



**ICLEI**  
**Local Governments for Sustainability**  
Founded 1990 as the  
**International Council for Local Environmental Initiatives**

# **Charter and By-Laws**

**Charter as approved by the ICLEI Council  
in Cape Town, South Africa on 3 March 2006**

Last amended on 12 May 2009

# ICLEI Charter and By-Laws

## Charter as approved by the ICLEI Council on 3 March 2006

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## Charter

The Charter serves as the primary statute of the association.

## By-Laws

The By-Laws provide complementary provisions specifying policies and procedures.

### By-Laws § 0 - Introduction

§ 0.1 - The Charter of ICLEI – Local Governments for Sustainability shall be the constitution of the Association. These By-Laws specify policies and procedures for operationalizing the provisions of the Charter and for the governance of ICLEI's campaigns & programs, according to Article 7.1 of the Charter.

§ 0.2 - Numbers of paragraphs of these By-Laws refer to the numbers of Articles of the Charter.

## Charter Article 1. Name, Seat and Purposes

### Charter 1.1 - Name and Seat

The International Council for Local Environmental Initiatives (ICLEI) was established as an international local government association in the year 1990. Its name shall from 1 January 2004 be "ICLEI – Local Governments for Sustainability" (hereafter referred to as the "Association").

The Association's seat shall be the location of its international headquarters (World Secretariat).

**By-Laws** § 1.1.a - The name and the acronym of the Association, "ICLEI", shall be owned by the ICLEI world association.

§ 1.1.b - The Association's logo shall be the following:



§ 1.1.c - The name, acronym and logo of the Association shall as far as possible and appropriate be registered as a trademark in countries in which ICLEI operates.

§ 1.1.d - The Association shall be non for profit.

§ 1.1.e - The Association shall do business through legal entities incorporated in those countries where ICLEI offices operate. The World Secretariat shall operate through ICLEI-Canada, a corporation incorporated in the Province of Ontario.

§ 1.1.f - The Management Committee may adopt and alter a seal of the Association.

§ 1.1.g - The fiscal year of the Association shall end on December 31 in each year.

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## **Charter 1.2 - Relationship to Founder Patrons**

The Association shall maintain its formal institutional relationships with its founder patrons, the United Nations Environment Programme (UNEP) and the International Union of Local Authorities (IULA), the latter from 1 January 2004 merged into the newly established World Organization of United Cities and Local Governments.

The Association shall seek an agreement with United Cities and Local Governments whereby ICLEI serves as the World Organization's environmental and sustainable development agent.

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## **Charter 1.3 - Mission**

The Association's mission shall be to build and serve a worldwide movement of local governments to achieve tangible improvements in global sustainability with special focus on environmental conditions through cumulative local actions.

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## **Charter 1.4 - General Mandate**

The Association shall build an active and committed municipal membership of local spheres of government (local and regional governments and authorities) as well as international, regional, national and sub-national local-government associations.

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## **Charter 1.5 - Work Mandate**

To support its members, the Association shall:

- (a) mobilize and provide support to local-level initiatives that address specific priority problems of local and global significance;
- (b) help develop and strengthen local capacity and expertise;
- (c) support networking among and exchange of experiences between local governments, especially between developing and industrialized countries;
- (d) work with groups of local governments and partner organizations in order to research, develop, pilot and implement local initiatives for sustainability;
- (e) function as a clearinghouse for information, and as a training center, on local sustainable development and environmental policies and programs;
- (f) provide technical support services and consultancy to aid the implementation of local sustainable development and environmental policies and programs;
- (g) evaluate and report on the impacts of local actions;
- (h) work with private corporations and research institutes to develop and exchange environmental knowledge and appropriate environmental technologies;
- (i) promote the role of local government as a necessary innovator and implementer of sustainable development and environmental policy;
- (j) campaign for meaningful policy making authority for, and adequate resourcing of, local governments; and
- (k) raise and dispense of funds to fulfill the purposes of the Association.

## **Charter 1.6 - Representation Mandate**

The Association shall serve as an international representative for its members and campaign participants by providing advocacy before national and international governments, agencies and organizations and multilateral bodies to increase their understanding and support for local sustainable development and environmental protection activities. Through such advocacy, the Association will work to achieve an effective division of responsibilities and resources for sustainable development and environmental protection between the various spheres of government.

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## **Charter 1.7 - Principles**

The Association shall promote, and ask its individual members to adopt, the following Earth Charter Principles to guide local action:

- (1) Respect Earth and life in all its diversity.
- (2) Care for the community of life with understanding, compassion, and love.
- (3) Build democratic societies that are just, participatory, sustainable, and peaceful.
- (4) Secure Earth's bounty and beauty for present and future generations.
- (5) Protect and restore the integrity of Earth's ecological systems, with special concern for biological diversity and the natural processes that sustain life.
- (6) Prevent harm as the best method of environmental protection and, when knowledge is limited, apply a precautionary approach.
- (7) Adopt patterns of production, consumption, and reproduction that safeguard Earth's regenerative capacities, human rights, and community well-being.
- (8) Advance the study of ecological sustainability and promote the open exchange and wide application of the knowledge acquired.
- (9) Eradicate poverty as an ethical, social, and environmental imperative.
- (10) Ensure that economic activities and institutions at all levels promote human development in an equitable and sustainable manner.
- (11) Affirm gender equality and equity as prerequisites to sustainable development and ensure universal access to education, health care, and economic opportunity.
- (12) Uphold the right of all, without discrimination, to a natural and social environment supportive of human dignity, bodily health, and spiritual well-being, with special attention to the rights of indigenous peoples and minorities.
- (13) Strengthen democratic institutions at all levels, and provide transparency and accountability in governance, inclusive participation in decision making, and access to justice.
- (14) Integrate into formal education and life-long learning the knowledge, values, and skills needed for a sustainable way of life.
- (15) Treat all living beings with respect and consideration.
- (16) Promote a culture of tolerance, nonviolence, and peace.

