sent to the Individual Member or Group Member. The appellant shall be entitled to submit any written material in support of the appeal to the Secretary-General within 21 days of the date of submission of the appeal. The appeal shall be heard and determined by a three-person tribunal. The chair of the tribunal shall be a member of the Judges' Forum selected by the chair of the Judges' Forum or in the event of the chair being unable or unwilling to act by the senior vice-chair of the Judges' Forum. The other two members of the tribunal shall be selected by the chair of the tribunal from a panel appointed by the Council. The tribunal shall consider the appeal, all the material considered by the Professional Conduct Subcommittee and any additional evidence or submissions presented by the appellant or the Secretary-General within 180 days of receipt of the appeal by the Secretary-General. Subject to any contrary agreement by the parties, the Tribunal shall decide whether to hold an oral hearing (held in person or via video-conference) for the presentation of evidence or for oral argument, or whether the proceedings shall be conducted on the basis of documents and other materials. However, the tribunal shall hold such hearing if so requested by a party. The decision of the tribunal shall be final.

Liabilities

3.23 No Member or Group Member shall by reason of membership of the Association be liable for any debt or obligation of the Association in the absence of any express promise or agreement in writing by such Member to accept such liability.

Representation of the Association

3.24 No individual Member or Group Member or group of Members or Group Members may organise any conference, seminar or other meeting using the name of the Association or represent the Association or take any other action in the name of the Association, without prior written approval of the President or, if organised or done by the LPD or a Constituent member of the PPID, an officer of such Constituent, after consultation with the President.

Article 4

The Council

Authority, Powers and Duties

4.1 The Association shall be governed by the council of the Association (**Council**) which shall be the governing body of the Association in which control of the Association vests.

4.2 Subject to the provisions of this Constitution, the Council, without limiting the generality of Article 4.1:

4.2.1 shall have the general supervision and control of the affairs of the Association and accordingly shall supervise Management Board which shall in effect be the board of directors of the Association;

4.2.2 shall have the sole and exclusive authority on behalf of the Association to determine and make statements of policy in relation to issues affecting the legal profession;

4.2.3 shall at least once annually receive reports on the activities of the Association during the preceding year from the Management Board, the LPD, the SPPI, the BIC, the HRI and such other parts of the Association as it may from time to time require;

4.2.4 shall confirm the appointment of the members of the Management Board set forth in Article 5.4;

4.2.5 shall in addition to the Credentials Committee and the Nominations Committee establish such further Standing Committees to assist in the governance of the Association, and dissolve the same, as it may from time to time deem appropriate;

4.2.6 shall receive and consider annually the audited accounts of the Association for the preceding year;

4.2.7 shall receive and consider the budget of the Association for each year;

4.2.8 shall from time to time determine the financial year of the Association or other period for which audited accounts shall be prepared;

4.2.9 shall appoint the auditors for each financial year or other period;

4.2.10 shall fix the dues payable by Member Organisations;

4.2.11 may make honorary appointments;

4.2.12 may approve each Councillor's credentials;

4.2.13 may adopt such bylaws or rules of procedure in accordance with Article 11 as it thinks fit.

Membership

4.3 The members of the Council shall be:

4.3.1 the Officers;

4.3.2 any Honorary Life President, any Honorary Life Member of the Council appointed before 1983, and any Honorary Life Member of the Association;

4.3.3 for the two years immediately following their vacation of office, the immediate past Officers;

4.3.4 any members, co-opted pursuant to Article 4.4;

4.3.5 up to two individuals representing each Member Organisation appointed by that Member Organisation in accordance with Article 4.6; and

4.3.6 the Deputy Secretaries-General.

4.4 The Council may co-opt for such term not exceeding four years as the Council may determine any person provided that:

4.4.1 at any time there shall not be more than six co-opted members nor more than two co-opted members who are members of any one Member Organisation; and

4.4.2 any motion for co-option must be approved by the affirmative vote of not less than two-thirds of the votes cast by the Councillors entitled to vote and voting in person or by proxy at a meeting of the Council.

4.5 Each Member Organisation shall be entitled to appoint up to two Councillors being:

4.5.1 the president of that Member Organisation (or other senior elected office holder); and

4.5.2 another person who is a member of the Member Organisation (or being a Federation, of a member of that Federation). That person shall be known as the Representative Councillor of the Member Organisation.

4.6 Councillors appointed by a Member Organisation shall be appointed by notice in writing to the Secretary-General and shall, in the case of a Representative Councillor, hold office until notice of a replacement is given to the Secretary-General.

4.7 Councillors appointed by a Member Organisation shall represent that Member Organisation in its relationship with the Association, ensuring that the Member Organisation the Councillor represents is at all times fully informed of the work of the Association.

