

Constitution

This Constitution replaces the bylaws of the IILACE, established on 7 July 1999

Index

Clause 1	Name
Clause 2	Purposes
Clause 3	Definitions
Clause 4	Membership
Clause 5	Organisation
Clause 6	General Meeting
Clause 7	Elections to Executive
Clause 8	Alteration to Constitution
Clause 9	Bylaws
Clause 10	Winding Up

1. Name

The name of the organisation is the International Institute of Law Association Chief Executives (IILACE).

2. Purposes

The purposes of IILACE are to:

- (a) Facilitate the exchange of views and information between members on key issues affecting law associations, being law societies and bar associations; and develop a network for communication among chief executive officers of law societies and bar associations.
- (b) Promote and defend the status and interests of the legal profession, law associations and the rule of law.
- (c) Hold periodic forums for discussion of matters of mutual interest.

3. Definitions

The following meanings apply in this Constitution:

Clear days means that, in calculating the days between events, the day on which an event occurs is excluded.

Executive means the body of

- (a) officers elected at the General Meeting made up of the Executive positions:
 - (i) President
 - (ii) Vice President
 - (iii) Secretary- Treasurer
 - (iv) Two other members, known as Executive Members; and
- (b) The Immediate Past President who is an Ordinary Member.

Financial Member means a member who has paid all dues and debts owing to the Association.

General Meeting means the governing body of IILACE, which is the General Meeting of Members held on an annual basis.

Law Association means law society, bar association or similar body, recognised as a member organisation in its state, province, territory, country or internationally representing the interests of the legal practitioners or the legal profession. There can be one or more law associations in a jurisdiction.

Member means Ordinary Member and Life Member.

Ordinary Member means the chief executive officer (by whatever description) who is the most senior employed officer responsible for directing the management and administration of a law society or bar association at a state, provincial, territorial, national or international level.

4. **Membership**

- (a) Ordinary Membership is open to the chief executive officer of a law association.
- (b) An Ordinary Member must be a financial member at the time of the General Meeting. Membership is based on a financial year 1 July to 30 June and subscriptions must be paid by 31 August each year. Membership is not transferable.
- (c) Applications for Ordinary Membership shall be considered for approval by the Executive.
- (d) Life Members can be appointed from among current and past members by the General Meeting on the recommendation of the Executive, and may use the title 'Life Member International Institute of Law Association Chief Executives' or 'Life Member IILACE'.

5. **Organisation**

- (a) The governing body of IILACE shall be the General Meeting of Members, which will be held on an annual basis at a time, location and/or by teleconference agreed by the Executive on the recommendation of the preceding General Meeting.
- (b) Each Member must receive twenty clear days notice of the General Meeting from the Secretary –Treasurer.
- (c) The quorum for the General Meeting is six Members.
- (d) Minutes shall be kept of each General Meeting and will be made available by the Secretary- Treasurer to all Members.
- (e) The Executive shall make decisions for the organisation, to the extent delegated by the General Meeting, in the period between General Meetings.
- (f) No honorarium will be paid to the officers of the Executive or other Members.
- (g) The Secretary-Treasurer with the approval of the President or, in the President's absence, the Vice President, may pay appropriate disbursements associated with IILACE's administration
- (h) The Secretary-Treasurer must keep true accounts of all moneys received and expended by IILACE and the accounts will be available for inspection by Members.
- (i) Prior to January 1, 2010, the Executive may not borrow money or purchase real or personal property on behalf of IILACE in excess of US\$5,000.

6. **General Meeting and Meetings**

- (a) All Members are entitled to attend the General Meeting. Non-members are not entitled to attend but may be invited by the Executive to observe all or part of the General Meeting.
- (b) The General Meeting must:
 - (i) receive a report from the President;
 - (ii) receive a financial report for the previous financial year 1 July to 30 June from the Secretary-Treasurer;
 - (iii) set the membership fee for the following year;
 - (iv) conduct elections for the Executive.
- (c) The General Meeting may make or amend the bylaws from time to time.
- (d) A General Meeting may be conducted with some or all Members participating by

teleconference and all participating members will be considered present and form the quorum.

- (e) At all other meetings, including conferences, forums and seminars, non-members are not entitled to attend but may be invited by the Executive to observe all or part of the meeting.

7. Elections to the Executive

- (a) An Ordinary Member may hold a particular Executive office for two years.
- (b) Subject to clause 7 (a), all the Executive shall retire at each General Meeting and will be eligible for election, to any Executive position (except Immediate Past President), by Ordinary Members present at that General Meeting.
- (c) The General Meeting shall designate two persons not standing for election to be the Returning Officers.
- (d) Any Ordinary Member shall be entitled to be nominated for Executive.
- (e) Each Ordinary Member shall be entitled to one vote.
- (f) All nominations must be proposed and seconded by an Ordinary Member at the General Meeting.
- (g) There shall be a separate ballot for each position in the following order: President, Vice President, Secretary-Treasurer, first Executive Member and second Executive Member.
- (h) Voting shall be on a first-past-the-post basis, with the candidate receiving the most votes at the General Meeting being deemed elected.
- (i) If there are insufficient nominations for Executive positions, the Executive may appoint from among Ordinary Members.
- (j) If an officer of the Executive resigns, or is ineligible for Ordinary Membership, or fails to participate in the transaction of Executive business for five months, the position shall be filled by the Executive, by appointment, from among Ordinary Members.

8. Alteration of Constitution

- (a) The Constitution may be altered by special resolution by two-thirds of all Ordinary Members voting in the positive.
- (b) All Ordinary Members must receive twenty clear days notice of the special resolution and must be provided with the opportunity to vote once, by mail, facsimile or email.

9. **Bylaws**

The General Meeting may by resolution create, amend and repeal bylaws, not inconsistent with this Constitution, in relation to:

- (a) voting and conduct of General Meetings
- (b) quorum, voting and conduct of Executive
- (c) creation of committees
- (d) the international data base of members
- (e) conduct of IILACE forums and conferences
- (f) financial and other reporting.

10. **Winding Up**

- (a) IILACE may be wound up and dissolved voluntarily if three-quarters of all members resolve to do so at a General Meeting.
- (b) If, upon winding up and dissolution, the IILACE holds any surplus property after the satisfaction of all its debts and liabilities, the property must be transferred to an organisation that has purposes similar to IILACE, as decided by three-quarters of all members at the General Meeting described at clause 10 (a).