



International Association of Deposit Insurers

INTERNATIONAL ASSOCIATION OF DEPOSIT INSURERS (IADI)
BY-LAW
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INTERNATIONAL ASSOCIATION OF DEPOSIT INSURERS
ASSOCIATION BY-LAW

A by-law relating to the affairs and conduct of the business of the International Association of Deposit Insurers.

PART 1 - INTERPRETATION

1.01 **Definitions**

“by-law”

means these by-laws and the Governance Policy and the Code of Conduct for Executive Council for Executive Council members that are in force from time to time,

“Chair”

means the chair of the Executive Council and President of the Association,

“Chairperson”

means the chair of a committee established by the Council,

“Committee”

means any committee established by the Council,

“Council”

means the Executive Council of the Association,

“employee”

means any employee of the Association, whether full- or part-time and whether employed for an indefinite or a fixed or otherwise limited term,
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“members”

means any member of the Executive Council elected by the General Meeting of Members,

“officer”

means any officer of the Association, and a reference to a particular officer means the individual holding that office for the time being, and

“Secretary General”

means the Secretary General of the Association

¹ Modified on 17 May 2006 by putting the definitions in alphabetical order and adding a definition of “by law”.

“Statutes”

means the *Statutes of the International Association of Deposit Insurers*,

1.02 Relation to Statutes

In the event that this by-law otherwise would require or permit the taking of an action that is contrary to a provision of the *IADI Statutes*, that provision governs to the exclusion of this by-law.

1.03 Always Speaking

In this by-law a reference to a resolution, approval, appointment, delegation or other action includes the same as it may be amended, varied, replaced or revoked from time to time.

PART 2 - MEETINGS OF THE EXECUTIVE COUNCIL (“COUNCIL”)

2.01 Calling of Meetings of the Council

(1) The Chair may call a meeting of the Council by giving notice to all members stating the time and place of the Meeting and the business to be transacted.

(2) Any six members may request that the Chair call a meeting of the Council, stating the business to be transacted, and upon receiving such a request the Chair shall forthwith call the meeting. Such a request may be made in writing or orally, but if made orally should be confirmed in writing by electronic means as soon as practicable.

(3) If the Chair is absent or incapacitated and, in the opinion of any six of the members, not less than four of whom are Committee Chairpersons, it is necessary or advisable for a meeting of the Council to be called before the Chair will be able to do so, those members may call a meeting in place of the Chair. Members present at the meeting shall appoint a person to chair that meeting.

(4) Notices of meetings of the Council shall be communicated by electronic means and shall be dispatched no less than ten days before the date of the meeting.

(5) If, in the opinion of the Chair, it is necessary or advisable for a specific matter to receive the attention of the Council at a meeting before notice can be given in the usual manner, the Chair may determine the period and content of the notice provided to members for that meeting. Notice of such a meeting may be communicated verbally or by electronic means. If communicated verbally, notice of the meeting should be confirmed in writing by electronic transmission as soon as practicable.

(6) Notice of the reconvening of an adjourned meeting of the Council is not necessary, if the time and place of the reconvened meeting is announced at the time of adjournment, except that, if a meeting is adjourned for a period of more than forty-eight hours, any member who was not present at the time of the adjournment must be notified by the Chair or the Secretary General of the time and place of the reconvened meeting. Such notification may be communicated verbally or by electronic means.

2.02 Attendance at Meetings, Membership in Committees and Notice

Every member shall attend meetings of the Council and every member shall serve on at least one Standing² Committee established by the Council. A member of the Council has the right to attend Standing Committee meetings and to receive advance notice from the Chairperson of the Committee.

In the event that a member cannot attend meetings or serve on committees due to circumstances beyond his or her control, that member can request a leave of absence from the Council for a specified period.

2.03 Limit on Participation on the Executive Council

Members are to serve on the Executive Council for no more than six (6) consecutive years. A member may stand for re-election after a one-year period.

2.04 Alternates and Observers

If a member cannot attend a meeting of the Council, that member may appoint an alternate to act on his or her behalf for that meeting by sending a written notice to the Secretary General prior to the meeting. An alternate shall have the same rights as a member for that meeting.

Observers may attend Council meetings on approval of the Chair prior to the meeting. Observers may participate in such meetings in a manner determined by the Chair.

Observers may attend Committee Meetings on approval of the Chairperson. Observers may participate in such meetings in a manner determined by the Chairperson.