Voting

4.8 Except as herein otherwise provided, all decisions of the Council shall be taken by a simple majority of the votes cast by the Councillors entitled to vote and voting, and such vote may be taken, as directed by the President, either (a) in person or by proxy by those voting at a meeting of the Council, or (b) by electronic ballot solicitation of the Council. Any voting for the election of Officers and Other BIC Officers done through electronic solicitation shall be held open for no less than 20 calendar days and in the event of a second round of elections of Officers or Other BIC Officers for no less than 10 calendar days and shall be conducted through a secure process that identifies the Member Organisations or Councillors entitled to vote. If a meeting of the Council is conducted as a "hybrid meeting" or a "virtual meeting" pursuant to Article 4.23, a Councillor participating by means of electronic communication shall be deemed "present in person," as that term is used in this Article, if said Councillor accesses the voting platform at any time before the deadline for the casting of the relevant vote — irrespective of whether a vote is, in fact, cast by said Councillor — or the Councillor accesses the virtual room or dials into the video conference via telephone during the scheduled meeting. Unless specified otherwise in a by-law, a Councillor participating by means of electronic communication "abstains" from a vote by accessing the electronic voting platform without casting a vote or by submitting an electronic ballot without making a selection in the relevant field.

4.9 Subject to Article 4.13.6, Councillors appointed by a Sustaining Member Organisation shall be entitled to attend and speak but not to vote unless (and then only for so long as and to the extent that) in the case of a Sustaining Member Organisation:

4.9.1 from a single Country, a Full Member Organisation from the same Country has notified the Secretary-General that they may cast any of the votes that could otherwise be cast by the Councillors appointed by that Full Member Organisation; or

4.9.2 whose members are located in several Countries, any of the organisations in those Countries which are or could be (if they applied) Full Member Organisations have notified the Secretary-General that they may cast any of the votes that could otherwise be cast by Councillors appointed by those organisations.

In either such case, the Councillors appointed by the relevant Sustaining Member Organisation shall be entitled to cast such votes and Article 4 shall be construed accordingly.

4.10 Councillors who are Deputy Secretaries-General and Councillors who are Honorary Life Members of the Association shall not, as such, be entitled to vote on any matter.

4.11 Councillors (and their proxies) appointed by a Member Organisation which, by the seventh day before the relevant meeting, has not paid its subscription due for the then current year (or in the case of a meeting before the end of March in any year, due for the preceding year) shall be entitled to attend and speak at any meeting of the Council, but (unless the Council decides otherwise before the vote is taken) not to vote. The same rule shall apply to individual Councillors who, by the seventh day before the relevant meeting, have not paid their subscription due for the then current year (or in the case of a meeting before the end of March in any year, due for the preceding year). The same applies *mutatis mutandis* to elections by electronic ballot solicitation, the relevant time being the seventh day before the first day on which the ballot through electronic solicitation is open for voting.

4.12 Subject to Article 4.11, only Councillors appointed by a Full Member Organisation or (if permitted pursuant to Article 4.9) a Sustaining Member Organisation shall be entitled to vote on the election of the chair, the vice-chairs of the BIC and the Other BIC Officers.

4.13 If so determined by the Chair of the meeting or required by a Councillor present in person or by proxy, and entitled to vote, a decision of the Council shall (subject to Articles 4.11 and 4.12) be taken as follows:

4.13.1 subject to Articles 4.9 and 4.13.6, the two Councillors appointed by each Full Member Organisation shall between them have one vote for each 1,000 or fraction of 1,000 of its members (determined as on 31 December prior to the meeting of the Council) up to a maximum of ten votes. Such votes shall be cast by its Representative Councillor unless its President (or other senior elected office holder) is present or has specifically appointed a proxy, in which case such person may cast such votes instead;

4.13.2 each of the chair, vice-chair and secretary-treasurer of the LPD shall have ten votes and each of the chair and vice-chair of the SPPI shall have fifteen votes, save that:

4.13.2.1 on any Reserved Matter they shall between them have that number of votes as shall be equal to the number of votes which could be cast by or on behalf of Councillors appointed by Member Organisations who are present in person or by proxy and entitled to vote; and

4.13.2.2 on any election of the President, Vice President or Secretary-General they shall between them have that number of votes as shall be equal to 40 per cent of the number of votes which could be cast by or on behalf of Councillors appointed by Member Organisations who are present in person or by proxy and entitled to vote;

4.13.3 each other Councillor (save as provided in Articles 4.9 and 4.10) shall have one vote, except on any Reserved Matter or on any election or on any proposal to amend this Constitution, in which cases they shall not have a vote;

4.13.4 the votes referred to in Articles 4.13.2.1 and 4.13.2.2 shall be cast by the senior officer present of the LPD and SPPI; the senior officer of the SPPI having 15 per cent of such votes and the senior officer of the LPD 85 per cent;

4.13.5 any decision on a Reserved Matter must be by a majority of not less than three-fifths or, in the case of a decision to which Article 12 applies, two-thirds of the votes cast by the Councillors entitled to vote and voting in person or by proxy at a meeting of the Council;

4.13.6 in the case of a Country where there is more than one Full Member Organisation, the Councillors appointed by the Full Member Organisations in question shall together be entitled to a maximum of 20 votes. In cases to which this Article applies, the Full Member Organisations from that country shall certify to the Council from time to time how the votes are to be divided between them, but if at any meeting of the Council no such certificate is in force, the Council shall determine the allocation of votes. Where no Councillor and no proxy appointed by a Full Member Organisation to which this Article applies is present at a meeting, then any votes that such Councillor or proxy would have been entitled to cast shall be allocated to the Councillors or proxies appointed by any other Full Member Organisation from the country concerned who are present at such

meeting in such manner as may be agreed between such other Full Member Organisations or, in default of agreement, determined by the Council. Where there is no Full Member Organisation from a given country, the Councillors appointed by any Sustaining Member Organisation from that country shall be entitled to vote at meetings of the Council as if it were a Full Member Organisation from that country. If there are two or more Sustaining Member Organisations from that country, then the Council shall decide which Councillors appointed by one or more of them (subject to a maximum of three) shall each be entitled to exercise the right conferred by this Article and in what proportions;

4.13.7 the Chair of the meeting shall announce to the meeting before any vote is taken pursuant to this Article 4.13 the persons entitled to vote and the votes which they are entitled to cast.

