

# INTER-PACIFIC BAR ASSOCIATION CONSTITUTION

(Amended as of May 3, 2006)

## Article I.

Name

The name of the Association is “INTER-PACIFIC BAR ASSOCIATION”

## Article II.

Purpose

1. The purposes of the Association are:
  - (a) to provide to all its members in good standing (“Members”) opportunities:
    - (i) to contribute towards the development of the legal profession in the Pacific and Asian regions comprising Asia and the jurisdictions within, or bordering, the Pacific (collectively “**the Region**”) and towards the development and improvement of the legal profession’s status and organization within the Region;
    - (ii) to contribute towards the development of the law and the legal structures within the Region;
    - (iii) to meet and exchange ideas with other lawyers who live in, or who are interested in, the Region;
    - (iv) to study and discuss legal issues that involve the Region; and
    - (v) to share information upon legal developments affecting the Region,
  - (b) to serve its Members fairly and equitably; and
  - (c) to promote the rule of law.
2. The Association is a non-political organization and, as such, shall not entertain any matter or proposal of any nature which is political in character. No amendments or alterations shall be made to this Article II.2.

## Article III.

Membership

1. Membership in the Association is open to all qualified lawyers who are in good standing and who live in, or who are interested in, the Region and who agree to abide by the terms of this Constitution. Membership is limited to individuals and no organizations of whatever nature shall be entitled to become Members of the Association.
2. Any qualified lawyer in good standing may make written application to become a Member of the Association in such a form as the Secretary-General may from time to time approve accompanied by

payment of the dues for the then current year.

3. If there is any doubt as to the professional qualifications or good standing of an applicant, confirmation of such qualifications or good standing shall be sought from any organizational body within the particular jurisdiction in which he/she qualified as a lawyer, or if there is none, from such other body or person as the Secretary-General, or failing him/her, the Council may deem appropriate. In the event of any dispute as to any applicant's qualification or good standing, then that dispute shall be resolved by the Council.
4. The right to vote at any meeting of the Association, or to participate in any other ballot undertaken pursuant to this Constitution, shall be limited to Members as determined by the Association's official membership list.
5. A Member shall cease to be a Member, and the Register of Members shall be rectified by the Secretary-General by deleting the name of that Member therefrom, in any of the following circumstances:
  - (a) if that Member ceases to be a duly qualified lawyer or in good standing; or
  - (b) if that Member fails to pay dues within the time period determined by the Council, unless he/she pays his/her arrears of dues and current dues then due and payable.
6. No Member or group of Members may organize or form branches, sections or any other form of organization whether or not within their Jurisdiction as a formal institution, of, and using the name of, the Association without the approval of the Council. The Council may rescind such approval at any meeting of the Council.

#### **Article IV.**

##### Annual Dues

1. Each Member shall pay such annual dues in such manner, and at such time, as shall be determined by the Council.
2. The Council may, in exceptional circumstances, waive in whole, or in part, the dues payable by Members but only in such jurisdictions in the Region as the circumstances so warrant.
3. Dues shall be paid in such currency or currencies as the Council may specify PROVIDED THAT if payment shall not be possible in the currency or currencies as specified by reason of exchange control or similar regulations or restrictions, payment shall be made in such other currency as the Secretary-General may approve.

#### **Article V.**

##### Officers, Deputy Officers and Council

1. The officers of the Association are the President, the President-Elect, the Vice-President, the Secretary-General, the Chairperson of the Membership Committee, the Chairperson of the Publications Committee, the Committee Coordinator, the Program Coordinator (collectively "**the**

**Officers**”) and the Deputy Officers as defined in the following clause.

2. The deputy officers of the Association are the Deputy Secretary-General, the Vice-Chairperson of the Membership Committee, the Vice-Chairperson of the Publications Committee, the Deputy Committee Coordinator and the Deputy Program Coordinator (collectively “**the Deputy Officers**”).
3. There shall be a Council of the Association which shall consist of:
  - (a) one Council Member for each jurisdiction with an autonomous and distinctive legal system which has at least 25 Members (“**Jurisdiction**”) and duly appointed pursuant to Article VI.6;
  - (b) six At-Large Council Members;
  - (c) the Officers and Deputy Officers of the Association;
  - (d) the immediate Past-President of the Association for a term ending with the close of the next succeeding Annual Meeting following his/her vacation of office;
  - (e) the Chairperson of each Committee of the Association; and
  - (f) those Members elected by the Council to be Regional Coordinators for the Association for a particular part of the world pursuant to Article VIII.1(j).
4. Each Council Member shall have the right to cast one vote.