2.04 Waivers of Notice

A member may waive notice of a meeting of the Council by any means. Any member who attends a meeting is deemed to have waived notice of the meeting.

2.05 Validity of Actions

A resolution passed or other action taken at a meeting of the Council in respect of which notice has been given shall be valid even if, through inadvertence, the notice is not actually received by a particular member or there is an error in or omission from the contents of the notice which does not affect its substance.

2.06 Place of Meetings

A meeting of the Council may be held at any place and in any form.

² Inserted the word "Standing" on 17 May 2006.

2.07 Quorum for Meetings

The presence of the majority of the members constitutes a quorum for a meeting of the Council.

2.08 Procedure at Meetings

Subject to the other provisions of this by-law and to any resolution of the Council respecting a specific matter, the Chair shall determine the procedure at and conduct of meetings of the Council.

The Chair may require the Secretary General and any Observers present to that leave for a portion of the meeting.

2.09 Voting at Meetings and Proxies

Any motion made or other matter put to a vote at a meeting of the Council shall be decided by a majority of the votes cast by the members, and in the event of an equality of votes, the Chair may cast the deciding vote.

Where a member expects to be absent from a meeting, and an alternate has not been appointed under section 2.03, he or she can vote on specific matters by proxy by filing the necessary information with the Secretary General prior to the meeting. A proxy must be received prior to the meeting otherwise it will be of no force and effect. The Secretary General will table all proxies at the beginning of the meeting and the number of proxies shall be recorded in the minutes of that meeting.

2.10 Principal Spokesperson

The Chair is the principal spokesperson for the Association.

2.11 Coordination through Chair

The Chair shall be informed of all significant matters that concern the Association and shall act as liaison, in connection therewith, between individual members and the Council, between the Council and the Secretary General, and between individual members and the Secretary General

2.12 Minutes of Meetings

(1) The Secretary General is the secretary of meetings of the Council. In the absence of the Secretary General, the Chair shall select another individual to act as secretary.

(2) Minutes of Council Meetings shall be recorded by the Secretary General or any acting secretary and maintained by the Secretary General.

(3) The Secretary General shall send a draft of the minutes of each meeting to all Members at least forty-five (45) days before the next meeting of Council, or within such other period of time as the Chair may direct.

(4) The Chair and the Secretary General shall certify the minutes of every Council meeting once the Council has approved them at the next meeting.

2.13 Manner of Sending Notices

(1) Any written communication or other document required by this by-law to be given or sent shall be sufficiently given or sent if dispatched by any electronic means of sending messages that is capable of producing a paper record of the contents of said message.

(2) Items dispatched by electronic means shall be deemed to have been received on the day after transmission.

(3) Each member shall provide the Secretary General from time to time with a current address to which electronic communications can be dispatched to his or her attention.

(4) Any communication transmitted electronically to the address most recently provided by a member shall be deemed received by that member in accordance with (2) above.

2.14 Substitute for Secretary General

Where, due to absence or incapacity, the Secretary General is unable to give or send a communication or other document required by this by-law, another individual selected by the Chair shall do so.

PART 3 - COMMITTEES OF THE COUNCIL

3.01 Establishing Committees

The Council may establish Committees and determine the terms of reference and duration of each Committee.

3.02 Terms of Reference and Membership in Committees

The Council shall determine the terms of reference for each Committee it establishes. The Council shall appoint the Chairperson, determine the length of his or her term of office, and the membership of each Committee. The Council shall also determine the period of time during which the Committee is to function.

Terms of References for each Committee shall be reviewed annually to ensure their currency and relevance. Membership in Committees may include other Participants in

the Association. Committee membership shall be reviewed annually by the Chair to provide members and other Participants with the opportunity to serve on other Committees and to ensure that proper representation is maintained.

3.03 Calling of Committee Meetings

(1) The Chairperson may call a meeting by giving notice to all members of the Committee stating the time and place of the meeting, and the business to be transacted. In the case of Standing Committee meetings, the Chairperson shall also give notice to all members of the Executive Council.

(2) Notices of meetings shall be communicated by electronic means and shall be dispatched no less than ten days before the time of the meeting.

(3) Any communication transmitted electronically to the address most recently provided by a member of the Committee shall be deemed received by that person.

3.04 Minutes of Committee Meetings

(1) The Chairperson shall select an individual to act as secretary for the committee meeting.

