



**International
Legal Assistance
Consortium**

**BY-LAWS
OF
INTERNATIONAL LEGAL ASSISTANCE CONSORTIUM**

1 INTERPRETATION

1.1 In these By-Laws, the following words and expressions shall, where not inconsistent with the context, have the following meanings respectively:

“By-Laws” shall mean these By-Laws in their present form or as from time-to-time amended;

“Board of Directors” shall mean the Board of Directors described in section 8.1;

“Executive Director” shall mean the Executive Director as described in section 10.1;

“Nominations Committee” shall mean the Nominations Committee as described in section 11.1;

“Advisory Council” shall mean the Advisory Council described in section 12.1;

“Electronic means” shall mean telephonic, video conferencing or other similar technology that permits interactive, real-time participation in a meeting or conference;

“ILAC” means the International Legal Assistance Consortium for which these By-Laws are approved and adopted;

“Individual Member” shall mean persons defined in section 6.1.2;

“Member(s)” shall mean both Organizational and Individual Members;

“Notice” shall mean written notice unless otherwise specifically stated and further defined in these By-Laws.

“Organizational Member(s)” means those entities defined in section 6.1.1 (a).

1.2 In these By-Laws, unless something in the subject or context is inconsistent with such construction:

(a) Words imparting the plural number shall be deemed to include the singular number, and words imparting the singular number shall be deemed to include the plural number;

(b) Words importing only the masculine gender also include the feminine gender;

(c) Words importing persons include companies or associations, or bodies of persons, whether corporate or not;

(d) The word “may” shall be construed as permissive; and the word “shall” shall be construed as mandatory.

2 NAME AND OFFICES

2.1 The organization shall be known as the International Legal Assistance Consortium, hereinafter "ILAC".

2.2 ILAC is a non-profit association registered in Sweden, with its principal office located in Sweden.

2.3 ILAC may also have offices, branches, or subsidiaries at such other places as the Board of Directors may from time-to-time determine, or the business of ILAC may require.

3 OBJECTIVES

3.1 ILAC’s mission is to rapidly respond and assess the needs of the justice sector in conflict-affected and fragile countries, and help strengthen the independence and resilience of justice sector institutions and the legal profession.

3.2 The objectives of ILAC are to facilitate and assist domestic and international efforts to improve the efficacy and credibility of legal institutions and/or systems, by focusing on situations of actual or potential conflict or transition, by providing impartial assessments and recommendations; by serving as a source of information about, or coordination with, organizations, experts, documents and analyses, and by undertaking other activities related to these objectives.

3.3 To implement these objectives, ILAC shall promote the sound development and administration of law for the public benefit in situations detailed in section 3.2, in cooperation with the public institutions entrusted with the administration of justice in countries and territories under United Nations administration, with a United Nations peacekeeping mission; and with other national, multi-national or international agencies by promoting:

(a) the development and implementation of sound legal systems that promote the rule of law in the host country, including such special laws and institutions that may be needed to deal with conflict-related situations that affect or impair access to justice;

(b) the advancement of legal and judicial education and training;

(c) the conduct of research and the publication of the results of such research; and

(d) the promotion of such other objectives as the Members may from time-to-time determine.

4 GUIDING PRINCIPLES

4.1 ILAC's membership is comprised of international and domestic non-governmental organizations ("NGOs") and other organizations and experts experienced in analyzing the state of the rule of law in national systems and providing assistance to post-conflict and fragile countries and territories developing their national and regional legal systems, and should be able therefore to respond quickly and effectively in providing legal assessment and assistance.

4.2 ILAC shall work closely with local NGOs, local stakeholders, and other experts in affected areas to ensure their immediate involvement in the assistance projects.

4.3 ILAC shall observe the principles of impartiality and respect for local legal systems and cultural traditions. ILAC shall not seek to impose a particular legal approach, realizing that a broad-minded spirit towards other cultures and awareness of the strengths of different legal systems is necessary to achieve the goal of establishing effective access to justice throughout the world.