4.14 In the case of an equality of votes on any matter requiring a simple majority the Chair shall have a casting vote, whether or not that person is otherwise entitled to vote on the matter.

4.15 For purposes of all votes taken hereunder, in accordance with section 613(c) of the N-PCL, abstentions shall not be counted in the number of votes cast.

Deliberations Not Open to the Public; Observers

4.16 All deliberations of the Council including without limitation all written and oral presentations to it shall not be open to the public. Observers can be invited to attend a Council meeting in accordance with the rules of procedure governing the procedure of the Council, as in force from time to time. For the avoidance of doubt, observers do not have any voting right.

Meetings and Notice of Council Meetings

4.17 The Council shall meet once every year at the time and in the place of the annual conference of the Association (which may, for the avoidance of doubt, be held by means of electronic communication in accordance with Article 4.23 and to the extent permitted under section 603(a) of the N-PCL, New York Executive Order 202, or otherwise under New York law).

4.18 The Council shall also meet on at least one other occasion in each year at such place as may be determined by the Management Board unless the President (after consultation with the Management Board) shall determine that to do so is unnecessary and would be unduly burdensome, either for the Councillors or for the financial resources of the Association. For the avoidance of doubt, such a meeting may be held by means of electronic communication in accordance with Article 4.23 and to the extent permitted under section 603(a) of the N-PCL, New York Executive Order 202, or otherwise under New York law.

4.19 The Council shall also meet at such other times and places as may be decided by the President or by the Management Board, or upon a written request of a one or more of the Constituents or by Councillors appointed by Full Member Organisations entitled pursuant to Article 4.13.1 to cast at least 50 votes. For the avoidance of doubt, such a meeting may be held by means of electronic communication in accordance with Article 4.23 and to the extent permitted under section 603(a) of the N-PCL, New York Executive Order 202, or otherwise under New York law.

4.20 Should any Councillor be prevented from attending a Council meeting by reason of government action effectively denying such Councillor access to the country or other territory in which the

meeting is to be held, no decision (except pursuant to Article 3.22) shall be taken at any such meeting which could adversely affect that Councillor or, where he is appointed by a Member Organisation or Constituent, that Member or Constituent.

4.21 The President, or in his absence the Vice-President, or in both their absences the Secretary-General or, if he or she is not present another Officer chosen by those Officers present, or if no Officer be present, then a Councillor elected by the Council shall preside at meetings of the Council (**Chair**).

4.22 Notice of the time and place of, and all material items on the agenda for, each Council meeting shall be transmitted not less than 45 days before the meeting to all Councillors and to all Member Organisations, to such address (if any, including electronic mail address) as shall have been notified to the Secretary-General for this purpose (but so that it shall not be necessary to transmit more than one notice in more than one manner), but the accidental failure to transmit or the non-receipt of any such notice shall not invalidate any of the proceedings at any such meeting. In the event of a "virtual meeting" in accordance with Article 4.23, no less than 14 calendar days of advance notice shall be required. In the event of a "hybrid meeting" in accordance with Article 4.23, no less than 21 calendar days of advance notice shall be required.

4.23 Any Member Organisation, the LPD or the SPPI may appoint through any of its Councillors pursuant to Articles 4.5 and 4.13.2 a proxy to attend and vote on its behalf instead of such respective Councillors at any meeting of the Council, with power of substitution by the proxy in the case of emergency, provided that:

4.23.1 the proxy presents written evidence of its, his or her appointment to the Secretary-General;

4.23.2 the proxy for:

4.23.2.1 a Member Organisation, is either another Member Organisation, provided that no Member Organisation shall be the proxy of more than two other Member Organisations and further provided that the same persons may attend and vote for the Member Organisation having issued the proxy as may attend and vote for the Member Organisation appointed as proxy or a Legal Professional of the appointing Member Organisation's country, and

4.23.2.2 the LPD or SPPI is an Individual Member that is also a member of such Constituent;

4.23.3 all appointments of a Member Organisation as a proxy for other Member Organisations shall be void in the event a Member Organisation presents written evidence of more than two such appointments in accordance with Article 4.22.1;

4.23.4 no proxy shall be appointed otherwise than for a single meeting of the Council, including any adjournment thereof;

4.23.5 any proxy issued by a Member Organisation, the LPD or the SPPI may be revoked at any time by written notice through any of the Councillors pursuant to Articles 4.5 and 4.13.2, as the case may be, to the Secretary-General;

4.23.6 no proxy or substitute thereof may attend or vote on behalf of a Member Organisation, the LPD or SPPI if such Member Organisation or Constituent attends and votes through any of its respective Councillors pursuant to Articles 4.5 and 4.13.2 at the respective meeting of the Council;

4.23.7 the power of substitution by the proxy shall be subject to all restrictions pursuant to this Article 4.22.