The Association shall develop, and encourage its members to use, a framework for measuring performance in the area of sustainable development and environment.

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### **By-Laws** § 1.7.a - ICLEI offices shall:

- encourage members to endorse the Earth Charter Principles and report back to ICLEI;
- provide promotional material on ICLEI's association with the Earth Charter to local governments interested in ICLEI membership,
- include such promotional in welcome packages for new members and annual invoices;
- maintain a registry of members having endorsed the Earth Charter Principles.

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## **Article 2. Association and its Members**

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### **Charter 2.1 - Definitions**

The Association is composed of its members. "Council" stands for the general assembly of members.

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### **Charter 2.2 - Categories of Membership**

The Association shall have:

- (a) Full Members (cf. 2.3)
- (b) Associate Members (cf. 2.4).

The category of Charter Member has become obsolete.

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### **Charter 2.3 - Full Members**

Full Members of the Association shall be local spheres of government (local and regional governments and authorities), as defined in the particular country, and international, regional, national and sub-national associations of such municipal governments and authorities, which support the Association's mission, mandate and principles as stated in the Charter. In case of doubt the Executive Committee determines the eligibility for full membership of a type of government or authority in a country.

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**By-Laws** § 2.3.a - Full Members shall have unlimited membership rights granted by the Charter. They shall participate fully in the governance of the Association. These rights shall be suspended if the Full Member is more than one year in arrears with its membership dues.

§ 2.3.b - The following are generally eligible for admission as Full Members:

- local governments, local authorities and municipalities, as defined in the particular country;
- national associations of local governments;
- other associations of local governments;
- institutes owned by local governments.

§ 2.3.c - The following are eligible per special decision by the Executive Committee:

- (a) Prefectures in Japan
  - (b) Region of Brussels in Belgium
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### **Charter 2.4 - Associate Members**

Individual locally elected and appointed officials, as well as state, national, and international governments, government agencies, and governmental officials, private corporations and non-governmental organizations may become Associate Members upon application.

**By-Laws** § 2.4.a - The purpose of granting Associate Membership is to provide individuals and organizations interested in ICLEI's work with a way of supporting ICLEI's work and getting access to information.

§ 2.4.b - Fees for Associate Membership shall be fixed so that revenues exceed related costs. Associate Members may be granted preferential rates for participation in events and training courses, and preferential prices for ICLEI publications and other materials.

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§ 2.4.c - Associate Members shall not take part in ICLEI's organizational governance and thus have no right to vote in the Council Meeting nor to endorse candidates for the Executive Committee elections.

§ 2.4.d - Associate Members shall be given access to information in relation to ICLEI's Movement and Agency functions (campaigns, programs and services) but not to information related to organizational governance and internal management.

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## **Charter 2.5 - Obtaining Membership**

Membership may be requested by submitting an application, through which process the Charter is explicitly accepted, and paying an annual dues fee. The Executive Committee reviews applications and accepts or rejects the application according to criteria specified in the By-Laws. Membership becomes effective with acceptance in writing by the Association and receipt of the first annual dues fee.

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**By-Laws** § 2.5.a - ICLEI offices shall provide membership application forms. The Secretary General shall name agents (usually ICLEI offices) that are authorized to receive and process membership applications.

§ 2.5.b - An applicant shall be eligible for membership if the criteria for either Full or Associate Membership according to Articles 2.4 and 2.5 of the Charter are fulfilled.

§ 2.5.c - The Secretary General or designate shall review membership applications and determine if the applicant meets the membership criteria doubtlessly. If this is the case the applicant may receive a preliminary admission subject to confirmation by the Executive Committee. If this is not the case the decision by the Executive Committee must be awaited.

§ 2.5.d - The Executive Committee delegates the admission and confirmation of members to the Management Committee.

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## **Charter 2.6 - Termination of Membership**

A Member may terminate its membership by notifying the Association in writing. Membership can also be terminated by the Association if the requirements for membership are not met. Membership expires with the end of the period for which the membership fee has been paid.

**By-Laws** § 2.6.a - Notifications of resignation shall be sent to the Secretary General or agents designated according to 2.5.a.

§ 2.6.b - The Executive Committee shall review the list of Members annually, and may dismiss or suspend members at that time. Members are liable to dismissal or suspension:

- if they do not conform to the objectives of the Association as set forth in the Charter and By-Laws;
- if, without the consent of the Executive Committee, they have not paid their membership fee for a period of one year;
- if they no longer fulfill other conditions of membership.

No decision on dismissals, suspensions or re-admission shall be effective unless passed by a majority of the Executive Committee members then in office.

§ 2.6.c - No refunds of membership fees shall be granted as a result of resignation.

§ 2.6.d - Should a Member that has formally resigned or been dismissed or suspended by the Executive Committee for non-payment of dues, wish to rejoin the Association, membership may again be conferred upon receipt of full payment of annual membership

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fees.

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## **Charter 2.7 - Membership Dues**

Members have to pay an annual dues fee. The membership dues structure and procedures shall be regulated in the By-Laws.

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- By-Laws** § 2.7.a - Formulas for determining membership fees shall reflect the differing financial resources of Members of different sizes, and in developed and developing countries.
- § 2.7.b - The dues rates applicable are shown in Annex 1 to these By-Laws.
- § 2.7.c - A membership year (12-month period) for which an annual dues fee is paid starts with the first month following the receipt of the membership application in cases of preliminary admission according to § 2.5.c. In other cases the membership year starts with the first month following the date of admission by the Executive Committee.
- § 2.7.d - Annual membership fees shall be paid in advance.
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### **By-Laws § 2.8 - Right and Liabilities of Members**

- § 2.8.a - Members of the Association shall have no claim and no right in respect to the Association's property or to the property of any of its nationally incorporated entities.
- § 2.8.b - Members of the Association shall not be held liable in financial and/or legal transactions of the Association or those of its nationally incorporated entities.
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## **Article 3. Council**

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### **Charter 3.1 - Council Meetings**

The Association shall hold a Council Meeting every three years. The Council Meeting serves as the Association's general assembly.

