
International Bar Association Governing Documents Handbook



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International Bar Association Governing Documents Handbook

This Handbook has been prepared by the Constitution Committee as an aid to Councillors, Officers and others concerned with the structure and management of the Association.

It consists of

- an Introduction, being an overview of the structure and management of the Association
- summaries of the Constitution of the Association and of the principal bylaws and rules of procedure made by the Councils of the Association and of the Divisions
- copies of the Constitution, Certificate of Incorporation and of those and other principal bylaws and rules

The summaries in this Handbook have no legal standing, and have been prepared as a convenience only.

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1. Introduction

The Association was originally established as an unincorporated, not for profit, non-political association under New York law in 1947.

It became a not for profit, non-political corporation, incorporated in the State of New York, on 14 November, 2007. Incorporation was principally to strengthen legal liability protection for officers and members.

IBA Services Limited, incorporated in England and owned by the Association, provides management services to the Association from its offices in London, and employs the Executive Director and staff.

The principal instruments governing the Association and summarised in this Handbook are

- Certificate of Incorporation
- Constitution
- Bylaws and Rules made by the Association and its constituent parts

The objects of the Association are

- to establish and maintain relations among lawyers and their professional associations throughout the world, and to assist and represent them in improving the profession's organisation and status, and the quality of its services to the public
- to advance the science of jurisprudence and promote uniformity in appropriate areas
- to promote the administration of justice under the rule of law

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

Membership is open to

- individual Members of the Legal Profession – Individual Membership
- organisations of Members of the Legal Profession (and Federations of such organisations) – Full Member Organisation and Sustaining Member Organisation

An organisation of Members of the Legal Profession can also be an *Associate Organisation* – there are no procedures governing this (beyond provision for the payment of annual dues), and the organisation concerned does not become a Member or a Member Organisation.

An organisation of Members of the Legal Profession created primarily, but not necessarily exclusively, for the purpose of exercising and conducting their profession, is not eligible to become a Member Organisation or an Associate Organisation.

A Member may resign at any time and, subject to process, be removed for cause.

Annual dues for Individual Members are set by the Management Board; for Member Organisations and Associate Organisations, by the Council.

Members have no liability for the debts of the Association, but may not represent the Association without the prior authority of the President or, in certain circumstances, an officer of certain Constituents.

The organisational structure of the Association is

the Council, composed of

- the Officers
- Honorary Life Presidents
- Honorary Life Members of the Council appointed before 1983
- Honorary Life Members of the Association – non-voting
- the immediate past Officers
- the Deputy Secretaries-General – non-voting
- up to two qualified persons appointed by each Full Member Organisation as its representatives
- up to two qualified persons appointed by each Sustaining Member Organisation as its representatives – non-voting, unless voting in lieu of a Full Member Organisation
- not more than six persons at any one time co-opted by the Council

the Management Board, composed of

- the Officers
- the Chair of the Human Rights Institute
- two councillors elected by the Council (restricted franchise applies)
- three persons elected by the council of the Legal Practice Division
- the Executive Director – non-voting

the Officers, being

- the President
- the Vice-President
- the Treasurer – the Secretary-Treasurer of LPD, ex officio
- the Assistant Treasurer – the Assistant Treasurer of LPD, ex officio
- the Secretary-General
- the Chair and Vice-Chair of LPD
- the Chair of the Bar Issues Commission
- the Chair and Secretary/Treasurer of the Section on Public and Professional Interest

the Executive Director and staff

*the Constituents*¹, being

- *the Legal Practice Division – LPD*, composed of Individual Members, managed by officers and a council elected in accordance with its bylaws, and sub-divided into Fora, Sections and Committees managed by councils and officers elected in accordance with their or LPD’s bylaws
- *the Public and Professional Interest Division – PPID*, composed of HRI, BIC and the SPPI, its and their activities coordinated by the PPID steering group constituted by its bylaws
- *the Human Rights Institute – HRI*, managed in accordance with its own bylaws
- *the Section on Public and Professional Interest – SPPI*, composed of Individual Members, managed by officers and a council elected in accordance with its bylaws, and sub-divided into Committees and other groupings managed by councils and officers elected in accordance with their or SPPI’s bylaws

Nominations Committee, a committee established by Article 8 of the Constitution to recommend candidates for Officers and officers of the Constituents (not HRI).

Credentials Committee, a committee appointed by the Council to opine on the credentials of Member Organisations.

Constitution Committee, a committee appointed by the Council to provide guidance to it on the application of the Constitution and on any revisions thereto.

Professional Conduct Sub-Committee, an ad hoc sub-committee of the Professional Ethics Committee of SPPI, established in relation to due process concerning the removal of an Individual Member for cause.

The Council may create Honorary Life Presidents, Honorary Life Members and Honorary Members, and award Certificates of Outstanding Achievement, for meritorious contribution to the Association, its objects, or the legal profession. There is also a category of Honorary Life Member of the Council appointed before 1983.

The Constitution may be amended, or the Association dissolved, by the Council on a two-thirds majority of those voting on the recommendation of the Management Board, a Member Organisation or a Constituent. On dissolution, the net assets are distributed in accordance with the Association’s Certificate of Incorporation.

¹ Before 2005 there were three Sections – Business Law (SBL), Energy and Natural Resources (SERL), and Legal Practice (SLP), rather than two Divisions.

2. Summary of the Constitution – as of 1 January, 2013

Parenthetical references in this part are to Articles of the Constitution, and capitalised words and expressions are defined terms in Article 2 of the Constitution, unless otherwise specified.

Name and Objects (1)

The name of the corporation is the International Bar Association.

The objects of the Association are

- to establish and maintain relations among lawyers and their professional associations throughout the world, and to assist and represent them in improving the profession's organisation and status and the quality of its services to the public
- to advance the science of jurisprudence and promote uniformity in appropriate areas
- to promote the administration of justice under the rule of law

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

The Association may take all action it deems appropriate in pursuit of its objects (including participating in judicial and other proceedings; its Constituents cannot participate in proceedings unless specifically authorized to act for the Association).

Membership

Entitlement and Process (3.1-13)

Membership of the Association is open to

- all Members of the Legal Profession (*Individual Members*) on application, self-certification of entitlement, and payment of dues for the current year. The Association may seek evidence of entitlement from the relevant Member Organisation or other source the Management Board decides (3.12), and there is a right of appeal against a decision of 'not qualified' by the Management Board (3.13)
- organisations of Members of the Legal Profession (or of a branch of the legal profession), or a Federation of such organisations, (*Member Organisations*), on application and a two-thirds present and voting majority vote of the Council (3.1-11)

Member Organisations are admitted in one of two categories

- *Full Member Organisation*, if substantially representative of the Members of the Legal Profession (or branch) in a Country(3.1) – organisations admitted in this category before September 1, 1986 are grandfathered (3.3)
- Sustaining Member Organisation (3.2)

An opinion of the Credentials Committee as to eligibility is required by the Council in the case of an application for Full Member Organisation (3.9), and competing claims are resolved by the Council (3.8).

An organisation of Members of the Legal Profession may be an Associate Organisation, but there are no procedures specified for attaining this status.

An organisation, association, partnership, corporation or grouping of Members of the Legal Profession created primarily, but not necessarily exclusively, for the purpose of exercising and conducting their profession, is not eligible to become a Member Organisation (3.4) or an Associate Organisation.

Resignation, Suspension and Expulsion (3.19-20)

A Member may resign at any time (3.19).

An Individual Member may be suspended or expelled for

- non-payment of sums due to the Association – at the discretion of the Secretary General
- professional misconduct or conduct unbecoming an Individual Member – by decision of the Professional Conduct Subcommittee, subject to process (3.20.2)

Under Article 3.13 (see above in regard to application for Individual Membership), the Management Board may find an Individual Member ‘not qualified’ to be an Individual Member’ – the right of appeal in Article 3.13 applies, but there is no specific provision terminating membership on such a finding.

A Member Organisation may be suspended or expelled by the Council for

- non-payment of any sum due to the Association for three years
- on a report from the Credentials Committee recommending that action, subject to process (3.20.1)

Annual Dues (3.14-18)

Individual Membership annual dues are set by the Management Board (3.16).

Member Organisation annual dues are determined by the Council by reference to the number of individuals who are members of the Organisation concerned (3.14).

The Council, on a proposal by the Management Board, may set a single annual fee to be paid by a particular Federation or Associate Organisation (3.15).

The Council may waive annual dues payable by a particular Member Organisation in exceptional circumstances (3.17).

The currency of payment is determined by the Management Board, subject to any direction by the Council, but the Treasurer may approve payment in another currency if payment in that currency is impossible (3.18).

Liability and Indemnification (3.21, 10)

Absent specific agreement, no Member is liable for any debt of the Association by reason of membership (3.21) – indemnification of Officers and others acting with authority is in Article 10.

Representation of the Association (3.22)

No Member may represent or take action in the name of the Association, including by organising a conference or other event, without the prior authority of the President or, in certain circumstances, of an Officer of certain Constituents after consultation with him.

Organisation

The Council (4.1/2;8.3)

The Association is governed by the Council, which is its governing body in which control of the Association vests.

Powers (4.1/2;8.3)

- general supervision and control of the affairs of the Association and, accordingly, shall supervise and may direct the Management Board (see also 5.2.2)
- sole authority to determine and make statements of policy in relation to matters affecting the legal profession
- shall
 - receive annual reports from the Management Board, the LPD, HRI, BIC, SPPI and other parts of the Association as it requires
 - elect two Councillor representatives of Member Organisations to the Management Board and confirm the appointment of other members of the Management Board
 - establish and dissolve committees as it thinks fit
 - receive and consider the audited accounts
 - receive and consider the annual budget
 - determine the financial year
 - appoint auditors
 - fix dues payable by Member Organisations (see also 3.14-18)
- may
 - make honorary appointments (see also 9)
 - authorise the Management Board to invest moneys, appoint investment managers, and make arrangements for the holding of investments (see also 5.3.1)
 - approve each Councillor's credentials
 - adopt bylaws or rules of procedure in accordance with Article 11 (4.1/2).

The Council, jointly with the councils of LPD and SPPI, is to make, and has made, bylaws governing the Nominations Committee. The Council may also make, and has made, bylaws for the election of the President, Vice-President and Secretary-General. The Council may

also make bylaws for the appointment of Deputy Secretaries-General (8.3), but has not done so.²

Councillors (4.3-7; 9.4)

- the Officers
- Honorary Life Presidents
- Honorary Life Members of the Council appointed before 1983
- Honorary Life Members of the Association – non-voting (9.4; see also 4.10)
- the immediate past Officers, for the two years immediately following their vacation of office
- the Deputy Secretaries-General – non-voting (see also 4.10)
- up to two persons appointed by each Full Member Organisation, being the president, or other senior elected office holder, of the Organisation and another person (*Representative Councillor*) who is a member of the Organisation (or, if a Federation, of a constituent thereof) (4.3)
- up to two persons appointed by each Sustaining Member Organisation, being the president, or other senior elected office holder, of the Organisation and another person (*Representative Councillor*) who is a member of the Organisation (or, if a Federation, of a member thereof) – non-voting, unless voting in lieu, wholly or partly, and with the consent of, a Full Member Organisation (see also 4.9)
- not more than six persons at any one time co-opted by the Council as members (4.4-6).

Representative Councillors represent their appointing Organisation in its relationship with the Association, and are obliged to ensure that the Organisation is at all times fully informed of the work of the Association (4.7).

Voting (4.8-14)

A simple majority of Councillors either (as directed by the President) present in person or by proxy at a meeting, or by electronic ballot, entitled to vote and voting (4.8), the President or chair of the meeting having a casting vote (4.14), for all decisions unless otherwise provided. There is no quorum requirement.

Special voting majorities apply

- for admission of an organisation of Members of the Legal Profession as a Member Organisation – two-thirds entitled to vote, and properly voting (3.10; 4.13)
- amendment of the Constitution or dissolution of the Association – two thirds entitled to vote and properly voting (4.13;12;13).

² See Deputy Secretaries-General below.

Special weighted voting applies if so determined by the chair of the meeting or required by a Councillor present in person or by proxy and entitled to vote, including in respect of

- a *Reserved Matter* – decisions relating principally to the finances of the Association, but not dues payable by Member Organisations
 - an amendment to Article 6 (not Article 6.6) or the procedures governing Reserved Matters
- three-fifths majority of votes cast (4.13)³.

Only Councillors appointed by Full Member Organisations and, if voting in lieu and with the consent of a Full Member Organisation, Sustaining Member Organisations, may vote on the election of a Councillor to serve as a member of the Management Board (4.12).

Councillors may not vote without the Council's agreement if they, or their appointing Member Organisations, are in material default in payment of their Annual Dues (4.11).

Meetings (4.15-22)

The Council meets at the time and place of the annual conference and, unless otherwise decided in specified circumstances, on one other occasion in a year (4.16/17). Additional meetings may be required by the President, the Management Board, a Constituent, or Councillors appointed by Full Member Organisations entitle to cast at least fifty votes (4.19).

The President presides at Council meetings if present; otherwise, in order, the Vice-President, the Secretary-General, another Officer chosen by the Officers present, or another Councillor elected by the Council (4.20).

Forty five days prior notice is required of a meeting (4.21); proxies, with power of substitution in an emergency, are permitted (4.22); and observers are permitted in specified circumstances (4.15).

No decisions adverse to the interests of Councillors, or of their appointing Member Organisations or Constituents, are to be taken if they are prevented from attending the meeting because of Government action denying them access to the country or territory of the meeting (4.19). This does not apply in regard to suspension or expulsion (see also 3.20).

Management Board (5)

The Association is managed by the Management Board, subject to the Constitution and directions from the Council (5.1 – see also 4.1/2). The Board is obliged to report to the Council at each Council meeting, and more often if the Council requires (5.2.3 – see also 4.1/2).

³ Inserted as a result of the so called *Montreal Accord* of 1991.

Powers (5.1-4)

All powers appropriate or incidental to managing the business, finances and affairs of the Association, subject to the forgoing and with full power to delegate (see also 5.12), including to

- manage the finances of the Association, prepare and implement budgets and (to the extent authorised by the Council) exercise the investment powers in 4.2.12
- set dues payable by Individual Members (see also 3.14)
- decide all matters relevant to the annual conference
- appoint, dismiss and set the terms of appointment, duties, powers and responsibilities of the Executive Director
- make recommendations to the Council and provide terms of reference for and supervise the activities of PPID, LPD, HRI and all other bodies or committees (except the Council) responsible for conducting the activities of the Association (5.3.5)
- reduce dues payable by Individual Members in specified countries / areas when circumstances warrant (5.2-4)

Neither the Management Board, the Treasurer nor the Assistant Treasurer has power to invest moneys, appoint investment managers, or make arrangements for the holding of investments, absent authorisation by the Council (see also 4.2.12).

Members (5.5)

- the Officers
- the Chair of HRI and two Councillors elected by the Council – restricted franchise applies (see also 4.12, and Council Rules for Election of Two Member Organisation Representatives to the Management Board, adopted 21 May, 2005)
- three persons elected by the council of LPD
- the Executive Director – non-voting

Meetings (5.6-9)

- in person and/or by telephone or electronic means, as often as it considers necessary, meetings being convened by the President, the Executive Director or any two voting members (5.6/7)
- chaired by the President if present; otherwise, in order, the Vice-President, another voting member chosen by the President, or another voting member chosen by the members present (5.8)
- seven voting members present at the start, in person or by telephone/electronic means, constitute a quorum (5.9)

Voting (5.10/11)

All decisions by a majority of those present and voting, except for

- a Reserved Matter – decisions relating principally to the finances of the Association, but not dues payable by Member Organisations
 - an amendment to Article 6 (not Article 6.6) or to the procedures governing Reserved Matters
- three-fifths of those present and voting (5.10).

The chair does not have a casting vote (5.11). See also 5.12 if Management Board membership held jointly.

Constituents (6)

The activities of Individual Members are conducted through the

- PPID – primarily professional and public interest issues, including human rights and issues of interest to Member Organisations
- LPD – primarily for legal issues in the various fields of law
- HRI, BIC and SPPI, each managed separately in accordance with its bylaws, are the members of PPID and their and its activities are coordinated by a steering group in accordance with PPID's bylaws (6.5)

The Chair and Vice-Chair, in conjunction with the Secretary/Treasurer (and Assistant Treasurer in case of LPD), have general responsibility for managing and supervising the affairs of their Constituent (not PPID) in accordance with its bylaws. All are also to perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, Council or Management Board (6.1 – 4; see also 7.14).

Fora, Sections and Committees may be established by LPD and SPPI, with the council and officers of any such body being elected in accordance with the bylaws of LPD, SPPI or body as appropriate (6.8).

Officers (7)

Office Holders

President, Vice-President, Secretary-General, Treasurer, Assistant Treasurer, Chair and Vice-Chair of LPD, Chair of BIC and Chair and Secretary/Treasurer of SPPI (7.1).

The President, Vice-President and Secretary-General hold office for two years from the January 1 (odd years) after the Council meeting (held at the time of the annual conference) at which they were elected (7.2/6).

The Treasurer and Assistant Treasurer are those persons who are, from time to time, the Secretary/ Treasurer of LPD respectively (7.3).

Casual vacancies are filled by the Council or, if Treasurer or Assistant Treasurer, as provided in the LPD bylaws (7.7/9).

None of the President, Vice-President, Secretary-General, Treasurer or Assistant Treasurer may serve as a Councillor in any other capacity at the same time (7.8).

Duties

President (7.10/16)

- preside at all Council and Management Board meetings where possible
- chair the annual conference
- superintend all activities of the Association, and make appointments and subject to consultations as authorised by the Constitution
- appoint the chair and 3 other members of the Nominations Committee, subject to Council ratification (see also 8)
- appoint Deputy Secretaries-General, subject to Council confirmation at its next meeting (see also 8.3)
- perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, the Council or the Management Board

Vice-President (7.11/16)

- perform the duties and exercise the authority of the President in his absence (see also 7.9)
- perform other duties requested by the President, Council or Management Board
- perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, Council or Management Board

Secretary-General (7.12/16)

- supervise membership applications and be responsible for membership records
- supervise the Deputy Secretaries-General
- responsible for all procedural and constitutional issues
- perform other duties requested by the President, Council or Management Committee
- perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, Council or Management Board

Treasurer (7.13/16 – see also 3.1/4.2.12)

- in consultation with the Assistant Treasurer
 - responsible for the supervision and administration of funds
 - supervise the maintenance of the books of account at the Association's offices
 - supervise the receipt of dues and other income, and authorise disbursements in accordance with budgets approved by the Management Board

- generally have responsibility for supervising all aspects of the financial affairs of the Association, as well as the financial affairs of LPD
- perform other duties requested by the President, Council or Management Committee
- perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, Council or Management Board
- the Treasurer may approve payment of annual dues in a currency other than that determined by the Management Board if payment in that currency is impossible (3.18).

