

INTERNATIONAL OMBUDSMAN INSTITUTE

BY-LAWS

November 2000

By-laws of the International Ombudsman Institute

Contents

Article No.

1.	NAME	1
2.	HEAD OFFICE	1
3.	CORPORATE SEAL	1
4.	OFFICIAL LANGUAGES	1
5.	PURPOSES AND PRINCIPLES	1
6.	MEMBERSHIP	2
a)	Classes of members	2
b)	Institutional member	3
c)	Institutional member by discretion of the Board of Directors	3
d)	Associate member	4
e)	Individual member	4
f)	Honorary life member	4
g)	Library member	4
h)	Procedures governing applications for membership or for reclassification of membership; Membership Committee	4
i)	Fundamental rights and duties of members	6
j)	Membership fees	7
k)	Loss of membership	7
7.	BOARD OF DIRECTORS	8
8.	POWERS AND FUNCTIONS OF BOARD OF DIRECTORS	9
9.	HONORARY DIRECTORS	11
10.	EXECUTIVE COMMITTEE	11
11.	MEETINGS OF INSTITUTIONAL MEMBERS, THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE AND THE MEMBERSHIP COMMITTEE	12
12.	ADVANCE NOTICES OF MEETINGS	13
13.	DECISION MAKING AT MEETINGS	14
14.	DECISION MAKING WITHOUT MEETINGS	14
15.	ENACTMENT, REPEAL OR AMENDMENT OF BY-LAWS	15
16.	OTHER COMMITTEES	15
17.	OFFICERS OF THE INSTITUTE	16

18.	DUTIES OF OFFICERS	17
	a) The President	17
	b) The Vice-President	17
	c) The Treasurer	17
	d) The Secretary	18
19.	REGIONAL CONSTITUENCIES AND REGIONAL OFFICERS	19
20.	AUTHENTICATION OF DOCUMENTS AND OTHER INSTRUMENTS	21
21.	DISSOLUTION	21
22.	INSTITUTE ACCOUNTS	21
23.	AUDITORS	22
24.	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES OR TRUSTEES	22

INTERNATIONAL OMBUDSMAN INSTITUTE

BY-LAWS

1. NAME

This Corporation shall be known as the International Ombudsman Institute (the Institute).

2. HEAD OFFICE

The head office of the Institute shall be located at the Law Centre, University of Alberta, 111th Street and 88th Avenue, Edmonton, Alberta. The Institute may establish such other offices and agencies elsewhere within or outside Canada as the Board may from time to time deem expedient.

3. CORPORATE SEAL

The Corporate Seal shall be in such form as shall be determined by the Board and shall have inscribed thereon the name of the Institute, the year of its incorporation and the words "Incorporated - Canada."

4. OFFICIAL LANGUAGES

English, French and Spanish, as well as any other language which the Board may deem to be appropriate to further the purposes of the Institute and the interests of its members, shall be the official languages gradually used by the Institute to carry out all its activities, including its daily operations and its publications.

5. PURPOSES AND PRINCIPLES

The purposes of the Institute are:

- (a) To promote the concept and institution of Ombudsman and to encourage its development throughout the world.
- (b) To promote regional participation in the activities of the Institute and to develop regional constituencies with a view to decentralising the activities of the Institute.
- (c) To develop and operate programs enabling an exchange of information and experience between Ombudsmen throughout the world and to encourage the professional development of members through co-operation.

- d) To support the autonomy and independence of members and encourage mutual understanding and assistance by and between members.
- e) To develop and operate educational programs for Ombudsmen, their staff, and other interested people.
- f) To encourage and support research and study into the institution of Ombudsman.
- g) To collect, store and disseminate information and research data about the institution of Ombudsman.
- h) To provide scholarships, fellowships, grants and other types of financial support to individuals throughout the world to encourage the development of the Ombudsman concept and to encourage study and research into the institution of Ombudsman.
- i) To plan, arrange and supervise International Ombudsman Conferences.
- j) To conclude agreements with other international organisations which work in related or similar fields where this would not compromise the Institute's purposes or autonomy.
- k) To undertake such other matters as are necessary to further the purposes of the Institute.

In pursuing the purposes set out above the Institute and its members recognise and support the following concepts and principles:

- Respect for human rights and fundamental freedoms.
- Adherence to the rule of law.
- Effective democracy and open and accountable government.
- Access to justice for all.

