

AS AMENDED BY THE EXECUTIVE COUNCIL ON 9 JUNE 2010.

**INTERNATIONAL ASSOCIATION OF DEPOSIT INSURERS (IADI)  
BY-LAWS**

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## **PART 1 – INTERPRETATION**

- 1.01 Definitions**

“Associate” means an entity that does not fulfill all the criteria to be a Member, but which is considering the establishment of a deposit insurance system, or is part of a financial safety net and has a direct interest in the effectiveness of a deposit insurance system,

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

“Chair” means the person who serves as the chair of the Executive Council and who acts as the President of the Association,

“Chairperson” means a person appointed by the Executive Council to serve as the chair of a committee the Executive Council establishes,

“Committee” means any committee established by the Executive Council,

“Councilmember” means a Designated Representative who has been elected to the Executive Council by a General Meeting of Members, or has been appointed by the Member to serve the balance of the Councilmember’s term until the next election,

“Deposit insurance system” refers to deposit insurance depositor protection programs, including deposit guarantee arrangements,

“Designated Representative” means a person chosen by a Member to represent it, who is entitled to participate in the activities 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,

“Executive Council”: Along with the General Meeting of Members, the Executive Council is a governing body of the Association,

“General Meeting of Members” means the Annual General Meeting of Members and any Extraordinary General Meetings (hereafter “General Meeting”),

“Member” means an entity that, under law or agreements, has a deposit insurance system, and has been approved for membership in the Association,

“Observer” means an interested party that is a Not-for-Profit entity which does not fulfill the criteria to be an Associate but has a direct interest in the effectiveness of deposit insurance systems; and may include international organizations, financial institutions and professional firms,

“Officer” means any current Officer of the Association (that is the President and the Treasurer), or the Council (that is the Chair and the Vice Chair), and any other position so designated by the Association or the Council respectively,

“Participant” means a Member, Associate or Observer of the Association,

“Partner” means a Not-for-Profit entity that enters into a cooperative arrangement with the Association in the pursuit and furtherance of the Objects of the Association,

“Secretary General” means the Secretary General of the Association,

“Statutes” means the Statutes of the International Association of Deposit Insurers, and

“Vice Chair” means the person who serves as the Vice Chair of the Executive Council.

### **1.02 Relation to Statutes**

In the event that these by-laws 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 these by-laws.

### **1.03 Always Speaking**

In these by-laws 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**

### **2.01 Calling of Meetings of the Executive Council**

- (1) The Chair may call a meeting of the Executive Council by giving notice to all Councilmembers stating the time and place of the Meeting and the business to be transacted.
- (2) Any six Councilmembers may request that the Chair call a meeting of the Executive 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 is reasonably practicable.
- (3) If the Chair is absent or incapacitated the Vice Chair may call or preside at a meeting in the place of the Chair, or take other appropriate action on behalf of the Chair before or after a meeting. If both the Chair and the Vice Chair are 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 or Vice Chair will be able to do so, those members may call a meeting in place of the Chair and Vice Chair. Members present at the meeting shall identify a person to chair that meeting.
- (4) Notices of meetings of the Executive 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 Executive 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 Councilmembers 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 Executive 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 Councilmember 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 Councilmember shall attend meetings of the Executive Council and every Councilmember shall serve on at least one Standing Committee established by the Executive Council. A Councilmember has the right to attend Standing Committee meetings and to receive advance notice from the Chairperson of the Committee.

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

## **2.03 Limit on Participation on the Executive Council**

(1) Except as provided in paragraphs (2) and (3) below, Councilmembers are to serve on the Executive Council for no more than six (6) consecutive years. A Councilmember may stand for re-election after a one-year period.

(2) The Chair of the Executive Council may continue to serve as a member of the Executive Council until his or her term as Chair is completed.

(3) If a Regional Committee has no other member who has been proposed as a candidate for membership on the Executive Council, a member of that Regional Committee who is already serving on the Council may continue to serve on the Council for an additional year. This one-year period may be extended by one-year increments until another member of the same Regional Committee is proposed as a candidate for membership on the Council.