Assistant Treasurer (7.15/16 – see also 4.2.12)

- responsible for assisting the Treasurer in supervising all aspects of the financial affairs of LPD
- assist the Treasurer in performing his functions in such manner as may be agreed between them and ratified by the Management Board
- perform other duties requested by the President, Council or Management Committee
- perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, Council or Management Board

Chairs and Vice-Chairs of Constituents (7.15/16)

- in conjunction with the relevant Secretary/Treasurers (and Assistant Treasurer in the case of LPD), generally have responsibility for managing and supervising the affairs of their Constituent in accordance with its bylaws
- perform the functions usually performed by such an officer in other organisations, and those prescribed by the Constitution, Council or Management Board

Deputy Secretaries-General (7.10/17;8.3)

Are not Officers of the Association.

Appointed by the President, subject to Council confirmation (7.10; see also 8.3).⁴

Serve as co-chairs of Regional Fora.

Primary responsibility is the definition and execution of strategies for development and support of the Association within their Forum's geographical region, together with such other responsibilities as are assigned by the Secretary-General, Management Board and LPD Council, and as recommended to them by the Regional Fora Coordination Committee (7.17).

⁴ The Bylaws of the Legal Practice Division provide that Fora Chairs (and co-chairs) are appointed by the LPD Chair; in practice, persons so appointed become Deputy Secretaries-General.

Nominations Committee (7.9.4; 8;11)

Twelve members, four appointed by the President (one of whom, normally the immediate past President, as chair) four by the Chairs of LPD, and two each by the Chairs of BIC and SPPI, as soon as practicable after their taking office, subject to ratification by the Council (in the case of the President's appointments) and the council or Officers of the relevant Constituent in the other cases (7.10.4;8.1).

The Committee is to recommend to the Council, the councils of LPD and SPPI, and the Officers of BIC, as the case may be, the best candidates for election as the next Officers and Officers of the relevant Constituent. Recommendations for President, Vice-President and Secretary-General require three of the four Presidential appointments to be in favour; for Chair, Vice-Chair, Secretary/Treasurer and Assistant Treasurer of LPD, three of the four members appointed by the Chair of LPD; for Chair, Vice-Chair or other Officer of BIC, one of the members appointed by the Chair of BIC; and for Chair or Secretary/Treasurer of SPPI, one of the members appointed by the Chair of SPPI (8.2).

The chair of the meeting has a casting vote.

The Council, jointly with the councils of LPD and SPPI, is to make, and has made⁵, bylaws governing the Nominations Committee; and the Council may also make, and has made, bylaws for the election of the President, Vice-President and Secretary-General.

Bylaws Governing the Constitution and Procedure of the Nominations Committee and Rules of Procedure for the Election of Officers, adopted by the Council on 4 October 2012 (see also 8.3/11), also make provision for persons not recommended by the Committee to stand for office.

Credentials Committee (3.9/8/11/20.1)

A committee appointed by the Council to opine on the credentials of Member Organisations.

Constitution Committee

A committee appointed by the Council to provide it with guidance on the application of the Constitution and on any revisions thereto.

Professional Conduct Sub-Committee (3.20.2.2)

An ad hoc sub-committee of the Professional Ethics Committee of SPPI established in relation to due process concerning the removal of an Individual Member for cause.

Honorary Appointments and Certificates of Outstanding Achievement (9)

Honorary Life Presidents (9.1/3)

Any past President or past Chair of LPD or SPPI (or predecessor Section or Division) who, by virtue of an outstanding and unique contribution to the work of the Association, has advanced

⁵ With predecessor Association constituents.

substantially the general interests of the legal profession and the Association, by the Council on the recommendation of the Management Board.

Written nomination to the Secretary-General thirty days before Management Board meeting, and recommendation to Council thirty days before its meeting.

Honorary Life Members of the Association (9.2/3)

Any person who has made an outstanding and unique contribution to the work of the Association, by the Council on the recommendation of the Management Board.

Written nomination to the Secretary-General thirty days before Management Board meeting, and recommendation to Council thirty days before its meeting.

Honorary Members (9.5)

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.

By the Council on the recommendation of the Management Committee.

Privileges of Appointees (9.4)

Privileges and (except in the case of Honorary Members) obligations of Individual Members, but no annual dues – also applies to Honorary Life Members of the Council appointed before 1983.

All (except Honorary Members) are members of the Council (Honorary Life Members of the Association non-voting).

Awards of Certificates of Outstanding Achievement (9.6-8)

Any person whose outstanding contribution to the legal profession or to the work of the Association merits the recognition, by the Council on the recommendation of the Management Board.

Written nomination to the Secretary-General thirty days before Management Board meeting, and recommendation to Council 30 days before its meeting.

Holder (if a Member) not obliged to pay annual dues, and is to be listed in annual directory of members of the Association.

Indemnification and Defence of Officers (and others acting with authority on behalf of the Association – see also 3.22) (10)

Provisions in this regard are in Article 10. See also Articles 3.21, 3.22 and Article 6 of the Certificate of Incorporation.

Bylaws (11)

The Council may make bylaws and rules of procedure in respect of the administration, operation and management of the Association or any part of it (but not in respect of a Constituent unless recommended by the council or other governing body of that Constituent) (11.1/2). To date, the following principal bylaws and rules are in effect

- Bylaws of the Human Rights Institute (as of 1 January 2013)
- Bylaws of the Bar Issues Commission (as of 1 January 2013)
- Bylaws Governing the Constitution and Procedure of the Nominations Committee and Rules of Procedure for the Election of Officers (as of 1 January 2013)
- Rules for the Election of Two Member Organisation Representatives to the Management Board (as of 21 May 2005)

The council or other governing body of a Constituent may make bylaws and rules of procedures in relation solely and exclusively to the affairs of the Constituent (and not inconsistent with bylaws and procedures made by the Council), to be reported to the Council as soon as practicable (11.3). To date, the following principal bylaws and rules are in effect

- Bylaws of the Legal Practice Division (as of 1 January 2013)
- Bylaws of the Public and Professional Interest Division (as of 1 January 2013)
- Bylaws of the Section on Public and Professional Interest (as of 1 January 2013)
- Bylaws of the Human Rights Institute (as of 1 January 2013)
- Bylaws of the Bar Issues Commission (as of 1 January 2013)

Amendment to the Constitution (12) / Dissolution of the Association (13)

Both amendment of the Constitution and dissolution of the Association require

- a two-thirds majority of the Council entitled to vote and voting, and
- the recommendation of the Management Board, a Member Organisation or a Constituent.

On a dissolution, the net assets (if any) are distributed in accordance with Article 10 of the Certificate of Incorporation.

3. Summary of the Bylaws of the Legal Practice Division – as of 1 January 2013

Numbered parenthetical references in this part are to Articles of the Bylaws.

Name and Objectives (1;2)

The name of the Division is the Legal Practice Division of the International Bar Association.

The objectives of the Division are

- to promote an interchange of information and views among its members as to laws, practices and professional responsibilities relating to the practice of law throughout the world
- to facilitate communication among its members
- to provide the opportunity for all its members to be active in the Division through its Sections, Committees, Fora and other groupings
- to undertake related projects as may be approved by the Division Council

The Division is supervised by the Council and Management Board of the Association, and has the obligation to keep them informed of its activities and have its budget ratified by the Management Board.

Membership

Entitlement and Process (3.1)

Every Individual Member of the Association, upon compliance with such conditions, if any, as may be laid down by the Division Council in conjunction with the Management Board of the Association, is a member of the Division.

Cessation (3.3)

Any Division Member who ceases to be an Individual Member of the Association ceases to be a Division Member.

Dues (3.2)

Each Division Member may be a member of one Division Committee, unless the Management Board of the Association decides otherwise, and a member of additional Committees on payment of further dues as fixed by the Division Council in conjunction with the Management Board of the Association.

Organisation

Division's Council (5)

Powers (5.6/12)

- has general supervision and control of the affairs of the Division, subject to any restrictions imposed by the Council of the Association, any decisions taken at a General Meeting of the Division's Members, and these Bylaws
- may act on behalf of the Division with respect to all matters relevant to the Division between Division General Meetings

Division Councillors (5.1)

- Principal Division Officers – Chair, Vice-Chair, Secretary/Treasurer and Assistant Treasurer
- one representative from PPID
- one representative from SEERIL
- the immediate past Division Chair
- eighteen other persons individually recommended by the Division Nominations Committee and elected at the Division General Meeting, several of whom to be current or former Committee Chair or Co-Chairs – four year term, not eligible for immediate re-election unless exceptional circumstances; the Division Council may fill a casual vacancy with a qualified person.
- not more than four Division Members co-opted by the Division Council – two year term; member who has served four years consecutively not eligible for immediate further co-option unless exceptional circumstances

Only persons who have been a member of the board of a Section, or Chair, Co-Chair or Vice-Chair of a Committee, Forum or other grouping of the Division, are eligible to be proposed as a Council member, unless Division Nomination Committee otherwise decides in case of emergency.

One of the President, Vice-President and Secretary-General of the Association is entitled to notice of, and to attend, all meetings of the Division Council, but not to vote.

A Division Councillor (elected or co-opted) who does not attend at least two meetings in any two-year period is, subject to the decision of the Division Chair for good cause shown, automatically removed.

Councillors Emeriti (5.2/7)

Former chairs of the Sections on Business Law, Legal Practice and Energy and Natural Resources Law (prior to 2004), and former Division Chairs.

Entitled to attend meetings of the Division Council, unless closed, and, at the Division Chair's discretion, to speak, but not to vote.

For so long as they are Members of the Association, entitled to attend and participate in meetings of Division Section and Committee officers, but not to vote unless they held the office within the preceding two years.

Voting (5.10/11)

At meetings, a simple majority present in person and voting or, if absent, vote communicated in writing to the Division Secretary/Treasurer – chair of the meeting has casting vote.

A quorum is one-third of Division Councillors present in person (see also 5.7).

Without a meeting, if requested by five Division Councillors, a simple majority of votes in writing by any means of transmission within time limit fixed by the Division Chair.

Meetings (5.7-9)

The Division Council meets at or about the time and place of each conference of the Association, and on one other occasion in a year. Additional meetings may be required by any Division Officer or one-third of Division Council Members.

The Division Chair presides at Division Council meetings if present; otherwise, in order, Division Vice-Chair, Division Secretary/Treasurer, Division Assistant Treasurer, or other Division Councillor elected by the Division Council (see also 4.4).

Members of Section Boards, Chairs and such other Officers of Committees, Sub-committees, Fora and other groupings of the Division as the person convening the meeting determines, entitled to attend and, at the Division Chair's discretion, to speak, but not to vote – unless the Division Council decides to meet in closed session.

Sections, Committees and Fora (6)

The activities of Division Members are administered by Sections, Committees, Fora and other groupings as the Division Council approves (see 3.2 for membership). To avoid conflict with committees in other Constituents, Management Board approval is required to the creation of a new committee or the change of name of an existing committee.

A Section is constituted by one or more Committees or other groupings as approved by the Division Council, its main responsibility being the coordination of the activities of its constituent Committees. Section Boards are the Committee Chairs (and co-Chairs) and, at the Section Board's discretion, immediate past Chairs (or Co-Chairs) – a Section Coordinator, to manage the Section's activities, may be appointed from its members by the Section Board.

The forgoing does not apply to SEERIL, which has its own bylaws and is managed by its officers and section council; other Sections may adopt bylaws with the approval of the Division Council.

Committees, Fora and other groupings (not a Section) have Chairs (or co-Chairs) appointed by the Division Chair after consultation, and Chairs may appoint one or more vice-chairs and other officers, and officers of sub-committees, subject to the approval of the Division Chair. Committee

officers are limited to a two year term, extendable in exceptional circumstances with the approval of the Division Chair.

Sections, Committees, Fora and other groupings meet, whenever possible, at the time of each conference of the Association, and may meet at other times with the approval of the Division Chair or delegate if Association or Division expenditure would be incurred.

Chairs present a written business plan annually, and a written report on activities when requested by the Division Chair, to the Division Chair and their Section Boards, and a written report to their members and Section Board annually.

Officers (IV)

Office Holders (IV,1/2)

- Chair, Vice-Chair, Secretary/Treasurer – the principal Division Officers
- others as the Division Council decides
- Principal Officers hold office for two years from January 1 (odd year) after the General Meeting at which they were elected (even year) held at the time of the Association's annual conference, and are not eligible for immediate re-election unless the Division General Meeting decides in exceptional circumstances

Casual vacancies may be filled by the Division Council with a qualified person.

Duties

Chair (4.4)

As Chief Executive officer of the Division

- preside at General Meetings and Division Council meetings
- appoint Chairs or Co-Chairs of Committees, Fora and other groupings (not Sections) pursuant to Article 6.3
- supervise the activities of the other Division Officers and superintend all activities of the Division – the Division Council may advise and override any decision
- keep the President, Council and Management Board of the Association, Division Council and the Steering Group of PPID periodically informed of Division plans and activities
- be a member of the Management Board of the Association
- consult the Division Council before casting the Division's vote on election of an Officer of the Association
- attend meetings of the Council of the Association and other bodies at which the Division is represented, or appoint another person to do so
- appoint the members of the Division Nominations Committee and four members of the Association's Nominations Committee (subject to ratification by the Division Council) (5.4)

- such other duties and powers as usually pertain to the Chief Executive Officer of the Division, or as the Division Council decides

Vice-Chair (4.4.2)

- perform the duties of the Chair if the Chair requests, unable to act or not available
- aid the Chair as the Chair requests
- coordinate Division Sections, Committees, Fora and other groupings, and, with them, Division publications
- be a member of the Management Board of the Association

Secretary/Treasurer (4.4.3)

- assist other Council Officers as they request
- supervise Division finances and report thereon to other Division Officers, the Division Council and the Division General Meeting
- perform the specified functions in regard to elections (see also 4.2.1/2; 5.4.3/7; 7.3)
- give notice of Division General Meetings and of meetings of the Division Council, and keep minutes and supervise their deposit at the offices of the Association
- supervise written ballot arrangements (see also 4.2.7; 5.4.9)
- be a member of the Management Board of the Association, and the Treasurer of the Association

Assistant Treasurer (4.4.4)

- assist the Secretary/Treasurer
- be a member of the Management Board of the Association and the Assistant Treasurer of the Association

With the Division Chair's approval, the Principal Officers may delegate specific tasks to members of the Division Council and to other Division Officers.

The Division Officers may act on behalf of the Division with respect to all matters relevant to the Division between meetings of the Division Council (5.12).

The *Executive Director* and staff provide administrative assistance to the Division, Division Officers and Division Council (4.3).

Division's Nomination Committee (5.4)

Five members appointed promptly by the Division Chair after taking office, subject to ratification by the Division Council.

The Committee is to recommend to the Division Secretary/Treasurer, for notification to the Division Council and Division members, persons to be elected as members of the Division Council.

The Committee is to operate in accordance with procedures laid down by the Division Council. There is provision for persons not proposed by the Committee to stand for office.

Removal of Division Officers, members of Division Council and Offices of Sections, Committees, Fora and other groupings (6.6)

By the Division Council for cause – no specified process or appeal. The Division Chair, with approval of the Division Officers, may act if circumstances require, but must obtain Division Council ratification as soon as possible.

General Meetings (7)

Held during the annual conference of the Association in each even year, to elect Principal Division Officers and other elected members of the Division Council, and consider other business properly brought forward.

Other meetings held at times and places called by the Division Chair or Division Council.

Division Chair presides; if absent, in order the Division Vice-Chair, Secretary/Treasurer, Assistant Treasurer, or other member of the Division Council elected by the Division Council members present.

Notice and supporting information to be given by the Secretary/Treasurer. Decisions by a majority of members present and voting. No quorum requirement.

Written ballots required for election of Division Officers and other members of the Division Council, unless the meeting otherwise decides.

The Division Council may direct that a matter be submitted for written vote of the members outside a meeting.

Miscellaneous (7.6;8;9)

The Division is not to take action in the name of, or purporting to represent, the Association without the prior authority or specific approval of the Council of the Association; this does not apply to action in the name of the Division.

Section Boards and Officers of Committees are not to take action in the name of, or purporting to represent, the Section, the Committee, the Forum or the Division without the prior approval of the Division Council.

The Division's fiscal year is the same as the Association's. No salaries are to be paid to office holders, but the Secretary/Treasurer may authorise expenses. Division resolutions and actions are to be reported by the Division Chair to the President, Council and Management Board of the Association.

There are transitional provisions in Article 9 regarding 2013/14.

Amendment to Bylaws (10)

By the Council of the Association on the recommendation of the Management Board of the Association and with the consent of the Division Council.

By the Division Council, majority of members present and voting. Subject to Article 11.3 of the Constitution of the Association, and ratification by the Management Board of the Association.

4. Summary of the Bylaws of the Public and Professional Interest Division – as of 1 January 2013

Numbered parenthetical references in this part are to Articles of the Bylaws.

Name and Objectives (1.2)

The name of the Division is the Public and Professional Interest Division of the International Bar Association.

The objectives of the Division are

- to promote an interchange of information and views among Member Organisations of the Association and the individual members of HRI, BIC and SPPI about the public and professional interest activities of the legal profession throughout the world
- to support those activities, the Rule of Law and the defence of human rights
- to facilitate communication among Member Organisations and its members
- to provide the opportunity to Member Organisations and all Members to be active in the different parts of the Division through HRI, BIC and SPPI, their committees and other groupings
- to undertake related projects as may be approved by each of the parts of the Division and the Division Steering Committee

The Division's objectives are performed and furthered by HRI, BIC and SPPI, which are autonomous and independent parts of the Association, governed by their bylaws.

The Division is supervised by the Council and Management Board of the Association, and has the obligation to keep them informed through the HRI, BIC and SPPI representatives.

Membership (3)

HRI, BIC and SPPI are the members of the Division.

Organisation

Division' Steering Group (4)

Powers (4.2)

- general coordination of the activities of the Division and the meeting of its objectives, subject to any restrictions imposed by the Council of the Association or the Management board of the Association, and these Bylaws
- may act on behalf of the Division with respect to all matters relevant to the Division between Division General Meetings

Steering Group Members (4.1)

- the Chair or co-Chairs of HRI
- the Chair and First Vice-Chair of BIC
- the Chair and Secretary/Treasurer of SPPI
- one representative from LPD

Voting (4.4)

At meetings, a simple majority present in person and voting (or, if absent, vote communicated in writing to the other Steering Group members) – meeting chair has casting vote.