6. MEMBERSHIP

a) Classes of members

The Institute shall have five classes of members known respectively as: Institutional member, Associate member, Individual member, Honorary Life member and Library member.

b) Institutional member

A public institution whether titled Ombudsman, Mediator, Parliamentary Commissioner, People's Defender, Human Rights Commission, Public Complaints Commission, Inspector General of Government, Public Protector or like designation, shall be eligible to become an Institutional member provided it exercises fully the following functions and meets the following criteria:

- i) it is created by enactment of a legislative body whether or not it is also provided for in a Constitution;
- ii) its role is to protect any person or body of persons against maladministration, violation of rights, unfairness, abuse, corruption, or any injustice caused by a public authority;
- iii) it does not receive any direction from any public authority which would compromise its independence and performs its functions independently of any public authority over which jurisdiction is held;
- iv) it has the necessary powers to investigate complaints by any person or body of persons who considers that an act done or omitted, or any decision, advice or recommendation made by any public authority within its jurisdiction has resulted in actions of the kind specified in subparagraph ii) above;
- v) it has the power to make recommendations in order to remedy or to prevent any of the conduct described in subparagraph ii), and, where appropriate, to propose administrative or legislative reforms for better governance;
- vi) it is held accountable by reporting publicly to the Legislature or other appropriate authority;
- vii) its jurisdiction is national, regional or local;
- viii) its jurisdiction applies to public authorities generally or is limited to one or several public authorities, or to one or several public sectors; and
- ix) its incumbent or incumbents are appointed or elected, according to the relevant legislative enactment, for a defined period and can only be dismissed, for cause, by the legitimate and competent authorities.

c) Institutional member by discretion of the Board of Directors

A public institution which has jurisdiction over both public authorities and private bodies or which comes under the jurisdiction of an Institutional member shall be eligible to become an Institutional member at the discretion of the Board, provided that the institution meets the requirements of paragraph **b)** with any necessary modifications associated with jurisdiction over private bodies.

d) Associate member

A public institution which is not eligible to become an Institutional member under paragraph **b)** or paragraph **c)** shall be eligible to become an Associate member provided it shares common or compatible interests with the Institute regarding the purposes and principles set out in Article 5 or performs functions of the kind set out in paragraph **b)**.

e) Individual member

A staff member of an Institutional or Associate member or any other person or any institution which is not eligible for Institutional or Associate membership shall be eligible to become an individual member provided he/she/it shares common or compatible interests with the Institute regarding the purposes and principles set out in Article 5 or performs functions of the kind set out in paragraph **b**).

f) Honorary Life member

An individual who has made an exceptional contribution in respect of the purposes of the Institute or who has rendered outstanding services to the Institute may be appointed as an Honorary Life member by the Board, as long as this individual maintains common or compatible interests with the Institute regarding the purposes and principles set out in Article 5.

g) Library member

A library interested in the publications of the Institute and the publications of its Institutional members shall be eligible to become a Library member.

h) Procedures governing applications for membership or for reclassification of membership

- i) Applications for membership or for a change in class of membership shall be lodged, in the form prescribed by the Executive Committee, with the Secretary. Prior to the Secretary making a decision on an application, the Secretary shall consult the Regional Vice-President of the region from where the application for membership originates to ascertain the Regional Vice-President's view of the application.
- ii) The Secretary, subject to the provisions of subparagraph vi) following, shall approve those applications which comply with the provisions of paragraphs **b**), **d**), **e**), or **g**) as appropriate but may at his/her discretion, refer an application to the Membership Committee. When the Secretary makes a decision on an application under this subparagraph, he/she shall advise the Board accordingly.
- iii) Where the Secretary refuses to grant the membership and/or the membership class requested by the applicant and does not refer the application to the Membership Committee and the applicant is dissatisfied with the decision, the Secretary shall refer the application to the Membership Committee with the Secretary's recommendation. The applicant for membership shall be given the opportunity to comment in writing to the Membership Committee on the decision of the Secretary and the Committee shall take such comments into account before reaching a decision on the application. The Committee shall also have regard to subparagraph vi) in reaching its decision. In the event of the Membership Committee being unable to reach a unanimous decision it shall refer the application for membership to the Board together with the Secretary's recommendation and the comments, if any, of the applicant for membership on the Secretary's decision. The Board shall have regard to subparagraph vi) in reaching its decision.

- iv) If the applicant is not satisfied with the decision of the Membership Committee and in the event of a dispute between the applicant and the Membership Committee over the membership or the class of membership, the Secretary shall submit the case by memorandum to the Board for decision, and deliver a copy of the memorandum to the applicant. The applicant may comment in writing on the memorandum, to the Board, before it makes a decision. The Board shall have regard in making its decision to subparagraph vi).
- v) The applicant may, if not satisfied with the decision of the Board, lodge an appeal to the Institutional members and may comment in writing on the decision of the Board. The Institutional members at their next regular meeting, shall make the final decision regarding the membership or the class of membership taking account of subparagraph vi) and deliver a copy of the decision to the applicant.
- vi) When the Secretary, the Membership Committee, the Board or the Institutional members are making a decision about a membership application or about the class of membership to be granted, they shall, when in doubt about the eligibility of the applicant for membership or for the class of membership requested, apply Article 6 in a fair, wide, inclusive and liberal manner in order to favour the membership or class of membership according to the applicant's request, provided they do so without compromising the application of the criteria of an Ombudsman institution, as set out in paragraph **b)** above.
- vii) Any member which has been admitted to a class of membership before 2 November 2000 shall be maintained in the class of membership held at that date even though the application of this article would modify the class of membership or result in the cancellation of the existing membership of any member, provided that these provisions shall not prevent a member from applying to have its class of membership modified in accordance with this Article.
- viii) For the purpose of this paragraph, the Membership Committee shall be composed of the six Regional Vice-Presidents or their nominees. A nominee appointed for such purposes must be a Director appointed from the same region as the Regional Vice-President who nominates him/her. The President may, at his/her discretion, exercise the right to be a member ex officio of the Committee