4.24 The Management Board may, in its sole discretion, determine that any meeting of the Council shall be a "hybrid meeting" held both at a physical location and allowing participation by means of electronic communication and/or by online voting platform, or shall be a "virtual meeting" not held at any physical place, but held instead solely by means of electronic communication and/or by online voting platform to the extent permissible under section 603(a) of the N-PCL, New York Executive Order 202, or otherwise under New York law. Councillors shall receive no less than 14 calendar days' advance notice that a meeting will be held as a "virtual meeting" and no less than 21 calendar days' advance notice that a meeting will be held as a "hybrid meeting," and such notice shall provide instructions for participating and voting in such a meeting, including dial-in instructions for those Councillors who do not have technology that permits access to a video conference. The Council may adopt bylaws or rules of procedure not otherwise inconsistent with this Constitution and the N-PCL regulating the credentialing, participation, and voting of Councillors attending by means of electronic communication in either such meeting.

4.25 The presence of a majority of the Councillors entitled to vote (whether "present" physically or by telephonic or electronic means pursuant to Article 4.8) at the commencement of each meeting shall constitute a quorum.

Article 5

Management Board

5.1 Subject to the provisions of this Constitution and to any directions that may from time to time be given by the Council, the management board of the Association (**Management Board**) shall manage the business, finances, and affairs of the Association. The Management Board shall in effect be the board of directors of the Association under the N-PCL.

Powers and Duties

5.2 The Management Board shall:

5.2.1 comply with the provisions of the N-PCL and this Constitution;

5.2.2 comply with such directions as may from time to time be given to it by the Council; and

5.2.3 report to the Council giving an account of its administration of the business, finances, and affairs of the Association at each meeting of the Council or more often if the Council so requires.

5.3 Subject to Article 5.2, the Management Board in managing the business, finances, and affairs of the Association shall act as the board of directors of the Association and have all appropriate or incidental powers to enable it to do so (with full power to delegate), including the power:

5.3.1 to manage the finances of the Association, prepare and implement budgets, and exercise all or any of the following investment powers:

5.3.1.1 invest moneys of the Association not immediately required for its objects in or upon such investments, securities, or property in any part of the world as may be thought fit;

5.3.1.2 appoint as the Association's investment manager or investment managers on such reasonable terms as to remuneration and other matters such person or persons as may be thought fit and may delegate to such manager(s) the exercise of the power contained in Article 5.3.1.1; and

5.3.1.3 make such arrangements as may be thought fit for any investments of the Association or income from those investments to be held by a corporate body as nominee for the Association and pay reasonable remuneration as may be thought fit to any corporate body acting as such nominee;

5.3.2 to fix from time to time all dues payable by the Individual Members or Group Members; in doing so, it may reduce the dues payable by Individual Members or Group Members in specified Countries or in territorial areas when circumstances, in its opinion, so warrant;

5.3.3 to determine the timing, venue, fees, and programme of and all other issues relevant to the annual conference of the Association, and to change the timing or venue of the conference if in its opinion circumstances require;

5.3.4 to appoint, prescribe the duties and determine the terms of service and remuneration of, supervise and dismiss an Executive Director and to confer upon him or her, vary and revoke all such powers duties and responsibilities as may be thought fit;

5.3.5 to make recommendations to the Council whenever thought fit pursuant to Article 6 and to provide terms of reference (if considered appropriate) for and supervise the activities of each Constituent and all other bodies or committees responsible for conducting any of the activities of the Association (other than the Council);

5.3.6 to the extent it does not conflict with the role and responsibility of the Council set forth in this Constitution, govern the Association consistent with the duties of a board of directors under the N-PCL.

Membership

5.4 The members of the Management Board shall be:

5.4.1 the Officers;

5.4.2 the chair of the HRI;

5.4.3 the immediate past chair of the BIC, unless such person is a member of the Management Board by virtue of holding another Officer position, in which case the vice-chair of the BIC (other than the senior vice-chair of the BIC) shall serve;

5.4.4 three persons elected by the council of the LPD; and

5.4.5 as a non-voting member, the Executive Director.

Proceedings of the Management Board

5.5 The Management Board shall meet as often as it considers necessary to conduct its business and (subject to the provisions of the N-PCL, this Constitution, and any bylaws) shall determine its own procedures.

5.6 Meetings of the Management Board shall be convened by or at the discretion of the President or the Executive Director or any two voting members, which meetings may be held in person and/or by telephonic or electronic means.

5.7 All meetings of the Management Board shall be chaired by the President, or if absent, the Vice-President or, if absent, another voting member of the Management Board chosen by the President or, if no such choice is made, by the members present.

5.8 Seven voting members present (whether physically or by telephonic or electronic means) at each meeting shall constitute a quorum.

5.9 All decisions shall be taken by a majority of those present and voting; provided that any resolution relating to a Reserved Matter shall not be passed or effective unless more than three-fifths of those voting members present vote in favour of it.