A quorum is three, provided one representative of each of HRI, BIC and SPPI (see also 4.3.5).

Without a meeting, a simple majority of votes submitted by any means of transmission within five days.

Meetings (4.3)

The Division Steering Group meets at or about the time and place of each conference of the Association, and on one other occasion in a year. Any two members can convene a meeting. The chair of the meeting is elected by the members.

Miscellaneous (5)

The Division is not to take action in the name of, or purporting to represent, the Association without the prior authority or specific approval of the Council of the Association.

No salaries are to be paid to any member of the Division Steering Group.

Amendment to Bylaws (6)

By the Council of the Association on recommendation of the Division Steering Group.

By the Division Steering Group, majority of members present and voting. Subject to Article 11.3 of the Constitution of the Association and ratification by the Management Board of the Association.

5. Summary of the Bylaws of the Section on Public and Professional Interest – as of 1 January 2013

Numbered parenthetical references in this part are to Articles of the Bylaws.

Name and Objectives (1;2)

The name of the Section is the Section on Public and Professional Interest of the International Bar Association.

The objectives of the Section are

- to promote an interchange of information and views among its members about the public and profession interest activities of the legal profession throughout the world, and to support and promote those activities
- to facilitate communication among its members
- to provide the opportunity for all its members to be active in the Section through its Committees and other groupings
- to undertake related projects as may be approved by the Section Council

The Section is supervised by the Council and Management Board of the Association, and has the obligation to keep them informed of its activities and have its budget ratified by the Management Board.

Membership

Entitlement and Process (3.1)

Every Individual Member of the Association, upon compliance with such conditions, if any, as may be laid down by the Section Council in conjunction with the Management Board of the Association, is a member of the Section.

Cessation (3.3)

Any Section Member who ceases to be an Individual Member of the Association ceases to be a Section Member.

Dues (3.2)

Each Section Member may be a member of one Section Committee, unless the Management Board of the Association decides otherwise, and a member of additional Committees on payment of further dues as fixed by the Section Council in conjunction with the Management Board of the Association.

Organisation

Section's Council (5)

Powers (5.2/8)

- has general supervision and control of the affairs of the Section, subject to any restrictions imposed by the Council of the Association, any decisions taken at a General Meeting of the Section's Members, and these Bylaws
- may take action in the name of the Section
- elects the Principal Section Officers and the incoming Section Council

Section Councillors (5.1)

- the Principal Division Officers – Chair and Secretary/Treasurer
- up to six other members elected by the Section Council (see 4.2.3); three to be Individual Members of the Association with long standing involvement and experience of the senior Association positions; three current or immediate past Chairs or co-Chairs of a Section Committee (including any additional Section Officer elected under 4.2.3); and
- one representative of LPD

Elected Councillors serve for two years from January 1 (odd year) after the Section Council meeting held at the time of the Association's annual conference (even year) at which they were elected.

Voting (5.5/6)

At meetings, a simple majority present in person and voting or, if absent, vote communicated in writing to the Section Secretary/Treasurer – chair of the meeting has casting vote.

A quorum is one-third of Section Councillors present in person or electronically (see also 5.3.3).

Without a meeting, if the Chair directs or requested by one third of Section Councillors, a simple majority of votes in writing by any means of transmission within time limit fixed by the Section Chair.

Meetings (5.3/4)

The Section Council meets at or about the time and place of each conference of the Association, and (either in person or electronically) on one other occasion in a year. Additional meetings may be required by any Section Principal Officer or one-third of Section Council Members.

The Section Chair presides at Section Council meetings if present; otherwise, in order, Section Vice-Chair, Section Secretary/Treasurer, or other Section Councillor elected by the Section Council (see also 4.4).

Committees and other Groupings (6)

The activities of Section Members are administered by Committees and other groupings as the Section Council approves (see 3.2 for membership). To avoid conflict with committees in other Constituents, Management Board approval is required to the creation of a new committee or the change of name of an existing committee.

Committees have Chairs (or two co-Chairs) appointed by the Section Chair after consultation, and Chairs may appoint one or more vice-chairs and other officers, and officers of sub-committees, subject to the approval of the Section Chair. Committee officers hold office for two years from January 1 (odd year) and are not eligible for immediate re-election unless the Section Council decides in exceptional circumstances.

Committee Chairs or co-Chairs to be named before the Association's conference in each even numbered year (4.2.2).

Committees meet, whenever possible, at the time of each conference of the Association, and may meet at other times with the approval of the Section Chair or delegate, and the Association's Treasurer, if Association or Section expenditure would be incurred.

Chairs of committees or other groupings present a written business plan annually, and a written report on past year activities, to the Section Chair.

Officers (4)

Office Holders (4.1/2)

- Chair and Secretary/Treasurer – the Principal Division Officers
- A maximum of three additional Officers, all to be persons named as incoming Chairs or co-Chairs of Section Committees

Officers hold office for two years from January 1 (odd year) after the Section Council meeting at which they were elected (even year) held at the time of the Association's annual conference. Principal Division Officers are not eligible for immediate re-election; other Officers are not eligible for immediate re-election unless the Section Council decides in exceptional circumstances.

Casual vacancies may be filled by the Section Council with a qualified person.

Duties

Chair (4.4.1)

As Chief Executive officer of the Division

- preside at Section Council meetings
- supervise the activities of the other Section Officers and superintend all activities of the Section – the Section Council may advise and override any decision

- keep the Council, President and Management Board of the Association, Section Council and the Chair of LPD periodically informed of Section plans and activities
- be a member of the Management Board of the Association, jointly with the Section Secretary/Treasurer
- consult the Section Council before casting (jointly with the Division Secretary/Treasurer) the Section's vote on election of an Officer of the Association and any other matter subject to vote at a meeting of the Council of the Association
- attend meetings of the Council of the Association and other bodies at which the Section is represented, or appoint another person to do so
- such other duties and powers as usually pertain to the chief executive officer of the Section, or as the Section Council decides

Secretary/Treasurer (4.4.2)

- assist other Council Officers as they request
- supervise Section finances and report thereon to other Section Officers, the Section Council and the Treasurer of the Association
- give notice of meetings of the Section Council, and ensure minutes are kept and supervise their deposit at the offices of the Association
- supervise written ballot arrangements (see also 4.2.3;5.6)
be a member of the Management Board of the Association

With the Section Chair's approval, the Principal Section Officers may delegate specific tasks to members of the Section Council and to other Section Officers.

The Section Principal Officers may act on behalf of the Section with respect to all matters relevant to the Section between meetings of the Section Council (5.7).

The *Executive Director* and staff provide administrative assistance to the Section, Section Officers and Section Council (4.3).

Elections

The Chair and Secretary-Treasurer are nominated and elected in accordance with the Rules and Procedures of the Association's Nominations Committee (4.2.1). At the Association's Annual Conference in the year of such nomination, the then-existing Council shall elect by majority vote the Chair and Secretary-Treasurer so nominated or, if the Nominating Committee proposes two or more candidates, by a majority vote in a written ballot (4.2.3).

Removal of Section Officers, members of Section Council and Offices of Committees and other groupings (6.6)

By the Section Council for cause – no specified process or appeal. The Section Chair, with approval of the Section Officers, may act if circumstances require, but must obtain Section Council ratification as soon as possible.

Miscellaneous (7; 8; 9)

The Section is not to take action in the name of, or purporting to represent, the Association without the prior authority or specific approval of the Council of the Association.

Officers of Committees are not to take action in the name of, or purporting to represent, the Committee or the Section without the prior authority or specific approval of the Section Council.

The Section's fiscal year is the same as the Association's. No salaries are to be paid to office holders, but the Secretary/Treasurer may authorise expenses. Section resolutions and actions are to be reported by the Section Chair to the Council, President and Management Board of the Association.

There are transitional provisions in article 9 regarding 2013/14.

Amendment to Bylaws (10)

By the Council of the Association on the recommendation of the Management Board of the Association and with the consent of the Section Council.

By the Section Council, majority of members present and voting. Subject to Article 11.3 of the Constitution of the Association, and ratification by the Management Board of the Association.

6. Summary of the Bylaws of the Human Rights Institute – as amended 1 January 2013

Numbered parenthetical references in this part are to Articles of the Bylaws.

Name and Objectives (1; 2; 3)

The name of the Institute is the Human Rights Institute of the International Bar Association.

The Institute pursues these objectives for and on behalf of the Association

- promotion, protection and enforcement of human rights under a just rule of law
- promotion and protection of the independence of the judiciary and of the legal profession world-wide
- world-wide adoption and implementation of standards and instruments relating to human rights accepted and enacted by the community of nations
- acquisition and dissemination of information concerning issues related to human rights, judicial independence and the rule of law

The Institute is subject to the direction of the Council and President of the Association, has regard to its status in the Association, and gives priority to activities having a particular connection to the interests and concerns of lawyers and Members of the Association.

The Institute is autonomous and financially independent but is supervised by the Council and Management Board of the Association, and has the obligation to keep the Council informed of its activities and have its budget ratified by the Management Board.

Membership (5)

Any person or firm, upon payment of dues set by the Management Board of the Association.

All Institute Officers, Council members and Committee officers (except Honorary President) must be members of the Institute.

Institute Members have the right to attend and to participate in Institute General Meetings, to be kept informed of activities, to receive publications and to participate in activities as agreed by the Institute Chair.

Friends of the Institute are appointed by the Institute Chair, and are those whose advice or services may be called upon, or who contribute funds to the Institute in an amount agreed by the Management Board of the Association – a maximum two year appointment, no limits on re-appointment. Have the same entitlements as Institute Members, and accorded special recognition.

An Institute Member who is in default of subscription for six months ceases to be a member.

Organisation

Institute's Council (4.2)

Powers

Subject to any restrictions imposed by the Council of the Association, the Trustees of the Association's Human Rights Institute Trust and these Bylaws, the Institute Council has general supervision and control of the affairs of the Institute. Moneys are expended only in accordance with budgets authorised by the Institute Chair and approved by the Treasurer of the Association.

Institute Councillors

- the Institute Officers (but not the Honorary President)
- the two most recent Institute Chairs
- a representative of LPD
- a representative of BIC
- a representative of SPPI
- up to twelve other persons

Institute Councillors are appointed, and may be removed, by the President, in consultation with the Executive Director and the Management Board. Institute Councillors hold office for a term of two years, which may be extended for an additional two year term.

Voting

At meetings, a simple majority present in person and voting or, if absent, vote communicated writing to the Institute Secretary/Treasurer. Chair of the meeting has casting vote.

Quorum is one third of Institute Councillors present in person or electronically.

Without a meeting, if Institute Chair directs or requested by one third of Institute Councillors, a simple majority in writing by any means of transmission within time limit fixed by Institute Chair.

Meetings (see also 6)

In conjunction with the annual Conference of the Association; either in person or electronically on one other occasion each year; and on other occasions as the Institute Chair or one third of Institute Councillors requires.

Institute Chair presides if present; otherwise, a Councillor elected by the Council.

Committees (3.3; 6)

The Institute Council establishes such committees as it deems appropriate to the efficient conduct and organisation of its business. To avoid conflict with committees in other Constituents, Management Board approval is required to the creation of a new committee or the change of name of an existing committee.

Institute Committee Officers are appointed by the Institute Chair after consultation, where practicable, with the other Institute Officers and the Institute Council, and hold office as prescribed for members of the Institute Council. Their duties are as directed by the Institute Chair.

Institute Committee Officers meet in conjunction with the annual conference of the Association, and on other occasions as the Institute Chair, or the Chair of the relevant Committee, requires (see also .2).

Officers (4.1; 5)

Office Holders

- President, being the President of the Association
- Chair; or two co-Chairs of equal standing (senior to be member of the Management Board of the Association)
- one or more Vice-Chairs
- Secretary/Treasurer or a Secretary and a Treasurer. The Treasurer may, and shall if the President requires, be the person who is the Treasurer of the Association.

Office holders (except President and the Treasurer, if Treasurer of the Association) appointed by Institute Council and hold office for two years from January 1 (odd year) – may be extended once only unless the Management Board of the Association agrees.

A casual vacancy in the Institute Chair is filled by the Institute Council, the appointee to hold office until expiry of the former Institute Chair's term and to be eligible for appointment as Chair as though to a first term.

The Institute may have an Honorary President – appointed for an indefinite term by the President in consultation with the Executive Committee of the Association.

All appointees may be removed in like manner as their appointment.

Duties (4.4)

Chair

As senior Officer of the Institute

- chair all meetings of the Institute, its Officers, Committee Officers and Council
- supervise and coordinate all activities of the Institute
- consult with and consider the advice of Institute Officers, Council and Committee Officers, and keep them and the President and Management Board of the Association informed
- be a member of the Management Board of the Association.

Unresolved disagreements between co-Chairs are referred to the President for resolution.

Vice-Chair

- perform such duties of the Chair as are delegated, and act in the Chair's stead if unavailable
- assist the Chair as the Chair requests in supervising and coordinating the Institute's activities

Secretary

- give notice and keep minutes of meetings
- maintain records of membership, issues notices and record, receive and respond to communications
- report to the President and the Management Board of the Association all resolutions of the Institute, and report to the Institute Chair as required or directed.

Treasurer

- superintend the Institute's finances and report to the Treasurer and Management Board of the Association on all financial matters and accept their lawful directions
- in consultation with the Treasurer and Management Board of the Association, recommend the Institute's annual subscription
- report to the Institute Chair as required or directed

With the Institute Chair's approval, Vice-Chairs and Secretary/Treasurer may delegate to members of the Institute Council such tasks as are agreed.

The Institute Chair manages the affairs of the Institute between Institute Council meetings (see also 4.2.7).

Meetings (6)

General meeting held during the annual conference of the Association in each even year. Other meetings held at times and places directed by the Institute Chair. Members present constitute a quorum.

Council and Committee officers meet during annual conference of the Association and on other occasions required by Chair or the chair of the committee concerned. Quorum is one-third of those entitled to attend.

Miscellaneous (6)

No salaries are to be paid to office holders, but the Institute Secretary/Treasurer may authorise expenses.

The Division is not to take action in the name of, or purporting to represent, the Association without the prior authority or specific approval of the Council of the Association.

Amendment to Bylaws (8)

By the Council of the Association on recommendation of the Management Board of the Association and with the consent of the Institute Council.

By the Institute Council, majority of members present and voting. Subject to Article 11.3 of the Constitution of the Association and ratification by the Management Board of the Association.

7. Summary of the Bylaws of the Bar Issues Commission – as amended 1 January 2013

Numbered parenthetical references in this part are to Articles of the Bylaws.

Name and Objectives (1;2)

The name of the Commission is the Bar Issues Commission of the International Bar Association.

The Commission pursues these objectives for and on behalf of the Association

- provision of a forum for Member Organisations to discuss among themselves issues of common interest
- presentation of programmes and showcases at annual conferences of the Association on issues of particular interest to Member Organisations
- through its Policy Committee, provision of advice to the Council of the Association on issues of relevance to Member Organisations
- through its Policy Committee and Officers, provision of advice to the Council of the Association on issues of relevance to Member Organisations
- promotion, protection and enforcement of an independent legal profession, and acquisition and dissemination of related information
- participation in and support for the objectives and efforts of other parts of PPID

The Commission is subject to the direction of the Council of the Association, has regard to its status in the Association, and gives priority to activities having a particular connection to the interests and concerns of Member Organisations.

The Commission is supervised by the Council and Management Board of the Association in relation to policy issues, and has the obligation to keep them informed of its activities and have its budget ratified by the Management Board.

Membership (4)

A Member Organisation, upon payment of its subscription to the Association for the current year, may appoint up to three Members of the Commission (with right of substitution). They are not required to be Individual Members, but receive Member benefits.

An Individual Member, upon payment of dues set by the BIC Officers on consultation with the Treasurer of the Association and with the consent of the Management Board of the Association.

Commission Members have the right to attend and to participate in Commission General Meetings, to be kept informed of activities, to receive publications, and to participate in activities and programmes organised by the Commission except for those organised by the Officers of the Commission in which participation is restricted to serving members of the governing bodies of, or persons nominated by, Member Organisations.

A Commission Member whose appointing Member Organisation is in default of subscription seven days before the mid-year meeting of the Council of the Association, ceases to be a member.

An Individual Member who ceases to be a member of the Association ceases to be a member.

Organisation (3)

Policy Committee (3.2)

Powers (2.1.3;3.2.6)

To provide advice to the Council of the Association on issues of relevance to Member Organisations.

Members

- the Commission Chair
- the Commission Vice-Chairs
- up to twenty Commission Members appointed by the Commission Chair, after consultation with other Commission Officers and with significant consideration of geographical and jurisdictional representation – but only serving members of the governing bodies of, or persons nominated by, Member Organisations (Commission Chair can exempt up to three experts from this requirement after consultation with other Commission Officers)

The Committee determines its own chair.

The Committee may restrict participation in its work to serving members of the governing bodies of, or persons nominated by, Member organisations – other Commission Members may attend as observers.

Committees (3.3)

The Commission Chair, after consultation with other Commission Officers and such other persons as considers appropriate, establishes other committees as considers appropriate to the efficient conduct and organisation of its business, and other working groups and sub-groups (which may include serving members of governing bodies of, or persons nominated by, Member Organisations) to address specific issues.

Management Board approval is required to the creation of a Committee or the change of name of an existing Committee.

Commission Committee Officers are appointed by the Commission Chair after consultation with the other Commission Officers, and hold office for not more than four years. Their duties are as directed by the Commission Chair.

Committee Chairs report to the Commission Chair at least once a year as and when required by the Commission Chair on the activities of their committees for the previous twelve months, and keep the Commission Chair informed of their Committee meetings and proceedings as they occur.

Officers (3.1;3.4/5)

Office Holders (3.1)

- Chair
- two Vice-Chairs
- a minimum of two and a maximum of seven other persons

The Secretary/Treasurer, who must be a Commission Officer, is appointed by the Commission Chair after consultation with the other Commission Officers. Otherwise, Commission Officers of the Commission are nominated and elected in accordance with the Rules and Procedures and Articles 4.2.4 and 4.12 of the Constitution of the Association⁶. Commission Chair appoints two members of the Association's Nomination Committee upon taking office, to be approved by the Commission Officers at the first opportunity.

Only serving members of the governing bodies of, or persons nominated by, Member Organisations may serve as Commission Officers.

The Commission Chair holds office for two years from January 1 (odd year), and is not eligible for immediate re-election.