i) Fundamental rights and duties of members

- i) Any member shall have the right to participate fully in the activities sponsored by the Institute at the international level.
- ii) Notwithstanding the previous subparagraph, a Library member cannot attend an international conference or meeting sponsored by the Institute at the international level, unless it is invited by the relevant host.

- iii) Only an Institutional member shall have the right to vote at any meeting of the Institute at the international level.
- iv) Only a member of the relevant region shall have the right to participate fully in the regional activities sponsored by the Institute or by a regional Constituency.
- v) Notwithstanding the previous subparagraph, a Regional Library member cannot attend a regional conference or meeting, unless it is invited by the relevant host.
- vi) Only an Institutional member of the relevant region shall have the right to vote at any regional meeting sponsored by the Institute or by the relevant regional Constituency.
- vii) Where an institution is composed of several incumbents, all incumbents may participate in international or regional activities as appropriate but there shall be only one vote per institution.
- viii) The host of a conference or meeting, either at the international or regional level, will determine any fees associated with the attendance of a member; the fees may vary according to the classification of the member and must be previously approved by the Board or, if the case arises, by the regional Constituency.
- ix) Any member shall be entitled to receive the publications of the Institute.
- x) Any member which feels aggrieved in relation to the exercise of its rights as a member, may complain to the Secretary who shall refer the case to the Executive Committee. If the aggrieved member is not satisfied with the outcome of the Executive Committee's consideration of the complaint, it may appeal to the Board which shall make a final decision on the complaint at its next regular meeting.
- xi) Every member shall comply with the By-laws and with generally accepted professional ethics governing the institution of Ombudsman and shall be impartial; he/she/it shall also discharge any activity arising from membership without incurring unreasonable fees or administrative charges.

j) Membership fees

- i) The members shall pay and be liable for such annual fees as shall be determined from time to time by Institutional members at an International Ombudsman Conference following a recommendation as to the level of fees made by the Board to the Conference or set by the Board for a class of members in accordance with subparagraph (4) of paragraph (b) of Article 8.
- ii) Subject to paragraph (f) of Article 10, the members shall pay the annual fees within a reasonable time as determined by the Executive Committee.
- iii) Any Institutional member whose annual fees shall be in arrears before any meeting of members shall be ineligible to vote at such meeting.

- iv) The Board shall have the right at any time to cancel any member's membership for non-payment of fees for which the member is liable under the provisions of this paragraph.
- v) In accordance with subparagraph (9) of paragraph (b) of Article 8 the Board may make appropriate arrangements to ensure the effective application of this paragraph.

k) Loss of membership

Membership of the Institute shall cease:

- i) as a result of the member concerned withdrawing from membership by a written notification to the Secretary;
- ii) on the cancellation of a membership by the Board for non-payment of fees in conformity with subparagraph iv) of paragraph j);
- iii) if a member does not maintain the requirements of its particular membership classification; or
- iv) if a member does not comply with subparagraph xi) of paragraph i) of this Article or directly or indirectly, precludes another member from exercising its rights under paragraph i).

Except for withdrawal from membership under subparagraph i) above, the loss of membership must be for cause and be decided by the Board of Directors, following a recommendation made by the Executive Committee following receipt of a report by the Secretary. The Executive Committee shall submit the case by memorandum to the Board and deliver a copy of the memorandum to the member involved. The member involved may comment in writing on the memorandum to the Board, before it makes a decision.

Except in the case of cessation of membership for the reasons specified in subparagraphs i) or ii) above, the member involved, if not satisfied with the decision of the Board, may lodge with the Secretary an appeal to the Institutional members to be considered at their next regular meeting, which shall make the final decision.

7. BOARD OF DIRECTORS

- (a) The property and business of the Institute shall be managed by a Board of Directors (the Board).
- (b) The Board shall consist of:
 - (1) One member appointed jointly by the University of Alberta and by the Faculty of Law of the University of Alberta, Edmonton, Alberta.