5.10 The chair of the meeting shall have a casting vote.

5.11 For the purposes of this Article 5, in the event that a position on the Management Board is held by co-chairs, then such co-chairs shall be regarded as only one member, and if they do not vote in the same manner both shall be deemed to have abstained. This Article 5.11 does not prevent one of such co-chairs, acting alone, from representing its Constituent in such position on the Management Board or from being chosen to chair a meeting of the Management Board pursuant to Article 5.7.

Delegation

5.12 The Management Board may delegate all or any of its powers, duties and responsibilities to such committees, subcommittees, or individuals (whether or not comprising or including members of the Management Board) upon such basis as it thinks fit but is not thereby absolved from its responsibilities under this Constitution and the N-PCL. The Management Board provides for appropriate reporting.

Article 6

Constituents

Divisions

6.1 The activities of the Members within the Association shall be organised and conducted through two Divisions, the Association's public and professional interest division (**PPID**) and the Association's legal practice division (**LPD**).

PPID

6.2 The PPID shall be primarily responsible for professional and public interest issues, including human rights and issues of relevance to Member Organisations.

6.3 The PPID shall primarily operate through its separate and independent Constituent members comprising the Association's section on public and professional interest (**SPPI**), the Association's bar issues commission (**BIC**) and the Association's human rights institute (**HRI**), and its activities shall be coordinated by a steering group constituted in accordance with the bylaws of the PPID.

6.4 The SPPI, the BIC and the HRI, respectively, shall each be separately and independently managed in accordance with its own bylaws, with such powers, procedures, membership and functions as such bylaws may provide.

LPD

6.5 The LPD shall be primarily responsible for legal issues in the practice of various fields of law.

6.6 The LPD shall be managed by officers and a council constituted and elected in accordance with its bylaws.

6.7 The LPD may establish for a particular region a regional forum focused on the definition and execution of the strategies for the development and support of the activities of the Association within a designated geographical region (**Regional Forum**). The Regional Fora are a part of the LPD, with the chair of each Regional Forum being appointed by the Chair of the LPD. However, because each Regional Forum represents the Association within its geographical region, the activities of the Regional Fora shall be coordinated though a Regional Fora Coordination Committee comprised of not less than nine and not more than 15 members, which members shall include one to two officers from each Regional Forum appointed by the chair of the LPD, and one representative from each of the SPPI, the BIC and the HRI appointed by the chair of each such Constituent. The Regional Fora Coordination Committee acts as a body for regional coordination of Association activities, but shall not take action that is binding on the Regional Fora. Regional Fora are not Constituents.

Non-Constituent Fora, Sections and Committees

6.8 The LPD and the SPPI may establish such other fora, sections and committees as their respective councils or other governing bodies think appropriate, in accordance with their bylaws, with such powers, procedures, membership and functions as their respective councils or other governing bodies may determine. Such other fora, sections and committees are not Constituents.

Article 7

Officers

Officers

7.1 The officers of the Association shall be the President, Vice-President, Secretary-General, Treasurer and Assistant Treasurer, the chair and the senior vice-chair of the BIC, and the two

most senior officers of the LPD (chair and vice-chair) and the SPPI (chair and vice-chair) (**Officers**, and each an **Officer**), each of whom shall be elected in accordance with these Articles and the IBA Nominations and Election Bylaws.

7.2 The President, Vice-President and Secretary-General shall, subject to Articles 7.4and 7.5, hold office for a term of two years beginning on 1 January following the meeting of the Council held at the annual conference of the Association at which such Officer was elected.

7.3 The Treasurer and Assistant Treasurer shall be the persons respectively elected as secretary-treasurer and assistant treasurer of the LPD, each of whom shall hold office for as long as he or she holds office as secretary-treasurer or assistant treasurer, as the case may be, of the LPD.

7.4 Subject to Articles 7.2 and 7.6, the President, Vice-President, and Secretary-General shall be elected by the Council in the manner set out herein and in the IBA Nominations and Election Bylaws, taking into consideration (but not being bound by) any recommendations made by the Nominations Committee.

7.5 None of the President, the Vice-President, the Secretary-General, the Treasurer or the Assistant Treasurer shall at the same time serve as a Councillor in any other capacity.

Vacancies

7.6 The Council shall fill any vacancy in the office of President, Vice-President or Secretary-General in accordance with the provisions for election of these Officers. Any vacancy in the office of Treasurer or Assistant Treasurer shall be filled in the manner provided for in the bylaws of the LPD. Any person so appointed shall hold office until the date on which the holder of the position would have ceased to hold office if there had not been a vacancy.

Duties of Officers

President

7.7 The president of the Association (**President**) shall be the chief officer of the Association and:

7.7.1 shall where possible preside at all meetings of the Council and of the Management Board;

7.7.2 shall chair the annual conference of the Association;

7.7.3 shall superintend all activities of the Association and make such appointments, subject to such prior consultations, as may be authorised by this Constitution;

7.7.4 shall, subject to ratification by the Council, appoint the chair and three other members of the Nominations Committee;

7.7.5 shall, subject to ratification by the Council, appoint the chair and two other members of the Credentials Committee and, if the members of a Standing Committee are not named in the Council resolution creating such Standing Committee as the holders of stated positions in the Association, the chair and all other members of any other Standing Committee created by the Council in accordance with Articles 4.2.5 and 8.6; and

7.7.6 shall appoint, subject to confirmation by the Council at its next meeting, Deputy Secretaries-General.

