



AS AMENDED BY THE EXECUTIVE COUNCIL ON 15 NOVEMBER 2024

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

By-laws relating to the affairs and conduct of the business of the International Association of Deposit Insurers.

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Definitions

“**Alternate**” refers to a representative appointed by a Councilmember to act on his or her behalf on the Executive Council.

“**Chairperson**” refers to a Council Committee Chair or to the individual appointed to serve as the chair of a Regional Committee, Technical Committee, Working Group, or Technical Working Group.

“**Council Committee**” refers to a Council Committee established by the Executive Council.

“**Executive Council**”: The Executive Council is a governing body under the Statutes of the Association, granted power by the General Assembly.

“**Observer**” refers to any representative of a Participant who is attending or participating in a meeting of the Executive Council, Council Committee, Regional Committee, Technical Committee, Working Group, or Technical Working Group but is not a member. Observers do not have any voting rights. Supporting staff of members are not considered Observers.

“**Parent Committee**” refers to the relevant Council Committee that established a particular Technical Committee or Technical Working Group.

“**Regional Committee**” refers to a Regional Committee established by the Executive Council to reflect regional interests.

“**Secretariat**” refers to the Secretary General and the Secretariat Staff.

“**Secretariat Staff**” refers to any employee of the Association, secondee, or contractor, whether full- or part-time and whether employed for an indefinite or a fixed or otherwise limited term.

“**Secretary General**” refers to the Secretary General of the Association.

“**Statutes**” refers to the Statutes of the International Association of Deposit Insurers (“the Association”).

“**Technical Committee**” refers to a permanent committee established by a Council Committee.

“**Technical Working Group**” refers to a working group established by a Council Committee for a limited time that is mandated to complete a specific task.

“**Third-Party**” refers to any natural or legal person, public authority, agency, or body other than the Association or its Participants.

“**Vice-Chairperson**” refers to the individual who serves as the Vice-Chairperson of a Council Committee, Regional Committee or Technical Committee.

“**Working Group**” refers to a working group established by the Executive Council for a limited time that is mandated to complete a specific task.

PART 1 – GENERAL PROVISIONS

1.01 Introduction

- (1) The General Assembly is the supreme authority of the Association. Its powers are described in the Statutes. The General Assembly elects the Chair of the Association and the Councilmembers of the Executive Council.
- (2) The General Assembly, through its adoption of the Statutes, provides power to the Executive Council to adopt by-laws governing the business and affairs of the Association.
- (3) The purpose of these by-laws is to implement the Statutes and set guidelines for governing the business and affairs of the Association to ensure it operates openly, transparently, and in-line with the Statutes.

1.02 Relation to Statutes

- (1) The activities of the Association are governed by the Statutes, these by-laws, policies, and procedures.
- (2) Any capitalised term otherwise not defined in these by-laws have the meaning as defined in the Statutes.
- (3) Policies and procedures must conform to the Statutes and by-laws. In the event of a conflict between the Statutes and by-laws, the Statutes shall prevail.

1.03 Relation to Hosting Agreement

These by-laws should be interpreted and applied consistently with the hosting agreement between the Bank for International Settlements (BIS) and the Association. In the event of a conflict between the by-laws and hosting agreement, the hosting agreement shall prevail.

PART 2 – THE EXECUTIVE COUNCIL

2.01 Terms of Office

- (1) The terms of Councilmembers are for up to three (3) years, renewable.
- (2) The term of the Chair is for three (3) years, renewable once. An individual may serve as Chair up to six (6) consecutive years, after which such individual appointed as Chair must step down for three (3) years. The Chair cannot serve in the positions of First Vice-Chair or Second Vice-Chair during the three (3) year step down period.
- (3) The Chair may continue to serve as a member of the Executive Council until his or her term as Chair is completed.