- (2) One member being from the Ombudsman office hosting the next International Ombudsman Conference.
 - (3) Three or four members elected from each region on the basis of
 - a maximum of three members where there are less than 30 Institutional members.
 - a maximum of four members where there are 30 or more Institutional members.
 - (4) The following regions shall be recognised:
 - Africa;
 - Asia;
 - Australasia and Pacific;
 - Caribbean and Latin America;
 - Europe;
 - North America; or
 - such other regions as may be determined from time to time by the Board.
- (c)
- (1) The term of a Director either appointed under sub-paragraph 1 or elected under sub-paragraph 3 of paragraph (b) above shall not exceed four years but a Director may be reappointed or reelected as appropriate in accordance with the rules adopted by the region electing the particular Director.
 - (2) Any vacancy in the number of Directors representing a region shall be filled by that region without delay in accordance with the rules adopted by the region.
 - (3) Individuals appointed under subparagraphs (1) or (2) of paragraph (b) above must file consents with the Secretary.
 - (4) Individuals elected under subparagraph (3) of paragraph (b) above must be Institutional members in good standing. Where an Institutional member is composed of several incumbents only one of the incumbents may be elected.
 - (5) A Director may be removed for cause by a vote of the Institutional members of the region.
- (d) Directors shall not receive any remuneration for their services but, by resolution of the Board, vouched expenses arising as a result of their attendance at annual or special meetings of the Board may be wholly or partially recouped.

If the President, Vice-President, Treasurer or any regional Vice-President is unable to carry out any of his/her functions because the budget for his/her office is insufficient to provide for the expenses of travel, accommodation, meals or any other administrative expenses relating to the fulfilment of their

duties as President, Vice-President, Treasurer or Regional Vice-President, the Board may authorise a reasonable allowance for such part of any expense arising as the Board shall deem appropriate.

- (e) A Director whose term expires during the course of an annual or special meeting shall remain in office until the adjournment of the meeting.

8. POWERS AND FUNCTIONS OF BOARD OF DIRECTORS

- (a) The Board may exercise all the powers of the Institute as are not by the *Canada Corporation Act* or by these By-laws required to be exercised by the institutional members at meetings.
- (b) The Board shall have the following powers:
 - (1) To authorise expenditures on behalf of the Institute from time to time and to delegate by resolution to an officer or officers of the Institute the right to employ and pay salaries to employees.
 - (2) To make expenditures for the purpose of furthering the purposes of the Institute.
 - (3) To enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of the Institute.
 - (4) To bring forward proposals for amendments to the By-Laws and to seek ratification by a majority of Institutional members (at a regular meeting of Institutional members or, subject to Articles 14 and 15, by a postal, telephone, facsimile or e-mail vote), for any proposed amendments to or repeal of any of the By-laws or for any variation in the fees recommended for Institutional and Associate members in the following financial year. However, the Board may in the period between regular meetings of Institutional members set a fee for a particular class of members in circumstances which would warrant a differentiation in fees payable by that class of members. The Board may also make amendments to the By-laws which they deem to be purely administrative in nature.
 - (5) Meetings of Directors by Other Electronic Means.

The Board may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
- b) each Director has equal access to the specific means of communication to be used;

- c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
 - (6) To authorise membership of the appropriate class including the right to vote in the case of an Institutional member even though the applicant has not paid the membership fee; provided the applicant has been granted a partial or total fee exemption by the Executive Committee in accordance with paragraph (f) of Article 10.
 - (7) To fix the time and place for a meeting of the Institutional members.
 - (8) To exercise overall supervision of the Executive Committee and of the officers of the Institute having regard to the specific powers reserved to the Board in Articles 10, 17 and 18 respectively.
 - (9) To exercise overall supervision of the Regional Constituencies and Regional Officers with a view to strengthening their authority and effectiveness.
 - (10) To make appropriate arrangements to ensure the effective application of the By-laws and to develop rules and policies to that end.
- (c) The Board shall take such steps as they consider necessary to enable the Institute to receive donations and benefits with the object of furthering the purposes of the Institute.
- (d) The Board may from time to time:
- (1) borrow money upon the credit of the Institute in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
 - (2) issue debentures or other securities of the Institute;
 - (3) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - (4) mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property (real and personal, immovable and movable), undertakings and rights of the Institute, present and future, to secure any debentures or other securities of the Institute, or any money borrowed or to be borrowed, or any obligation or liability of the Institute, present or future;
 - (5) delegate to such officer(s) or Director(s) of the Institute as the Board may designate all or any of the foregoing powers to such an extent and in such a manner as the Board may from time to time determine; and

- (6) set up and disestablish Standing Committees and/or Special Committees to deal with special projects or undertake certain tasks and to report to the Board subject to any conditions (e.g. in relation to quorums) as the Board considers necessary.