4.4 ILAC shall apply a gender perspective in assessment missions, activities, reports and recommendations.

4.5 ILAC shall ascertain that assistance in developing judicial systems must, whenever possible, be undertaken with the cooperation of national governments.

4.6 ILAC shall be politically neutral and shall conduct its work in a manner that is transparent to the domestic and international communities; it shall observe absolute independence from political influence.

4.7 ILAC teams shall include, wherever feasible, indigenous expertise, regional expertise, subject matter expertise, international law expertise, and practical and technical expertise.

4.8 The working language of ILAC is English.

4.9 ILAC shall observe the principle of nondiscrimination and shall endeavor to ensure appropriate geographic, gender, cultural and legal system diversity in its structure and management as well as its assessment teams.

4.10 ILAC shall engage in continuing self-evaluation and shall modify its practices as necessary to meet its objectives.

5 POWERS

5.1 In furtherance of its objectives (but not otherwise), ILAC will exercise all or any of the following powers:

- (a) to make grants and to provide other forms of financial assistance or assistance in kind, including loans (with or without interest);
- (b) to establish or support any body formed for all or any of the objectives;
- (c) to reserve funds for special purposes or against future expenditure;
- (d) to raise funds and to invite and accept (or disclaim) gifts or loans of money and any other property whatsoever, real or personal and subject or not to any special charitable trust or any condition;
- (e) to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable, and to operate bank accounts in the name of ILAC;
- (f) to conduct or promote the conduct of research and to publish knowledge acquired as a result of such research;
- (g) to promote and carry out or assist in promoting and carrying out surveys and investigations;
- (h) to create and maintain a global resource and research database, and to make this database openly accessible and secure;
- (i) to advertise in such manner as may be thought expedient;
- (j) to acquire (whether by grant, assignment, license, purchase, gift or otherwise) any copyright, patent, design right, trade mark, right of publication, translation or reproduction or other intellectual property right which may appear useful to ILAC and to register, renew, revoke, license or assign or otherwise turn to account or use the same;
- (k) to provide or assist in providing exhibitions, lectures, meetings, conferences, seminars, classes and workshops;
- (l) to write, make, commission, print, and publish or distribute (gratuitously or otherwise) written and/or electronic materials, films, audio or visual tapes or other materials or assist in such activities;
- (m) to co-operate or enter into arrangements or agreements with a national government, national, multi-national or international agency, government department, local authority, university, college or professional, commercial or other body or person;
- (n) to purchase, lease, hire or otherwise acquire property of any kind;
- (o) to construct, alter and maintain any buildings;
- (p) to sell, lease or otherwise dispose of property of any kind;

(q) to lend money or give credit on such terms and conditions and on such security as may be thought fit;

(r) to appoint an investment manager and to delegate to the investment manager any or all of the functions related to the investment of ILAC funds;

(s) to appoint employees, independent contractors and voluntary workers on reasonable terms and remuneration;

(t) to insure the property of ILAC;

(u) to provide indemnity and any other appropriate insurance required by law or otherwise to cover any Member of the Council, officer, employee, agent or voluntary worker; and

(v) to do any other lawful thing in furtherance of the objectives.

6 MEMBERS

6.1 Qualifications for Membership

6.1.1 Organizational Members

(a) Membership in ILAC shall be open to non-governmental organizations and other organizations interested in promoting the rule of law, including, but not limited to:

- (i) National, regional and international associations of legal and judicial practitioners, legal and judicial training centers or institutions and similar organizations; and
- (ii) Human rights organizations.

(b) If a parent organization is admitted to ILAC as an Organizational Member, then chapters, divisions or sub-groups within the organization shall not be entitled to separate membership. However, the parent organization may authorize such sub-groups to participate in various ILAC activities.

(c) An Organizational Member shall designate a representative to receive notices and other information on behalf of the organization, and shall provide necessary contact information to the Secretariat for electronic communications.