## **2.04 Alternates and Observers**

If a Councilmember cannot attend a meeting of the Executive Council, the Councilmember 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 Councilmember for that meeting.

Observers may attend Executive 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.

### **2.05 Waivers of Notice**

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

### **2.06 Validity of Actions**

A resolution passed or other action taken at a meeting of the Executive 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 Councilmember or there is an error in or omission from the contents of the notice which does not affect its substance.

### **2.07 Place of Meetings**

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

### **2.08 Quorum for Meetings**

The presence of the majority of the-Councilmembers constitutes a quorum for a meeting of the Executive Council.

### **2.09 Procedure at Meetings**

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

The Chair may restrict a meeting, or any portion of a meeting, to Councilmembers.

### **2.10 Voting at Meetings and Proxies**

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

Where a Councilmember expects to be absent from a meeting, and an Alternate has not been appointed under section 2.04, 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.

### **2.11 Principal Spokesperson**

The Chair is the principal spokesperson for the Association.

### **2.12 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 Councilmembers and the Executive Council, between the Executive Council and the Secretary General, and between individual Councilmembers and the Secretary General.

### **2.13 Minutes of Meetings**

- (1) The Secretary General is the secretary of meetings of the Executive Council. In the absence of the Secretary General, the Chair shall select another individual to act as secretary.
- (2) Minutes of Executive 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 Councilmembers at least forty-five (45) days before the next meeting of Executive 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 Executive Council meeting once the Executive Council has approved them at the next meeting.

### **2.14 Manner of Sending Notices**

- (1) Any written communication or other document required by these by-laws 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 Councilmember 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 Councilmember shall be deemed received by that Councilmember in accordance with (2) above.

### **2.15 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 these by-laws, another individual selected by the Chair shall do so.

## **PART 3 - COMMITTEES OF THE EXECUTIVE COUNCIL**

### **3.01 Establishing Committees**

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

The Executive Council shall appoint the Chairperson, determine the length of his or her term of office, and the membership of each Committee.

Terms of References for each Committee shall be reviewed annually to ensure their currency and relevance. Membership in Committees may include others in the Association. Committee membership shall be reviewed annually by the Chair to provide Members and others with the opportunity to serve on other Committees and to ensure that proper representation is maintained.

### **3.02 Calling of Committee Meetings**

(1) The Chairperson may call a meeting by giving notice to all persons designated to serve on 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 Councilmembers.

(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 person designated to serve on the Committee shall be deemed received by that person.

### **3.03 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 Councilmembers.

## **PART 4 - APPOINTMENT OF OFFICERS AND EMPLOYEES**

### **4.01 Officers**

Except as provided in the Statutes, the Executive 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 Executive Council holds that office at the pleasure of the Executive Council.
- (2) An individual may hold more than one office with the Association.

### **4.03 Position Descriptions and Accountability Profiles**

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

### **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 Executive Council. The Chair shall review and recommend the compensation and benefits of the Secretary General for consideration and approval by the Executive Council.

If the Secretary General is to be 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 Executive 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 of the Association and Conflicts of Interest**

Every Councilmember, 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 Councilmembers, Officers and Employees shall at all times be free from conflicts of interest. Councilmembers shall have a full appreciation and understanding of the Code of Conduct for Councilmembers.

Where a Councilmember, 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 Executive Council of the action taken or proposed.

### **PART 6 - BUSINESS AND AFFAIRS AND CONFIDENTIALITY**

#### **6.01 Business and Affairs**

To fulfill its duties and responsibilities, the Executive 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 Executive 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 nonnegotiable 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 Executive Council.

### **7.02 Signatures by Proxy**

- (1) If an occasion requires, the Chair may designate another Councilmember 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-LAWS**

### **8.01 Annual Review**

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

**Approved by the Executive Council**

**09 June 2010**