
Constitution of the International Bar Association



the global voice of
the legal profession

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CONSTITUTION 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.
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- 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 and the Senior Vice-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 "Other BIC Officers" means such officers of the BIC as are not Officers of the Association.
- 2.24 *"Public and Professional Interest Division"* or *'PPID'* means the Division established by that name pursuant to Article 6.
- 2.25 *'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.
- 2.26 *'Representative Councillor'* means a Councillor appointed as such from time to time by a Member Organisation pursuant to Article 4.3.5.
- 2.27 *'Reserved Matter'* means any of the following:

- 2.27.1 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);
 - 2.27.2 any resolution to amend Article 6 (other than Article 6.6) or to adopt or amend any by-laws governing a Division adopted pursuant to Article 11; and
 - 2.27.3 any resolution to amend this Article 7 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.
- 2.28 *'Rules of Procedure for the Election of Officers'* mean the rules of procedure for the election of Officers of the Association adopted from time to time by the Council pursuant to Article 11.
- 2.29 *'Section on Public and Professional Interest'* or *'SPPI'* means the section established by that name pursuant to Article 6.
- 2.30 *'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.
- 2.31 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 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 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 confirm the appointment of the 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 by-laws 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) in the event of the election of Officers and Other BIC Officers by electronic ballot solicitation of the Council. Any voting done through electronic solicitation shall be held open for no less than 30 calendar days and in the event of a second round of elections of Officers or Other BIC Officers for no less than 15 calendar days and shall be conducted through a secure process that identifies the Member Organisations or Councillors 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 shall be construed accordingly.
- 4.10 Councillors who are Deputy Secretaries-General and Councillors who are Honorary Life Members of the Association shall not, as such, be entitled to vote on any matter.
- 4.11 Councillors (and their proxies) appointed by a Member Organisation which, by the seventh day before the relevant meeting, has not paid its subscription due for the then current year (or in the case of a meeting before the end of March in any year, due for the preceding year) shall be entitled to attend and speak at any meeting of the Council, but (unless the Council decides otherwise before the vote is taken) not to vote. The same rule shall apply to individual

Councillors who, by the seventh day before the relevant meeting, have not paid their subscription due for the then current year (or in the case of a meeting before the end of March in any year, due for the preceding year). The same applies *mutatis mutandis* to elections by electronic ballot solicitation, the relevant time being the seventh day before the first day on which the ballot through electronic solicitation is open for voting.

- 4.12 Subject to Article 4.11, only Councillors appointed by a Full Member Organisation or (if permitted pursuant to Article 4.9) a Sustaining Member Organisation shall be entitled to vote on the election of the Chair, the Vice-Chairs and the Officers-at-Large of the BIC.
- 4.13 If so determined by the Chair of the meeting or required by a Councillor present in person or by proxy, and entitled to vote, a decision of the Council shall (subject to Articles 4.11 and 4.12) be taken as follows:
- 4.13.1 subject to Articles 4.9 and 4.13.6, the two Councillors appointed by each Full Member Organisation shall between them have one vote for each 1,000 or fraction of 1,000 of its members (determined as on 31 December prior to the meeting of the Council) up to a maximum of ten votes. Such votes shall be cast by its Representative Councillor unless its President (or other senior elected office holder) is present or has specifically appointed a proxy, in which case such person may cast such votes instead;
- 4.13.2 each of the Chair, Vice-Chair and Secretary-Treasurer of the LPD shall have ten votes and each of the Chair and 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 per cent of such votes and the senior officer of the LPD 85 per cent;
- 4.13.5 any decision on a Reserved Matter must be by a majority of not less than three-fifths or, in the case of a decision to which Article 12 applies, two-thirds of the votes cast by 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 and no proxy appointed by a Full Member Organisation to which this Article applies is present at a meeting, then any votes that such Councillor or proxy would have been entitled to cast shall be allocated to the Councillors or proxies appointed by any other Full Member Organisation from the country concerned who are present at such meeting in such manner as may be agreed between such other Full Member Organisations or, in default of agreement, determined by the Council. Where there is no Full Member Organisation from a given country, the Councillors appointed by any Sustaining Member Organisation from that country shall be entitled to vote at meetings of the Council as if it were a Full Member Organisation from that country. If there are two or more Sustaining Member Organisations from that country, then the Council shall decide which Councillors appointed by one or more of them (subject to a maximum of three) shall each be entitled to exercise the right conferred by this Article and in what proportions.