- (4) The Councilmembers appointed as First Vice-Chair and Second Vice-Chair may serve in their positions for the duration of their term as Councilmembers but may be reappointed and serve up to six (6) years in their positions, after which such Councilmember appointed as First Vice-Chair, or Second Vice-Chair must step down from their positions for three (3) years, but may complete their term as a Councilmember. The maximum term of appointment of six (6) years applies regardless of whether a Councilmember serves as First Vice-Chair, Second Vice-Chair, or both. The First Vice-Chair or the Second Vice-Chair may serve as Chair during the three (3) year step down period.

2.02 Vacancies

The Secretariat shall inform Members about vacant positions on the Executive Council as established in the Statutes and invite them to nominate candidates.

2.03 Chair

The Chair:

- (1) Calls and presides over meetings of the Executive Council;
- (2) Chairs the coordination meetings amongst Chairpersons of the Council Committees and the Chairpersons of the Regional Committees;
- (3) Recommends to the Executive Council appointments of Chairperson's of Council Committees and Working Groups after a call for expressions of interest;
- (4) Serves as the principal spokesperson of the Association;
- (5) Is informed of all significant matters that concern the Association;
- (6) Supervises the Secretary General:
 - i. Provides general direction to the Secretary General and assesses his or her performance;
 - ii. Undertakes an annual review of the performance of the Secretary General and reports his or her findings to the Executive Council; and
 - iii. Reviews and recommends the compensation and benefits of the Secretary General for consideration and approval by the Executive Council.
- (7) Selects an individual as acting Secretary General if, due to absence or incapacity, the Secretary General is unable to act as required by the Statutes and these by-laws; and
- (8) Takes all other actions under these by-laws and the Statutes.

2.04 Calling of Meetings of the Executive Council

- (1) The Executive Council shall meet a minimum of three (3) times per financial year.
- (2) The Chair may call a meeting, including an in-person meeting, or a virtual meeting of the Executive Council by giving notice to all Councilmembers stating the date, time and place of the meeting and the business to be transacted. If the Chair is not able to call or preside over the meeting, the Secretary General shall inform the First Vice-Chair who shall act on behalf of the Chair. If the First Vice-Chair is unable to call or preside over the meeting, the Second Vice-Chair shall act on behalf of the Chair.
- (3) Any six (6) Councilmembers may request that the Chair call a meeting of the Executive Council, stating the business to be transacted. Upon receiving such a request, the Chair shall hold the meeting as soon as possible, but within a maximum of thirty (30) calendar days of the request. Such a request may be made in writing or orally, but if made orally shall be confirmed in writing by electronic means as soon as is reasonably practicable. If the Chair does not respond to such a request, the Secretary General shall inform the First Vice-Chair who will call the meeting. If the First Vice-Chair does not respond, the Secretary General shall inform the Second Vice-Chair who will call the meeting. The meeting shall be presided by the Chair. In the absence of the Chair, the First Vice-Chair shall preside, or in their absence, the Second Vice-Chair.
- (4) Notices of meetings of the Executive Council shall be communicated by the Secretary General no less than ten (10) calendar days before the date of the meeting. For urgent matters, the Chair determines the period and content of the notice provided to Councilmembers.

2.05 Attendance at Meetings and Membership in Committees

- (1) Every Councilmember shall attend meetings of the Executive Council and every Councilmember shall serve on at least one Council Committee established by the Executive Council.
- (2) The Chair may invite non-Participants to participate as guests or speakers on an ad-hoc basis.
- (3) If a Regional Committee has no representatives in the Executive Council, a reserved seat is allocated to this region in the Executive Council elections.

2.06 Alternates

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 Chair and Secretary General as soon as feasible prior to the meeting. An Alternate shall have the same rights as a Councilmember for that meeting.

2.07 Observers

- (1) Only those who register for a meeting may attend.
- (2) Observers may attend Executive Council meetings but not actively participate in discussions unless approval has been obtained from the Chair.
- (3) The attendance of Observers shall be limited to the capacity of venues.
- (4) Observers may submit questions to the Secretary General five (5) calendar days prior to meetings.