## **Article VI.**

### Nomination and Election of Officers, Deputy Officers and Council Members

1. At each Annual Meeting of the Association, the Members shall elect from the membership:
  - (a) the Vice-President of the Association to serve a term of 1 year;
  - (b) successors to those At-Large Council Members whose terms either will expire or cease in that year to serve in any such case, but subject to Article VI.9 below, a term of three years.
2. At the end of each Annual Meeting of the Association:
  - (a) the President of the Association shall retire from such office and shall become the immediate Past-President of the Association;
  - (b) the President-Elect of the Association shall retire from such office and shall become the President of the Association; and
  - (c) the Vice-President of the Association shall retire from such office and shall become the President-Elect of the Association.

In all such cases, each shall succeed to his/her new position without any election taking place therefor, and each for a term ending with the close of the next succeeding Annual Meeting following his/her taking up the new appointment PROVIDED ALWAYS that any of the above may be removed from such office at an Annual Meeting of the Association by a vote of more than one-half of the Members present at that Annual Meeting of the Association and entitled to cast such a vote following a petition stating reasons for, and calling for, such removal having been signed by Members representing more than 15% of the total number of Members of the Association, no more than 50% of whom shall represent two Jurisdictions and which such petition shall have been lodged, together with the nomination of another Member to replace such President, President-Elect or Vice-President (as the case may be) duly accepted in writing by that

Member, with the Secretary-General at least 60 days prior to the relevant Annual Meeting.

3. (a) At every second Annual Meeting of the Association (those Annual Meetings in odd-numbered years), the Members shall elect from the membership the Secretary-General and the Committee Coordinator, in both cases to serve a term of 2 years and who shall have the right to be nominated, and re-elected, at the following second Annual Meeting of the Association for a further term of 2 years.
  - (b) At every second Annual Meeting of the Association (those Annual Meetings in odd-numbered years), the Members shall elect from the membership the Deputy Secretary-General and the Deputy Committee Coordinator, in both cases to serve a term of 2 years and who shall have the right to be nominated, and re-elected, at the following second Annual Meeting of the Association for a further term of 2 years.
  - (c) At every second Annual Meeting of the Association (those Annual Meetings in even-numbered years), the Members shall elect from the membership the Chairpersons of the Membership and Publications Committees and the Program Coordinator in all cases to serve a term of 2 years and who shall have the right to be nominated, or re-elected, at the following second Annual meeting of the Association for a further term of 2 years.
  - (d) At every second Annual Meeting of the Association (those Annual Meetings in even-numbered years), the Members shall elect from the membership the Vice-Chairpersons of the Membership and Publications Committees and the Deputy Program Coordinator, in all cases to serve a term of 2 years and who shall have the right to be nominated, or re-elected, at the following second Annual meeting of the Association for a further term of 2 years.
4. Nominations for the positions described in Article VI.1(a) and (b) and VI.3 above shall be made at the relevant Mid-Year Council Meeting referred to in Article VIII.4 or a Special Meeting of the Council referred to in Article VIII.5 (whichever is the later) and such nominations shall then be delivered to the Members along with the notice convening the next relevant succeeding Annual Meeting of the Association. Further nominations for the relevant positions may be made by Members PROVIDED THAT each nomination has been signed by more than 10% of the Members, no more than 50% of whom shall represent two Jurisdictions and that any Member so nominated has signified his/her acceptance and such nominations are lodged with the Secretary-General at least 60 days prior to the relevant Annual Meeting. In the event that the Secretary-General receives such further nominations, he/she will notify the Members prior to the Annual Meeting.
  5. Elections for the positions described in Article VI.1(a) and (b) shall be held at the next succeeding Annual Meeting and for the positions described in Article VI.3 at every second Annual Meeting relevant to each position. The person who receives the majority of votes of those Members present at the relevant Annual Meeting shall be elected for a term beginning at the close of that Annual Meeting and ending at the close of the Annual Meeting at the end of the term so specified unless otherwise re-elected or until a successor has been duly elected.
  6. The appointment of a Council Member for each Jurisdiction shall be made as follows:
    - (a) A Council Member for a Jurisdiction must be qualified to practice the laws of that

Jurisdiction.