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- By-Laws** § 3.1.a - Regular meetings of the Council shall be held every three years. The Executive Committee determines place and time at least six months prior to the commencement of the Council Meeting.
- § 3.1.b - Extraordinary meetings may be held at the request of a majority of the Executive Committee members then in office or upon petition from one-quarter of the Full Members at a location to be determined by the Executive Committee.
- § 3.1.c - Council meetings, both regular and extraordinary, may be held in writing via written consent delivered by mail, electronic means or tele-facsimile, as appropriate.
- § 3.1.d - Meetings of the Council shall only be valid if reasonable and sufficient notice has been given. It shall be reasonable and sufficient notice to send notice by mail, electronic means or tele-facsimile, as appropriate, addressed to the Full Member's usual or last known business address or number at least three months prior to the date of the meeting.
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## **Charter 3.2 - Powers of the Council Meeting**

The Council Meeting shall:

- (a) have sole power to amend or revise this Charter,
  - (b) establish policy directions of the Association and adopt the ICLEI Strategic Plan,
  - (c) elect members to the ICLEI Executive Committee, and
  - (d) deal with all matters placed on its agenda.
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## **Charter 3.3 - Procedure**

The Council Meeting shall be chaired by the President. The procedure shall be determined in the By-Laws.

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### **By-Laws § 3.3.1 Agenda**

§ 3.3.1.a - The Council shall deal with all items placed on the agenda for the meeting by the Executive Committee or by petition from at least twenty Full Members whose rights have not been suspended according to § 2.3.a.

§ 3.3.1.b - Petitions to place items on the agenda must be received by the Secretary General two months prior to the date of commencement of the meeting.

§ 3.3.1.c - The final agenda for the meeting, with an indication of the purpose and decision requested, shall be sent to the usual or last known business address of each Full Member at least one month prior to the date of commencement the meeting.

### **By-Laws § 3.3.2 Quorum and Voting**

§ 3.3.2.a - Only Full Members whose rights have not been suspended according to § 2.3.a shall constitute a Quorum and exercise their voting right.

§ 3.3.2.b - At any meeting of the Council, a quorum shall require participation by no less than one-quarter of the Full Members.

§ 3.3.2.c - Every Full Member participating in a Council Meeting shall designate, by signed statement, a representatives who carries the member's vote.

~~§ 3.3.2.d - Every Full Members shall be entitled to one vote. (amended by ExCom Decision of 12<sup>th</sup> May 2009)~~

§ 3.3.2.d - Each full member shall have one vote and may, if unable to participate in a voting process in a Council meeting, assign a proxy to another full member to vote on its behalf. Each proxy must be given in writing to the Secretary General, in advance of the Council meeting.

§ 3.3.2.e - The Council shall have the right to take binding decisions only on matters included in the agenda for the meeting.

§ 3.3.2.f - Subject to the provisions § 8.1 the Council shall have the right to take binding decisions at any meeting, conditional upon the quorum proscribed in § 3.3.2.b, by way of a simple majority of the votes cast by Full Members or their representatives present at the meeting.

§ 3.3.2.g - Subject to the provisions of § 8.1 any action or decision required or permitted to be taken at any meeting of the Council may be taken without a meeting if a majority of the Full Members consent to the action in writing and the written consents are filed with the records of the meetings of the Council. All consents received by the Secretary General by

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the specified deadline for filing such written consents shall be treated for all purposes as a vote at a meeting.

§ 3.3.2.h - Subject to the provisions of § 7.1.a decisions taken by the Council outside of meetings shall only be valid if:

- (1) one-third of the Full Members agree to take such action;
- (2) reasonable and sufficient notice has been given about the nature of the decision to be taken at least one month prior to the date at which all written consents are due;
- (3) written consent form providing the exact language of any motion or resolution to be considered is sent by mail, electronic means, or facsimile, as appropriate, to the usual or last known business or personal address of each Full Member at least two months prior to the specified deadline for the filing of such consents;
- (4) participation of Full Members in the decision meets the requirements of a quorum described in § 3.3.2.b.

§ 3.3.2.i - All decisions taken by the Council are binding upon the Executive Committee and the Secretary General.

#### **By-Laws § 3.3.3 Minutes**

The Secretary General or designate shall take minutes of Council meetings. The minutes shall be approved by the Management Committee at its quarterly meeting following the Council Meeting, signed by the President and the Secretary General, sent to the Executive Committee members, and made available to all members. Members shall be notified of the availability of the minutes and the way how to access them.

#### **By-Laws § 3.3.4 Tracking Council decisions**

The Secretary General shall maintain a system to track the implementation of Council decisions and report back to members in a timely fashion.

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## **Article 4. Executive Committee**

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### **Charter 4.1 - Executive Committee**

An Executive Committee shall be elected by the Members of the Association.

The Executive Committee shall have twenty-one elected members. The twenty-one elected members shall be elected from among current dues-paying Full Members.

The Immediate Past President and Immediate Past Vice President are ex-officio voting members of the Executive Committee for one term; they are not eligible to be elected President or Vice President, nor to receive proxy votes.

The Host local government or association to the World Secretariat shall hold one seat as ex-officio voting member on the Executive Committee, unless a representative is elected to the Executive Committee; this seat shall count as one of the seats allocated to the respective region according to Article 4.3. The appointee must meet the criteria contained in Article 4.2.

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#### **By-Laws    By-Laws § 4.1.1 Co-opted representatives**

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##### **By-Laws § 4.1.2 Elections**

§ 4.1.2.a - Between six and nine months prior to the conclusion of any Executive Committee term (ref. 4.4.b), the Secretary General shall provide all Full Members with a copy of the official Call for Candidates papers, including information on the election system and the number of seats available for each region and the deadlines which must be adhered to.

§ 4.1.2.b - One month prior to issuing of the Call for Candidates the Secretary General shall determine the allocation of 12 variable Executive Committee seats to the regions according to the provisions of § 4.3.b.