6.1.2 Individual Members: Membership in ILAC may, by invitation from the Board of Directors, be granted to individuals with relevant experience in promoting the rule of law.

6.2 Admission to Membership

6.2.1 The Board of Directors shall review qualifying organizations and individuals for membership, and make recommendations to the Annual General Meeting.

6.2.2 New Members shall be admitted by majority vote of the Annual General Meeting.

6.3 Honorary Life Membership

6.3.1 On the recommendation of the Board of Directors, the Annual General Meeting may elect as an Honorary Life Member of ILAC any person who has made an outstanding contribution to the work of ILAC.

6.3.2 Honorary Life Members shall have the same rights, privileges and obligations as those of Individual Members, but shall not be required to pay annual dues.

6.4 Membership Fees

6.4.1 Members shall pay membership fees established by the Board of Directors, which shall be due by January 31 each year.

6.4.2 In accordance with the requirements agreed upon by the Annual General Meeting, non-payment of dues may result in the loss of membership.

6.4.3 The Board of Directors may waive in whole or in part the payment of membership fees by Members.

6.5 Termination of Membership

6.5.1 Any Member may withdraw from membership by submitting written notice of withdrawal to the President or Executive Director.

6.5.2 Involuntary Termination

(a) For good cause, the Board of Directors may by majority vote recommend to the Annual General Meeting the termination of a membership.

(b) Membership shall automatically terminate if an Individual Member dies or an Organizational Member ceases to exist.

7 GENERAL MEETINGS

7.1 Time and Place

7.1.1 A General Meeting shall be held each year at such time and place as the Board of Directors shall decide.

(a) Written notice of the Annual General Meeting (“AGM”) shall be sent to the Members or their designated representatives at least 90 days in advance of the meeting.

(b) No more than 15 months shall elapse between Annual General Meetings.

7.1.2 Upon sixty days' written notice, the Board of Directors may call, or upon written request by 25% of the membership must call, one or more Extraordinary General Meetings as needed to carry out the business of ILAC.

7.2 Quorum

7.2.1 No business shall be conducted at an Annual General Meeting in the absence of a quorum.

7.2.2 A quorum shall consist of at least ten persons representing in person or by proxy at least 20% of the voting units.

7.3 The Annual General Meeting has the power:

- (a) to adopt, modify, repeal or amend the By-Laws;
- (b) to elect the members of the Board of Directors, Advisory Council and the Nominations Committee;
- (c) to elect the officers referred to in section 9;
- (d) to appoint ILAC's auditors;
- (e) to receive and approve the annual financial report;
- (f) to decide about indemnity for ILAC's Board of Directors;
- (g) to dissolve ILAC; and
- (h) to transact such other business as may be brought before it by the Board of Directors.

7.4 Conduct of a General Meeting

7.4.1 All Members may attend and participate in a General Meeting.

7.4.2 Members may attend a General Meeting in person, or by proxy or by electronic means, at their own expense.

7.4.3 Any Organizational Member may designate up to three persons to participate in a General Meeting. However, the Organizational Member shall designate one person to vote and act as the official spokesperson for that Organizational Member.

7.4.4 The Board of Directors shall set the agenda for a General Meeting. Any Member may submit items to the Board of Directors for consideration at the General Meeting.

7.4.5 The President will Chair the General Meeting and in the absence of the President, the Board of Directors shall designate another of its members to serve as the acting chair of the General Meeting.

7.5 Voting at a General Meeting

7.5.1 Voting shall be by Voting Units. Unless otherwise specified, all matters at a General Meeting shall be decided by majority vote. A majority vote shall consist of more than 50% of the Voting Units represented in person or by proxy at a General Meeting.

7.5.2 If an Organizational Member does not have a representative present it may designate a person to cast votes on its behalf at the Annual General Meeting by written proxy delivered to the President or Executive Director prior to the meeting.