- (b) Nominations for the appointment of each qualified Council Member from a Jurisdiction shall be, subject to Article VI.6(f) below, made by the Council at the Mid-Year Council Meeting referred to in Article VIII.4 or the Special Meeting of the Council referred to in Article VIII.5 below (whichever is the later):
  - (i) immediately preceding the expiration of the term of office for the current Council Member for that Jurisdiction; or
  - (ii) at which that jurisdiction becomes a Jurisdiction.

Notice of such nomination shall be delivered to the Members of that Jurisdiction along with the notice convening the next succeeding Annual Meeting of the Association. Members of the Jurisdiction may make further nominations of other Members of that Jurisdiction for the Council PROVIDED THAT such nominations have been signed by more than 10% of the Members of that Jurisdiction, as of the date of submission of the nomination, and that any Member so nominated has signified his/her acceptance and such nominations are lodged with the Secretary-General at least 60 days prior to the relevant Annual Meeting.

- (c) In the event that there are no nominations made by Members of that Jurisdiction referred to in Article VI.6(b) above, then that Member so nominated by the Council shall be appointed as the Council Member for that Jurisdiction for the next ensuing 3 years commencing on the date of the Annual Meeting of the Association.
- (d) In the event that there are nominations made by Members of that Jurisdiction referred to in Article VI.6(b) above, then the Secretary-General shall carry out a ballot of both the Council's nominee and the nominees of that Jurisdiction by sending out to each Member of that Jurisdiction within 7 days after the close of nominations the names of the nominees and asking for each Member to vote for one of the nominees to represent that Jurisdiction. To be eligible, the ballot papers must be returned by a Member to the Secretary-General before the date stipulated by the Secretary-General being 30 days prior to the relevant Annual Meeting. The nominee who receives the largest number of votes of Members of that Jurisdiction shall be the Council Member for that Jurisdiction for the next ensuing three years commencing on the date of the Annual Meeting of the Association.
- (e) Any ballot of Members of a particular Jurisdiction in respect of matters relating to that Jurisdiction shall be taken of those Members whose addresses appear in the Register of Members as being within that Jurisdiction irrespective of whether they be qualified to practice the laws of another Jurisdiction.
- (f) In the event that a jurisdiction qualifies as a Jurisdiction at any time after the Mid-Year Meeting or Special Meeting of the Council in that year (whichever is the later) but prior to the commencement of the Annual Meeting next following, then at that Annual Meeting as part of the business thereof the Members present from that Jurisdiction shall elect, by a majority, a Council Member to represent that Jurisdiction and such elected Council Member shall be the Council Member for that Jurisdiction for the next ensuing three years, commencing on the

date of the Annual Meeting of the Association. In this regard, the Secretary-General shall always include this as an item of business as part of the notice dispatched by him to members pursuant to Article X.2 below convening Annual Meetings of the Association.

7. No Member may be elected to more than two successive terms as a Council Member for a Jurisdiction, or more than two successive terms as an At-Large Council Member. No Member may concurrently hold two of the positions listed in Article V.3 which, for this purpose, shall also include the positions of Vice-Chairpersons of Committees of the Association.
8. Vacancies occurring with respect to Officers, Deputy Officers and Council Members shall be dealt with as follows:
  - (a) As to Officers and At-Large Council Members, the Council shall appoint a Member to fill a particular vacancy and that appointment shall be for the remainder of the term of his/her predecessor and such appointment shall be put before the Members for their ratification at the next ensuing Annual Meeting of the Association.
  - (b) As to Deputy Officers, the Council may in its absolute discretion resolve to appoint a Member to fill a particular vacancy or leave that office vacant for the remainder of the term of that office. If a replacement Member is appointed, then that appointment shall be for the remainder of the term of his/her predecessor and shall be put before the Members for their ratification at the next ensuing Annual Meeting of the Association.
  - (c) As to Council Members for a Jurisdiction, the Secretary-General shall immediately notify the Members of that Jurisdiction of such vacancy and call for nominations from those Members of that Jurisdiction, such nominations being supported by 5 Members of that Jurisdiction as of the date of submission of the nomination with the Member so nominated having signified his/her acceptance and such nominations being lodged with the Secretary-General within 30 days of the date of the notice calling for nominations. In the event of more than one nomination, the Secretary-General shall then carry out a ballot of the nominees amongst members of that Jurisdiction in accordance with Article VI.6(d) and the nominee who receives the largest number of votes of Members of that Jurisdiction shall be the Council Member for the remaining term of his/her predecessor.
  - (d) Members will be regarded as being within that Jurisdiction irrespective of whether they be qualified to practice the laws of another Jurisdiction.
9. The appointment of a Council Member for a Jurisdiction and of an At-Large Council Member shall, notwithstanding the prior provisions of this Constitution, cease:
  - (a) In the case of a Council Member for a Jurisdiction which ceases to qualify as a Jurisdiction at any time between Annual Meetings of the Association, at the next succeeding Annual Meeting if, at that Annual Meeting, there are less than 25 Members of that Jurisdiction entered onto the Register of Members; and
  - (b) In the case of an At-Large Council Member, at the next succeeding Annual meeting if, at, or prior to, that Annual Meeting, the jurisdiction from which that At-Large Council member is