9. HONORARY DIRECTORS

The Board may elect one or more Honorary Directors who shall have such rights as the Board may by resolution determine except that honorary officers shall not have the right to vote at meetings of the Board. The term of an honorary officer shall commence at the close of the meeting at which elected and cease at the close of the next annual meeting of the Board. Honorary Directors may be re-elected for an additional term or terms of one year each.

10. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of the President, the Vice-President, the Secretary and the Treasurer. The members of the Executive Committee shall transact such business of the Institute as may require attention between the meetings of the Board.
- (b) The Executive Committee shall have full authority to exercise all the powers of the Board while the Board is not in session except the power(s): 1- to amend, adopt or repeal the By-laws of the Corporation; 2- to fill vacancies in the membership of the Committee; 3- to amend or repeal any resolution of the Board; and 4- to amend or repeal any restriction which may be imposed upon the Executive Committee from time to time by the Board by resolution. The Executive Committee may, however, only exercise the powers of the Board set out in subparagraphs (1) and (2) of paragraph (b) of Article 8 and subparagraphs (1), (2), (3) and (4) of paragraph (d) of Article 8 if the amount does not exceed \$10,000. All the actions of the Executive Committee shall be reported to the Board at the next meeting of the Board.
- (c) Vacancies in the membership of the Executive Committee shall be filled by the Board.
- (d) Any member of the Executive Committee may be removed or replaced at any time by the Board and, with the exception of the Secretary, shall immediately cease to be a member of the Executive Committee upon ceasing to be a Director.
- (e) The Executive Committee, at the request of a member located in a particular region, shall allocate that member to a different region when the allocation is justified by political, cultural, linguistic, or particular geographical considerations. Such allocations shall be subject to the approval of the region to which the member wishes to be allocated.

The member concerned shall transmit a copy of its request to the Regional Directors of its present region and the Executive Committee shall consider the views of that region's Directors before making its decision.

- (f) If the Executive Committee is satisfied that insurmountable financial difficulties prevent a new or existing member from paying all or part of its annual membership fees, it may, for a period of one year, grant the member an interim exemption, total or partial, of those fees. This exemption may be extended by the Executive Committee upon renewed proof of continuing financial hardship subject to any general guidelines or policy laid down by the Board.

11. MEETINGS OF INSTITUTIONAL MEMBERS, THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE AND THE MEMBERSHIP COMMITTEE.

- (a) A regular meeting of the Institutional members shall be held in conjunction with each International Ombudsman Conference.
- (b) A special meeting of the Institutional members may be called at any time by the Board on its own motion or pursuant to the written request of at least twenty-five percent (25%) of the Institutional members.
- (c) The quorum for meetings of Institutional members shall be a majority of the total number of Institutional members.
- (d) Immediately after each meeting of the Institutional members, the Board shall meet for the purpose of organisation, election of officers, and the transaction of other business.
- (e) The Board shall also meet each year between the regular meetings of the Institutional members at a place within or outside Canada as designated by the Board. In relation to meetings held outside Canada, the written consent of the Board members is required to be filed with the Secretary. Special meetings of the Board shall be called by the Secretary at the written request of the President, the Vice-President or at least twenty-five percent (25%) of the Directors. The quorum for meetings of the Board shall be a majority of the total number of Directors but not including Honorary Directors.
- (f) The Executive Committee shall meet at stated times by arrangement between the members following consultation between the President or the Vice-President and the Secretary. These meetings may take place within or outside Canada. For meetings to be held outside Canada, the written consent of the Executive Committee must be filed with the Secretary. The Executive Committee shall have its own rules or procedures. A valid meeting of the Executive Committee shall require the attendance of at least the President or Vice-President and the Secretary or the Treasurer.
- (g) Meetings of the Membership Committee shall be convened by the Secretary as and when required. The quorum for meetings of the Membership

Committee shall be a majority of the total number of members of the Committee or their nominees.

- (h) At every meeting of the Institutional members or of the Board, as appropriate, the President, shall preside or in his/her absence the Vice-President or in the absence of both the President and the Vice-President, a Chairman chosen by a majority of the Institutional members present or of the Directors of the Board present, as appropriate. In the absence of the Secretary a person appointed by the presiding officer or Chairman shall act as Secretary.