2.08 Quorum for Meetings

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

2.09 Conduct of Meetings

- (1) Subject to the other provisions of these by-laws and to any resolution of the Executive Council regarding a specific matter, the Chair shall determine the conduct of meetings of the Executive Council.
- (2) The Chair may restrict a meeting, or any portion of a meeting, to Councilmembers according to the nature of topics to be discussed.

2.10 Passing of Resolutions and Voting

- (1) The Executive Council shall make its decisions at meetings of the Executive Council or by correspondence.
- (2) Decisions of the Executive Council shall be taken by a majority of the Councilmembers present and casting a vote, except for decisions regarding amending these by-laws, in which case a two-thirds majority of Councilmembers is needed.
- (3) In the event of an equality of votes, the Chair may cast the deciding vote.
- (4) Decisions adopted by the Executive Council are valid regardless of whether there was an immaterial error or omission in the contents of the notice for the meeting.
- (5) The Executive Council should strive to build consensus reflecting different perspectives.

2.11 Minutes of Meetings

- (1) The Secretary General is the secretary of meetings of the Executive Council.
- (2) The Secretary General is responsible for recording and maintaining the minutes of Executive Council meetings.
- (3) If the Secretary General is unable to serve as secretary of a meeting, due to the meeting or a portion of the meeting being restricted to Councilmembers, then the First Vice-Chair, or if not available, the Second Vice-Chair, shall act as secretary of the meeting and be responsible for the record of minutes.
- (4) Minutes of the meetings shall at a minimum, reflect the outcome of discussions and any decisions of the Executive Council, including the rationale and considerations for the decisions. Councilmembers may request specific statements to be included in the minutes, if such request is made known at the meeting.
- (5) The Secretary General shall send a draft of the minutes of each Executive Council meeting to all Councilmembers within a maximum of twenty (20) calendar days of the end of the meeting or, under exceptional circumstances, within such other period of time as the Chair may direct, after which Councilmembers shall have fifteen (15) calendar days to review such minutes and provide any corrections to the Secretary General. The Secretary General shall then send a revised draft of the minutes to all Councilmembers for approval.
- (6) The Chair and the Secretary General shall certify by signature the minutes of every Executive Council meeting once the Executive Council has approved them.

PART 3 – COMMITTEES AND WORKING GROUPS OF THE EXECUTIVE COUNCIL

3.01 Establishing Committees and Working Groups

- (1) The Executive Council may establish Council Committees, Regional Committees and Working Groups, as needed. Council Committees and Regional Committees may be permanent, while Working Groups are established for a limited time to complete a specific task.
- (2) The Executive Council may, at any time, terminate a Council Committee or Working Group.
- (3) The Executive Council approves the Terms of Reference (ToR) of Council Committees, Regional Committees and Working Groups.

- (4) The Executive Council appoints the Chairpersons of Council Committees and Working Groups at the recommendation of the Chair after a call for expressions of interest.
- (5) The Executive Council appoints the Chairpersons of Regional Committees at the recommendation of the members of the Regional Committee.
- (6) Chairpersons and Vice-Chairpersons of Council Committees must be Councilmembers.
- (7) Chairpersons of Working Groups may be any officials from Member institutions with the requisite expertise.
- (8) When selecting and appointing Chairpersons of Council Committees and Working Groups, geographical diversification, and diversity of institutional mandates, seniority and expertise in the subject matter area, and a representative diversity of individuals should be taken into account.
- (9) Selection processes for the positions of Chairpersons should be completed before the expiry of the term of the existing incumbent(s).

3.02 Terms of Office

- (1) The Councilmembers appointed as Chairperson and Vice-Chairperson of Council Committees serve in their positions for the duration of their term as Councilmembers but may be reappointed and serve up to six (6) years in their positions, after which they must step down from their positions for three (3) years, but may complete their term as a Councilmember. During the three (3) year step down period, the previously appointed Councilmember may not serve as Chairperson or Vice-Chairperson of the Council Committee to which they were previously appointed.
- (2) The term of the Chairperson and Vice-Chairperson of a Regional Committee shall be for a three (3) year term, renewable once. An individual may serve as Chairperson or Vice-Chairperson of a Regional Committee up to six (6) consecutive years, after which such individual appointed as Chairperson or Vice-Chairperson must step down for three (3) years. During the three (3) year step down period, the individual may not serve as Chairperson or Vice-Chairperson of the Regional Committee to which they were previously appointed.
- (3) The term of Chairpersons of Working Groups shall be for the duration of the Working Groups' tasks.