(2) Minutes of Committee Meetings shall be recorded by the acting secretary and maintained by the Chairperson

(3) Minutes of Committee Meetings shall be sent to the Secretary General once the Committee has approved them. The Secretary General shall, upon receipt, send a copy of the minutes to all members of the Council.

PART 4 – APPOINTMENT OF OFFICERS AND EMPLOYEES

4.01 Officers

The Council shall appoint officers to carry out the business and affairs of the Association.

4.02 Terms of Appointment

(1) An Officer appointed by the Council holds that office at the pleasure of the Council.

(2) An individual may hold more than one office with the Association.

4.03 Position Descriptions

The Council shall approve general descriptions of the respective roles and responsibilities and authorities of the Chair and President, the Treasurer, and the Secretary General.

4.04 Secretary General

The Secretary General shall report directly to the Chair. The Chair is responsible for providing general direction and for assessing the performance of the Secretary General. The Chair shall undertake an annual review of the performance of the Secretary General and report his or her findings to the Council. The Chair shall review and recommend the compensation and benefits of the Secretary General for consideration and approval by the Council.

If the Secretary General is to absent for a prolonged period of time and his or her absence may affect the fulfillment of the business and affairs of the Association, the Chair shall advise the Council of the absence and make recommendation on what actions is deemed appropriate in the circumstance.

4.05 Employees

The Secretary General shall hire such employees, as he or she deems necessary to carry out the activities of the secretariat.

PART 5 – ACTING IN THE BEST INTEREST AND CONFLICTS OF INTEREST

5.01 Acting in the Best Interest and Conflicts of Interest

Every member, officer or employee shall act in the best interest of the Association and in a manner to enhance and maintain the reputation and image of IADI. All members, officers and employees shall at all times be free from conflicts of interest. ³Members of the Council shall have a full appreciation and understanding of the Code of Conduct for Executive Council members.

Where a member, officer or employee finds himself/herself in a position of conflict, either real or perceived, that person shall advise the Chair of the particulars of the conflict and the Chair shall determine what action is required to be taken in the circumstances. If the Chair is in a conflict, he or she will advise the Treasurer who shall deal with the matter. The Chair or Treasurer, as the case may be, shall advise the Council of the action taken or proposed.

³ Deleted the phrase “The Council may establish a conflict of interest code” on 17 May 2006.

PART 6 – BUSINESS AND AFFAIRS AND CONFIDENTIALITY

6.01 Business and Affairs

To fulfill its duties and responsibilities, the Council shall establish and implement policies that enable the Association to carry out its mandate and to conduct its business and affairs in an effective and efficient manner.

The Council shall review at least annually whether the Association has in place appropriate and effective systems, practices and controls.

6.02 Disclosure of Confidential Information

Members, officers and employees shall not disclose information that is confidential in nature, including information pertaining to the business and affairs and internal matters of the Association, which if made public may be detrimental to the Association or may cause harm to the reputation and/or image of the Association.

Every member, officer and employee who, by virtue of their position or connection with the Association, receives information that is of a confidential nature or that, if disclosed, would negatively affect the reputation, business and/or affairs of any member, or any other Participant in the Association including other organizations, shall treat this information as confidential in all respects.

PART 7 - EXECUTION OF DOCUMENTS

7.01 Authorities

Contracts for the purchase or other acquisition of property or services, or for the disposition or supply of property or services, by the Association, guarantees, indemnities and similar commitments by the Association, cheques and other negotiable or non-negotiable orders for payment issued or received by the Association and promissory notes, bonds, debentures and other negotiable or non-negotiable promises of payment made or received by the Association may be signed or endorsed on behalf of the Association in accordance with resolutions of the Council.

7.02 Signatures by Proxy

- (1) If an occasion requires, the Chair may designate another member to sign a document or instrument on his or her behalf.
- (2) If an occasion requires, the Secretary General may designate another person to sign a document or instrument on his or her behalf.

7.03 Facsimile Signatures

The signature of an individual on a document or instrument to be signed on behalf of the Association may be affixed manually or printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

PART 8 - REVIEW OF BY-LAW

8.01 Annual Review

- (1) The Secretary General shall review this by-law annually and report any proposed changes thereto to the Chair.
- (2) Any such report shall be tabled before the Council, and accompanied by any recommendations of the Chair.

Approved by the Executive Council

(Date)