§ 4.1.2.c - In order to qualify as a candidate to be elected as an Elected Member of the Executive Committee, a person must submit official candidacy papers to the Secretary General by mail, electronic means, or facsimile by the deadline specified in the official Call for Candidates. This will be at least two months after sending out the Call for Candidates and at least four months prior to the conclusion of the previous Executive Committee term.

§4.1.2.d - The Secretary General reviews candidacy papers for eligibility of the candidate applying the criteria set out in these By-Laws , prepares a list of qualified candidates, and submits this list to the president for verification. The President may accept the nomination by a Member authority or association of a candidate who is not an official upon request (ref. 4.2.b).

§ 4.1.2.e - Between three and six months prior to the conclusion of an Executive Committee term, the Secretary General shall provide all Full Members with an official ballot listing the names of all qualified nominees for Elected Members. The ballot shall be sent by mail, electronic means, or facsimile, as appropriate, to the Full Member's usual or last known business or residence address or facsimile number.

§ 4.1.2.f - The election of Elected Executive Committee Members shall take place by way of an official ballot cast in writing and received by the Secretary General or his assignee by the deadline specified in the official ballot. This will be at least two months after sending out the ballot and at least one month prior to the conclusion of the current Executive Committee term. All ballots shall be dated upon receipt and filed with the records of the meetings of the Association.

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§ 4.1.2.g - Ballots from Full Members whose rights have been suspended according to §2.3.a shall be invalid.

§ 4.1.2.h - After expiration of the voting deadline the Secretary General or designate shall count the votes by region and establish a tally list for each region. In accordance with §4.3.b, the candidate with the highest number of votes in a region shall obtain the region's fixed seat. In case of equal number of votes the President shall decide which of these candidate shall receive the fixed seat. For each region with more than one seat as determined by §4.1.2.b, the candidates with the highest numbers of votes shall be allocated the variable seats available. In case there are two or more candidates with an equal number of votes eligible for the last remaining variable seat in a region, the President shall decide whom to allocate the seat, applying reasonable criteria such as gender balance or intra-regional geographical balance.

§ 4.1.2.i - The Secretary General establishes the election results and submits these to the President for verification.

§ 4.1.2.j - Verified election results (candidates elected) are communicated to all candidates and members within one months after the voting deadline.

§ 4.1.2.k - The Secretary General ensures the confidentiality of ballots. Numbers of votes received by candidates shall be kept confidential and be communicated to the candidates only.

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## **Charter 4.2 - Eligibility for Executive Committee**

Executive Committee members shall be officials (elected or appointed) of dues-paying Full Members of the Association. Candidates must be nominated by the Member authority or association and endorsed by at least two Members from different continents. A nomination by a Member authority or association of a candidate who is not an official may be exceptionally accepted by the Executive Committee upon request. Provisions regarding the termination of a mandate shall be made in the By-Laws.

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- By-Laws** § 4.2.a - Candidacies for election of Elected Members of the Executive Committee require formal written endorsement by the Executive Committee or by at least three Full Members whose rights have not been suspended according to § 2.3.a from three different ICLEI regions as defined in § 4.3.a. Of these endorsements, one must be an official nomination by the Mayor, Chief Executive Officer or Municipal Council (or similar executive body) of the Member authority or association which the Candidate represents.
- § 4.2.b - The Executive Committee delegates to the President decisions on exceptional acceptance of the nomination by a Member authority or association of a candidate who is not an official.
- § 4.2.c - Only elected or appointed candidates who sign the Executive Committee Code of Honour will be eligible to assume office on the Executive Committee. If any Executive Committee member has not signed and returned the Code of Honour within one month of notification of election or appointment, s/he will be deemed not to have been elected, and the Executive Committee seat deemed to be vacant.
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### **By-Laws By-Laws § 4.2.1 Resignation and Removal**

§ 4.2.1.a - *[suspended by ExCom]*.

§ 4.2.1.b - An Executive Committee Member may resign by delivering his or her written

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resignation to the President or Secretary General, to a meeting of the Executive Committee, or to the Association at its World Secretariat. Such resignation shall be effective upon the termination date indicated, if not indicated upon receipt.. Acceptance thereof shall not be necessary to make it effective unless it so states.

§ 4.2.1.c - An Executive Committee member must resign if s/he no longer holds elected or appointed office within the governing body of the full member who endorsed his/her Executive Committee election under § 4.2.a. Notification of change of status must be received within 10 days of the change, and formal resignation, as an Executive Committee member, including any of its subcommittees must be made within 30 days of the termination of elected or appointed office, or s/he will have been deemed to have resigned.

§ 4.2.1.d - Notwithstanding § 4.2.1.c, an Executive Committee member who no longer holds elected or appointed office within the governing body of the full member who endorsed his/her Executive Committee Election under § 4.2.a, may provide, in lieu of a letter of resignation, one of the following:

1. a letter from his/her Mayor or municipal Council (or similar executive body) of the Full Member whose rights have not been suspended according to § 2.3.a endorsing his/her continued participation as an Executive Committee Member; or
2. a letter from another Full Member whose rights have not been suspended according to §2.3.a of the same region endorsing his/her continued participation as an Executive Committee Member.

In either case, at the call of the President, a majority vote of the Executive Committee will be required to approve his/her continued participation as an Executive Committee member or a member of any of its subcommittees.

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## **Charter 4.3 - Geographical Representation**

The Executive Committee shall have at least one seat for a member from each of the following regions:

- Africa (Sub-Saharan)
- Eastern Asia
- Southern Asia
- Oceania
- Western & Central Europe
- Eastern Europe, Caucasus and Central Asia
- North Africa, Middle East and West Asia
- Latin America and Caribbean
- North America.

The remaining seats shall be allocated according to a formula, which takes the number of member local governments as well as population represented in every region into account. Details are to be regulated by the By-Laws.