Vice-President

7.8 The vice-president of the Association (**Vice-President**) shall:

7.8.1 perform the duties of the President or the Secretary-General and exercise the President's or Secretary-General's authority when the President or the Secretary-General is absent or otherwise not available, or in the event that the President or the Secretary-General resigns or is incapacitated for as long as such vacancy has not been filled pursuant to Article 7.6; and

7.8.2 perform such other duties as may be requested by the President, the Council or the Management Board.

Secretary-General

7.9 The secretary-general of the Association (**Secretary-General**) shall:

7.9.1 supervise applications for membership and be responsible for the membership records of the Association;

7.9.2 supervise the Deputy Secretaries-General;

7.9.3 be responsible for the management of all procedural and constitutional issues;

7.9.4 perform the duties of the Vice-President and exercise the Vice-President's authority when the Vice-President is absent or otherwise not available, or in the event that the Vice-President resigns or is incapacitated for as long as such vacancy has not been filled pursuant to Article 7.6; and

7.9.5 perform such other duties as may be requested by the President, the Council or the Management Board.

Treasurer

7.10 The treasurer of the Association (**Treasurer**) shall in consultation with the Assistant Treasurer:

7.10.1 be responsible for the supervision and administration of the funds of the Association;

7.10.2 supervise the maintenance of the books of account at the offices of the Association;

7.10.3 supervise the receipt of dues and other income and authorise disbursements in accordance with budgets approved by the Management Board;

7.10.4 generally have responsibility for supervising all aspects of the financial affairs of the Association; and

7.10.5 perform such other duties as may be requested by the President, the Council or the Management Board.

Assistant Treasurer

7.11 The assistant treasurer of the Association (**Assistant Treasurer**) shall:

7.11.1 assist the Treasurer in performing his or her functions in such manner as may be agreed between them and ratified by the Management Board; and

7.11.2 perform such other duties as may be requested by the President, the Council or the Management Board.

Deputy Secretaries-General

7.12 Deputy Secretaries-General shall be the co-chairs of each of the Regional Fora, and shall have, as their primary responsibility, the definition and execution of the strategies for the development and support of the activities of the Association within the geographical region of their respective Regional Forum, together with such other responsibilities as are assigned to them by the Secretary-General, the Management Board and the LPD Council, and as recommended to them by the Regional Fora Coordination Committee.

Article 8

Standing Committees

Credentials Committee

8.1 There shall be a credentials committee (**Credentials Committee**) of eight persons of whom:

8.1.1 three shall be appointed by the President as soon as practicable after the President takes office and ratified by the Council at its next meeting;

8.1.2 three shall be appointed by the chair of the LPD as soon as practicable after such chair takes office and ratified by the LPD in accordance with its bylaws as soon as practicable;

8.1.3 one shall be appointed by the chair of the BIC as soon as practicable after such chair takes office and ratified by the BIC in accordance with its bylaws as soon as practicable; and

8.1.4 one shall be appointed by the chair of the SPPI as soon as practicable after such chair takes office and ratified by the SPPI in accordance with its bylaws as soon as practicable.

8.2 The Credentials Committee shall provide an opinion as to the eligibility of an applicant as a Member Organisation.

Nominations Committee

8.3 There shall be a nominations committee (**Nominations Committee**) of 12 persons of whom:

8.3.1 four (one of whom shall chair the Committee and shall normally be the most recently retired President) shall be appointed by the President as soon as practicable after the President takes office and ratified by the Council at its next meeting; the President shall

make those appointments in the best interest of the Association while always considering an appropriate balance among the Constituencies, Organisational Members, Individual Members and Group Members.

8.3.2 four shall be appointed by the chair of the LPD as soon as practicable after such chair takes office and ratified by the LPD in accordance with its bylaws as soon as practicable;

8.3.3 two shall be appointed by the chair of the BIC as soon as practicable after such chair takes office and ratified by the BIC in accordance with its bylaws as soon as practicable; and

8.3.4 two shall be appointed by the chair of the SPPI as soon as practicable after such chair takes office and ratified by the SPPI in accordance with its bylaws as soon as practicable.

8.4 The members of the Nominations Committee owe their primary fiduciary duties as members of the Nominations Committee to the Association, not to the body or person which appointed them. The interest of the Association must always take precedence over any personal interests or the interests of third parties, including any person or entity that appointed the committee member.

8.5 The Nominations Committee shall make recommendations to the Council, to the councils of the LPD and the SPPI, and to the officers of the BIC, respectively, as to the best candidates for election as the next officers of the Association, LPD, BIC and SPPI, but so that:

8.5.1 no recommendation of a person for election as chair, vice-chair, secretary-treasurer or assistant treasurer of the LPD shall be made unless at least three of the four persons appointed by the chair of the LPD to the Nominations Committee shall be in favour of such recommendation;

8.5.2 no recommendation of a person for election as chair or vice-chair of the BIC shall be made unless at least one of the two persons appointed by the chair of the BIC to the Nominations Committee shall be in favour of such recommendation; and

8.5.3 no recommendation of a person for election as chair or vice-chair of the SPPI shall be made unless at least one of the two persons appointed by the chair of the SPPI to the Nominations Committee shall be in favour of such recommendation.