3.03 Calling of Meetings of Council Committees

- (1) Council Committees shall meet a minimum of three (3) times per financial year, preferably immediately preceding meetings of the Executive Council.
- (2) The Chairperson of a Council Committee may call a meeting, including an in-person meeting, or a virtual meeting of the Council Committee by giving notice to members of

the Council Committee stating the date, time and place of the meeting and the business to be transacted. If the Chairperson is not able to call or preside over the meeting, the Secretariat shall inform the Vice-Chairperson who shall act on behalf of the Chairperson.

- (3) Notices of meetings of Council Committees shall be communicated by the Chairperson of the Council Committee or Secretary General no less than fifteen (15) calendar days before the date of the meeting. For urgent matters, the Chairperson determines the period and content of the notice provided to Council Committee members.

3.04 Composition of Council Committees and Working Groups

- (1) The composition of the Council Committee or Working Group shall be determined by the Chairperson of the Council Committee or Working Group. The composition should consider the need for a balanced representation of geographic regions and institutional mandates, as well as the required expertise in light of the mandate of the Council Committee or Working Group. It may include representatives from non-Councilmembers. Only Designated Representatives from Members may be members of the Council Committees and Working Groups. Designated Representatives from Associates may participate on a Council Committee or Working Group without the right to vote.
- (2) If a Designated Representative is denied participation in a Council Committee or Working Group, the Designated Representative can request the Executive Council reconsider the decision.
- (3) The Council Committee may elect a Vice-Chairperson from amongst its members who are Councilmembers.

3.05 Attendance at Meetings

- (1) Only those who register for a meeting may attend.
- (2) Members in Council Committees and Working Groups are expected to participate actively in the work of the Council Committee or Working Group. They may cease their participation at any time by notifying the Chairperson of the Council Committee or Working Group and the Secretariat.
- (3) Observers may attend Council Committee meetings but not actively participate in discussions, unless approval has been obtained from the relevant Chairperson. Observers may submit questions five (5) calendar days prior to meetings.
- (4) Observers may participate in Working Groups, subject to approval by the Chairperson of the Working Group.
- (5) The Chairperson of the Council Committee or Working Group may invite non-Participants to participate as guests or speakers on an ad-hoc basis.

3.06 Oversight and Coordination

- (1) Council Committees shall prepare workplans for approval by the Executive Council at the last Executive Council meeting of the year. Council Committees may prepare multi-year workplans.
- (2) Working Groups shall prepare workplans for approval by the Executive Council.
- (3) Chairpersons of Council Committees and Working Groups are expected to coordinate and oversee the activities of their respective Council Committees and Working Groups to avoid duplication and identify ways to work together efficiently.
- (4) Working Groups shall provide regular updates on the status of the work to the Executive Council.

3.07 Regional Committees

- (1) Regional committees serve as fora in which Members of the Association:
 - i. Discuss topics of special interest to the region; and
 - ii. Carry out activities relevant to the region that align with the overall workplan and objectives of the Association.
- (2) The Chairperson of the Regional Committee determines the membership of the Regional Committee.
- (3) The Regional Committee may elect a Vice-Chairperson from amongst its members.
- (4) All Regional Committees shall operate under a common Terms of Reference approved by the Executive Council, that align their work and objectives with the work and objectives of the Association.
- (5) In principle, Members can only be a member of one Regional Committee. Exceptions may be granted by the Chairperson of a Regional Committee in consultation with the Chair. Members may participate as Observers in other Regional Committees.
- (6) Regional Committee Chairpersons are expected to organise secretariat support from within their own Regional Committee or organisation. The Chairperson's secretariat support staff is expected to cooperate closely with the Secretariat Staff and ensure that all meeting records and documents are made available to the Secretariat Staff and properly stored.