then resident becomes a Jurisdiction and in respect of which a Council Member for that Jurisdiction has already been or is then duly appointed.

- (c) In both cases, the Secretary-General shall include these as items of business as part of the notice dispatched by him to Members pursuant to Article X.2 below convening Annual Meetings of the Association.

## **Article VII.**

### Duties of Officers and Deputy Officers

1. The duties of the Officers and Deputy Officers shall be as follows:
  - (a) The President shall be the chief officer of the Association and:
    - (i) shall preside at all General Meetings and Council Meetings and shall formulate and present at each such meeting a report of the Association for the period then expiring;
    - (ii) within guidelines approved from time to time by the Council, may appoint and dismiss such agents and employees of the Association as he/she thinks desirable;
    - (iii) shall superintend all activities of the Association and of its office, Officers and Deputy Officers;
    - (iv) may recommend the appointment of Regional Coordinators for the Association for a particular part of the world for a term of 2 years and, where considered appropriate, the reappointment for one further term of 2 years;
    - (v) perform such other duties as usually apply to the office; and
    - (vi) may, subject to ratification by the Council, appoint such committees on terms as the President considers appropriate to consider issues relating to the internal running, and better operation, of the Association.
  - (b) The President-Elect shall:
    - (i) perform the duties of the President and exercise the President's authority when the President is absent or otherwise not available;
    - (ii) be responsible for holding, and organizing, either in the Jurisdiction in which he/she is then residing or in such other Jurisdiction as determined by the Council, the Conference to be held as part of the Annual Meeting of the Association in that year;
    - (iii) perform such other duties as may be requested by the President or the Council; and
    - (iv) at the close of the Annual Meeting which he/she has been responsible for holding, and organizing under Article VII.1(b)(ii) above, become the President of the Association to serve until his/her successor takes office.
  - (c) The Vice-President shall:
    - (i) perform the duties of the President-Elect and exercise the President-Elect's authority when the President-Elect is absent or not otherwise available;

- (ii) be responsible for the preparation of the budget of the Association for the next succeeding year in consultation with the Secretary-General;
  - (iii) liaise closely with the Secretary-General in the performance of his/her duties; and
  - (iv) be responsible for all the preparation required for holding, and organizing, the conference to be held as part of the Annual Meeting of the Association either in the Jurisdiction in which he/she is then residing or in such other Jurisdiction as determined by Council when the Vice-President becomes the President-Elect.
- (d) The Secretary-General shall:
- (i) be responsible for the operation of the Secretariat and oversee the operation thereof;
  - (ii) supervise applications for membership and be responsible for the membership records of the Association;
  - (iii) be responsible for the supervision and administration of the funds of the Association;
  - (iv) supervise the maintenance of the books of account at the Secretariat of the Association;
  - (v) supervise the receipt of dues and other income and authorize disbursements in accordance with budgets approved by the Members; and
  - (vi) ensure that the dues of Members are paid in a timely manner and, if any Member has failed to pay dues within the time period determined by the Council, rectify the Register of Members by deleting the name of that Member unless, and until, that Member pays his/her arrears of dues and current dues;
  - (vii) keep a record of all meetings of the Council and of all General Meetings;
  - (viii) perform such other duties as may be requested by the President or the Council; and
  - (ix) be entitled to appoint such permanent or part-time employees as may be reasonably required to assist in the performance of his/her duties.
- (e) The Deputy Secretary-General shall:
- (i) assist the Secretary-General in the performance of his/her duties; and
  - (ii) perform such other duties as may be requested by the President or the Council.
- (f) The Chairperson of the Membership Committee shall:
- (i) be responsible for overseeing the growth of the membership of the Association;
  - (ii) assist the Secretary-General in the performance of his/her duties under Article VII.1(d) (ii) above; and
  - (iii) provide reports to the Council on the status of the membership of the Association.
- (g) The Vice-Chairperson of the Membership Committee shall:
- (i) assist the Chairperson of the Membership Committee in the performance of his/her duties; and
  - (ii) perform such other duties as may be requested by the President or the Council.