8.6 The Council shall, jointly with the councils of the LPD and the SPPI as well as the officers of the BIC, make bylaws which (subject to Articles 8.3 to 8.5) shall (i) include individual eligibility requirements for persons to be appointed as members of the Nominations Committee; (ii) govern the constitution and procedure of the Nominations Committee; and (iii) include rules on campaigning for positions within the Association. The Council may also make bylaws governing the procedure for election of the President, Vice-President and Secretary-General and the appointment of Deputy Secretaries-General.

Further Standing Committees

8.7 In addition to the Credentials Committee and the Nominations Committee, the Council can establish further standing committees to assist in the governance of the Association (each a **Standing Committee**), and dissolve the same, as it may from time to time deem appropriate. Each Standing Committee shall have at least three members. If the members of a Standing Committee are not named in the Council resolution creating such Standing Committee as the

holders of stated positions in the Association, the members of such Standing Committee shall be appointed by the President as soon as practicable after the President takes office and ratified by the Council at its next meet.

Article 9

Honorary Appointments and Awards of Certificates of Outstanding Achievement

Honorary Life Presidents

9.1 On the recommendation of the Management Board, the Council may elect as an honorary life president of the Association (**Honorary Life President**) any person who has held the office of President or the office of chair of the LPD or of the SPPI (or predecessor section or Division) and who, by virtue of an outstanding and unique contribution to the work of the Association, has advanced substantially the general interests of the legal profession and the Association.

Honorary Life Members

9.2 On the recommendation of the Management Board, the Council may elect as an honorary life member of the Association (**Honorary Life Member**) any person who has made an outstanding and unique contribution to the work of the Association.

Election

9.3 No nomination of any person to be recommended by the Management Board for election as an Honorary Life President or as an Honorary Life Member shall be effective unless made in writing to the Secretary-General specifying in detail how such a person has met the requirements referred to in Articles 9.1 and 9.2 respectively at least 30 days prior to a meeting of the Management Board. The Council shall be provided with notice of any such recommendation by the Management Board at least 30 days prior to the date of the meeting at which the Council will be asked to vote on such recommendation.

Privileges

9.4 Honorary Life Presidents and Honorary Life Members shall have the same rights, privileges and obligations as those of Individual Members, but shall not be required to pay annual dues. As such, they shall be entitled to attend and to speak, but not to vote at Council meetings.

Honorary Members

9.5 On the recommendation of the Management Board, the Council may elect as an honorary member of the Association (**Honorary Member**) on such terms and conditions, including revocation, as it shall in its absolute discretion think fit any person distinguished in statesmanship, diplomacy, education, commerce, finance, science, literature, the professions or the arts or who has made an outstanding contribution to the achievement of any of the objects of the Constitution. Such Honorary Members, while having the same rights and privileges as Individual Members, shall not be required to pay annual dues and shall not be entitled to attend meetings of the Council.

Awards of Certificates of Outstanding Achievement

9.6 On the recommendation of the Management Board, the Council may decide to award a certificate of outstanding achievement to any person whose outstanding contribution to the legal profession or to the work of the Association shall be deemed to merit such recognition.

9.7 No nomination of any person to be recommended by the Management Board to the Council for the award of a certificate of outstanding achievement shall be effective unless made in writing to the Secretary-General specifying in detail how such a person has met the requirements for such recognition as specified in Article 9.6 at least 30 days prior to a meeting of the Management Board. The Council shall be provided with notice of any such recommendation by the Management Board at least 30 days prior to the date of the meeting at which the Council will be asked to vote on such recommendation.

9.8 Every person who is the holder of a certificate of outstanding achievement shall be listed as such in the annual directory of members of the Association. Those holders who are not members of the Association shall not be entitled to attend Council meetings unless entitled to do so by virtue of any position or capacity they may hold in the Association. Those holders who are Members of the Association shall not be required to pay annual dues.

Article 10

Indemnification

10.1 Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, because he is or was an Officer, Councillor, member of the Management Board, Executive Director, employee or otherwise acting with authority on behalf of the Association shall be indemnified and held harmless by the Association, to the fullest extent permissible by this Article 10, against all losses, liabilities and expenses incurred or suffered by such person in connection therewith; *provided, however,* that no indemnification may be made if a judgment or other final adjudication adverse to the person to be indemnified establishes that their acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that they personally gained in fact a financial profit or other advantage to which they were not legally entitled. Such rights of indemnification and to be held harmless shall be contract rights enforceable in any manner desired by such person and shall not be exclusive of any other right which such person may have or hereafter acquire.

10.2 Without limiting the generality of Article 10.1, such person shall be entitled to all relevant rights of indemnification and to be held harmless under any by-law, agreement, vote of the Council or Management Board, provision of the N-PCL or otherwise, as well as all rights under this Article 10;

10.3 In furtherance and not in limitation of Article 10.1:

10.3.1 The Association shall indemnify and hold harmless such person against all expenses, including fees and expenses for legal services, and against all judgments, fines and amounts paid in settlement reasonably incurred in connection with legal, administrative or investigative proceedings if such person was or is a party or is threatened to be made a

party to or is involved in any or threatened, pending or completed action, whether civil, criminal, administrative or investigative, by reason of the fact that such a person is or was an Officer, Councillor, member of the Management Board, Executive Director, employee or otherwise acted with the authority and on behalf of the Association.