PART 4 – TECHNICAL COMMITTEES AND TECHNICAL WORKING GROUPS OF COUNCIL COMMITTEES

4.01 Establishing Technical Committees and Technical Working Groups

- (1) Council Committees may establish Technical Committees and Technical Working groups, as needed. Technical Committees may be permanent, while Technical Working Groups are established for a limited time to complete a specific task.
- (2) Parent Committees may, at any time, terminate a Technical Committee or Technical Working Group they have established.
- (3) The establishment of Technical Committees and Technical Working Groups requires the prior adoption by the Parent Committee of a Terms of Reference (ToR) which shall include a description of:
 - i. The objectives and the specific tasks that the Technical Committee or Technical Working Group is asked to undertake in order to achieve the objectives;
 - ii. The working methods and expected meeting frequency;
 - iii. The composition, expected seniority and technical expertise required; and
 - iv. The expected deliverables.
 - v. For Technical Committees, the rationale for its establishment on a permanent basis.
 - vi. For Technical Working Groups, the end-date or an endpoint linked to the completion of a specific deliverable.
- (4) The establishment of Technical Committees is subject to approval by the Executive Council.
- (5) Chairpersons of Technical Committees and Technical Working Groups shall be approved by the Executive Council at the recommendation of the Chairperson of the Parent Committee after a call for expressions of interest.

4.02 Terms of Office

- (1) Chairpersons and Vice-Chairpersons of Technical Committees are elected for a renewable three (3) year term. At the completion of a three (3) year-term, the Parent Committee shall solicit interest for a new Chairperson through an expression of interest. If no person is found through the expression of interest, the prior Chairperson shall remain Chairperson for another term.
- (2) The term of the Chairperson of a Technical Working Group shall be for the duration of the Technical Working Group's task.

4.03 Calling of Meetings of Technical Committees

- (1) Technical Committees shall meet a minimum of three (3) times per financial year, preferably immediately preceding meetings of the Executive Council.
- (2) The Chairperson of a Technical Committee may call a meeting, including an in-person meeting, or a virtual meeting of the Technical Committee by giving notice to members of the Technical Committee stating the date, time and place of the meeting and the business to be transacted. If the Chairperson is not able to call or preside over the meeting, the Secretariat shall inform the Vice-Chairperson, if one is appointed, who shall act on behalf of the Chairperson. If no Vice-Chairperson has been appointed, the Chairperson, or if not available, the Secretariat, shall designate a Technical Committee member to act on behalf of the Chairperson.
- (3) Notices of meetings of Technical Committees shall be communicated by the Chairperson of the Technical Committee or Secretary General no less than ten (10) calendar days before the date of the meeting. For urgent matters, the Chairperson determines the period and content of the notice provided to Technical Committee members.

4.04 Composition of Technical Committees and Technical Working Groups

- (1) The Chairperson of a Technical Committee or Technical Working Groups shall be a staff person of a Member institution with the requisite skills and expertise as defined in the ToR.
- (2) The Technical Committee may elect a Vice-Chairperson from amongst its members.
- (3) Membership in Technical Committees and Technical Working Groups may include representatives from any Participant. The Chairperson of the Technical Committee or Technical Working Group shall determine its membership in consultation with the Chairperson of the Parent Committee.

4.05 Attendance at Meetings

- (1) Members in Technical Committees and Technical Working Groups are expected to participate actively in the work of the Technical Committee or Technical Working Group. They may cease their participation any time by notifying the Chairperson of the Technical Committee or Technical Working Group and the Secretariat Staff.
- (2) Observers may participate in Technical Committees and Technical Working Groups, subject to approval by the Chairperson of the Technical Committee or Technical Working Group.
- (3) The Chairperson of the Technical Committee or Technical Working Group may invite non-Participants to participate as guests or speakers on an ad-hoc basis.