7.5.3 An Individual Member may designate another Member to vote in their stead by written proxy delivered to the President or Executive Director prior to the meeting.

7.5.4 No Member whose membership fees are more than ninety days overdue shall be allowed to vote at a General Meeting.

7.5.5 Weighted Voting

- (a) The vote of an Individual Member shall be entitled to one Voting Unit.
- (b) The vote of an Organizational Member shall be entitled to ten Voting Units.

7.5.6 Voting Procedures

- (a) The Chair of a General Meeting may call for a show of hands on any issue.
- (b) Votes shall be held by written ballot on any issue:
 - (i) Upon decision of the Chair of a General Meeting; or
 - (ii) Upon request by at least five Members eligible to vote in attendance.
- (c) In the event of a written ballot:
 - (i) The Executive Director, or his or her designee, shall prepare and distribute a written ballot to each Member or its proxy in attendance, setting forth in the ballot its number of Voting Units.
 - (ii) The Member or their proxy shall complete and return the ballot to the Executive Director or his or her designee.
 - (iii) The Executive Director or his or her designee shall collect and count the ballots, and announce the results to the General Meeting.

8 BOARD OF DIRECTORS

8.1 The programmes and policies of ILAC shall be developed by or under the direction of the Board of Directors.

8.2 The Annual General Meeting shall elect a Board of Directors consisting of no less than five and no more than seven persons, including the President and Treasurer. The Executive Director shall sit on the Board of Directors *ex officio* without voting rights.

8.3 The Board of Directors shall also exercise all powers, and perform such duties as the General Meeting may from time-to-time establish.

8.4 The Board of Directors may establish additional committees, determine their composition, duties and term of existence. The Board of Directors shall designate a Chair or spokesperson of each such additional committee.

8.5 Members of the Board of Directors

8.5.1 Members of the Board of Directors shall be:

- (a) An Individual Member;
- (b) A member of any Organizational Member; or
- (c) An authorized representative of an Organizational Member.

8.5.2 Members shall be elected to the Board of Directors for a term of three years. They may be re-elected once. The term of office shall run from completion of the Annual General Meeting at which they were elected.

8.6 Selection

8.6.1 The Board of Directors shall have a diverse membership representing a cross-section of ILAC's membership.

8.6.2 Elections

- (a) Each Annual General Meeting shall elect sufficient members to the Board of Directors to fill all vacancies for three-year terms subject to section 8.2.
- (b) The Nominations Committee shall vet and put forward a slate of candidates to fill the Board of Directors vacancies for election at each Annual General Meeting.

8.6.3 Removal from Office: A member of the Board of Directors may be removed by a vote of no confidence by a two-thirds vote by the Annual General Meeting. The member of the Board of Directors who is the subject of a no confidence vote may not take part in the vote.

8.6.4 Resignation from Office: A member of the Board of Directors may resign at any time by giving written notice to the President or the Executive Director. Such notice shall take effect at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

8.6.5 Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the vote of a majority of the remaining members of the Board present at a meeting at which a quorum is present. A member elected to fill a vacancy shall serve until the next Annual General Meeting.

8.6.6 The President shall preside at all Board of Directors meetings as Chair. In the absence of the President, the Board of Directors shall designate a person to serve as acting Chair for that meeting.

8.7 Meetings

8.7.1 The Board of Directors shall meet at least quarterly and as needed to carry out its duties.

8.7.2 The Chair shall set the agenda for all meetings; agendas shall be prepared by the Executive Director, in consultation with the Chair.

8.7.3 One meeting of the Board of Directors shall be held in conjunction with the Annual General Meeting.

8.7.4 When the Board of Directors does not meet in person, it may meet by telephone and/or other electronic means.

8.7.5 A decision in writing approved by electronic means by a majority of members of the Board of Directors shall be valid decision of the Board of Directors at a meeting duly called and constituted.