- (h) The Committee Coordinator shall be responsible for:
  - (i) supervising and coordinating the activities of the Committees of the Association;
  - (ii) making recommendations to the Council for the formation, dissolution and scope of responsibility and leadership of Committees of the Association;
  - (iii) providing reports to the Council and the past year's Committees on Committee activities and plans therefor for the next year.
  
- (i) The Deputy Committee Coordinator shall:
  - (i) assist the Committee Coordinator in the performance of his/her duties; and
  - (ii) perform such other duties as may be requested by the President or the Council.
  
- (j) The Program Coordinator shall be responsible for:
  - (i) programs presented at meetings of the Association (including the conference held as part of the Annual Meeting) and for special programs presented in the name of the Association or by its Committees;
  - (ii) providing reports to the Council on the past year's activities and plans therefor in the next year.
  
- (k) The Deputy Program Coordinator shall:
  - (i) assist the Program Coordinator in the performance of his/her duties; and
  - (ii) perform such other duties as may be requested by the President or the Council.
  
- (l) The Chairperson of the Publications Committee shall be responsible for:
  - (i) preparing and transmitting publications to Members of the Association of matters of general and legal significance within and outside the Region; and
  - (ii) providing reports to the Council on the past year's publications and the Committee's proposals for the next year.
  
- (m) The Vice-Chairperson of the Publications Committee shall:
  - (i) assist the Chairperson of the Publications Committee in the performance of his/her duties; and
  - (ii) perform such other duties as may be requested by the President or the Council.
  
- 4. In addition to the powers and duties set out in this Constitution, all Officers and Deputy Officers shall perform the respective functions usually performed by such Officers and Deputy Officers at any General Meeting or at a Council Meeting.

## **Article VIII.**

### Council

1. The Council shall be the administrative body of the Association and may act on behalf of the Association with respect to all matters not specifically reserved for the Annual Meeting and, in particular, shall:
  - (a) have general supervision and control over the day-to-day affairs and running of the Association;
  - (b) approve the program and venue for each conference of the Association to be held as part of the Annual Meeting and propose rules governing the rights and privileges of participants at such conferences, and the procedures for conferences, Annual Meetings and Special Meetings;
  - (c) consider and determine whether to accept the accounts and balance sheet of the Association for that particular year and whether to submit them to the Annual Meeting for approval;
  - (d) determine the place or places of the Secretariat and any other offices of the Association;
  - (e) appoint the Chairperson and Vice-Chairperson of each of the Committees of the Association (other than the Chairpersons and Vice-Chairpersons of the Membership and Publications Committees);
  - (f) authorize commitments of contracts which would not otherwise entail payment of more money during any fiscal year than the funds currently available, and projected to be available, to the Association, or if they do so entail, consider whether to submit such proposed commitments of contracts to an Annual or Special Meeting for its approval;
  - (g) approve of the formation or dissolution of, and rules governing, any Committees in the manner outlined in Article XI;
  - (h) give preliminary approval for the budget for the next year;
  - (i) appoint or reappoint the auditors for that year;
  - (j) upon the recommendation of the President, appoint and, where appropriate, re-extend the appointment of and prescribe duties for Regional Coordinators for the Association for particular parts of the world;
  - (k) fix the membership dues and fees for the following year;
  - (l) determine any dispute which may arise on the qualifications, or good standing, of a Member pursuant to Article III.3 above;
  - (m) determine Jurisdictions that qualify for the purpose of this Constitution; and
  - (n) consider any request for a determination that an Official has met the applicable standards of conduct for the purpose of Article XIV.6;
  - (o) consider whether to ratify the appointment of, and endorse the continuance of, such committees as the President may have appointed pursuant to Article VII,1(a)(vi);and
  - (p) upon the appropriate recommendation being received in accordance with Article XI.2, extend the term(s) of Chairpersons or Vice-Chairpersons of a Committee as the Council thinks appropriate and desirable.