The Vice-Chairs and other Commission Officers hold office for two years from January 1 (odd year), and are eligible for re-election for one subsequent two year term. Thereafter, not eligible for immediate re-election unless in exceptional circumstances a meeting of the Council of the Association decides.

A casual vacancy in the Chair is filled by the President, in consultation with the other Commission Officers and the Management board of the Association; in another Commission Officer, in consultation with the Commission Chair and the Management Board of the Association. Both eligible for re-election for the subsequent term.

Duties (3.1.4; 3)

Subject to any restrictions imposed by the Council of the Association, and these Bylaws, the Commission Officers have general supervision and control of the affairs of the Commission. Moneys are expended only in accordance with budgets authorised by the Management Board of the Association.

The Commission Officers manage the affairs of the Commission between General Meetings.

⁶ Bylaws Governing the Constitution and Procedure of the Nominations Committee and Rules of Procedure for the Election of Officers, adopted by the Council on 21 May, 2005, inter alia extended the remit of the Committee to recommendations for Chair, Vice-Chair and Officers-at-large of the BIC, any recommendation requiring 75% of the Presidential appointments to be in favour, and made provision for persons not recommended by the Committee to stand for office.

Chair

As senior Officer of the Commission

- preside at General Meetings of the Commission, its Officers and Committee Officers
- supervise and coordinate all activities of the Commission
- consult regularly with and consider the advice of Commission Officers; and
- keep the Council and President of the Association, the Management Board, and the Officers and Councils of PPID and the Human Rights Institute, informed of the activities of the Commission

Vice-Chair

- perform such duties of the Chair as are delegated, and act in the Chair's stead if unavailable
- assist the Chair as the Chair requests in supervising and coordinating the Commission's activities

Secretary/Treasurer

- give notice and keep minutes of meetings
- maintain records of membership, issues notices, and record, receive and respond to communications
- send all policy papers, recommendations and draft resolutions of the Policy Committee to the Council and Management Board of the Association
- report to the Council and Management Board of the Association all resolutions of the Commission in General Meeting, and report to the Commission Chair and Commission General Meetings as required or directed
- prepare the Commission budget for approval by the Management Board of the Association, superintend the Commission's finances and report to the Treasurer of the Association on all financial matters
- present reports to the other Commission Officers, the Commission's General Meeting and the Management Board on all financial matters
report to the Commission Chair as required or directed

Elections (3.5)

The Officers are nominated and elected in accordance with the Rules and Procedures of the Association's Nominations Committee. The Chair shall, as promptly as possible after taking office appoint two persons to be members of the Association's Nominations Committee.

General Meetings (5)

Held during the Annual Conference of the Association.

The principal purpose of the General Meeting is for Commission Officers to report to Commission Members.

Other meetings and social events held around the time of the annual conference and Council meetings of the Association, as directed by the Officers.

Miscellaneous (6.1/2)

No salaries are to be paid to any Officer or Committee Officer of the Commission, but the Commission Secretary/Treasurer may authorise expenses subject to any guidelines or requirements established by the Officers of the Commission and approved by the Management Board.

The Commission is not to take action in the name of, or purporting to represent, the Association with the prior authority or specific approval of the Association.

Amendment to Bylaws (6.3)

By the Council of the Association on recommendation of the Management Board of the Association and with the consent of the Institute Council.

By the Institute Council, majority of members present and voting. Subject to Article 11.3 of the Constitution of the Association and ratification by the Management Board of the Association.



The global voice of
the legal profession

8. Constitution and Certificate of Incorporation of the International Bar Association – as of 1 January 2013

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CONSTITUTION AND CERTIFICATE OF INCORPORATION OF THE INTERNATIONAL BAR ASSOCIATION

Article 1 Name and Objects

The name of the corporation is the International Bar Association (hereinafter, the “*Association*”).

Its objects are:

- 1.1 to establish and maintain relations and exchanges between Bar Associations and Law Societies and their members throughout the world.
- 1.2 to assist such Associations and Societies and Members of the Legal Profession throughout the world to develop and improve the profession’s organisation and status.
- 1.3 to assist Members of the Legal Profession throughout the world, whether in the field of legal education or otherwise, to develop and improve their legal services to the public.
- 1.4 to advance the science of jurisprudence in all its phases.
- 1.5 by common study of practical problems to promote uniformity and definition in appropriate fields of law.
- 1.6 to promote the administration of justice under the rule of law among the peoples of the world.
- 1.7 to promote in the execution of these objects 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.

The Association may take all action that it deems appropriate in the pursuit of its objects. In pursuit of such objects, the Association has the capacity to represent and stand and intervene in judicial, administrative, arbitral and other proceedings. The Constituents do not have the aforesaid capacity; however, in a given proceeding the Association may authorize a Constituent to act in the Association’s behalf.

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

Article 2 Definitions

In this Constitution:

- 2.1 ‘*Associate Organisation*’ means an organisation of Members of the Legal Profession which is not created and does not exist primarily for the purpose of exercising and conducting their profession.
- 2.2 ‘*Bar Issues Commission*’ or ‘*BIC*’ means the commission established by that name pursuant to Article 6.

- 2.3 ‘*Constituents*’ mean, collectively, the LPD, PPID, SPPI, BIC and HRI; and ‘*Constituent*’ means any one of the Constituents, as applicable.
- 2.4 ‘*Council*’ means the Council of the Association established pursuant to Article 4.
- 2.5 ‘*Councillor*’ means a member of the Council.
- 2.6 ‘*Country*’ means a territory:
- 2.6.1 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;
- 2.6.2 or which, while lacking one or more of, but not all, the characteristics specified in Article 2.6.1, is
- 2.6.2.1 governed under one system of law by one supreme authority; or is,
- 2.6.2.2 by reason of its history and tradition, generally regarded as a separate country.
- 2.7 ‘*Credentials Committee*’ means the committee by such name established to provide opinion as to the eligibility of an applicant as a Member Organisation.
- 2.8 ‘*Division*’ means the Legal Practice Division (LPD) and / or the Public and Professional Interest Division (PPID).
- 2.9 ‘*Executive Director*’ means the Executive Director of the Association.
- 2.10 ‘*Federation*’ means an organisation whose members principally comprise other organisations of Members of the Legal Profession and includes but is not limited to any such organisation whose members include a National Organisation and/or regional organisation and/or which is itself a National Organisation.
- 2.11 ‘*Full Member Organisation*’ means a National Organisation or other organisation of Members of the Legal Profession (whether a Bar Association, Law Society or other organisation representative of the Members of the Legal Profession or federation of any of those organisations) which is admitted as a Full Member Organisation pursuant to Article 3.1.
- 2.12 ‘*Human Rights Institute*’ or ‘*HRI*’ means the institute established by that name pursuant to Article 6.
- 2.13 ‘*Individual Member*’ means a member of the Association who is admitted as an Individual Member pursuant to Article 3.
- 2.14 ‘*Judges’ Forum*’ means the committee of the SPPI by such name comprised of judges and former judges.
- 2.15 ‘*Legal Practice Division*’ or ‘*LPD*’ means the Division established by that name pursuant to Article 6.
- 2.16 ‘*Member Organisation*’ means a Full Member Organisation or a Sustaining Member Organisation.

- 2.17 ‘*Management Board*’ means the Management Board established by that name pursuant to Article 5.
- 2.18 ‘*Members of the Legal Profession*’ 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.
- 2.19 ‘*Member*’ means and includes a Full Member Organisation, a Sustaining Member Organisation and an Individual Member.
- 2.20 ‘*National Organisation*’ means any Federation or other organisation of Members of the Legal Profession or of a branch of the legal profession 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.
- 2.21 ‘*Nominations Committee*’ means the committee established pursuant to Article 8.
- 2.22 ‘*Officer*’ means any of the President, Vice-President, Secretary-General, Treasurer and Assistant Treasurer, the Chair of the BIC, and the two most senior officers of each of the LPD (Chair and Vice-Chair) and SPPI (Chair and Secretary-Treasurer).
- 2.23 ‘*Public and Professional Interest Division*’ or ‘*PPID*’ means the Division established by that name pursuant to Article 6.
- 2.24 ‘*Regional Forum*’ means a forum established by the LPD pursuant to Article 6.9 focused on the definition and execution of the strategies for the development and support of the activities of the Association within the geographical region of such forum.
- 2.25 ‘*Representative Councillor*’ means a Councillor appointed as such from time to time by a Member Organisation pursuant to Article 4.3.5.
- 2.26 ‘*Reserved Matter*’ means any of the following:
- 2.26.1 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);
- 2.26.2 any resolution to amend Article 6 (other than Article 6.6) or to adopt or amend any bylaws governing a Division adopted pursuant to Article 11; and
- 2.26.3 any resolution to amend this Article 2.256 or any of Articles 4.13.2 to 4.13.5 (inclusive), 5.5.1 to 5.5.3 (inclusive), 5.10, 5.11, 7.1, 7.3 or 7.4.
- 2.27 ‘*Rules of Procedure for the Election of Officers*’ means the rules of procedure for the election of Officers of the Association adopted from time to time by the Council pursuant to Article 11.
- 2.28 ‘*Section on Public and Professional Interest*’ or ‘*SPPI*’ means the section established by that name pursuant to Article 6.

- 2.29 ‘*Sustaining Member Organisation*’ means an organisation of Members of the Legal Profession which is not a Full Member Organisation and which is admitted as a Sustaining Member Organisation pursuant to Article 3.2 read with Article 3.1.
- 2.30 Except where the context otherwise requires, ‘*Year*’ means a calendar year; the singular shall include the plural; the masculine the feminine, and vice versa; and ‘*including*’ shall not be construed as being by way of limitation.

Article 3 Membership

Eligibility for Organisational Membership

- 3.1 Any National Organisation shall, subject to Article 3.8, be eligible to become a Full Member Organisation.
- 3.2 Any Federation or other organisation of Members of the Legal Profession 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, or
- 3.2.3 is a Federation (but not a National Organisation or an Associate Organisation),
- shall be eligible to become a Sustaining Member Organisation subject in the case of Articles 3.2.1 and 3.2.2 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 organisation, association, partnership, corporation or grouping of Members of the Legal Profession created primarily but not necessarily exclusively for the purpose of exercising and conducting their profession 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 fax numbers 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 Members of the Legal Profession 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 members of the Council entitled to vote present in person or by proxy and voting 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.

Admission to Individual Membership

- 3.12 Any Member of the Legal Profession may make a written application 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, to the Association accompanied by payment of the dues for the then current year.
- 3.12.1 Any applicant to become an Individual Member shall, on application certify the grounds on which the applicant claims to be entitled to admission to membership.
- 3.12.2 Evidence as to the entitlement of a person to become or remain an Individual Member may be sought from any Member Organisation in the country of the applicant, from the applicant or Individual Member, or such other body or person as the Management Board may deem appropriate.
- 3.13 If in the opinion of the Management Board the applicant or Individual Member is not qualified to be an Individual Member, the applicant or Individual Member shall be notified in writing of the Management Board's decision. The applicant or Individual Member shall be entitled to appeal

against the decision within 28 days of the date on which the decision is issued to the applicant or Individual Member. Any such appeal shall be sent in writing to the Secretary General.

3.13.1 The appeal of an applicant or an Individual Member against the decision of the Management Board shall be heard by a three-person tribunal. The Chairman of the Tribunal shall be a member of the Judges' Forum selected by the Chairman of the Judges' Forum or in the event of the Chairman being unwilling or unable to act by the senior Vice-Chairman of the Judges' Forum. The other two members of the Tribunal shall be selected by the Chairman of the Tribunal from a panel of persons appointed by the Council. The applicant or Individual Member 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 or Individual Member 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 or Individual Member shall not be entitled to require an oral hearing. The decision of the Tribunal shall be final.

Annual Dues

3.14 Subject to Article 3.15, 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.

3.15 In the case of each Federation or 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 Federation or Associate Organisation, but no such proposal or approval shall confer upon any other Federation or 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.

3.16 Each Individual 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.

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

3.18 Dues shall be payable in such currency or currencies as the Management Board (subject to any direction by the Council) 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

3.19 Resignation

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

3.20 Suspension or Expulsion

3.20.1 Any Member Organisation may be suspended or expelled:

- 3.20.1.1 By the Council on receiving a report from the Credentials Committee recommending suspension or expulsion of that Member Organisation; or
- 3.20.1.2 By the Council for non-payment of any sum due to the Association which is three years in arrears.
- 3.20.1.3 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 Chairman of the Credentials Committee. The Chairman 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 Chairman 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 (the “*Complainant*”) an opportunity of an oral hearing 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 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.

3.20.2 Any Individual Member may be suspended or expelled:

- 3.20.2.1 At the direction of the Secretary-General for non-payment of any sum due to the Association; or
- 3.20.2.2 By a decision of the Professional Conduct Subcommittee on the grounds of conduct occurring (either before or after becoming an Individual Member) which is or was professional misconduct or conduct unbecoming of an Individual Member.

On receiving a complaint that an Individual Member has been guilty of professional misconduct or conduct unbecoming of an Individual Member the Secretary General shall send details of the complaint to the Chair(s) of the Professional Ethics Committee of the SPPI. The Chair(s) of the Professional Ethics Committee shall thereafter promptly form a sub-committee (the “*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 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. If, on consideration of the Individual Member’s response, and any other materials the Professional Conduct Subcommittee may consider to be relevant, the Professional Conduct Subcommittee is satisfied that the complaint is justified, the Professional Conduct Subcommittee may suspend or expel the Individual Member from membership in the Association. The Individual Member shall not be entitled to an oral hearing. Notification of the suspension or expulsion shall be sent to the Individual Member in writing by the Secretary General.

The Individual 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. 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 by a three-person tribunal. The Chairman of the Tribunal shall be a member of the Judges’ Forum selected by the Chairman of the Judges’ Forum or in the event of the Chairman being unable or unwilling to act by the senior Vice-Chairman of the Judges’ Forum. The other two members of the Tribunal shall be selected by the Chairman of the Tribunal from a panel appointed by the Council. The appellant shall not be entitled to require an oral hearing. 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. The decision of the Tribunal shall be final.

Liabilities

- 3.21 No 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

- 3.22 No Member or group of 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 authority 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 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 and may, if it thinks fit, direct the Management Board;
 - 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 elect the two Councillor representatives of the Member Organisations to the Management Board provided for in Article 5.5. in accordance with Article 4.12, and shall confirm the appointment of the other members of the Management Board set forth in Article 5.5;
 - 4.2.5 shall establish such 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 authorise the Management Board to:
 - (a) 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;
 - (b) appoint as the Association's investment manager or investment managers (the '*Manager*') on such reasonable terms as to remuneration and other matters such

person or persons as may be thought fit and may delegate to the Manager the exercise of the power contained in Article 4.2.12(a); and

- (c) 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;

4.2.13 may approve each Councillor's credentials.

4.2.14 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 members of the Council entitled to vote present in person or by proxy and voting 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 Council entitled to vote, 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 done through electronic solicitation shall be held open for no less than 30 days, and shall be conducted through a secure process that identifies the Member Organisation or Councillor entitled to vote.
- 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) either (a) in the case of a Sustaining Member Organisation 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 (b) in the case of a Sustaining Member Organisation 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 4.13.1 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).
- 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 a Councillor to serve as a member of the Management Board.
- 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 at 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 Secretary-Treasurer of the SPPI shall have fifteen votes, save that:
- (a) 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
 - (b) 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(a) and (b) shall be cast by the senior officer present of the LPD and SPPI; the senior officer of the SPPI having 15% of such votes and the senior officer of the LPD 85%;
- 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 such Councillors as, being entitled to do so, vote in person or by proxy;
- 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 appointed by a Full Member Organisation to which this Article applies is present at a meeting, either in person or by proxy, then any votes that such Councillor would have been entitled to cast shall be allocated to the Councillors appointed by any other Full Member Organisation from the country concerned who are present in person or by proxy at such meeting in such manner as may be agreed between those members 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 Councillor 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 President or other person chairing the meeting shall have a casting vote, whether or not that person is otherwise entitled to vote on the matter.

Observers

- 4.15 Upon the invitation of the Management Board or the Council, any international organisation having purposes similar or allied to those of the Association may be represented by observers at a Council meeting. Observers may be empowered by the President to attend and to speak but shall not be entitled to vote at Council meetings. The President may invite or at the request of a Member Organisation shall allow persons who are not Councillors to attend Council meetings.

Meetings and Notice of Council Meetings

- 4.16 The Council shall meet once every year at the time and in the place of the annual conference of the Association.
- 4.17 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.
- 4.18 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.
- 4.19 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 3.20) 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.
- 4.20 The President, or in his absence the Vice-President, or in both their absences the Secretary-General or, if he is not present another Officer chosen by those Officers present, or if no Officer be present, then a member of the Council elected by the Council shall preside at meetings of the Council.
- 4.21 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 or fax number) 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.

- 4.22 Any Member Organisation, the LPD or the SPPI may appoint a proxy to attend and vote in its stead and place at any meeting of the Council, with power of substitution by the proxy in the case of emergency, provided that:
- 4.22.1 the proxy presents written evidence of his or her appointment to the Secretary-General;
 - 4.22.2 the proxy for an absent officer, in the case of (a) a Member Organisation, is either a Councillor or a Member of the Legal Profession of the appointor's country, and, (b) the LPD or SPPI, an Individual Member that is also a member of such Constituent; and
 - 4.22.3 no proxy shall be appointed otherwise than for a single meeting of the Council, including any adjournment thereof.

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 business, finances and affairs of the Association shall be managed by the Management Board.

Powers and Duties

- 5.2 The Management Board shall:
- 5.2.1 comply with the provisions of the 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 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 (if authorised by the Council) exercise all or any of the powers set out in Article 4.2.122;
 - 5.3.2 to fix from time to time all dues payable by the Individual Members;
 - 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; and
 - 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).

- 5.4 The Management Board may reduce the dues payable by Individual Members in specified countries or in territorial areas when circumstances, in its opinion, so warrant.

Membership

- 5.5 The members of the Management Board shall be:

5.5.1 the Officers;

5.5.2 the Chair of the HRI;

5.5.3 two Councillors from Member Organisations elected in accordance with Article 4.12;

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

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

Proceedings of the Management Board

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

- 5.7 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.

- 5.8 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.

- 5.9 Seven voting members present (whether physically or by telephonic or electronic means) at the commencement of each meeting shall constitute a quorum.

- 5.10 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.

- 5.11 The chair of the meeting shall have a casting vote.

- 5.12 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 5.12 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 5.8.