10.3.2 This Article 10 applies to such person in all events if such person acted honestly and in good faith for a purpose which such person reasonably believed to be in the best interests and with the authority of the Association.

10.3.3 The termination of any proceedings by judgment, order, settlement, conviction or the entering of a plea of *nolo contendere* or its equivalent shall not, by itself, create a presumption that such person did not act honestly and in good faith and in a manner he believed to be in or not opposed to the best interests and with the authority of the Association or that such person had reasonable cause to believe the relevant conduct was unlawful.

10.4 The Association shall indemnify the Officers, members of the Management Board, the Executive Director, other employees or consultants of the Association and any person otherwise acting with authority on behalf of the Association against loss arising from any action or omission bona fide taken or omitted to be taken in connection with the cancellation or change of time or place of any conference or Council meeting, and may disclaim liability on the part of the Association and may authorise any of the aforementioned persons to disclaim liability in respect of such action or omission.

10.5 Unless it is clear beyond reasonable doubt that Article 10.3.2 does not permit such action:

10.5.1 The Association shall defend any such person at its own expense and hold him harmless, but such person may participate in such defence to the extent such person reasonably desires.

10.5.2 Expenses incurred by any such person in defending a civil, criminal, administrative or investigative action, suit or proceeding (as distinguished from the expenses of the Association incurred pursuant to Article 10.5.1 and including such person's expenses of participation referred to in Article 10.5.1) shall be paid by the Association on behalf of such person in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to reimburse the Association for such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

10.6 The indemnification and advancement of expenses provided in this Article 10 shall continue as to such person even after such person has ceased to hold the office or position which gave rise to the entitlement or otherwise to act on behalf of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

10.7 Any indemnification under this Article 10 (unless otherwise ordered by a court) shall be made by the Association as authorised in the specific case upon a determination that such person has met the applicable standard of conduct set forth in Article 10.3.2. Such determination shall be made by any one of the following procedures:

10.7.1 by a majority of votes cast by the members of the Management Board entitled to vote and voting at a meeting of the Management Board, with only members of the Management

Board who were not parties to such action and not involved in such claim of liability, suit, or proceedings being entitled to vote; or

10.7.2 by a majority of votes cast by the Councillors entitled to vote and voting in person or by proxy at a meeting of the Council, with only Councillors who were not parties to such action and not involved in such claim of liability, suit, or proceedings being entitled to vote; or

10.7.3 by independent New York legal counsel in a written opinion, if so requested by a majority of votes cast by those entitled to vote and voting pursuant to either Article 10.7.1 or Article 10.7.2, as applicable, except in such vote those that are parties to such action or involved in such claim of liability, suit, or proceeding shall be entitled to vote.

10.8 Whether or not any steps have been taken under Article 10.5, any person may commence and continue in London, England a proceeding or action seeking to exercise or enforce rights under this Article 10, and the Association agrees not to contest personal jurisdiction or venue in such jurisdiction.

10.9 The Association may purchase and maintain insurance on behalf of any person who is or was an Officer, Councillor, member of the Management Board, Executive Director, employee or otherwise acting with authority on behalf of the Association against any liability asserted against such person and incurred by such person or on such person's behalf while acting in any such capacity, whether or not the Association would have to indemnify against such liability under the provisions of this Article 10.

Article 11

Bylaws

11.1 The Council may adopt such bylaws or rules of procedure, not inconsistent with this Constitution:

11.1.1 setting out procedures to be followed in the administration, operation or management of the Association or any part of it; or

11.1.2 otherwise for the management of the affairs of the Association and may vary, amend or repeal the same as it thinks fit.

11.2 The Council may not make bylaws or rules of procedure in relation to the management, operation or procedures of any Constituent unless recommended by the council or other governing body of such Constituent.

11.3 Each Constituent may, by resolution of its council or other governing body, adopt such bylaws or rules of procedure, not inconsistent with this Constitution or any bylaws or rules of procedure laid down by the Council pursuant to Articles 11.1:

11.3.1 setting out procedures to be followed in the administration, operation or management of it or any part of it; or

11.3.2 otherwise for the management of its affairs and vary, amend or repeal the same as it thinks fit;

provided only that any such resolution is reported to the Council as soon as practicable.

Article 12

Amendments to the Constitution and Dissolution

12.1 Upon the recommendation of the Management Board, a Member Organisation, a Division or a Constituent, the Council may, by a majority of not less than:

12.1.1 three-fifths of the votes cast by the Councillors entitled to vote and voting in person or by proxy at a meeting of the Council, amend Articles of the Constitution, which are Reserved Matters;

12.1.2 two-thirds of the votes cast by the Councillors entitled to vote and voting in person or by proxy at a meeting of the Council to:

12.1.2.1 amend any Article of this Constitution, which is not a Reserved Matter; or

12.1.2.2 dissolve the Association.

12.2 Notice of any proposed amendment or dissolution shall be included in or sent before or at the same time as and to the same persons and in the same manner as the notice of the Council meeting.

12.3 Amendments shall take effect on such date or on the fulfilment of such condition or conditions as the Council shall determine.

12.4 Upon the dissolution of the Association, its net assets (if any) shall be distributed as provided for in the certificate of incorporation of the Association.