2. Notwithstanding the provisions of Article VIII.1, the Annual Meeting shall reconsider any decision made by the Council should more than one third of the Members of the Council present at that Council Meeting so request.
3. The Annual Meeting of the Council shall be held immediately preceding the Annual Meeting of the Association and in the same city or place.
4. A Mid-Year Meeting of the Council shall be held at such time and place as the Council shall have determined at its then previous Annual Meeting of the Council.
5. A Special Meeting of the Council may be convened either:
  - (a) by the President of the Association with the written support of either, or both, of the President-Elect and the Vice-President; or
  - (b) by not less than ten members of the Council and, in either case, twenty-eight days written notice thereof must be given to all Members of the Council at such time and place within the Region as may be specified in the said notice, and which notice shall also specify the business to be considered at such Special Meeting of the Council.
6. At any meeting of the Council (whether it be the Annual Meeting, Mid-Year Meeting or Special Meeting of the Council), those Members of the Council present shall constitute a quorum. All the resolutions of the Council shall be adopted by a majority of votes cast at the meeting. In the case of equality of votes, the President shall not have a second or casting vote.
7. Notwithstanding any of the provisions of this Article VIII, in Emergency Situations (defined below), the Officers (not including the deputies), by a two-thirds majority vote, to be recorded in writing, shall have the power to make decisions that may ordinarily require the approval of the Council at an Annual Meeting, Mid-Year Meeting or Special Meeting of the Council. Such a vote by the Officers shall not need to be in the form of a personal meeting convened for the purpose and may be conducted by telephone, fax or e-mail. The vote shall be requested by any Officer and the issue to be voted on shall be submitted to the other Officers in writing, clearly identifying the nature of the issue, the reason for the emergency and identifying what a Yes or No vote is intended to accomplish. The vote by the Officers on the issue shall be cast in writing. The vote shall be tallied by the Secretary-General, and the result of the vote shall be immediately distributed to the Council. Upon approval, the decision shall be carried out as though it were the decision of the Council. For purposes of this paragraph, "Emergency Situations" shall refer to an issue requiring urgent action by the Association that cannot wait for a decision of the Council at the next scheduled Annual Meeting, Mid-Year Meeting or a Special Meeting of the Council that may involve substantial financial losses for the Association or imminent danger to members of the Association.
8. Advisers shall have the right to attend and speak at meetings of the Council but not to vote thereat.
9. In the event that a Council Member for a Jurisdiction or a Chairperson of any Committee of the Association established by the Council pursuant to Article XI.1 is unable to attend a meeting of the Council, then:

- (a) in the case of that Jurisdiction, another Member of the Jurisdiction duly nominated by the Council Member; and
- (b) in the case of a Committee, any of the Vice-Chairpersons duly nominated by the Chairperson of that Committee, may attend as an alternate and vote in his/her stead at the next ensuing Council Meeting only PROVIDED THAT such nomination has been notified to the Secretary-General in writing before the commencement of the Council Meeting concerned.

## **Article IX.**

### Secretariat

The Secretariat of the Association shall be in such jurisdiction within the Region as the Secretary-General resides or as the Council otherwise determines. The Secretariat shall initially be in Tokyo, Japan.