Delegation

- 5.13 The Management Board may delegate all or any of its powers, duties and responsibilities to such committees or 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.

Article 6 Constituents

Divisions

- 6.1 The activities of the Individual Members shall be organised and conducted through two Divisions, the Public and Professional Interest Division (PPID) and the Legal Practice Division (LPD).
- 6.2 The PPID shall be primarily responsible for professional and public interest issues, including human rights and issues of relevance to Member Organisations, and shall primarily operate through its independent Constituent members, the SPPI, the BIC and the HRI.
- 6.3 The LPD shall be primarily responsible for legal issues in the practice of various fields of law.
- 6.4 The LPD shall be managed by officers and a council constituted and elected in accordance with its bylaws.
- 6.5 The HRI, BIC and SPPI shall constitute the members of the PPID, and their and its respective activities shall be coordinated by a steering group constituted in accordance with the bylaws of the PPID.

Human Rights Institute

- 6.6 The Human Rights Institute (HRI) shall be a separate part of the PPID, managed in accordance with its own bylaws, with such powers, procedures, membership and functions as such bylaws may provide.

Bar Issues Commission

- 6.7 The Bar Issues Commission (BIC) shall be a separate part of the PPID, managed in accordance with its own bylaws, with such powers, procedures, membership and functions as such bylaws may provide.

Section on Public and Professional Interest

- 6.8 The Section on Public and Professional Interest (SPPI) shall be a separate part of the PPID, managed in accordance with its own bylaws, with such powers, procedures, membership and functions as such bylaws may provide.

Regional Fora

- 6.9 The Regional Fora are established by and 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 through a Regional Fora Coordination Committee comprised of not less than 9 and not more than 15 members, which members shall include one to two officers from each Regional Forum, and one representative from each of the SPPI, the BIC and the HRI. 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.

Other Fora, Sections and Committees

- 6.10 The LPD and the SPPI may establish such 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.

Officers and Councils of Fora, other Sections and Committees

- 6.11 The officers of any Forum, Regional Forum, Section (other than SPPI) or Committee and the members of the council or other governing body of any such Constituent shall be elected or appointed from among the members of that Forum, Regional Forum, Section or Committee in accordance with the relevant bylaws.

Article 7 Officers

Officers

- 7.1 The Officers shall be the President, Vice-President, Secretary-General, Treasurer and Assistant Treasurer, the Chair of the BIC, and the two most senior Officers of the LPD (Chair and Vice-Chair) and the SPPI (Chair and Secretary-Treasurer), each of whom shall be elected in accordance with these Articles and the Rules of Procedure for the Election of Officers.
- 7.2 The President, Vice-President and Secretary-General shall, subject to Articles 7.6 and 7.8, 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 The LPD shall have at least four officers, a Chair, Vice-Chair, Secretary-Treasurer and Assistant Treasurer each of whom shall be elected in accordance with the bylaws governing the LPD. Such Secretary-Treasurer and Assistant Treasurer shall be, respectively, simultaneously Treasurer and Assistant Treasurer of the LPD and Treasurer and Assistant Treasurer of the Association as a whole.
- 7.5 The SPPI shall have at least two officers, a Chair and a Secretary-Treasurer, each of whom shall be elected in accordance with the bylaws governing the SPPI.
- 7.6 Subject to Articles 7.2, 7.7 and 7.9, the President, Vice-President, and Secretary-General shall be elected by the Council at the meeting of the Council held at the time of the annual conference of the Association, taking into consideration (but not being bound by) any recommendations made by the Nominations Committee.

- 7.7 If the office of President, Vice-President or Secretary-General shall not be filled, the Council shall fill such vacancy in the manner prescribed in Article 7.9 below. If the office of the Treasurer or Assistant Treasurer shall not be filled, then any such vacancy shall be filled in the manner provided in the bylaws of the LPD.
- 7.8 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.

Casual Vacancies

- 7.9 The Council may fill any casual vacancy in the office of President, Vice-President or Secretary-General, and in the case of any vote to fill the vacancy the provisions for election of these Officers shall apply. Any casual 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 casual vacancy.

Duties of Officers

President

- 7.10 The President shall be the chief Officer of the Association and:
- 7.10.1 shall where possible preside at all meetings of the Council and of the Management Board;
 - 7.10.2 shall chair the annual conference of the Association;
 - 7.10.3 shall superintend all activities of the Association and make such appointments, subject to such prior consultations, as may be authorised by this Constitution;
 - 7.10.4 shall, subject to ratification by the Council, appoint the chair and three other members of the Nominations Committee; and
 - 7.10.5 shall appoint, subject to confirmation by the Council at its next meeting, Deputy Secretaries-General.

Vice-President

- 7.11 The Vice-President shall:
- 7.11.1 perform the duties of the President and exercise the President's authority when the President is absent or otherwise not available, or in the event that the President resigns or is incapacitated and such vacancy has not been filled pursuant to Article 7.8; and
 - 7.11.2 perform such other duties as may be requested by the President, the Council or the Management Board.

Secretary-General

- 7.12 The Secretary-General shall:
- 7.12.1 supervise applications for membership and be responsible for the membership records of the Association;
 - 7.12.2 supervise the Deputy Secretaries-General;
 - 7.12.3 be responsible for all procedural and constitutional issues; and
 - 7.12.4 perform such other duties as may be requested by the President, the Council or the Management Board.

Treasurer

- 7.13 The Treasurer (in consultation with the Assistant Treasurer) shall:
- 7.13.1 be responsible for the supervision and administration of the funds of the Association;
 - 7.13.2 supervise the maintenance of the books of account at the offices of the Association;
 - 7.13.3 supervise the receipt of dues and other income and authorise disbursements in accordance with budgets approved by the Management Board;
 - 7.13.4 generally have responsibility for supervising all aspects of the financial affairs of the Association, as well as the financial affairs of the LPD; and
 - 7.13.5 perform such other duties as may be requested by the President, the Council or the Management Board.

Assistant Treasurer

- 7.14 The Assistant Treasurer shall:
- 7.14.1 have responsibility for assisting the Treasurer in supervising all aspects of the financial affairs of the LPD;
 - 7.14.2 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
 - 7.14.3 perform such other duties as may be requested by the President, the Council or the Management Board.

Chairs and Vice-Chairs of Constituents

- 7.15 The Chairs and Vice-Chairs, in conjunction with the relevant Secretary-Treasurers and Assistant Treasurers, shall generally have responsibility for managing and supervising the affairs of the LPD, SPPI, BIC and HRI in accordance with the bylaws of that Constituent.

Other

- 7.16 In addition, all officers of the Association the Divisions and the other Constituents shall perform the functions usually performed by such officers in other organisations, and those prescribed by this Constitution, the Council, the Management Board or the bylaws of the relevant Division or Constituent, as the case may be.

Deputy Secretaries-General

- 7.17 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

Nominations Committee

- 8.1 There shall be a Nominations Committee of 12 persons of whom:
- 8.1.1 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;
 - 8.1.2 four shall be appointed by the Chair of the LPD as soon as practicable after such Chair takes office and ratified by the council of the LPD at its next meeting;
 - 8.1.3 two shall be appointed by the Chair of the BIC as soon as practicable after such Chair takes office and ratified by officers of the BIC at their next meeting; and
 - 8.1.4 two shall be appointed by the Chair of the SPPI as soon as practicable after such Chair takes office and ratified by council of the SPPI at its next meeting.
- 8.2 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:
- 8.2.1 no recommendation of a person for election as President, Vice-President or Secretary-General shall be made unless at least three of the four persons appointed by the President shall be in favour of such recommendation;
 - 8.2.2 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 shall be in favour of such recommendation;
 - 8.2.3 no recommendation of a person for election as Chair, Vice-Chair or other officer of the BIC shall be made unless at least one of the two persons appointed by the Chair of the BIC shall be in favour of such recommendation; and

- 8.2.4 no recommendation of a person for election as Chair or Secretary Treasurer of the SPPI shall be made unless at least one of the two persons appointed by the Chair of the SPPI shall be in favour of such recommendation.
- 8.3 The Council shall, jointly with the councils of the LPD and the SPPI, make bylaws which (subject to this Article 8) shall govern the constitution and procedure of the Nominations Committee; 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.

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 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 of the Association

- 9.2 On the recommendation of the Management Board, the Council may elect as an Honorary Life Member of the Association 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 of the Association 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 Article 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, Honorary Life Members of the Council appointed before 1983 and Honorary Life Members of the Association 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, except that an Honorary Life President and an Honorary Life Member of the Council appointed before 1983 shall be entitled to attend, speak and 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 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 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 who are members of the Association shall not be required to pay annual dues.

Article 10

Indemnification and Defence of Officers

- 10.1 Every person who 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, suit or proceeding because he is or was an Officer 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 threatened, incurred or suffered by such person in connection therewith. 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 members, Councillors or delegates, provision of law 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 is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason only of the fact that such a person is or was an Officer 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 or her 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 or criminal 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 repay 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 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 of the following procedures:
- 10.7.1 by a majority vote of the Management Board; or
- 10.7.2 by a majority vote of the Council, with only members who were not parties to such action and not involved in such claim of liability, suit or proceedings, voting; or
- 10.7.3 by independent legal counsel in a written opinion, if so requested either by vote pursuant to Article 10.7.1 or at a meeting of the Council with all members at such meeting entitled to do so voting whether or not disinterested.

- 10.8 Whether or not any steps have been taken under Article 10.5, any person may commence and continue in 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.

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:
- 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, in the case of any such resolution, it
 - 11.3.2.1 is not inconsistent with this Constitution or any bylaws or rules of procedure laid down by the Council pursuant to Articles 11.1 and 11.2; and
 - 11.3.2.2 relates solely and exclusively to its affairs; and
 - 11.3.2.3 is reported to the Council as soon as practicable.

Article 12
Amendment to the Constitution

- 12.1 Upon the recommendation of the Management Board, a Member Organisation or a Constituent, this Constitution may be amended by the Council, by a majority of not less than two-thirds of the votes cast by those who, being entitled to do so, vote.
- 12.2 Notice of any proposed amendments 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 fulfillment of such condition or conditions as the Council shall determine.

Article 13
Dissolution

13.1 The Association may be dissolved in the same manner *mutatis mutandis* as is prescribed in Article 12 with respect to amendments to this Constitution.

Distribution of Assets

13.2 Upon the dissolution of the Association, its net assets (if any) shall be distributed as provided for in its Certificate of Incorporation.

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL BAR ASSOCIATION

Under *Section 402* of the N-PCL

The undersigned, for the purpose of forming a not-for-profit corporation under *Section 402* of the Not-for-Profit Corporation Law of the State of New York, as it may be amended (the "*N-PCL*"), hereby certify that:

1. The name of the corporation is: International Bar Association (the "*IBA*").
2. The IBA is a corporation as defined in *Section 102(a)(5)* of the N-PCL. The Corporation is a Type A Corporation under *Section 201* of the N-PCL.
3. The IBA is formed as a bar association exclusively for purposes within the meaning of *Section 501(c)(6)* of the Internal Revenue Code of 1986, as amended (the "*Code*") and will be operated within such boundaries:
 - a. to establish and maintain relations and exchanges between bar associations and law societies and their members throughout the world;
 - b. to assist such associations and societies and members of the legal profession throughout the world to develop and improve the profession's organization and status;
 - c. to assist members of the legal profession throughout the world, whether in the field of legal education or otherwise, to develop and improve their legal services to the public;
 - d. to advance the science of jurisprudence in all its phases;
 - e. by common study of practical problems to promote uniformity and definition in appropriate fields of law;
 - f. to promote the administration of justice under the rule of law among the peoples of the world;
 - g. to promote in the execution of these objects the principles and aims of the United Nations in their legal aspects and to cooperate with, and promote coordination among, international juridical organizations having similar purposes; and
 - h. to do all things necessary for and incidental to the accomplishment of the purposes and goals of the IBA.

Notwithstanding the provisions of this *Article 3*, the IBA shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in *Section 501(c)(6)* of the Code.

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4. In furtherance of the foregoing purposes, the IBA shall have all the general powers enumerated in *Section 202* of the N-PCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including without limitation, the power to solicit grants and contributions for any corporation purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.
5. The IBA shall be managed by its Council, and the qualifications for members of such Council (each, a “*Councillor*”) shall be as set forth in the Constitution of the IBA (the “*Constitution*”), as it may be modified or amended from time to time. The names and addresses of the initial directors of the IBA (known in the Constitution as the Councillors of the IBA) on the date of incorporation are shown in *Paragraph 11* of this Certificate of Incorporation.

Each Councillor shall serve without compensation, and no Councillor shall receive any pecuniary benefit from the IBA in his or her capacity as a Councillor, except reimbursement for actual expenses incurred in connection with the business of the IBA.

A Councillor is not liable to any person other than the IBA based solely on his or her conduct in the execution of such office unless the conduct of such Councillor with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting such liability.

The Constitution of the IBA, rather than by-laws, shall serve as the code of rules which regulate the management of affairs of the IBA and the rights, powers and privileges of the Council, the officers and the members. In all instances where the N-PCL permits the by-laws of a corporation to make an election therein to modify the requirements or specifications of such law and the Constitution shall do so, then in each instance the Constitution shall prevail.

The Council may delegate to a Management Board such powers and duties regarding the management of the business, finances and affairs of the IBA as are set forth in the Constitution.

6. The IBA may indemnify any person, made, or threatened to be made, a defendant or respondent in litigation or other proceedings because the person is or was a Councillor, officer, member or other person related to the IBA. The Council shall have the power to define the requirements and limitations for the IBA to indemnify Councillors, officers, members, or others related to the IBA, and the Constitution shall set forth the terms and limitations of such indemnification.
7. The IBA is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the IBA from its operations, after the payment in full of all debts and obligations of the IBA of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the IBA as particularly set forth in *Article 3* hereof.

Except as provided in *Article 10* hereof, no part of the net earnings of the IBA shall inure to the benefit of or be distributable to its Councillors, officers, members or other private persons, except that the IBA shall be authorized and empowered to pay reasonable

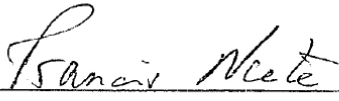
compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in *Article 3* hereof.

The IBA shall not operate for the primary purpose of carrying on a trade or business for profit.


8. The location of the IBA within the State of New York for purposes of *Section 402(a)(3)* of the N-PCL is the County of New York. Pursuant to *Section 621* of the N-PCL, the office at which the books and records of account of the IBA are kept is located at 1 Stephen Street, 10th Floor, London, England W1T 1AT.
9. The Secretary of State is designated as agent of the IBA upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the IBA is: c/o Capitol Services, Inc., 1218 Central Avenue, Suite 100, Albany, New York 12205.
10. In the event of the winding up and termination of the IBA, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the IBA remaining after the proper payment of expenses and satisfaction of all liabilities shall be distributed to its members in accordance with *Section 1002-a* of the N-PCL, in the manner determined by the Council upon recommendation of the Management Board, and as permitted by *Section 501(e)(6)* of the Code.
11. The names and addresses of the initial directors of the IBA (known in the Constitution as the Councillors of the IBA) on the date of incorporation are as follows:

IN WITNESS WHEREOF, the undersigned incorporators, being at least eighteen years of age, have signed this certificate this 1st day of NOVEMBER, 2007, and hereby affirm the truth of the statements contained herein under penalty of perjury.

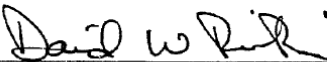
Francis W. Neate
Kirkland & Ellis LLP
30 St. Mary Axe
London
EC3A 8AF
United Kingdom



Charles H.H. Lawton
Rio Tinto Plc
6 St. James's Square
London
SW1Y 4LD
England



David W. Rivkin
Debevoise & Plimpton, LLP
919 Third Avenue
New York NY 10022-3902



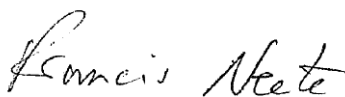
Signature Page to
IBA Certificate of Incorporation

**AFFIDAVIT OF AUTHORIZATION OF INCORPORATION
OF UNINCORPORATED ASSOCIATION**

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

Francis W. Neate, Charles H.H. Lawton, and David W. Rivkin, each for himself, being duly sworn, does depose and say:

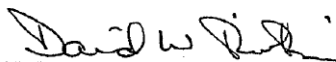
He is one of the subscribers of the foregoing Certificate of Incorporation of the International Bar Association. The said Certificate of Incorporation is for the incorporation of an existing unincorporated association, namely, the International Bar Association. The subscribers of such Certificate of Incorporation constitute *all* of the members of a committee authorized to incorporate such association.



Francis W. Neate



Charles H.H. Lawton



David W. Rivkin

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**CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL BAR ASSOCIATION**

Under Section 402 of the N-PCL

Filed by: David W. Rivkin
Debevoise & Plimpton, LLP
919 Third Avenue
New York NY 10022-3902

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STATE OF NEW YORK
DEPARTMENT OF STATE

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The global voice of
the legal profession

9. Bylaws of the Legal Practice Division of the International Bar Association – as of 1 January 2013

Bylaws of the Legal Practice Division of the International Bar Association

Article 1 Bylaws

The Legal Practice Division (the “Division”) of the International Bar Association (the “Association”) shall exist and carry on its activities subject to these Bylaws. The Division shall be independent subject only to:

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

Article 2 Objectives

The objectives of the Division are to promote an interchange of information and views among its Members as to laws, practices and professional responsibilities relating to the practice of law throughout the world; to facilitate communication among its Members; to provide the opportunity to all its Members to be active in the Division through its Sections, Committees, Fora and other groupings; and to undertake such related projects as may be approved from time to time by the Division’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 Division’s Council in conjunction with the Management Board, be a Member of the Division.

3.2 Dues

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

Article 4 Officers and Administration

4.1 Officers

4.1.1 The principal Officers of the Division shall be a Chair, Vice-Chair, Secretary-Treasurer and Assistant Treasurer (the “Principal Officers”). The Division may also have such additional Officers as the Division’s Council may deem necessary.

4.1.2 Each of the Principal 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 a General Meeting shall otherwise decide.

4.2 Elections

4.2.1 The Association’s Nominations Committee shall before the end of June in each even-numbered year (“Election Year”) submit to the Secretary-Treasurer the names of such persons as it proposes for election as Officers at the General Meeting of the Division to be held at the Conference of the Association in that year (“the relevant meeting”). If the Association’s Nominations Committee shall at any time prior to that meeting reasonably conclude that any person so proposed will be unable or unwilling to serve, the Association’s Nominations Committee shall, prior to the relevant meeting, submit to the Secretary-Treasurer the name of another person proposed for election. The Secretary-Treasurer shall, as soon as practicable, cause the Division’s Council and the Members to be notified of such names known to the Secretary-Treasurer, so as to enable action to be taken (if desired) under Article 4.2.2. Such notice shall be deemed sufficient if it is given as described by Article 7.3.