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**By-Laws** § 4.3.a - The composition of the ICLEI regions is as follows:

<b>ICLEI Regions</b>	<b>Composition of Region</b>
Africa	- Sub-Saharan Africa
Eastern Asia	- China - Democratic People's Republic of Korea

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	- Japan
	- Mongolia
	- Republic of Korea
Southern Asia	- Southeast Asia
	- South-central Asia (incl. Afghanistan, Bangladesh, India, Pakistan, Nepal)
Oceania	- Australia
	- New Zealand
	- Melanesia, Micronesia, Polynesia
Western and Central Europe	- All EU members and accession countries
Eastern Europe, Caucasus and Central Asia (EECCA)	- Eastern Europe
	- Russia
	- New Independent States
	- Central Asia
North Africa, Middle East and West Asia	including Turkey
Latin America and Caribbean	- Caribbean
	- Central America (incl. Mexico)
	- South America
North America	- Canada, USA

§ 4.3.b - A fair regional distribution of Executive Committee seats shall be ensured by applying dual system of geographical and proportional representation taking into account both the number of Members per region and the population represented by these Members.

Each of the nine (9) ICLEI Regions listed in § 4.3.b will be allocated one (1) seat on the Executive Committee. The remaining twelve (12) seats will be allocated proportionally according to the mean average percentage of

- the percentage of the total ICLEI membership which the number of full Members in each ICLEI Region represent and
- the percentage of the total population represented by ICLEI Member local governments (excluding associations) in each region.

Members whose rights have been suspended according to § 2.3.a shall not be included in the statistics.

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## Charter 4.4 - Office

Members of the Executive Committee shall hold office for a three-year term from the date of a Council Meeting to the subsequent Council Meeting, or until the successor Executive Committee takes office.

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**By-Laws** § 4.4.a - The Elected Members of the Executive Committee shall be eligible to serve a maximum of three consecutive terms.

~~§ 4.4.b - For the purposes of § 4.1.2 it shall be assumed that the conclusion of any Executive Committee term is the last day of the next regular Council Meeting as determined by the Executive Committee. (amended by ExCom Decision of 12<sup>th</sup> May~~

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2009)

§.4.4.b - For the purposes of § 4.1.2 it shall be assumed that the conclusion of any Executive Committee term is effective at the inauguration of the newly elected Executive Committee directly preceding the next regular Council Meeting as determined by the Executive Committee.

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## **Charter 4.5 - Vacant Seats**

In the case that a seat is left vacant by lack of a candidate or by resignation, death or removal, such vacancy shall be filled for the remainder of the term of office through appointment by the Executive Committee. The appointee must meet the criteria contained in Article 4.2 and represent the region where the vacancy has occurred. Gender representation shall be considered.

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**By-Laws** § 4.5.a - Any vacancy among the Elected Executive Committee Members may be filled by vote of a majority of the remaining Elected Executive Committee Members.

§ 4.5.b - The appointment to fill the vacancy shall serve the best interests of the Association. Candidates from the relevant region who unsuccessfully ran for election in the current term may be considered, as shall other suitable candidates, for example, but not exclusively, those representing the same Full Member as the outgoing Executive Committee member.

§ 4.5. c - The Secretary General shall propose a candidate after due consultation with the respective regional office.

§ 4.5. d - Each successor shall hold office for the remainder of the term or until death, resignation or removal.

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## **Charter 4.6 - President, Vice President**

The Association shall have a President and Vice President who shall be elected by the Executive Committee from among its members. The President, and in her/his absence the Vice President, represents the Association politically and chairs the meetings of the Executive Committee and the Council. These functions succeed those of Chairperson and Vice Chairperson in previous versions of the Charter.

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**By-Laws** § 4.6.a - The President and the Vice President shall be the officers of the Association.

§ 4.6.b - The Officers shall be elected by majority vote of the Executive Committee from among its members. To achieve a regional balance in the leadership of the political Association, the President and Vice President are to come from different world regions.

§ 4.6.c - The Officers shall hold office until the first meeting of a newly elected Executive Committee and until their successors are chosen and qualified, or until death, resignation, removal, or become disqualified.

§ 4.6.d - An Officer may resign by delivering his or her written resignation to the President or the Secretary General, to a meeting of the Executive Committee, or to the Association at its World Secretariat. Such resignation shall be effective upon the date specified, otherwise upon receipt, and acceptance thereof shall not be necessary to make it effective unless it so states.

§ 4.6.e - An officer may be suspended or removed by vote of a majority of Executive



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Committee Members then in office.

§ 4.6.f - If the office of any officer becomes vacant, the Executive Committee may elect a successor. Each successor shall hold office for the remainder of the term and until his or her successor is elected and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

§ 4.6.g - Notwithstanding Article 4.7 of the ICLEI Charter, and except as the Executive Committee may otherwise determine, the President shall oversee that the activities of the Association are executed consistently with the Charter, the By-Laws and the policies and decisions of the Executive Committee.

§ 4.6.h - The Vice President shall carry out the function of the President during the absence of the President or in the event of the President's inability to act.

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## **Charter 4.7 - Powers of the Executive Committee**

The Executive Committee is the only body other than the Council in a Council Meeting that has the power to decide policy for the Association and to represent the Association politically, both generally and before international institutions.

The Executive Committee shall have:

- (a) the sole power to adopt and amend the By-Laws of the Association,
- (b) the power to appoint and remove the Secretary General, to approve the annual budget and annual work program in accordance with the Strategic Plan, to appoint and remove Advisory Council members, and to approve the establishment of regional, sub-regional and country offices.

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**By-Laws** § 4.7.a - Executive Committee shall, in addition to the powers granted by Article 4.7 of the ICLEI Charter, have the power :

- to call meetings of the Council,
- to co-opt non-voting members to the Executive Committee.

§ 4.7.b - The Executive Committee shall approve the annual work program and budget of the Association and its affiliated corporations, thereby ensuring the implementation of the ICLEI Strategic Plan, and shall submit drafts of the Strategic Plan to the Council for its consideration and approval.