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

4.14 In the case of an equality of votes on any matter requiring a simple majority the 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 through any of its Councillors pursuant to Articles 4.5 and 4.13.2 a proxy to attend and vote on its behalf instead of such respective Councillors at any meeting of the Council, with power of substitution by the proxy in the case of emergency, provided that:
- 4.22.1 the proxy presents written evidence of its, his or her appointment to the Secretary-General;
 - 4.22.2 the proxy for (a) a Member Organisation, is either another Member Organisation, provided that no Member Organisation shall be the proxy of more than [two] other Member Organisations and further provided that the same persons may attend and vote for the Member Organisation having issued the proxy as may attend and vote for the Member Organisation appointed as proxy or a Member of the Legal Profession of the appointing Member Organisation's country, and, (b) the LPD or SPPI is an Individual Member that is also a member of such Constituent;
 - 4.22.3 all appointments of a Member Organisation as a proxy for other Member Organisations shall be void in the event a Member Organisation presents written evidence of more than two such appointments in accordance with Article 4.22.1;
 - 4.22.4 no proxy shall be appointed otherwise than for a single meeting of the Council, including any adjournment thereof;
 - 4.22.5 any proxy issued by a Member Organisation, the LPD or the SPPI may be revoked at any time by written notice through any of the Councillors pursuant to Articles 4.5 and 4.13.2, as the case may be, to the Secretary General;
 - 4.22.6 no proxy or substitute thereof may attend or vote on behalf of a Member Organisation, the LPD or SPPI if such Member Organisation or Constituent attends and votes through any of its respective Councillors pursuant to Articles 4.5 and 4.13.2 at the respective meeting of the Council;
 - 4.22.7 the power of substitution by the proxy shall be subject to all restrictions pursuant to this Article 4.22.

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 the Immediate Past Chair of the BIC, unless such person is a member of the Management Board by virtue of holding another Officer position, in which case the Vice-Chair of the BIC (other than the Senior-Vice Chair of the BIC) shall serve;
 - 5.5.4 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 by-laws) 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 by-laws.
- 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 by-laws 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 by-laws, with such powers, procedures, membership and functions as such by-laws 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 by-laws, with such powers, procedures, membership and functions as such by-laws 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 by-laws, with such powers, procedures, membership and functions as such by-laws may provide.

Regional Forums

- 6.9 The Regional Forums 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 Forums.

Other Forums, Sections and Committees

- 6.10 The LPD and the SPPI may establish such forums, sections and committees as their respective councils or other governing bodies think appropriate, in accordance with their by-laws, with such powers, procedures, membership and functions as their respective councils or other governing bodies may determine.

Officers and Councils of Forums, other Sections and Committees

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 by-laws.

Article 7

Officers

Officers

- 7.1 The Officers shall be the President, Vice-President, Secretary-General, Treasurer and Assistant Treasurer, the Chair and the Senior Vice-Chair of the BIC, and the two most senior Officers of the LPD (Chair and Vice-Chair) and the SPPI (Chair and 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 by-laws 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 by-laws 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 in the manner set out herein and in the IBA BY-LAWS GOVERNING THE CONSTITUTION AND PROCEDURE OF THE NOMINATIONS COMMITTEE AND RULES OF PROCEDURE FOR THE ELECTION OF IBA OFFICERS AND OTHER BIC OFFICERS as in force from time to time, 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 by-laws 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 by-laws 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 Forums, 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 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;
 - 8.2.2 no recommendation of a person for election as Principal BIC Officer 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
 - 8.2.3 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 by-laws which (subject to this Article 8) shall govern the constitution and procedure of the Nominations Committee; the Council may also make by-laws 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

By-Laws

- 11.1 The Council may adopt such by-laws 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 by-laws 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 by-laws 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
 - 11.3.2.1 is not inconsistent with this Constitution or any by-laws 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, a Division 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.