## **Article X.**

### General Meetings

1. A General Meeting shall be either an Annual General Meeting or a Special Meeting. Annual Meetings shall be held in conjunction with a conference of the Association and Special Meetings shall be held at such other times as the Council shall determine or as may be requested by Members representing more than 15% of the total Members, no more than 50% of whom shall represent two Jurisdictions. All such meetings shall be held within the Region.
2. Notices of an Annual Meeting or a Special Meeting shall be mailed or otherwise communicated to all Members by not less than 90 days notice before the holding of the first session of the relevant Meeting and such notice shall specify the time and place of such Meeting and the purpose for which the Meeting has been convened.
3. At an Annual Meeting or a Special Meeting, a quorum shall consist of those Members in attendance PROVIDED THAT there shall be Members present from at least 5 Jurisdictions within the Region.
4. At an Annual Meeting or a Special Meeting, the Roberts Rules of Order shall at all times apply such that each Member shall have the right to speak to, and be heard by, the other Members so present and each Member shall have the right to cast one vote.
5. The following matters shall be specifically reserved for the Annual Meeting:
  - (a) approval of the accounts of the Association for the previous year;
  - (b) approval of any proposal to amend this Constitution save for any amendment to Article II.2; and
  - (c) such other matters as the Council may refer to the Annual Meeting, whether under Article VIII.1 or Article VIII.2 above or otherwise.
6. Resolutions of an Annual Meeting or a Special Meeting shall be adopted by a majority of votes of the Members present. In case of equality of votes, the President shall not have a second or casting vote.

7. An Annual Meeting shall be held at least once every year and a Special Meeting may be called whenever necessary. The time, place and agenda of any Special Meeting shall be determined by the Council or those requesting the meeting (as the case may be) SAVE THAT in the event of two or more Meetings being requested by Members at or about the same time, which set different places to hold such a Meeting, then only one Meeting shall be held to consider all of the matters the subject of the requested meetings and it shall be in Honolulu, Hawaii.

## **Article XI.**

### Committees

1. The Council may establish committees ("Committees") of the Association to advance the purposes of the Association. Any Member may become a member of any Committee so established by the Council. Any by-laws of any such Committee, and any amendments thereto, shall be subject to the approval of the Council. The Council may dissolve any Committee. Upon request from any Committee and with the nominee to be appointed as the Chairperson of the Sub-Committee supported by the Chairperson of the Committee, the Committee Coordinator and the Program Coordinator, the Council may approve the establishment of Sub-Committees of that particular Committee and the appointment of the Chairperson of that Sub-Committee. The other officials of that Sub-Committee shall be appointed with the approval of the Chairman of the Committee of which the Sub-Committee forms part, the Committee Coordinator and Program Coordinator.
2. (a) The Chairperson and Vice-Chairperson of each Committee (except for the Chairpersons and Vice-Chairpersons of the Membership and Publications Committees) shall be appointed by the Council.
- (b) The appointment of each Chairperson (other than the Chairpersons of the Membership and Publications Committees) shall be:
  - (i) in the case of the first appointments made any time up to the 1992 Annual Meeting of the Association, staggered so that one half of those elected shall serve a term of 3 years and the other half of those elected shall serve a term of 2 years, such as being determined by lots drawn by the President;
  - (ii) thereafter for a term of 2 years, PROVIDED ALWAYS THAT, in either such case, the initial term of appointment for each Chairperson may be renewable for a further term of 2 years, at the discretion of the Council if the Council has received from each of that Chairperson's Vice-Chairpersons a unanimous recommendation for such extension.
- (c) The appointment of each Vice-Chairperson to each Committee (other than the Membership and Publications Committees) shall be staggered so that no more than one half of the Vice-Chairpersons shall serve a term of 3 years and the other Vice-Chairpersons shall serve a term of 2 years, such terms being determined by lots drawn by the Chairperson of that Committee. The term of each Vice-Chairperson shall be extendable for a further term of 2 years at the discretion of the Council upon the recommendation of the Chairperson of that

Committee.

- (d) Once a Chairperson has retired, he/she shall not be eligible to be re-elected to office as either Chairperson or Vice-Chairperson of that Committee.
3. No Committee, nor any of its officers or other representatives, shall represent the Association in any respect, or take any action in the name of the Association, except as authorized by the Council or the President.
4. No Member, group of Members or Committees may organize any conference, seminar, or other meeting using the name of the Association without the prior authority of the President, or if organized by a Committee, by an officer of the relevant Committee after consultation with the Council, the Committee Coordinator, the Program Coordinator, or the President.
5. The President may establish such committees as he/she considers appropriate from time to time to advise him/her, or the Council, on issues relating to the internal running, and better operation of the Association. The establishment of any such committee shall be subject to ratification by the Council at the next meeting of the Council. If the Council decides not to ratify such establishment, the committee will be dissolved.
6. The Council may appoint a Constitution Review Committee to consider issues raised by any Member of the Association and the Council shall, when receiving reports therefrom, place the proposed changes before the Members at an Annual Meeting with its recommendation.