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### **By-Laws By-Laws § 4.7.1 Decision-making and Meetings**

§ 4.7.1.a - Decisions of the Executive Committee may be taken either:

- (a) in in-person meetings at such places and such times as the Executive Committee may determine;
- (b) in virtual meetings via telephone conference or Internet conference;
- (c) in writing via written consent delivered by mail, electronic means, or tele-facsimile.

§ 4.7.1.b - The Executive Committee shall hold its regular annual meeting once a year. Extraordinary meetings may be called as required.

§ 4.7.1.c - Meetings shall be called or canceled by the President after due consultation with the Secretary General.

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§ 4.7.1.d - Meetings of the Executive Committee shall only be valid if reasonable and sufficient notice has been given.

It shall be reasonable and sufficient notice to send notice by mail, electronic means, or tele-facsimile addressed to the Executive Committee Member's usual or last known business or residence address, electronic address or facsimile number at least three months prior to the meeting.

§ 4.7.1.e - At any meeting of the Executive Committee, the presence of two-thirds of the Executive Committee members then in office constitutes a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held adjourned without further notice.

§ 4.7.1.f - Any Executive Committee Member may elect to be represented at an Executive Committee meeting by a proxy. The vote of a proxy shall be treated as the vote of the Executive Committee Member if said proxy (a) presents a letter, electronic message or tele-facsimile to the Secretary General signed by the Executive Committee Member delegating such powers to the proxy and (b) if the delegation of such powers is approved by a vote of a majority of the Executive Committee Members present at the meeting.

§ 4.7.1.g - Subject to the provisions of Article 101 when a quorum is present at any meeting, a majority of the Executive Committee Members present and voting shall decide any question, unless otherwise provided by law, the Charter, or these By-Laws each Member shall have one vote. In the event of a tie, the President shall have a second or casting vote.

§ 4.7.1.h - Subject to the provisions of § 7.1.a any action or decision required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if a majority of the Executive Committee Members consent to the action in writing and the written consents are filed with the records of the meetings of the Executive Committee. Such consents shall be treated for all purposes as a vote at a meeting.

§ 4.7.1.i - Subject to the provisions of Article 102 decisions taken by the Executive Committee outside of meetings shall only be valid if a majority of the Executive Committee Members agree to take such action and if reasonable and sufficient notice has been given about the nature of the decision to be taken at least two months prior to the date on which the decision is to be taken.

§ 4.7.1.j - The Executive Committee Members constituting a quorum shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

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**By-Laws    By-Laws § 4.7.2 Minutes and follow-up of meetings**

§ 4.7.2.a - The Secretary General or designate shall take minutes of Executive Committee meetings. The minutes shall be pre-approved by the Management Committee at its quarterly meeting following the Executive Committee Meeting, signed by the President and the Secretary General, and sent by electronic mail to the Executive Committee members for review. The minutes shall be considered as approved by the Executive Committee if no Executive Committee member claims any correction to be made within one month of the date of dispatch. Executive Committee members who wish corrections to be made notify the Secretary General within the same time-frame of the wording they deem to correctly reflect the results of the deliberations and decisions. The Secretary General will correct the minutes in consultation with the President as deemed appropriate and send them to the members of the Executive Committee for second review. The minutes shall be considered as approved by the Executive Committee if no Executive Committee member claims any correction to be

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made within one months of the date of dispatch of the revised minutes. If any Executive Committee member objects against the revised minutes, approval will be deferred to the next meeting of the Executive Committee.

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## **Charter 4.8 - Management Committee**

The Executive Committee establishes a Management Committee, which oversees the financial and personnel management of the Association. The Management Committee shall also serve as body for arbitration to resolve conflicts between ICLEI corporations. Powers are delegated from the Executive Committee through the By-Laws.

Members of the Management Committee shall be the President, the Vice President and one Executive Committee member from each region in which the Association has operational structures as defined by the By-Laws, and the Executive Committee representative of the Host Local Government or Local Government Association to the World Secretariat. Regional members of the Management Committee shall have the title Regional Chair.

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- By-Laws**
- § 4.8.a - At the first meeting of each newly elected Executive Committee, the Executive Committee shall, upon proposal by the President, appoint a Management Committee. The President will prepare the proposal in due consultation with the Secretary General with the interest of a sound management of the Association's operations in mind.
  - § 4.8.b - Candidates for the function of Management Committee member should be familiar with ICLEI's governance and operations, be able to provide proximity to host cities of ICLEI offices, and be ready to assume roles in membership and on boards of ICLEI affiliated corporations.
  - § 4.8.c - The President and Vice President of ICLEI automatically represent their respective regions on the Management Committee. No further Executive Committee member from these two regions shall be appointed to the Management Committee.
  - § 4.8.d - The Management Committee shall serve at the pleasure of the Executive Committee with the primary objective to increase the efficiency of the Executive Committee's governance and oversight functions. The Management Committee shall, in particular, oversee the financial and personnel management of the Association and its affiliated corporations (ref. § 6.4).
  - § 4.8.e - The Management Committee shall not have the power or authority to make policy decisions or to decide on the ICLEI program unless specifically authorized to do so by the Executive Committee.
  - § 4.8.f - The Executive Committee may assign further mandates to the Management Committee.
  - § 4.8.g - The Management Committee shall meet four times each year. One such meeting shall be held back-to-back with the annual meeting of the Executive Committee. The other meetings shall be held in such way and at such time as the Management Committee may determine. Other meetings may be by telephone conference or internet conference.
  - § 4.8.h - Decisions of the Management Committee may also be taken in writing via written consent delivered by mail, electronic means, or tele-facsimile.
  - § 4.8.i - As Regional Chairs, Management Committee members shall jointly with the Secretary General's representative for the region, convene annual Regional Consultations according to § 4.9.

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## **Charter 4.9 - Regional Consultations**

The Executive Committee members in each region shall regularly meet with the Secretary General's regional representative(s) for consultation on how they can politically support the regional implementation of the Strategic Plan and annual work plans.