8.8 Quorum and Voting

8.8.1 At all meetings of the Board of Directors, a majority of the total number of Board members shall constitute a quorum for the transaction of business.

8.8.2 Whenever possible decisions will be reached by consensus. Where a vote is required each member of the Board shall have one vote, and the affirmative vote of a majority of the members of the Board present at any meeting at which there is a quorum shall be an act of the Board.

8.8.3 If a meeting cannot be held because a quorum has not been reached, the members of the Board of Directors present may adjourn the meeting to another date and time. Notice of the new date and time for the meeting shall be sent to all members of the Board of Directors.

8.8.4 In the event that the members of the Board of Directors present at any meeting consist of an even number of persons, a majority means one-half of the number of such persons plus one.

8.9 The Board of Directors will decide how to distribute among the Board and Secretariat duties usually performed by a Secretary including, but not limited to, planning and recording Board and Advisory Council meetings and General Meetings, coordinating

notices to members, and ensuring reports, statements, certificates and other documents required by law are appropriately kept and filed.

9 OFFICERS

9.1 Positions and Appointment.

9.1.1 The officers of ILAC shall be a President, Treasurer and such other officers as the Annual General Meeting from time-to-time may elect.

9.1.2 Officers shall be elected at the Annual General Meeting for a three-year term.

9.1.3 An officer shall be a member of the Board of Directors and:

- (a) an Individual Member; or
- (b) an individual who is a member of an Organizational Member; or
- (c) the representative of an Organizational Member elected to the Advisory Council.

9.1.4 Any officer may be removed by a vote of no confidence at any time by an affirmative vote of two-thirds (2/3) of the Board of Directors, or by majority vote of the Annual General Meeting.

9.1.5 A vacancy in any office because of death, resignation, removal, disqualification or other reason may be filled for the unexpired portion of the term of that office, or until the next Annual General Meeting, by the Board of Directors.

9.2 President

9.2.1 The President of ILAC shall chair the General Meeting, and meetings of the Board of Directors and Advisory Council.

9.2.2 The President shall be elected for a term of three years which may be renewed once.

9.2.3 The President shall exercise such powers, and perform such duties as are reasonably pertaining to the "Chairman of the Board" of any corporate body, plus any other duties that the General Meeting, or the Board of Directors may from time-to-time establish.

9.2.4 The President and such officers or agents as may be authorized by the Board of Directors may sign and execute any deeds, mortgages, bonds, contracts or other instruments to be executed or have delegated to an authorized person the discretion to execute on behalf of ILAC, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of ILAC or shall be required by law to be otherwise signed or executed.

9.3 Treasurer

9.3.1 The Treasurer, in conjunction with the Executive Director, shall propose an annual budget to the Annual General Meeting for the upcoming year.

9.3.2 The Treasurer shall prepare with ILAC's statutory auditor and remit to the Board of Directors, and to the Annual General Meeting, the annual financial report of ILAC.

9.3.3 The Treasurer shall perform all other duties incidental to the office of Treasurer and such other duties as from time-to-time may be assigned by the Board of Directors.

10 EXECUTIVE DIRECTOR

10.1 The Executive Director is ILAC's Chief Operating Officer.

10.2 The Executive Director shall manage the operational activities of the ILAC office and branches, including but not limited to financial and administrative matters. The Executive Director shall manage the Secretariat and any ILAC consultants and shall oversee personnel matters.

10.3 The Executive Director shall attend the General Meetings, and all meetings of the Board of Directors and Advisory Council and any committee meeting thereof as needed; ensure that all orders and resolutions of the General Meetings and/or the Board of Directors are carried into effect, and perform all duties normally incident to the office of Executive Director and such other duties as may be prescribed from time-to-time by the General Meeting or the Board of Directors.

10.4 The Board of Directors shall appoint and dismiss the Executive Director. The Executive Director reports to the Board of Directors.

10.5 The Board of Directors shall establish and review the compensation of the Executive Director on a regularly agreed-upon basis, at least annually.