12. ADVANCE NOTICES OF MEETINGS

- a) Each Institutional member shall receive an advance written notice of the holding of a regular or special meeting of Institutional members not less than 30 days before the date of such meeting.
- (b) Each member of the Board shall receive an advance written notice of the holding of an annual or special meeting of the Board not less than 30 days before the date of such meeting, (other than a meeting referred to in paragraph (d) of Article 11).
- (c) Notices, when required to be given, shall be sent through the mail, by telegram, telex, facsimile or e-mail, to each member entitled to notice at his or her latest address recorded on the books of the Institute. A notice of meeting shall specify the place, day and time of the meeting and, in the case of a special meeting, the general nature of the business to be transacted. Where a special meeting of the Institutional members or of the Board is called to address an urgent matter, advance notices of at least 14 days shall suffice.
- (d) Unless otherwise provided by law, whenever any notice is required to be given under the provisions of the *Canada Corporations Act* or these By-laws, a waiver thereof in writing, signed by the member or members entitled to such notices, whether before or after the time stated therein shall satisfy the notice requirement.
- (e) Attendance of a member in person at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

13. DECISION MAKING AT MEETINGS

- (a) Unless otherwise provided for in these By-laws, or the Act, any recommendation or decision of the Institutional members, in their general or special meetings, or of the Board, or of the Executive Committee or the Membership Committee or of a Standing Committee, shall be made by way of resolution passed by a majority of those present, entitled to vote and voting at such meeting, subject to any requirements in relation to quorums.

"Those present" shall include those participating in the meeting as a result of paragraph (b) following.

- (b) Any Directors of the Board or members of the Executive Committee, Standing Committee or of the Membership Committee, as appropriate, may participate in a meeting of the Board, the Executive Committee, the Standing Committee or the Membership Committee, as appropriate, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. All members of the Standing Committee, Membership Committee, Executive Committee or the Board must consent generally or in respect of a particular meeting.
- (c) Meetings of Members by Other Electronic Means.

The members of the Corporation may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
- b) each member has equal access to the specific means of communication to be used;
- c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

14. DECISION MAKING WITHOUT MEETINGS

- (a) Subject to Article 15, unless the Act requires a meeting to approve that type of matter, nothing contained in the By-laws shall prevent the Institutional members, or the Executive Committee or the Membership Committee or any Standing Committee from passing resolutions without the need for a meeting provided:
 - (i) two thirds of the Institutional members, or the members of the Executive Committee or the Membership Committee or Standing Committee as appropriate confirm to the Secretary in writing their consent to a decision being made by way of resolution without a meeting;
 - (ii) the draft resolution is sent in writing to each member as appropriate and a period of at least 30 days is given for a response in relation to normal business. If the Secretary confirms that the matter is urgent a period of at least 14 days shall apply, or if he/she confirms that an emergency exists, a period of 4 consecutive days;

- (iii) a majority of the Institutional members, or of the members of the Board or of the members of the Executive Committee or of the Membership Committee or of the Standing Committee confirm in writing their support for the resolution.
- (b) The communications in writing arising under paragraph (a) above may be sent through the mail, by telegram, telex, facsimile or e-mail.
- (c) In accordance with the Act, written resolutions in lieu of meetings in not allowed for directors.

15. ENACTMENT, REPEAL OR AMENDMENT OF BY-LAWS

- (a) Subject to the provisions of subparagraph (b) the Bylaws of the Institute shall be enacted and may be amended or repealed only by a majority of the Institutional members present at any meeting duly and properly convened for that purpose by notice to the Institutional members.
- (b) Should the Board consider that any amendment or repeal to the Bylaws is required as a matter of urgency, the procedure in By-law 14 may be used for such purpose provided at least 30 days notice of the proposed amendment or repeal is forwarded to each institutional member. Any decision taken by the Board pursuant to this subparagraph must be submitted to the next meeting of the institutional members for confirmation but until so submitted may be acted upon as if so confirmed.
- (c) The enactment, repeal or amendment of any By-law arising as a result of the procedures set out in this By-law shall not be enforced or acted upon until the approval of the resolution concerned as required by the *Canada Corporations Act* has been obtained from the Minister of Consumer and Corporate Affairs.

16. OTHER COMMITTEES

The Board may, at any time and from time to time, establish such standing committees and/or special committees, consisting of one or more persons, at least one of whom shall be a member of the Board to be appointed by the President, to perform such duties and make such investigations and reports as the Board shall by resolution determine. Such committees shall report to the Board. Such committees shall determine their own organisation and dates, times and places of meeting and the quorum required for a valid meeting or other working arrangements including electronic conference facilities, unless otherwise directed by the resolution establishing them. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified member.

The President may establish a Committee to assist the Secretary in the determination of funding sources.

17. OFFICERS OF THE INSTITUTE

- (a) The officers of the Institute shall be the President, the Vice-President, the Secretary, the Treasurer and may include such other officers as the Board may from time to time by resolution determine. The officers shall be natural persons of full age.
- (b) The officers of the Institute, except the Secretary, shall be elected at the annual meeting of the Board from amongst the Directors. The term of an officer shall commence at the close of the meeting at which elected and cease at the close of the meeting at which a successor is elected.
- (c) The Board may remove any officer, employee, or agent elected or appointed by the Board at any time whenever in its judgement the best interest of the Institute will be served thereby, but such removal should be without prejudice to the contract rights, if any, of the person so removed.
- (d) The Board shall have the power to fill any vacancy in any office occurring for whatever reason.
- (e) The Board shall appoint a Secretary who shall, without prejudice to Article 18, have such duties as are determined by the Board by resolution.