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**By-Laws** § 4.9.a - In each region, Regional Consultations shall be convened by the Regional Chair jointly with the Secretary General's representative for the respective region at least once every year.

§ 4.9.b - The Secretary General's representative shall prepare minutes of the Regional Consultations and provide these within one month to all members of the Executive Committee and the Secretary General.

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## **By-Laws § 4.10 - Committees**

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**By-Laws** § 4.10.a - The Executive Committee shall have the power to establish Standing Committees, Advisory Groups, and ad hoc committees and appoint the chairpersons thereof.

§ 4.10.b - The Executive Committee shall specify the terms of reference of all the committees and groups established, which shall be required to submit the minutes of their meetings to the President and Secretary General. The chairperson and members of any committee or group shall remain in office at the pleasure of the Executive Committee.

§ 4.10.c - Unless the Executive Committee otherwise designates, the Management Committee, Campaign Working Groups, Advisory Council, Committees and Advisory Groups shall conduct their affairs in the same manner as is provided in these By-Laws for the Executive Committee.

§ 4.10.d - The appointment of any members to the Advisory Council, Committees, and Advisory Group shall terminate at the conclusion of the term of the Executive Committee that has made the appointment. The new Executive Committee may re-appoint members to such bodies.

§ 4.10.e - The Executive Committee may establish a Campaign Working Group and appoint representatives of Campaign participants as members of Campaign Working Groups.

A Campaign Working Group will be limited to no more than two members from each of the nine ICLEI regions. Campaign Working Groups shall be chaired by a member of the ICLEI Executive Committee appointed by the Executive Committee.

Campaign Working Groups shall serve at the pleasure of the Executive Committee:

1. to provide advice to staff on the implementation of relevant Strategic Plan objectives and
2. to recommend policies to the Executive Committee pertaining to the respective ICLEI Campaign.

They shall not have the power or authority to make policy decisions or to decide on the ICLEI program unless specifically authorized to do so by the Executive Committee.

The composition of Campaign Working Groups will be reviewed at the first meeting of each Executive Committee term. At this time, Working Group members can be removed and/or new Campaign participants will be appointed, as necessary. At this time, a new Chair will also be appointed, if necessary.

Campaign Working Groups meet on a periodic basis, but not less than once every year. Working Groups will send reports to the Executive Committee for its consideration and

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adoption at its annual meeting.

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## **Article 5. Advisory Council**

### **Charter 5.1 - Purpose and Mandate**

An Advisory Council may be established to assist in raising funding for the Association's programs, and/or in the establishment of collaborative programs and relationships between the Association and other governments and institutions, including private corporations, national and international agencies, and non-governmental organizations.

The mandate of the Advisory Council is purely advisory to the Executive Committee and Secretary General. Advisory Council members shall share no powers granted in this Charter to the Members, the Executive Committee and the Secretary General.

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**By-Laws** § 5.1.a - The Advisory Council shall be composed of high-level figures who are connected to the donor world, sphere of international organizations, business or finance world.

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### **Charter 5.2 Terms of Reference**

The size, character, and terms of membership of an Advisory Council shall be determined by the Executive Committee.

**By-Laws** § 5.2.a - Terms of Reference

#### **1. Establishment**

The ICLEI Advisory Council has been established to serve at the pleasure of the Executive Committee as stipulated by the ICLEI Charter and By-laws.

#### **2. Purpose**

Within the framework of ICLEI's mission, the members of the Advisory Council will:

- strengthen ICLEI's international profile; and
- identify and foster partnership and funding opportunities.

On request by the Executive Committee and/or Secretary General the Advisory Council will:

- provide an evaluation of ICLEI policies, campaigns, programs, projects or operations; and
- provide feedback on programmatic directions, in particular concerning strategic planning;
- represent ICLEI on occasions to be determined.

#### **3. Composition**

The Advisory Council shall have between three and twelve members. Membership will not be geographically determined, but shall reflect a geographical and cultural balance. No right of a certain group of persons to sit on the Advisory Council shall be constituted.

#### **4. Conditions, appointment and term**

Membership on the Advisory Board shall be voluntary. The Executive Committee appoints the members of the Advisory Council for a term coterminous with the Executive Committee term. The membership and composition of the Advisory Council will be reviewed at the first meeting of each Executive Committee term. At this time, the Executive Committee re-appoints members and/or appoints new members as necessary.

#### 5. Chair

The Advisory Council will, upon proposal by the ICLEI President, elect a Chair from among its members.

#### 6. Mandate

In accordance with the stipulation in the ICLEI Charter, the Advisory Council will be advisory. The Advisory Council is mandated to give recommendations to the Executive Committee and Secretary General. It does not have power or authority to make policy or program decisions or to act in a way that is binding to the ICLEI decision making bodies.

#### 7. Meetings

The Advisory Council will meet on a periodic basis, by teleconference or face-to-face meeting, not less than once each year. The ICLEI Secretary General will attend these meetings to provide information and to receive advice. The Advisory Council is encouraged to engage in regular informal email and fax communication, facilitated by the ICLEI World Secretariat.

The Advisory Council shall provide minutes of its meetings to the Secretary General.

#### 8. Procedure

The Advisory Council will send its reports through the Secretary General to the Executive Committee for its information and/or consideration at its annual meeting.

#### 9. Budget

The ICLEI World Secretariat will provide the Advisory Council with a budget. Within the limits of this budget the following expenses may be covered:

- travel and accommodation for Advisory Council meetings and for trips made by Advisory Council members on request by the Executive Committee or Secretary General;
- secretarial services provided by the World Secretariat;
- letter-headed paper and business cards.

#### 10. Confidentiality

The Advisory Council shall solely advise the Executive Committee and the Secretary General on a confidential basis. It shall direct its communications to these bodies and not make public statements nor pass on to third parties information that is not determined to be forwarded.

#### 11. Certificate

Members of the Advisory Council shall receive an appointing document upon their appointment.