11 NOMINATIONS COMMITTEE

11.1 Candidates for the Board of Directors and to the Advisory Council shall be identified and presented by the Nominations Committee to the Annual General Meeting for election. The Nominations Committee shall nominate candidates based on their active commitment to ILAC's objectives and participation in ILAC activities and Annual General Meetings as well as a diverse membership representing a cross-section of ILAC's membership.

11.2 The Nominations Committee shall be composed of five members.

11.3 Members of the Nominations Committee shall be:

- (a) An Individual Member;
- (b) A member of any Organizational Member; or
- (c) An authorized representative of an Organizational Member.

11.4 Each member of the Nominations Committee shall serve a three-year term.

11.5 Selection

11.5.1 The Nominations Committee shall have a diverse membership representing a cross-section of the membership. Members should have demonstrated their active commitment to ILAC's objectives and participation in ILAC activities and Annual General Meetings.

11.5.2 Elections

(a) The Secretariat shall make the membership aware of new vacancies on the Board of Directors and Advisory Council.

(b) The Nominations Committee shall put forward a slate of candidates for election to fill the Board of Directors and Advisory Council vacancies as they occur. Candidates to the Board of Directors, the Advisory Council, and the Nominations Committee shall be identified and presented by the Nominations Committee to Members at least 45 days prior to the Annual General Meeting for election.

12 ADVISORY COUNCIL

12.1 The Advisory Council is a consultative body to the Board of Directors and General Meetings. The Advisory Council may review specific issues such as membership, current and future projects, fundraising, long-term planning, advocacy and other policy or organizational issues delegated to it by the Board of Directors.

12.2 The Advisory Council shall be composed of not less than fifteen and not more than twenty members elected by the Annual General Meeting. The Executive Director shall participate in all Advisory Council meetings *ex officio* without voting rights.

12.3 Members of the Advisory Council

12.3.1 Members of the Advisory Council shall be:

- (a) An Individual Member;
- (b) A member of any Organizational Member; or
- (c) An authorized representative of an Organizational Member.

12.3.2 Each member of the Advisory Council shall serve a three-year term.

12.4 Selection

12.4.1 The Advisory Council shall have a diverse membership representing a cross-section of ILAC's membership.

12.4.2 Elections

(a) Each Annual General Meeting shall elect sufficient members of the Advisory Council to fill all vacancies.

(b) The Nominations Committee shall vet and put forward a slate of candidates to fill the Advisory Council vacancies for election at each Annual General Meeting.

12.4.3 Any Organizational Member with a seat on the Advisory Council shall designate one person to act as its authorized representative, by delivery of a written notification to the President or Executive Director.

12.4.4 A member of the Advisory Council may be removed by a vote of no-confidence by a two-thirds vote of all other members of the Advisory Council. The member of the Advisory Council who is the subject of a no-confidence vote may not take part in the vote.

12.4.5 Any member of the Advisory Council may resign at any time by giving written notice to the President or the Executive Director. Such notice shall take effect at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

12.4.6 Any vacancy occurring on the Advisory Council shall be filled by the vote of a majority of the remaining members of the Advisory Council present at a meeting at which a quorum is present. A member elected to fill a vacancy shall serve until the next Annual General Meeting.

12.5 Meetings

12.5.1 The Advisory Council shall meet, at least, twice a year and at such other times whenever convened by the Board of Directors.

12.5.2 The President shall preside at all Advisory Council meetings as Chair. In the absence of the President, the Board of Directors shall designate a person to serve as acting Chair for that meeting.

12.5.3 The Board of Directors shall set the agenda for all meetings; agendas shall be prepared by the Executive Director, in consultation with the President and members of the Advisory Council.

12.5.4 One meeting of the Advisory Council shall be held in conjunction with the Annual General Meeting

12.5.5 When the Advisory Council does not meet in person, it may meet by telephone and/or other electronic means.

12.5.6 A recommendation in writing approved by electronic means by a majority of members of the Advisory Council shall be a valid recommendation of the Advisory Council at a meeting duly called and constituted.