4.2.2 The Association’s Nominations Committee, in making its recommendations, will consider as a priority the benefit to the Division of the candidates proposed and their anticipated contributions to the Division’s activities, but it may give such weight as it deems appropriate to all other relevant factors, including age, sex, and geographical representation.

4.2.3 The Association’s Nominations Committee shall notify its recommendations to the Secretary-Treasurer, who shall inform any candidates who, under applicable rules and procedures for the nomination of Division Officers, were proposed to the Nominations Committee but were not recommended by the Committee, that they will not be eligible for election unless they are re-nominated in accordance with Article 4.2.2. Any such person who is not so re-nominated shall not be eligible for election and shall not appear on the ballot for the election itself.

4.2.4 Proposals of other persons for election as Officers may be made by notice in writing to the Secretary-Treasurer by at least 35 Members of the Division, of whom no more than seven shall be from the same country. Any such proposal must be received by the

Secretary-Treasurer at least 60 days before the relevant meeting. Failure to make such proposal in the aforementioned period shall render such persons as not eligible for election and their names shall not appear on the ballot paper.

- 4.2.5 Unless the Association's Nominations Committee in case of emergency otherwise decides, no person shall be eligible to be proposed as an Officer unless such person shall previously have served (i) as a Member of the Division's Council, (ii) as a Member of the Board of a Section or (iii) as the Chair, Co-chair or Vice-chair of a Committee, Forum or other grouping created by the Division's Council to carry on some part of the Division's activities.
- 4.2.6 If there shall not be more than one person proposed for any office, such person shall be declared by the Chair of the relevant meeting to have been elected.
- 4.2.7 Subject to Article 4.2.4, unless the Members present at the relevant meeting shall otherwise decide, all elections shall be by written ballot of all Members present and shall be taken in such manner as the Chair of the relevant meeting may determine.
- 4.2.8 The Division's Council may appoint a person qualified under Article 4.2.3 to fill any casual vacancy occurring among the Officers for the balance of the unexpired term for which the former Officer had been elected, and any person so appointed shall be eligible for election to such office for a further term. The Secretary-Treasurer shall notify the Members of the Division of the appointment of this person in an appropriate time and manner.
- 4.2.9 The votes of the Division to elect the President, Vice-President and Secretary General of the Association shall be cast by the Chair of the Division or such other Officer of the Division as he or she may designate.

4.3 Administrative Assistance

The Executive Director of the Association and the staff of the Association shall furnish administrative assistance to the Division 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 Division and shall:
 - 4.4.1.1 preside at General Meetings and at meetings of the Division's Council;
 - 4.4.1.2 appoint, pursuant to Article 6.3, the Chairs or Co-Chairs of all Committees, Fora and other groupings of the Division;
 - 4.4.1.3 supervise the activities of the other Officers and superintend all activities of the Division subject to the advice of the Division's Council and the ability of the Division's Council to override any decision;

- 4.4.1.4 keep the Management Board, the Division's Council, the President and Council of the Association and the Steering Group of the Public and Professional Interest Division (PPID) periodically informed of the plans and activities of the Division;
 - 4.4.1.5 serve as a Member of the Management Board of the Association;
 - 4.4.1.6 consult the Division's Council before casting the Division's vote on the election of any Officer of the Association;
 - 4.4.1.7 attend meetings of the Council of the Association or any other body at which the Division is to be represented or appoint another Officer or other person to represent the Division at such body; and
 - 4.4.1.8 perform such further duties and have such further powers as usually pertain to the Chair as the Chief Executive Officer of the Division or as may be decided by the Council.
- 4.4.2 The Vice-Chair shall:
- 4.4.2.1 perform the duties of the Chair if the Chair shall so request or if the Chair shall be unable to act or shall not be available;
 - 4.4.2.2 aid the Chair in the discharge of the Chair's responsibilities in such manner and to such extent as the Chair may request;
 - 4.4.2.3 have primary responsibility for coordinating with the Sections, Committees and Fora the publications of the Division;
 - 4.4.2.4 have responsibility for coordinating the work of the Sections, Committees, Fora and other groupings of the Division; and
 - 4.4.2.5 serve as a Member of the Management Board of the Association.
- 4.4.3 The Secretary-Treasurer shall:
- 4.4.3.1 assist the other Officers in such manner and to such extent as they may request;
 - 4.4.3.2 supervise the finances of the Division and make reports thereon to the other Officers, to the Division's Council and to the General Meeting of the Members of the Division;
 - 4.4.3.3 receive the names of persons proposed for election under Articles 4.2.1 and 4.2.2 and Articles 5.4.3 and 5.4.7, and any notices of motion under Article 7.3;
 - 4.4.3.4 give notice of the General Meetings of the Members of the Division and of meetings of the Division's Council and keep minutes of all such meetings;
 - 4.4.3.5 supervise the deposit of such minutes in the Offices of the Association;
 - 4.4.3.6 supervise the arrangements for any written ballot under Article 4.2.7 above or under Article 5.4.9 of; and

4.4.3.7 serve as Treasurer of the Association and as a Member of its Management Board.

4.4.4 The Assistant Treasurer shall assist the Secretary-Treasurer in his or her duties and shall serve as a Member of the Association's Management Board.

In the performance of their duties, the Principal Officers may, subject to the approval of the Chair, delegate specific tasks to Members of the Division's Council and to any additional Officers appointed by the Division's Council pursuant to Article 4.1.1.

Article 5 Division's Council

5.1 Constitution

There shall be a Council of the Division, which shall consist of:

5.1.1 the Principal Officers of the Division;

5.1.2 one representative from the PPID;

5.1.3 one representative from SEERIL;

5.1.4 the immediate past Chair of the Division;

5.1.5 eighteen (18) other persons, individually recommended by the Division's Nominations Committee, several of whom shall be current or former Committee Chairs or Co-Chairs, and elected in accordance with Article 5.4 (the "Elected Members"); and

5.1.6 a maximum of four co-opted Members.

5.1.7 One of the President, Vice-President and Secretary-General of the Association, to be nominated by the President, shall be given notice of and entitled to attend all meetings of the Council, but shall not be entitled to vote.

5.2 Councillors Emeriti

Former Chairs of the Section on Business Law, the Section on Legal Practice and the Section on Energy and Natural Resources Law (prior to 2004), as well as former Chairs of the Division itself, shall be Councillors Emeriti and, as long as they are Members of the Association, be entitled to attend and participate in meetings of the Division's Section and Committee Officers, but without the right to vote unless they held the relevant office within the preceding two years.

5.3 Elected Members

Subject always to Article 5.1.5, the eighteen (18) elected Members shall hold office for a term of four years commencing on 1 January after the Election Year in which they are elected. Elected Members who have served for four years shall not be eligible for immediate re-election, unless in exceptional circumstances the Division's Nominations Committee or a General Meeting shall otherwise decide.

5.4 Elections

- 5.4.1 The Division's Chair shall, as promptly as possible after taking office, appoint: (i) five persons to form the Division's Nominations Committee; and (ii) four persons to be Members of the Association's Nominations Committee, such appointments to be reported to and ratified by the Division's Council at its next meeting.
- 5.4.2 The Division's Nominations Committee shall operate according to procedures set by the Division's Council.
- 5.4.3 The Division's Nominations Committee shall, before the end of June in each Election Year, submit to the Secretary-Treasurer the names of such persons as it proposes for election as elected Members of the Division's Council to fill whatever vacancies shall arise the following January 1. If the Division's Nominations Committee shall at any time prior to the relevant meeting reasonably conclude that any person so proposed will be unable or unwilling to serve, or vacancies shall otherwise exist, the Division's Nominations Committee shall submit to the Secretary-Treasurer the name of another person proposed for election. The Secretary-Treasurer shall, as soon as practicable, cause the Division's Council and the Members to be notified of such names known to the Secretary-Treasurer so as to enable action to be taken (if desired) under Article 5.4.7. Such notice shall be deemed sufficient if it is as described by Article 7.3.
- 5.4.4 The Division's Nominations Committee, in making its recommendations, will consider as a priority the benefit to the Division of the candidates proposed and their anticipated contributions to the Division's activities, but it may give such weight as it deems appropriate to all other relevant factors, including age, sex, and geographical representation.
- 5.4.5 The Division's Nominations Committee shall notify its recommendation to the Secretary-Treasurer who shall inform any candidates who, under applicable rules and procedures for the nomination of Division Council Members, were proposed to the Nominations Committee but were not recommended by the Committee, that they will not be eligible for election unless they are re-nominated in accordance with Article 5.4.7. Any such person who is not so re-nominated shall not be eligible for election and shall not appear on the ballot for the election itself.
- 5.4.6 Unless the Division's Nominations Committee in case of emergency otherwise decides, no person shall be eligible to be proposed as a Council Member unless such person shall previously have served as (i) a Member of the Board of a Section or (ii) as the Chair, Co-Chair or Vice-Chair of a Committee, Forum or other grouping of the Division.
- 5.4.7 Proposals of other persons for election as Members of the Division's Council may be made by notice in writing to the Secretary-Treasurer by at least 35 Members of the Division, of whom no more than seven shall be from the same country. Any such proposal must be received by the Secretary-Treasurer at least 60 days before the relevant meeting.
- 5.4.8 If the number of persons proposed for election as members of the Division's Council shall not exceed the number of vacancies, they shall be declared by the Chair of the relevant meeting to have been elected.

5.4.9 Subject to Article 5.4.8, unless the Members present at the meeting shall otherwise decide, all elections for members of the Division's Council shall be by written ballot of all Members present and shall be taken in such manner as the Chair of the meeting shall determine.

5.4.10 The Division's Council may appoint a person qualified under Article 5.4.6 to fill any casual vacancy occurring among the Council Members for the balance of the unexpired term for which the former Council Member had been elected. Any person so appointed shall hold office until the conclusion of the next Election Year and shall then be eligible for election for a further term.

5.4.11 The Secretary Treasurer shall notify the Members of the Division of the appointment of the person in a convenient time and manner.

5.5 Co-opted Members

The Division's Council may co-opt any Member of the Division as a Member of the Division's Council for such period, not exceeding two years, as the Division's Council may determine, provided that there shall not at any one time be more than four co-opted Members. A co-opted Member who has served for four years consecutively shall not be eligible for immediate further co-option, unless in exceptional circumstances the Division's Council shall otherwise decide. Notice of any proposal to co-opt a person as a Member of the Division's Council shall be given by the Secretary-Treasurer in the agenda for the relevant Division's Council Meeting.

5.6 Duties

Subject to (a) any restrictions which the Council of the Association may from time to time impose, (b) any decisions duly taken at General Meetings of the Members of the Division, and (c) these Bylaws, the Division's Council shall have general supervision and control of the affairs of the Division.

5.7 Meetings

The Division's Council shall meet at or about the time of each Conference of the Association and in the same city or place. The Division's Council shall hold at least one other meeting each year. It may, in addition, meet at any other time and place on the request of any of the Division's Officers or one-third of its Members. The quorum for a meeting of the Division's Council shall be one-third of the Members present in person. Except when the Division's Council decides to meet in a closed session, the Councillors Emeriti, the Members of any Section's Board, the Chairs and such other Officers of Committees, Sub-committees, Fora and other groupings of the Division as the person convening the meeting shall determine, shall be entitled to attend the meetings of the Division's Council to hear the discussions and, at the discretion of the Chair of the meeting, speak but not vote. The Chair of the meeting may limit such privilege of speaking. Members of the Division's Council shall have the preference in the discussions.

5.8 Non-attendance at meetings

Any Division's Council Member, whether elected or co-opted, shall, subject to the decision of the Division's Chair for good cause shown, be automatically removed if he or she fails to attend at least two meetings in any two-year period.

5.9 Chair of meetings

If at any meeting of the Division's Council none of the Principal Officers are present, the Division's Council shall elect a Chair of the meeting from among its number.

5.10 Voting at meetings

All decisions of the Division's Council shall be by majority vote of all 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.

5.11 Voting in writing

The Chair of the Division may, and if so requested by any five Members of the Division's Council shall, direct that a matter be submitted to the Members of the Division's 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 Division's Council.

5.12 General authority

The Division's Council may, subject to Article 7.6, act on behalf of the Division with respect to all matters relevant to the Division during intervals between Division General Meetings, and the Officers of the Division may act on such matters during intervals between Division's Council meetings.

Article 6

Sections, Committees, and Fora

6.1 Constitution of Sections, Committees and Fora

6.1.1 With a view to the participation of the Members of the Division in the subjects in which they may be expert or in which they may be interested, there shall be constituted such Sections, Committees and Fora and other groupings of the Division as the Division's Council shall approve. (For purposes of this Article 6, reference to Committees shall include Fora and any other such groupings.)

6.1.2 Each Section will be constituted by one or more Committees of the Division, as the Division's Council shall approve, and each Committee will have equal status within the Section. The Section's main responsibility will be to coordinate the activities of the constituent Committees.

6.1.3 Any changes to Committee and/or Section names will be subject to approval by the Division's Council.

6.1.4 The Division's Council shall notify the Management Board in writing of its intention to: (i) form a new Committee and its proposed scope of activities; or (ii) change the name of an existing Committee. If the Management Board notifies the Division's 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 Division'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 Division may elect to join such Committee or Committees as they may wish, subject to the provisions of Article 3.2. The Members of the Division will become Members of the Section or Sections of which the Committee or Committees they have joined are part.

6.3 Chair of Committees

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

6.4 Vice-Chairs and other Officers of Committees

Each Committee Chair may, after consultation with and approval of the Chair of the Division, appoint one or more Vice-Chairs and such other Officers of the Committee, 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, which term can only be extended in exceptional circumstances with the approval of the Chair of the Division.

6.6 Removal of Officers and Council Members

Any Officer of the Division, any Member of the Division's Council and any Officer of a Section Board or Committee may be removed from office by the Division'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 Division;
- 6.6.4 commits an act of serious misconduct, which shall include, but not be limited to, misuse of 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 Division.
- 6.6.7 If the Division Chair reasonably considers that the circumstances require it, the Division Chair may, with the approval of the other Division Officers, remove any such person from office without the approval of the Division's Council but shall obtain the ratification of the Division's Council for such removal as soon as possible. In any vote of the Division's Council regarding such removal, the person concerned, if a Member of the Division'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 or Co-Chairs, but not so as to involve the Association or the Division in any expenditure unless previously authorised by the Chair of the Division or any person to whom he or she may delegate such task.

6.8 Business Plan and Reports of Committees

6.8.1 Each Chair or Co-Chairs of a Committee shall present in writing annually to the Chair of the Division and to the Board of the Section of which it is a part a business plan informing about the activities the Committee intends to perform within that year, with special emphasis on conferences, special projects and publications.

6.8.2 Each Chair or Co-Chairs of a Committee shall make a written report to the Chair of the Division and to the Board of the Section of which it is a part of the proceedings of the Committee at such times as may be requested by the Chair of the Division, and at least annually shall distribute a written report to the Members of his/their Committee and his/their Section Board.

6.9 Section's Board and Responsibilities

6.9.1 With the exception of SEERIL, each Section will have a Board, which will be formed by the incumbent Committee Chair or Co-Chairs of the Committees of that Section. The immediate past Chairs or Co-Chairs of the Committees of that Section may, subject to the decision of the Section's Board, be Members of the Board.

6.9.2 The Section Board will be responsible for the coordination of activities and information reports among its constituent Committees, with special emphasis on joint programmes at annual conferences and specialised Committee Conferences, special projects, publications, membership drives and such other activities as the Committees may decide to undertake subject to the approval of the Division's Council.

6.9.3 Committees are encouraged also to develop activities with Committees in other Sections.

6.9.4 The Members of the Section Board may choose, at their discretion, to elect among them one or more as a Section Coordinator. If elected, the Section Coordinator or Coordinators will be responsible for the management of the Section Board's activities.

6.9.5 SEERIL will continue to operate in accordance with its bylaws for the time being pursuant to which, among other provisions, its affairs will be managed by its Officers and Section's Council.

6.10 Meetings of Sections

Each Section 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 Board, but not so as to involve the Association or the Division in any expenditure unless previously authorised by the Chair of the Division or any person to whom he or she may delegate such task. The Section will coordinate its meetings simultaneously with the meetings of its constituent Committees.

6.11 Section Bylaws

Subject to and with the approval of the Division's Council, any Section may adopt Bylaws governing the activities and procedures of the Section and the election of its Board and its responsibilities. In any such case, the Section Bylaws shall be deposited in the headquarters of the Association.

Article 7 General Meetings of the Division

7.1 General Meetings

A General Meeting of the Members of the Division shall be held during the Annual Conference of the Association in an Election Year. The General Meeting shall elect the Principal Officers and Members of the Division's Council in accordance with the procedures set out in Article 4 and Article 5 above and shall consider such other business as may be presented or arise.

7.2 Additional General Meetings

Additional General Meetings to be held at other times or places may be called by the Chair or the Division's Council.

7.3 Notice of Meetings

The Secretary-Treasurer shall give notice of every such General Meeting stating the date and place of the meeting. The notice shall include notices of motion and, in the case of a General Meeting held in an Election Year, the names of those proposed for election as Officers and as Members of the Division's Council. Such notice shall be sufficient if published on the website of the Association or in any Journal sent to Members of the Division or in the papers relating to the Conference or other occasion on which the meeting is to be held. No matter shall be eligible to be put to a vote at a General Meeting unless it shall have been included in the notice convening the meeting or notice of motion has been given to the Secretary-Treasurer not less than 30 days before the day of the meeting. Any other matter raised at a General Meeting may only be referred to the Division's Council for consideration.

7.4 Quorum

The Members of the Division present at any General Meeting shall constitute a quorum for the transaction of business, and the vote of a majority of those present shall constitute a decision of the Division unless the Division's Council shall direct that the matter be submitted to Members for voting in writing in accordance with Article 7.7.

7.5 Chair of the meeting

If at any General Meeting none of the Principal Officers are present, the Members of the Division's Council present shall elect a Chair from among their number.

7.6 Representation

7.6.1 The Division 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, but it may take any action in the name of the Division.

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

7.7 Voting by mail

The Division's Council may direct that a matter be submitted to the Members of the Division for voting in writing (by any means of transmission) within a stated time limit. The votes of a majority of the Members so voting shall constitute a decision of the Division.