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### **Charter 5.3 Appointment of Members**

All Members of the Advisory Council shall be appointed by the Executive Committee for designated terms, and may be removed by the Executive Committee.

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## **Article 6. Secretary General**

### **Charter 6.1 Appointment**

A Secretary General shall be appointed by the Executive Committee.

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**By-Laws** § 6.1.a - The Executive Committee appoints the Secretary General.

§ 6.1.b - The Secretary General shall be employed or otherwise contracted by any one of ICLEI's affiliated corporations. Notwithstanding the law under which such corporation operates the engagement of the Secretary General shall be regarded as within the corporation's own mandate and interest, and not constitute a service delivery relationship between the corporation and the Association.

§ 6.1.c - The Secretary General's services may be terminated by the Executive Committee under the terms set forth in the contract for his or her engagement.

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## **Charter 6.2 Powers of the Secretary General**

The Secretary General shall serve as the chief executive officer of the Association and may exercise all of the powers of the Association, except those powers reserved for the Executive Committee and for the Members of the Association by this Charter, the By-Laws, or by law.

These powers shall include:

- (a) the direction of the Association's World Secretariat, international, regional and country offices and agents to ensure the fulfillment of the Association's mandate and the implementation of the Strategic Plan and annual work programs,
  - (b) the preparation and execution of the annual budget and work plans,
  - (c) the establishment of management procedures and policies, and
  - (d) the appointment and dismissal of staff.
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**By-Laws** § 6.2.a - The Secretary General shall:

- (a) direct the daily activities of the Association to ensure the implementation of the Strategic Plan and annual work programs, including the establishment of management procedures and policies, the initiation of new offices, and the approval and oversight of contracts and partnership agreements;
- (b) appoint and dismiss the personnel of the Association and its affiliated corporations;
- (c) carry out the resolutions and promote the policies of the Council and Executive Committee;
- (d) prepare and attend the meetings of the Executive Committee and the Council;
- (e) submit an annual budget to the Executive Committee and oversee the financial affairs of the Association and its affiliated corporations, including the provision of periodic financial and budgetary reports to the Executive Committee for its approval.

§ 6.2.b - The Secretary General shall maintain all records of all proceedings of the Council and the Executive Committee in a book or series of books kept for that purpose, which book or books shall be open at all reasonable times to the inspection of any Full Member. Such book or books shall also contain the names and addresses of all Members.

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**By-Laws** **By-Laws § 6.2.1 - Finances and Execution of Papers**

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**By-Laws** § 6.2.1.a - Each year the Secretary General shall submit to the Executive Committee a detailed report on the financial situation of the Association, including the accounts for the past fiscal period, certified by an independent auditor of each nationally incorporated ICLEI entity, approved by the Executive Committee, and the budget for the next fiscal period.

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## Charter 6.3 Offices

The Secretary General shall direct the World Secretariat as the Association's international headquarters. The Secretary General may establish regional, sub-regional and country offices, appoint regional, sub-regional and country representatives and delegate powers to these.

The establishment of regional, sub-regional and country offices requires approval by the Executive Committee; the establishment of project offices requires prior consultation with the Management Committee.

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**By-Laws** § 6.3.a - The Association operates the following offices through the corporations or agents specified:

World Secretariat	Toronto, Canada	ICLEI-Canada
Africa Secretariat	Johannesburg, South Africa	ICLEI-Africa
European Secretariat	Freiburg, Germany	LEI (Freiburg) GmbH
Latin America and Caribbean Secretariat	Rio de Janeiro, Brazil	ICLEI-Brasil
Oceania Secretariat	Melbourne, Australia	ICLEI Australia/ New Zealand
South Asia Secretariat	Delhi, India	ICLEI South Asia
Southeast Asia Secretariat	Manila, Philippines	ICLEI Southeast Asia
Canada Office	Toronto, Canada	ICLEI-Canada
Japan Office	Tokyo, Japan	ICLEI Japan
Korea Office	Seoul, Rep. of Korea	KLAFIR
USA Office	Berkeley, California	ICLEI-USA Inc.

§ 6.3.b - The Executive Committee delegates the powers to approve the establishment of regional, sub-regional and country offices to the Management Committee.

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## Charter 6.4 Legal Entities

The Secretary General shall effect the establishment of legal entities in the countries in which offices operate in order to ensure lawful, valid and accountable business operations. Each legal entity shall be controlled by the Executive Committee through the Management Committee to the extent possible under the respective country's law.

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## Article 7. By-Laws

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### Charter 7.1 By-Laws

The Executive Committee shall adopt By-Laws for the Association that are consistent with the Articles of the Charter. Such By-Laws shall define policies and procedures for operationalizing the provisions of this charter and for the governance of campaigns and programs.

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**By-Laws** § 7.1.a - Amendment or revision of the By-Laws shall require approval by two-thirds of the full Executive Committee.

§ 7.1.b - Members of the Executive Committee shall be notified of proposals for any amendment or revision of the By-Laws at least three months before the date at which action is to be taken upon the question.

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## By-Laws § 8 - Liabilities and Legal Affairs

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**By-Laws    By-Laws § 8 – Liabilities and Legal Affairs**

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**By-Laws**    § 8.a - The Members, Executive Committee Members and Officers, and the Secretary General of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

§ 8.b - Legal affairs, both as plaintiff and defendant, shall be conducted on behalf of the Association or any incorporated entity which the Executive Committee may authorize under these By-laws by the President, or the Secretary General, or a member or agent of the Executive Committee designated by the Executive Committee for this purpose.

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**By-Laws § 9 - Dissolution and Liquidation**

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**By-Laws    By-Laws § 9 - Dissolution and Liquidation**

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**By-Laws**    § 9.a - Decisions concerning the dissolution of the corporation shall require approval by a majority of two-thirds of the Full Members. A resolution of the Council dealing with dissolution of the corporation shall indicate the destination of the assets of the corporation and nominate the liquidators.

§ 9.b - Full Members of the corporation shall be notified of proposals for dissolution three months before the date at which action is to be taken upon the question.

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