12.6 Quorum and Voting

12.6.1 A quorum of the Advisory Council shall be a majority of the members of the Advisory Council.

12.6.2 Whenever possible decisions will be reached by consensus. Where a vote is required each member of the Advisory Council shall have one vote, and the affirmative vote of a majority of the members of the Advisory Council present at any meeting at which there is a quorum shall be a valid recommendation of the Advisory Council.

12.6.3 In the event that the members of the Advisory Council present at any meeting consist of an even number of persons, a majority means one-half of the number of such persons plus one.

13 AUDITORS

13.1 Independent auditors shall be appointed to audit the financial statements and annual financial reports of ILAC, according to international standards on auditing including auditing the Board's administration of ILAC relative to the By-Laws.

14 EXTERNAL RELATIONS

14.1 ILAC may enter into arrangements or agreements, as approved by the Board of Directors with the United Nations, international, regional, national or other authorities.

15 INDEMNIFICATION

15.1 To the fullest extent permitted by law, ILAC shall:

(a) Indemnify any person (including the estate of any person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Board of Directors or the Advisory Council, officer, employee or agent of ILAC or is or was serving at the request of ILAC as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement (except judgments, fines and amounts paid in settlement in connection with an action or suit by or in the right of ILAC) actually and reasonably incurred by such person in connection with such action, suit or proceeding; and

(b) Pay such expenses incurred by any member of the Board of the Directors or the Advisory Council, officer, employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

15.2 The indemnification provided for herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification may be entitled under any agreement or vote of disinterested members of the Board of Directors or the Advisory Council,

including rights under any insurance policy that may be purchased by ILAC to the extent permitted by law.

15.3 No member of the Board of Directors or Advisory Council shall be personally liable to ILAC for monetary damages for breach of fiduciary duty, except:

- (a) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (b) for any transaction from which the member derived an improper personal benefit.

16 DISSOLUTION

16.1 ILAC shall be dissolved by a two-thirds vote of the Members.

16.2 Upon dissolution of ILAC the affairs of ILAC shall be wound up and terminated under the direction of the Board of Directors.

16.3 The proceeds of liquidation shall be distributed by ILAC in payment of its liabilities in the following order:

- (a) To the creditors of ILAC in the order of priority established by law.
- (b) To another organization that, in the judgment of the Board of Directors, shall best support the objectives of ILAC as set forth in these By-Laws.

17 AMENDMENT OF THE BY-LAWS

17.1 No By-Law shall be rescinded, modified or amended, and no new By-Law shall be adopted, until the same has been recommended to the Annual General Meeting by the Board of Directors and the substance of the changes notified to the membership 45 days in advance of the AGM and confirmed by a majority vote of not less than 75% of the Members voting at such Annual General Meeting.

Adopted July 3, 2002
Stockholm, Sweden

Revised February 23, 2004
Cairo, Egypt
(Sections 9 and 13)

Revised February 13, 2005
New Delhi, India
(Section 4.4)

Revised March 22, 2006
San Juan, Puerto Rico
(Sections 6 and 8; 6.1.2 and 8.3.3 revised,
6.3 added)

Revised May 14, 2009
Edinburgh, UK
(Section 8; 8.3.3 removed)

Revised April 9, 2010
Accra, Ghana
(Sections 3.1,3.2 and 8.8.1)

Revised April 16, 2011
Lisbon, Portugal
(Section 8.2)

Revised May 4, 2013
Prague, Czech Republic
(Section 8.8)

Revised May 25, 2015
Helsinki, Finland
(Sections 7.3.4, 8.1 and 8.8.1)

Revised May 21, 2016
Solna, Sweden
(Sections 8, 9, 10, 11 and 12)

Revised June 1, 2018
Solna, Sweden
(Sections 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 and 17)