The terms and conditions of employment of the position of the Secretary shall be approved by the Board upon the recommendation of the President and the parties shall be contractually bound.

The Secretary may be relieved of his/her duties by the Board for non-compliance with the terms of the employment contract.

The Board may also appoint employees and agents by resolution upon the recommendation of the Secretary.

- (f) The remuneration of all officers, employees and agents shall be fixed by the Board by resolution. No officer shall be precluded from receiving such remuneration by reason of the fact that he/she is also a Director of the Institute.
- (g) The officers of the Institute, except the Secretary, shall hold office for one year and until their successors are elected or appointed in their stead. Officers may be re-appointed for further terms of one year each.
- (h) Any officer may resign at any time by giving written notice to the Board, or to the President, or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (i) No officer, agent or employee of the Institute shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except the Secretary and then only

within the scope and to the extent of the general or limited authority delegated by resolution of the Board to him/her.

- (j) The Board may require all or some officers as it shall deem necessary to be bonded for such amount as it may consider appropriate.
- (k) The Board may invite the outgoing President to remain as consultant to the Board for a period not exceeding one year.

18. DUTIES OF OFFICERS

- (a) The President, when present, shall preside at all meetings of the Institutional members, the Board, the Executive Committee and the Membership Committee. He or she shall be charged with general supervision of the affairs and operations of the Institute.
- (b) The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such duties as shall from time to time be imposed upon him or her by the Board.
- (c) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Institute and shall deposit all moneys and other valuable effects in the name and to the credit of the Institute and in such depositories as may be designated by the Board from time to time. He or she shall disburse the funds of the Institute as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they require it, an account of all the transactions carried out as Treasurer and of the financial position of the Institute. He or she shall also perform such other duties as may from time to time be determined by the Board. The Treasurer shall give the Institute a bond in a sum and with one or more securities satisfactory to the Board for the faithful performance of the duties of office, and for the restoration to the Institute in case of death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Institute.
- (d) The Secretary shall:
 - 1. manage the Secretariat of the Institute;
 - 2. propose special projects to the Executive Committee for approval by the Board;
 - 3. be responsible for the publications of the Institute;
 - 4. maintain an updated list of funding sources for the financing of projects;

5. be responsible for the recruitment of members;
6. ensure that these By-laws are complied with by the regional constituencies and regional officers. On the resolution of the Board prepare and submit proposals for changes in the By-laws to the Executive Committee and the Board for approval by them and submission to the Institutional members for decision in accordance with Article 15;
7. recommend and provide where practicable and necessary administrative support to members involved in developing or promoting their offices (including conferences, workshops etc.) and provide advice and consulting services generally on matters relevant to the Institute;
8. identify possible funding sources for specific projects and negotiate and conclude agreements for the funding of the projects;
9. ensure effective communication between the Institute and its members as well as with national and international organisations;
10. develop and maintain relations with individuals and organisations dedicated to the promotion or protection of human and citizens rights;
11. take the necessary measures to ensure the presence of the Institute worldwide and in particular, in conjunction with organisations involved in the defence and promotion of human rights, strive to promote the principles and concepts set out in Article 5;
12. ensure that all the votes of the Institutional members and of the Board and the minutes of the meetings of the Institutional members, the Board, the Executive Committee and the Membership Committee are recorded in a book or books to be kept for that purpose; ensure that advance notices of meetings of the Board, the Executive Committee, the Membership Committee and Institutional members are given and that all records and reports are properly kept and filed by the Institute as required by law; be the custodian of the seal of the Institute and ensure that it is affixed to all documents to be executed on behalf of the Institute under its seal;
13. submit to the Board and the Executive Committee an annual report on Institute activities, including a report of the activities of the Secretary and, at the time of the International Ombudsman Conference, submit a report to the regular meeting of the Institutional members;
14. perform all duties proper to the office of Secretary, and such other duties as may from time to time be assigned to him/her by the Board or by the President;
15. sit in an official capacity on:
 - the Board

- the Executive Committee
 - the Membership Committee
 - such other Committee established by the Board from time to time in accordance with Article 16 as the Board consider appropriate; and
16. be a *de jure* member of the Board, if not an Institutional member in his/her own right, the Executive Committee and the Membership Committee and be an Institutional member for the purpose of meetings of Institutional members but without being entitled to vote.
- (e) All other officers elected by the Board shall have such authority and perform such duties as may from time to time be assigned to them by the Board.
- (f) If the President and Vice-President shall both be unable to perform the duties of their offices, the Board shall appoint any member of the Board to exercise the duties of the President for such period as shall be determined by a resolution of the Board.