7.8 Right to vote

The records of the Association shall determine the persons who are Members of the Division and entitled to vote.

Article 8 **Miscellaneous**

8.1 Fiscal year

The fiscal year of the Division 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 Division, Member of the Division's Council or Member of a Section Board, or Members of a Committee, Forum or other grouping of Members of the Division. The Division'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.

8.3 Actions of the Division to be reported to the Association

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

Article 9 **Amendment of the Bylaws**

9.1 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 LPD.

9.2 Amendment by the Division

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

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

9.2.2 is ratified by the Management Board.

9.3 Effective Date

These Bylaws shall come into force on 1 January 2013.



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10. Bylaws of the Public and Professional Interest Division – as of 1 January 2013

**Bylaws
of the
Public and Professional Interest Division
of the
International Bar Association**

Article 1
Bylaws

The Public and Professional Interest Division (the “Division”) of the International Bar Association (the “Association”) shall exist and carry on its activities subject to these By- Laws.

PPID shall be independent subject only to:

- 1.1 the supervision of the Management Board and the Council of the Association and
- 1.2 the obligation to keep the Management Board and Council of the Association informed through the representatives of the Bar Issues Commission (BIC), the Human Rights Institute (HRI) and the Section of Public and Professional Interest (SPPI) representatives.

Article 2
Objectives

The objectives of the Division are to promote an interchange of information and views among Member Organisations of the Association and the individual Members (“Members”) of the BIC, HRI and SPPI about the public and professional interest activities of the legal profession throughout the world; to support and promote those activities, the Rule of Law and the defence of human rights; to facilitate communication among Member Organisations and its Members; to provide the opportunity to Member Organisations and all Members to be active in the different parts of the Division through the BIC, HRI, SPPI, their Committees and other groupings; and to undertake such related projects as may be approved from time to time by each one of the parts of the Division and the Division’s Steering Committee. The objectives of the Division shall be performed and its objectives furthered by the BIC, the HRI and the SPPI, which are autonomous and independent parts of the Association, governed by their respective Bylaws.

Article 3
Membership

The Division will be formed by the BIC, the HRI and the SPPI, each of which shall be subject to its own Bylaws. The Division will not have individual Members.

Article 4
Division’s Steering Group

4.1 Constitution

4.1.1 There shall be a Steering Group of the Division, which shall consist of:

4.1.1.1 the Chair and First Vice Chair of the BIC;

- 4.1.1.2 the Chair or Co-Chairs of the HRI;
- 4.1.1.3 the Chair and the Secretary-Treasurer of the SPPI;
- 4.1.1.4 one representative from the Legal Practice Division (LPD).

4.2 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 Division's Steering Group shall exercise general coordination of the activities of the Division and the meeting of the objectives of the Division.

4.3 Meetings

4.3.1 The Division's Steering Group shall meet at or about the time of each Conference of the Association and in the same city or place. The Division's Steering Group shall hold at least one other meeting each year. The Chair of the meetings shall be elected by the members of the Division's Steering Group. Any two members of the Division's Steering Group shall convene any meeting.

4.3.2 Quorum The quorum for any meeting of the Division's Steering Group shall be three provided that there must be one representative of each of the BIC, HRI, and SPPI present to constitute a quorum.

4.4 Voting at meetings

4.4.1 All decisions adopted by the Division's Steering Group within the scope of its coordination of the activities shall be by majority vote of all Members who are either present in person and voting or, being absent, shall have communicated to the other members of the Steering Group 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.

4.4.2 A matter may be submitted to the members of the Steering Group for voting in writing within a stated time limit of five (5) business days. 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 Steering Group.

Article 5 **Miscellaneous**

5.1 Salaries and expenses

No salary or other emoluments shall be paid to any Member of the Division's Steering Committee.

5.2 Representation

The Division 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 6
Amendment of the Bylaws

6.1 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 Division's Steering Group.

6.2 Amendment by the Division

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

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

6.2.2 is ratified by the Management Board.

6.3 Effective Date.

These Bylaws will come into force on 1 January 2013.



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**11. Bylaws of the Section on Public and Professional
Interest of the International Bar Association – as of
1 January 2013**

**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.



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12. Bylaws of the IBA Human Rights Institute of the International Bar Association – as of 1 January 2013

**Bylaws
of the
IBA Human Rights Institute
of the
International Bar Association**

Article 1
Bylaws

The Human Rights Institute (“HRI”) of the International Bar Association (the “Association”) was established by a resolution of the Council of the Association in Edinburgh, Scotland on 8 June 1995. The HRI operates subject to and in accordance with these Bylaws.

The role of the HRI is to pursue the objects stated herein for and on behalf of the Association.

Article 2
Objectives

- 2.1 The objectives of the HRI are
 - 2.1.1 The promotion, protection and enforcement of human rights under a just rule of law.
 - 2.1.2 The promotion and protection of the independence of the judiciary and of the legal profession world-wide.
 - 2.1.3 The world-wide adoption and implementation of standards and instruments relating to human rights accepted and enacted by the community of nations.
 - 2.1.4 The acquisition and dissemination of information concerning issues related to human rights, judicial independence and the rule of law.
 - 2.1.5 The practical implementation of human rights and the rule of law worldwide such as through capacity building initiatives.
- 2.2 In pursuing these objectives the HRI shall act in accordance with these Bylaws and subject at all times to the direction of the Council of the Association (the “Association Council”), the Management Board of the Association (the “Management Board”) and/or the President of the Association (the “President”).
- 2.3 In pursuing these objectives the HRI will have regard to its status in the Association and accordingly will give priority to activities having a particular connection to the interests and concerns of lawyers and of Association members.

Article 3
Autonomous and Independent

- 3.1 The HRI shall remain autonomous and financially independent, subject only to:
 - 3.1.1 the supervision of the Management Board and the Association Council;

- 3.1.2 keeping the Management Board and Association Council informed of its deliberations; and
- 3.1.3 submitting its business plan annually to and having its budget set by the Chair(s) of HRI, subject to ratification by the Management Board.

Article 4
Officers, Council Members And Committees

4.1 Officers

- 4.1.1 The President ex officio shall be the President of the HRI.
- 4.1.2 The HRI may have an Honorary President.
- 4.1.3 There shall be a Chair or two Co-Chairs of the HRI. If there are two Co-Chairs, they shall have equal standing, save that the senior Co-Chair shall be a member of the Management Board. In these Bylaws the word “Chair” shall mean Co-Chair if at the time there are two Co-Chairs.
- 4.1.4 There shall be one or more Vice-Chairs.
- 4.1.5 There shall be a Secretary/Treasurer or a Secretary and a Treasurer. The Treasurer may, and if the President requires, shall be the Treasurer of the Association ex officio.

4.2 Council

- 4.2.1 The Council shall comprise the Officers (other than the Honorary President), the two most recent Chairs (as ex officio members), a representative of the Legal Practice Division (LPD) and a representative of each of the Bar Issues Commission (BIC) and the Section on Public and Professional Interest (SPPI) and up to twelve other members.
 - 4.2.2 Subject to any restrictions which may be imposed from time to time by:
 - 4.2.2.1 the Association Council;
 - 4.2.2.2 the Trustees of the International Bar Association Human Rights Institute Trust (the “Trust”) in Trust-funded programmes; or
 - 4.2.2.3 these Bylaws,
- the Council shall have general supervision and control of the affairs of the HRI. The moneys of HRI shall be expended only in accordance with a budget authorised by the HRI Chair and approved by the Treasurer of the Association, subject to the requirements of the Trust in Trust-funded programmes.
- 4.2.3 The Council shall meet at or about the time of each Conference of the Association and in the same city or place. The Council shall hold, either in person or electronically, at least one other meeting each year.
 - 4.2.3.1 It may, in addition, meet at any other time and place on the request of the Chair or of one-third of the Council members.

- 4.2.3.2 The quorum for a meeting of the Council shall be one-third of its members present in person or electronically.
- 4.2.4 If, at any meeting of the Council the Chair is not present, the Council shall elect a Chair of the meeting from among its members.
- 4.2.5 All decisions of the 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.
- 4.2.6 The Chair of the HRI may, and, if so requested by one-third of the 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.
- 4.2.7 Between Council Meetings the Chair shall manage the affairs of the HRI.
- 4.3 HRI Committees
- 4.3.1 The Council shall establish such Committees as it deems appropriate for the efficient organisation and conduct of its business. Committee Officers shall be appointed by the Chair after consultation (where practicable) with the other Officers and the Council and shall hold office as prescribed for Council members. The duties of Committee Officers shall be as directed by the Chair.
- 4.3.2 The Chair may constitute working groups and sub-groups to address specific issues which the Chair or the Council may wish to have considered.
- 4.3.3 The Council shall notify the Management Board in writing of its intention to: (i) form a new Committee and its proposed scope of activities; or (ii) 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 Council shall not form such new Committee or change the name of the existing Committee.
- 4.4 Duties of Officers
- 4.4.1 The Chair, shall be the senior officer of the HRI and shall:
- 4.4.1.1 chair all meetings of the HRI and of its Officers, Committee Officers and Council;
- 4.4.1.2 supervise and co-ordinate all the activities of the HRI;
- 4.4.1.3 consult regularly with and give appropriate consideration to the advice of the Officers, the Council and Committee Officers;

- 4.4.1.4 keep the Officers, the Council and Committee Officers, the Management Board and the President informed of the activities of the HRI;
 - 4.4.1.5 serve on the Management Board;
 - 4.4.1.6 In the event of any disagreement between Chairs on a matter on which their agreement is required by these Bylaws or in respect of which the disagreement is likely to prejudice the successful functioning of the HRI, the matter shall be referred to the President for decision.
- 4.4.2 The Vice-Chair(s) shall:
- 4.4.2.1 perform such duties of the Chair as may be delegated by him or her and act in his or her stead if unavailable to act;
 - 4.4.2.2 assist the Chair as requested in supervising and coordinating the activities of the HRI.
- 4.4.3 The Secretary/Treasurer (or Secretary, and in the absence of a Secretary, the HRI Director) shall:
- 4.4.3.1 give notice of meetings;
 - 4.4.3.2 keep minutes of meetings;
 - 4.4.3.3 maintain records of the membership of the HRI;
 - 4.4.3.4 issue such notices as may be required or directed;
 - 4.4.3.5 receive and record communications to the HRI;
 - 4.4.3.6 report to the Chair as required or directed;
 - 4.4.3.7 report to the President and the Management Board all resolutions of the HRI in general meeting and of the Council.
- 4.4.4 The Secretary/Treasurer (or Treasurer) shall:
- 4.4.4.1 superintend the finances of the HRI and liaise with and report to the Treasurer of the Association and the Management Board on all financial matters, accepting their lawful directions;
 - 4.4.4.2 in consultation with the Treasurer of the Association and the Management Board, recommend the annual subscription for membership of the HRI;
 - 4.4.4.3 report to the Chair as required or directed.
 - 4.4.4.4 The Vice-Chair(s) and Secretary/Treasurer (or Secretary and Treasurer) may, with the agreement of the Chair, delegate to Council members such tasks as may be agreed.

4.5 Appointment, Removal and Terms of Office

- 4.5.1 An Honorary President may be appointed and may be removed by decision of the President in consultation with the Executive Director of the Association and the Management Board. Such appointment shall be for an indefinite term.
- 4.5.2 The Council members shall be appointed and may be removed by the President, in consultation with the Executive Director and the Management Board, whose consents shall not be unreasonably withheld.
- 4.5.3 The Council members shall hold office for a term of two years and may be extended once by the Council but in any case for no longer than four years in total unless in any particular case the Management Board approves a longer term.
- 4.5.4 The Chair and the Officers, other than the Secretary Treasurer if the Secretary Treasurer is the Treasurer of the Association shall be appointed and may be removed by the Council. Such an appointment shall take effect biennially on 1 January. Such an appointment shall be for a term of two years and may be extended once by the Council but in any case for no longer than four years in total unless in any particular case the Management Board approves a longer term.
- 4.5.5 If a Chair is unable to serve due to incapacity or death or resigns or is removed from office before the end of his or her term, the Council may appoint another to act as Chair until the conclusion of the former Chair's then current term of office, at the end of which such person shall be eligible for appointment in the manner prescribed above as if it were his or her first appointment.

Article 5 Members

5.1 Eligibility

- 5.1.1 Any person or firm may become a member of the HRI upon payment of such dues as may be prescribed from time to time by the Management Board.
- 5.1.2 Membership shall cease upon resignation or if the subscription remains unpaid six months after it falls due.
- 5.1.3 All HRI Officers and Council members and Committee Officers (save for the Honorary President) must be members of the HRI.

5.2 Entitlements

Membership shall carry with it the right to attend, and participate in General Meetings of the HRI, to be kept informed of the activities of the HRI, to receive publications of the HRI and to participate in activities of the HRI as agreed by the Chair.

5.3 Friends

The Chair may appoint any person to be a Friend of the HRI whose expert advice or services may be called upon for use by the HRI and/or who contribute a sum to HRI of an amount approved by

the Management Board. Such persons shall be appointed for a maximum of two years but may be reappointed for terms of two years as often as the Chair may determine. Friends shall have the same entitlements as members of the HRI and in addition shall be accorded special recognition of their status in HRI and Association publications.

Article 6 **Meetings**

6.1 General Meetings

A General Meeting of the HRI shall be held in conjunction with the Association Annual Conference in 2012, and in conjunction with every second Association Annual Conference held thereafter. Additional General Meetings of the HRI may be held as directed by the Chair. The Members of HRI present at any General meeting shall constitute a quorum.

6.2 Other Meetings

The Council and Committee Officers shall meet in conjunction with each Annual Conference and on such other occasions as required by the Chair or (in the case of Committees) the Chair of the relevant Committee.

6.3 Quorum

The quorum for a meeting of the Council and Committee Officers shall be one-third of those entitled to attend.

Article 7 **Miscellaneous**

7.1 Salaries and Expenses

No salary or other emolument shall be paid to any Officer or Council member or Committee Officer of HRI. The HRI's Secretary Treasurer may authorise reimbursement of personal or administrative expenses incurred by any such person in carrying on the business of HRI, subject to any guidelines or requirements established by the HRI Officers and approved by the Management Board.

7.2 Representation

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

Article 8 **Amendment of the Bylaws**

8.1 Amendment by the Council of the Association

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

8.2 Amendment by the Council

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

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

8.2.2 is ratified by the Management Board.

8.3 Effective Date.

These Bylaws shall come into force on 1 January 2013.



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13. Bylaws of the Bar Issues Commission of the International Bar Association – as of 1 January 2013

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

Article 1
Bylaws

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

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

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

Article 2
Objectives

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

- 2.3 In pursuing these objects BIC will have regard to its status in the Association and accordingly will give priority to activities having a particular connection to the interests and concerns of Member Organisations.

Article 3 **Officers and Committees**

3.1 Officers

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

3.2 Policy Committee

- 3.2.1 There shall be a Policy Committee consisting of up to 20 members of BIC appointed by the Chair after consultation with the other Officers of the BIC.
- 3.2.2 The Chair and the two Vice-Chairs shall be ex-officio members of the Policy Committee.
- 3.2.3 Geographical and jurisdictional representations are significant factors to be taken into account in appointing members of the Policy Committee.
- 3.2.4 The Policy Committee shall determine its own Chair.
- 3.2.5 Only serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation, or a person nominated by a Full Member Organisation

or a Sustaining Member Organisation, can serve as members of the Policy Committee. The Chair after consultation with the other Officers of the BIC can appoint up to three experts to become members of the Policy Committee without the above qualification.

- 3.2.6 Policy recommendations or resolutions proposed by the BIC to the Association Council may only be made with the agreement of the Policy Committee.
- 3.2.7 The Policy Committee may restrict participation in its work to serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation or persons nominated by Full or Sustaining Member Organisations to participate in the work of BIC. Other members of BIC may attend as observers.

3.3 Committees

- 3.3.1 The Chair, after consultation with the other Officers and such other persons as he or she considers appropriate, may establish such other committees as he or she deems appropriate for the efficient organisation and the conduct of BIC's business. Committee Officers shall be appointed by the Chair after due consultation with the other Officers and shall hold office for not more than 4 years. The duties of Committee Officers shall be as directed by the Chair of BIC. Committee Chairs shall report to the Chair of BIC at least once annually as and when required by the Chair upon the activities of their committees for the previous 12 months and shall in any event keep the Chair informed of their Committee's meetings and proceedings as they occur.
- 3.3.2 The Chair, after consultation with the other Officers, may constitute working groups and sub-groups to address specific issues which he or she may wish to have considered, consisting of members of BIC, serving members of the governing body of a Full Member Organisation or a Sustaining Member Organisation, persons nominated by Full or Sustaining Member Organisations to participate in the work of such working groups and sub-groups or experts, as he or she thinks fit.
- 3.3.3 The Chair shall notify the Management Board in writing of the intention to: (a) form a new Committee and its proposed scope of activities; or (b) change the name of an existing Committee. If the Management Board notifies the Chair, within 30-days of the receipt of such notice, that such new Committee or the proposed change of name of an existing Committee creates a conflict with an existing committee within any other constituent part of the Association, then the Chair shall not form such new Committee or change the name of the existing Committee.

3.4 Duties of Officers

- 3.4.1 The Chair shall be the senior officer of BIC and shall:
 - 3.4.1.1 preside at General Meetings of BIC and meetings of its Officers and Committee officers;
 - 3.4.1.2 supervise and co-ordinate all the activities of BIC;
 - 3.4.1.3 consult regularly with and give appropriate consideration to the advice of the Committee Officers; and

- 3.4.1.4 keep the Association Council, the Association President, and the Management Board informed of the activities of BIC.
- 3.4.2 The Vice-Chairs shall:
 - 3.4.2.1 perform such duties of the Chair as may be delegated by him or her and act in his or her stead if unavailable to act;
 - 3.4.2.2 assist the Chair as requested in supervising and co-ordinating the activities of BIC
- 3.4.3 The Secretary/Treasurer shall:
 - 3.4.3.1 give notice of meetings;
 - 3.4.3.2 keep minutes of meetings;
 - 3.4.3.3 maintain records of the membership of BIC;
 - 3.4.3.4 issue such notices as may be required or directed;
 - 3.4.3.5 receive, record and respond to communications to BIC;
 - 3.4.3.6 report to the Chair and General Meetings as required or directed;
 - 3.4.3.7 send all policy papers, recommendations and draft resolutions of the Policy Committee to the Association Council and the Management Board; and
 - 3.4.3.8 report to the Association Council and the Management Board all resolutions of BIC in General Meetings.
- 3.4.4 The Secretary/Treasurer shall:
 - 3.4.4.1 prepare the BIC budget for the approval of the Management Board, superintend the finances of BIC and liaise with and report to the Association Treasurer on all financial matters and present reports to the other Officers, General Meeting of BIC and the Management Board on all financial matters; and
 - 3.4.4.2 report to the Chair as required or directed.
- 3.5 Election of Officers
 - 3.5.1 The Officers of BIC shall be nominated and elected in accordance with the Rules and Procedures from time to time governing the nomination and election of Officers of BIC.