## **Article XII.**

### Corporate Associate

1. Any Corporation may become a Corporate Associate of the Association by submitting a written application to the Secretary-General accompanied by payment of the annual dues as shall be determined by the Council.
2. The name of the Corporate Associate shall be listed in a directory of Corporate Associates.
3. The Corporate Associate may designate one employee ("Associate Members") who may take part in any Annual Conferences, committees and other programs with the same rights and privileges of the Members, except for voting rights at any Annual or Special Meeting, and the holding of any Officer, Deputy Officer, Council Member or Committee Chairperson position.
4. The Corporate Associate may have any number of its employees attend any activities of the Association at the Membership rates.

## **Article XIII.**

### Miscellaneous

1. The official language of the Association shall be English. When the Council recognizes the necessity, it may also designate other official languages.
2. By-laws and regulations necessary for carrying out this Constitution may be laid down by the

Council.

3. No member shall, by reason of membership of the Association, be liable for any debt or obligation of the Association in the absence of an express written promise to accept such liability.

#### **Article XIV.**

##### Indemnification of Officials

1. Every Official who was, or is, a party, or is threatened to be made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding because he/she is, or was, an Official of the Association or of a Committee, shall be indemnified and held harmless by the Association to the fullest extent permissible by Article XIV.2, against all losses, liabilities, and expenses threatened, incurred or suffered by him/her in connection therewith. Such rights of indemnification, and to be held harmless, shall be contract rights enforceable in any manner desired by such Official, and shall not be exclusive of any other right which such Official may have or hereafter acquire. Without limiting the generality of the foregoing, he/she shall be entitled to his/her respective rights of indemnification and to be held harmless under any by-law, or otherwise, as well as his/her rights under this Article XIV. For the purposes of this Article XIV the term “**Official**” shall mean each Officer, Deputy Officer, Member of the Council, each Chairperson, Secretary and Treasurer of each of the Committees, and each Member of the Steering Committee responsible for the initial formation of this Association and the adoption of this Constitution.
2. In furtherance, and not in limitation, of Article XIV.1, the Association shall indemnify such Official and hold him harmless against all expenses, including fees and expenses for legal services, and against all judgements, fines and amounts paid in settlement reasonably incurred in connection with legal, administrative or investigative proceedings if such Official 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 Official is or was an Official of the Association PROVIDED THAT such Official in all events has acted honestly and in good faith for a purpose which he/she reasonably believed to be in the best interests of the Association.
3. For the purposes of Article XIV.2, the termination of any proceedings by judgement, order, settlement, convicting or howsoever otherwise shall not, by itself, create a presumption that such Official did not act honestly and in good faith and in a manner he/she believed to be in , or not opposed to, the best interests of the Association or that such Official had reasonable cause to believe his/her conduct was unlawful.
4. (a) The Association shall, subject to the provisions of Article XIV.2, defend any such Official at its own expense and hold him/her harmless, but such Official may participate in such defence to the extent he/she reasonably desires.  
(b) Expenses incurred by any such Official in defending a civil or criminal action, suit or proceeding (as distinguished from the expenses of the Association incurred pursuant to Article XIV.4(a) and including such Official’s expenses of participation referred to in Article XIV.4(a))

shall be paid by the Association on behalf of such Official in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Official to repay such amount if it shall ultimately be determined that such Official is not entitled to be indemnified by the Association.

5. The indemnification and advancement of expenses provided in this Article XIV shall continue as to such Official even after he/she has ceased to be an Official of the Association and shall inure to the benefit of the heirs, executors and administrators of such Official but, in any such event, shall not exceed, in either such case, beyond the assets of the Association at that time.
6. Any indemnification under this Article XIV (unless ordered by court) shall be made by the Association, as authorized in the specific case, upon a determination that such Official has met the applicable standard of conduct set forth in the proviso to Article XIV.2. Such determination shall be made by any of the following procedures:
  - (a) by majority vote of the Council Members present and voting who were not parties to such action, and not involved in such claim of liability, suit or proceeding;
  - (b) by independent legal counsel in a written opinion, if so requested either by vote pursuant to Article XIV.6(a) or by a majority vote of all Council members present and voting whether or not disinterested; or
  - (c) by the Members at a General Meeting.