19. REGIONAL CONSTITUENCIES AND REGIONAL OFFICERS

- (a) Each region shall serve as a regional constituency of the Institute for the following purposes:
- (i) to promote regional participation in the activities of the Institute;
 - (ii) to decentralise the activities of the Institute.
- (b) A regional constituency shall comprise all members irrespective of classification located in or allocated to that region, other than a member allocated to another region in accordance with paragraph (e) of Article 10
- (c) Each regional constituency shall, as soon as practicable after its establishment, adopt a set of rules to guide its operations and shall proceed, within a reasonable timeframe, to organise its operations. Its Institutional members shall as a first step elect an officer called "Regional Vice-President", chosen from among the Directors of the Board for that region (the regional Directors). The Regional Vice-President shall advise the Secretary of the constituency's rules and shall keep him/her advised of any alterations made to them from time to time. The rules shall not be inconsistent with these By-laws.
- (d) If a regional Vice-President is elected by the Board as President, Vice-President or Treasurer of the Institute, he/she shall resign from the office of regional Vice-President and the Institutional members of the region shall elect a new regional Vice-President.
- (e) A regional Vice-President, shall be, in respect of that region, the deputy of the President, and shall have, within such region, the following duties:
- (i) to represent the Institute and promote its purposes;
 - (ii) to coordinate the activities of the Institute;

- (iii) to coordinate fund-raising, financing and other activities to raise resources for the region;
 - (iv) to carry out the duties of the President to the extent delegated by the President with the approval of the Board; and
 - (v) to submit to the Board an annual report on the activities of the regional constituency.
- (f) Each regional Vice-President shall, in collaboration with the regional Directors and the region's Institutional members, and within a reasonable time, set up a procedure whereby the regional Directors shall be elected democratically. If agreement cannot be reached within a region on a procedure, the Executive Committee shall act as mediator and shall facilitate the reaching of agreement.
- (g) The Executive Committee shall in the interests of cost effectiveness provide operational support to regional constituencies and their members who so request and shall keep the activities of regional constituencies under review.

20. AUTHENTICATION OF DOCUMENTS AND OTHER INSTRUMENTS

- (a) All cheques, drafts and orders for payment of money shall be signed in the name of the Institute and shall be countersigned by such officers or agents as the Board shall from time to time designate for that purpose.
- (b) All contracts, documents and instruments in writing shall be signed in the name of the Institute and shall be countersigned by such officers or agents as the Board shall from time to time designate for that purpose.
- (c) All contracts, documents and instruments in writing requiring the affixing of the seal of the Institute shall have the seal affixed by such officers or agents as the Board shall from time to time designate for that purpose.

21. DISSOLUTION

The Institute may be dissolved in accordance with the laws of Canada at the time of dissolution. The Directors shall not have any right to share in the corporate assets and the assets shall be distributed in accordance with the purposes and objects set out in Article 5.

22. INSTITUTE ACCOUNTS

- (a) The Institute shall keep proper records which reflect:
 - the detailed income and expenditure of the Institute;
 - the assets held by the Institute;

- liabilities of the Institute; and
 - the payment of fees by members.
- (b) The accounts of the Institute shall be audited each year by an external auditor who shall be appointed in accordance with Article 23.
- (c) The financial year shall begin on July 1st and terminate on June 30th.
- (d) Income and expenditure accounts and balance sheets shall be prepared at the end of each financial year and copies shall be sent to all Institutional members of the Institute. These accounts and balance sheets shall conform to relevant accounting standards and shall be accompanied by a statement from the auditor that the accounts reflect an accurate financial statement of the affairs of the Institute and that the assets have been examined and the values reflected are correct.

23. AUDITORS

- (a) At each regular meeting of the Institutional members, the members shall on the proposal of the Board, appoint an auditor to audit the accounts of the Institute. The auditor appointed will hold office until the next regular meeting of the Institutional members and may be reappointed. Any vacancy arising between regular meetings of the Institutional members shall be filled by the Board. The remuneration of the auditor shall be fixed by the Board.
- (b) The Board shall provide the Institutional members with relevant information about the auditor whom they propose for appointment

24. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES OR TRUSTEES

Each person who was or is a party, and each person who is threatened to be or is made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is, or was, a Director, officer, employee or Institutional member of the Institute or is, or was, serving at the request of the Institute as a Director, officer, employee or Institutional member of another Corporation, may be indemnified by the Institute to the full extent permitted by the laws of Canada in effect at the time of such indemnification. The foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of each such person; shall not be exclusive of any other rights of indemnification to which any Director, officer, employee, Institutional member or other person may be entitled in any capacity as a matter of law or under any By-law, agreement, vote of Institutional members or Directors, or otherwise; and shall continue to apply to each such person who has ceased to be a Director, officer, employee or Institutional member.

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