The Chair shall, as promptly as possible after taking office appoint two persons to be Members of the Association's Nominations Committee, such appointments to be reported to and approved by the BIC Officers at the first opportunity.
 - 3.5.2 If the Chair is unable to serve due to incapacity or death, or resigns by giving notice to the Association President that he or she is unable or unwilling to continue in office until the end of his or her term, then the Association President, in consultation with the

remaining Officers of BIC and the Management Board, may appoint another Officer to act as Chair until the conclusion of the term. Such person shall be eligible for election for the subsequent term.

- 3.5.3 If an Officer (other than the Chair) is unable to serve due to incapacity or death, or resigns by giving notice to the Association President that he or she is unable or unwilling to continue in office until the end of his or her term, then the Association President, in consultation with the Chair of BIC and the Management Board, may appoint a person eligible in accordance with Article 3.1.4 to act as such Officer until the conclusion of the term. Such person shall be eligible for election for the subsequent term.

Article 4 **Members**

4.1 Eligibility

- 4.1.1 Each Member Organisation which has paid its subscription to the Association for the current year may, in writing or by completion of the BIC Annual Membership Form, appoint up to three Members of BIC free of charge, remove any person so appointed and appoint another in his or her place. Such Members are encouraged to be, but are not required to be, individual Members of the Association and will receive Association member benefits. Member Organisations are encouraged, but not required, to ensure.

4.1.1.1 suitable continuity in those persons whom they appoint to represent them on BIC;
and

4.1.1.2 that those persons have relevant experience with the Member Organisation.

Any such Member of BIC appointed by a Member Organisation shall cease to be a Member of BIC if the appointing Member Organisation ceases to be a Member of the Association or fails to pay its subscription to the Association 7 days prior to the mid year Council meeting in that year.

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

4.2 Entitlements

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

Article 5
Meetings

5.1 General Meetings

5.1.1 A General Meeting of BIC shall be held in conjunction with each annual conference of the Association.

5.1.2 The principal purpose of the General Meeting is for the Officers to report to members on the work of BIC and the Policy Committee, but the agenda may include such other business as the Officers consider appropriate.

5.2 Other Meetings

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

Article 6
Miscellaneous

6.1 Salaries and Expenses

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

6.2 Representation

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

6.3 Amendments of these Bylaws

6.3.1 Amendment by the Council of the Association

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

6.3.2 Amendment by BIC

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

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

6.3.2.2 is ratified by the Management Board.

6.4 Effective Date.

These Bylaws shall come into force on the 1 January 2013.



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14. International Bar Association Bylaws Governing the Constitution and Procedure of the Nominations Committee and Rules of Procedure for the Election of IBA Officers – as of 4 October 2012

**INTERNATIONAL BAR ASSOCIATION
BYLAWS
GOVERNING THE CONSTITUTION AND
PROCEDURE OF THE NOMINATIONS COMMITTEE AND
RULES OF PROCEDURE FOR THE ELECTION OF IBA OFFICERS**

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

A. Bylaws Governing the Constitution and Procedure of the Nominations Committee

1. Nominations Committee Meetings

- 1.1 The Nominations Committee shall meet as soon as possible after its appointment, at such time and place and in such manner as the Chair shall determine.
- 1.2 The Committee shall meet in such manner and at such times as the Chair shall determine in accordance with its timetable to consider all candidates.
- 1.3 Meetings of the Committee may be convened by the Chair and shall be convened if requested by a majority of the members of the Committee.
- 1.4 Not less than five (5) days advance notice of all meetings of the Committee shall be given to all members.
- 1.5 The Committee may meet and conduct its business by and/or through any combination of the following: (a) in person; (b) by videoconference; or (c) by telephone conference.
- 1.6 Any decision to be made by, or report of, the Committee may be agreed by the Committee without a meeting, so long as such decision is confirmed in writing by at least 75% of the members of the Committee appointed by the President, by at least 75% of the members of the Committee appointed by the Legal Practice Division (“LPD”) Chair by one member of the Committee appointed by the Bar Issues Commission (“BIC”) Chair and by one member of the Committee appointed by the Section of Public and Professional Interest Section (“SPPI”) Council. Any communication remitted in writing should be sent by fax or electronically attaching a pdf copy of such communication duly signed.
- 1.7 Notwithstanding Section 1.6 hereof, (a) no recommendation of a person for election as President, Vice President or Secretary General of the Association may be made unless approved by at least 75% of the members of the Committee appointed by the President; (b) no recommendation of a person for election as Chair, Vice Chair, Secretary-Treasurer or Assistant Treasurer of LPD may be made unless approved by at least 75% of the members of the

Committee appointed by the Chair of that Division; (c) no recommendation of a person for election as Chair SPPI or Secretary-Treasurer may be made unless approved by one member of the Committee appointed by the SPPI Council and (d) no recommendation of a person for election as a Chair, Vice Chairs or Officer-at-Large of the Bar Issues Commission may be made unless approved by one member of the Committee appointed by the BIC Chair.

- 1.8 All deliberations of the Committee including without limitation all written and oral presentations to it by its nominees shall remain confidential.
- 1.9 In case of a deadlock in any vote the Chair or, in the absence of the Chair, such other person chairing the meeting, shall have a casting vote.

2. Nominations Process

- 2.1 Nominations for the election of the President, Vice President and Secretary General of the Association, the Chair, Vice Chair, Secretary-Treasurer and Assistant Treasurer of LPD, the Chair and Secretary-Treasurer of SPPI and the Chair, Vice Chairs and Officers-at-Large of the Bar Issues Commission must be submitted between 1st of January and 15th March of the year of the elections.
- 2.2 In accordance with such timetable, the Committee shall call for nominations by notice in writing to each Member Organization, each Councillor, the Officers of the Association, LPD Division, the members of the council of such Division, and the officers of each Section or Committee of such Division and SPPI Section, the members of the council of such Section, and the officers of each Committee of such Section, stating the deadline for nominations. Such call for nominations may be made electronically. Such call for nominations shall also be given to the Individual Members by the posting of such call on the Association's website.
- 2.3 Nominations may be in the form set out in the schedule to these bylaws, or other similar form, and must be made:
 - (a) for election as President, Vice President or Secretary-General of the Association, by two (2) persons, each of whom must be either an IBA Officer excluding the then current President, Vice President and Secretary-General of the IBA, a Councillor or a Member Organisation representative;
 - (b) for election as the Chair, Vice Chair, Secretary-Treasurer or Assistant Treasurer of LPD, by two (2) persons, each of whom must be either an IBA officer, excluding the then current Chair, Vice Chair, Secretary-Treasurer and Assistant Treasurer of the LPD, a member of the council of that Division or an officer of a Section or

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

- (c) for election as the Chair or Secretary-Treasurer of SPPI, by two (2) persons, each of whom must be either an IBA officer, excluding the then current Chair, the Secretary-Treasurer and any other appointed officer of the Section, a member of the council of that Section or an officer of a Committee of that Section, or by twenty-five (25) Individual Members of that Section, and
- (d) for election as the Chair of the Bar Issues Commission (BIC), one of two (2) Vice Chairs or two of seven (7) Officers-at-Large of such Commission, by two (2) persons excluding the then current Chair, Vice Chairs and Officers-at-Large of the BIC, each of whom must be a Member Organisation representative.

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

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

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

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

3. Mid-Year Council Meeting

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

4. Committee Reports

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

- (a) The President, the Vice-President and the Secretary General of the Association;
- (b) The Chair, Vice Chair, Treasurer and Assistant Treasurer of LPD;
- (c) The Chair and Secretary-Treasurer of SPPI, and
- (d) The Chair, two (2) Vice Chairs and the (a minimum of two (2) and a maximum of seven (7) Officers-at-Large of the Bar Issues Commission.

- 4.2 Each report shall include:

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

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

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

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

5. Renominations

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

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

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

(c) for election as the Chair or Secretary-Treasurer of the Section of Public and Professional Interest (SPPI), by no less than ten (10) persons, each of whom must be either an IBA Officer, excluding the then current Chair, as well as the Secretary-Treasurer and any other

appointed officer of that Section, a member of the council of that Section or officer of a Committee of that Section, or fifty (50) Individual Members of that Section; and

- (d) for election as the Chair of the Bar Issues Commission, one of two (2) Vice Chairs or two of seven (7) Officers-at-Large of the Bar Issues Commission by not less than ten (10) persons excluding the then current Chair, Vice Chairs and Officers-at-Large of the BIC each of whom must be a Member Organization.

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

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

B. Rules of Procedure for the Election of Officers

1. Returning Officers

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

2. Voting Procedure

- 2.1 All elections shall be conducted by secret ballot, unless there is only one validly nominated candidate for a position, in which case that candidate shall be declared elected to that position.
- 2.2 Secret ballots shall be conducted in such manner as the returning officer(s) may determine from time to time.
- 2.3 Where there are more than two (2) candidates for an office, the candidate with the least number of votes, and all candidates with less than ten percent (10%) of the votes, on the first and any subsequent round of voting, shall be removed from the ballot until only two (2) candidates for such office remain.

3. Sequence

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

- 3.2 The election for each office is to be held and declared in order of seniority of office.
4. Scrutineers
 - 4.1 Any candidate for election may appoint another person to be his or her scrutineer for the purpose of observing the counting of votes for election to the position for which the candidate is standing.
 - 4.2 Scrutineers shall not disclose to any person the way in which any particular Member voted, but may disclose to the candidate the aggregate voting statistics for the position and such other voting information, as he or she may deem reasonably necessary and appropriate.
5. Election Results
 - 5.1 The Secretary General shall arrange for the posting of the results of each election on the Association's website no later than thirty (30) days following the election.
6. Miscellaneous
 - 6.1 Any notice or other communication required by these bylaws and rules to be in writing may be communicated by facsimile or e-mail transmission.
 - 6.2 No election and no part of the election or nominations process shall be invalidated by reason of inadvertent non-compliance with any of the provisions of these bylaws and rules.

****Conform to requirements of either Section 2.3 or Section 5.1 as applicable to nominators.****

**INTERNATIONAL BAR ASSOCIATION
NOMINATION**

To:

Chair

Nominations Committee

International Bar Association

Nominator:	Nominator
Position:	Position:
Address:	Address:

We, the Nominators stated above, hereby nominate the person(s) specified in the Schedule for election to the position(s) stated.

Signature _____

Signature _____

Schedule

Name	Position nominated for	Signature



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**15. Rules for Election of Two Member Organisation
Representatives to the Management Board – as of
21 May 2005**

**INTERNATIONAL BAR ASSOCIATION
RULES FOR ELECTION OF TWO MEMBER ORGANISATION
REPRESENTATIVES TO THE MANAGEMENT BOARD**

(Adopted pursuant to Article 11 of the IBA Constitution by the Association Council on 21 May, 2005. All terms used herein and not otherwise defined shall have the meanings assigned to them in the IBA Constitution.)

1. Three (3) Councillors representing Member Organisations shall serve on the Management Board. Such representatives shall be the Chair for the time being of the Bar Issues Commission (who shall be elected in accordance with the separate rules adopted for that purpose) and two (2) other Councillors. Each of the two other Councillors shall be elected for a term of four (4) years, and cannot be re-elected. In order to provide for continuity, only one such Councillor shall be elected at the meeting of the Council at the annual Conference of the Association held in each even-numbered year. In order to accommodate this format, at the annual Conference of the Association in 2004, Sam Okudzeto was elected to serve for only a two (2) year term, and Anne Ramberg was elected to serve for a four (4) year term. Mr. Okudzeto is not eligible for reelection at the annual Conference of the Association in 2006.
2. Pursuant to Article 4.12 of the Constitution, only Councillors appointed by a Full Member Organisation or (if permitted pursuant to Article 4.12 of the Constitution) a Sustaining Member Organisation shall be entitled to vote on the election of either of the two other Councillors.
3. Candidates for election as one of the two other Councillors must be eligible to serve as such for at least the four (4) calendar years following the election. Candidates may be nominated either by a Member Organisation or by an authorized officer of a Member Organisation.
4. Any casual vacancy shall be filled for the remainder of the term by an election to be held in accordance with these rules at the next meeting of the Council following the occurrence of such vacancy. A person elected to fill a casual vacancy pursuant to this Rule 4 shall be eligible for re-election once, unless at the time of the election of such person the Council resolves otherwise.
5. Nominations of candidates shall be submitted in writing to the Executive Director of the IBA at the IBA London office. Each nomination must be accompanied by a *curriculum vitae* of the candidate not to exceed one typewritten page together with the candidate's written confirmation that he or she consents to the nomination. All nominations must be received by the Executive Director at least sixty (45) days before the date of the meeting of the Council at the annual Conference of the Association held in each even-numbered year. The date of receipt of each such nomination shall be recorded on the face of the nomination by the Executive Director or her or his designee. The names of all candidates, their nominator or nominators, and their curriculum vitae shall be included

with the Council Meeting Agenda book distributed in connection with the meeting of the Council at the annual Conference of the Association held in each even-numbered year.

6. Votes shall be cast by secret, written ballot, unless there is only one validly nominated candidate, in which case that candidate shall be declared elected.
7. Any Member Organisation may appoint a proxy to vote instead of its Councillor with power of substitution by the proxy in case of emergency. The proxy must present written evidence of his or her appointment by the Member Organisation to the Secretary-General and must be a member of the Council or a member of the Member Organisation.
8. The candidate who receives the highest number of votes shall be deemed elected to the Management Board. In case of a tied vote, a second ballot, and/or subsequent ballots, shall be cast only for those candidates with tied votes until one candidate has been elected.
9. The President shall appoint from among Councillors representing Member Organisations three (3) persons (tellers) to receive and count the ballots.
10. The three (3) persons appointed to count the votes shall sign and submit to the President a written report of the election which shall reflect the total numbers of Councillors representing Member Organisations present, of votes cast in the election and of votes received by each candidate. Only the name of the candidate who is elected shall be announced by the President, but any Member Organisation shall be entitled upon request to review the report of the election.



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**16. Agreement on Allocation of Income and Expenses – as
of 1 January 2013**

AGREEMENT ON ALLOCATION OF INCOME AND EXPENSES

The following key allocation principles shall apply as between the Divisions (internal allocations within PPID are discussed under point 2 below):

1. General Allocation Provisions

- (a) Annual dues shall be allocated as follows:
 - (i) the member organisation dues shall be fully allocated to PPID
 - (ii) individual members (other than HRI) dues shall be allocated:
 - 80% to LPD
 - 20% to PPID
 - (iii) dues paid by HRI members and BIC individual members⁷ shall be fully allocated to PPID
- (b) Annual conference surplus shall be allocated:
 - (i) 80% to LPD
 - (ii) 20% to PPID

The same allocation shall apply to conferences and seminars organized by the Regional Fora. provided PPID organize at least one session in such conference or seminar.

(c) Surplus from conferences and seminars other than the ones referred to in paragraph (b) above shall be allocated to the Division whose committee is the principal organizer of the event.

(d) Other income (*e.g.*, from publications, sponsorships etc.) shall be allocated to the Division that earns it or, where the income is attributable to both Divisions, 80% of the income shall be allocated to LPD and 20% to PPID.

- (e) Expenditure shall be allocated as follows:
 - (i) Where possible, expenditure shall continue to be allocated to the Division that incurs it

⁷ This assumes that individual members of the BIC (if any) would have to pay special dues similarly to members of the HRI.

- (ii) Unallocable expenses (and expenses of the IBA Officers and Council shall be treated as unallocable) shall be allocated:
 - 87% to LPD
 - 13% to PPID

2. Internal Allocation within PPID

The logic of the internal allocation within the three parts of PPID, that is to say to BIC, HRI and SPPI shall copy, to the extent possible, the logic of the association-wide allocation described under pt. 1. Therefore:

- (a) Annual dues shall be allocated as follows:
 - (i) the member organisation dues shall be fully allocated to BIC
 - (ii) dues paid for HRI membership shall be fully allocated to HRI
 - (iii) dues paid for BIC individual membership⁸ shall be fully allocated to BIC
 - (iv) dues paid by individual members (other than dues for the membership in HRI and BIC) allocated to PPID under clause 1(a)(ii) above shall be fully allocated to SPPI
- (b) Annual conference surplus shall be allocated to the BIC, HRI and SPPI on the basis of number of quarter-days of sessions presented by each of them (and/or its committees) in each Annual conference; session co-sponsored by the different parts of PPID or its committees shall be deemed to be presented only by the part or its committee that was its main sponsor. This allocation is referred to hereinafter as the “Allocation Formula”. Should the ratio of participation of BIC, HRI or SPPI in the Annual conference significantly change, the IBA Management Board shall review the Allocation Formula and adjust it accordingly.
- (c) Surplus from conferences and seminars other than the annual conference shall be allocated
 - (i) Where (committees of) only one part of Division participate, to that part of the Division
 - (ii) Otherwise, on the basis of Allocation Formula
- (d) Other income (*e.g.*, from publications, sponsorships etc.) shall be allocated to the part of the Division that earns it or, where the income is attributable to more than one part of the Division, on the basis of Allocation Formula.

⁸ See footnote 7.

- (e) Expenditure shall be allocated as follows:
 - (i) Where possible, expenditure shall continue to be allocated to the part of the Division that incurs it
 - (ii) Unallocable expenses (including PPID portion of expenses of the IBA Officers and Council) shall be allocated on the basis of the Allocation Formula

3. Financing through Special Funds

- (a) There are several special funds that shall continue in existence inter alia since they enable projects before and or after the Divisions receive their allocation from the annual conference:
 - (i) Association-wide Eligible Fund
 - (ii) LPD Activity Fund (£100K)
 - (iii) PPID Activity Fund (£100K)
 - (iv) PPID Projects Fund (£15K)

Neither of the Divisions has ever been able to use the special funds in full on sensible projects. Once this happens, the IBA Management Board would consider increasing the amounts allocated to the funds.

- (b) PPID Activity Fund shall be available to any and all of the three parts of the Division and shall be managed by the PPID Steering Group.
- (c) PPID Projects Fund is meant to cover flexibly the needs of SPPI committees; it should therefore be available to SPPI only and shall be managed by the SPPI officers.



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