4.06 Oversight and Coordination

- (1) Technical Committees and Technical Working Groups are expected to submit annual or multi-year workplans to be approved by the Parent Committee. Workplans must be consistent with the Parent Committee's workplans.
- (2) Chairpersons of Parent Committees are expected to coordinate and oversee the activities of their respective Technical Committees or Technical Working Groups, in order to avoid duplication and identify ways to work together efficiently.
- (3) Technical Committees and Technical Working Groups shall provide regular updates on the status of the work to their Parent Committee.

PART 5 – SECRETARY GENERAL AND SECRETARIAT STAFF

5.01 Secretary General

- (1) The Secretary General shall report directly to the Chair.
- (2) If the Secretary General is under a prolonged leave of absence or the position is vacant, the Chair shall advise the Executive Council of the absence and make recommendation on what actions are deemed appropriate in the circumstance.
- (3) The selection process of the Secretary General shall start one year before the end of his or her mandate.

5.02 Staff of the Secretariat

- (1) The Secretary General is responsible for the selection of Secretariat Staff based on expertise and skills needed.
- (2) The Secretary General must consult with Chairpersons of the relevant Council Committees and obtain prior approval from the Chair before hiring senior staff or extending their contracts.
- (3) The Secretary General must obtain prior approval from the Chair before recruiting a contractor or consultant on a temporary basis or extending their contracts.
- (4) Before commencing any recruitment process, the Secretary General must ensure that the specific position that needs to be filled is reflected in the budget approved by the Executive Council and that the recruitment process adheres to the predetermined salary range that is established based on the budget.

- (5) The composition of Secretariat Staff should be composed of well qualified, competent, and highly motivated individuals, having due regard to needs of the Association in terms of skills.
- (6) Positions for Secretariat Staff should be filled on a competitive basis.
- (7) Members and Associates should be informed about vacancies in the Secretariat, including that of the Secretary General, and be invited to nominate candidates for the positions. Vacancies may also be advertised publicly.

5.03 Secretariat

The Secretariat Staff under the responsibility of the Secretary General provides support to the General Assembly, the Executive Council, Chairpersons, Council and Regional Committees, Technical Committees, Working Groups, and Technical Working Groups in preparing for and conducting meetings and other activities. The role of the Secretariat is to:

- i. Coordinate the development of the strategy and the business plan of the Association;
- ii. Support the Association's development of deposit insurance and financial stability policy, research, guidance and Core Principles;
- iii. Develop annual research plans, policy agendas and papers in collaboration with the respective Council Committees;
- iv. Coordinate deposit insurance database collection, management and reporting;
- v. Develop and coordinate training, technical assistance and capacity building activities in order to provide support to Members on enhancing their Deposit Insurance Systems;
- vi. Support the work of Council Committees, Regional Committees, Technical Committees, Working Groups and Technical Working Groups;
- vii. Inform Members about any vacant positions on the Executive Council, Council Committees, Regional Committees, Technical Committees, Working Groups, and Technical Working Groups and invite them to nominate candidates through an expression of interest process, when applicable and necessary;
- viii. Conduct the application process for Participants;
- ix. Perform the administrative and financial management of the Association;
- x. Elaborate the annual budget in coordination with other bodies of the Association;

- xi. Prepare and submit regular financial and budgetary reports;
- xii. Propose to the Executive Council the implementation or update of operational rules, policies and procedures of the Association, and support their development;
- xiii. Develop and maintain an effective internal control system;
- xiv. Ensure compliance with the internal policies and procedures of the Association as well as the hosting organisation;
- xv. Assist with the execution of the external audit;
- xvi. Assist in preparing and circulating documents of the Association including the minutes of all meetings;
- xvii. Ensure proper storage and maintenance of Association records, as well as grant their access to Members according to legal and/or internal policies requirements; and
- xviii. Carry out all other tasks as requested by the Chair or Executive Council.

PART 6 – ACTING IN THE BEST INTEREST AND CONFLICTS OF INTEREST

6.01 Acting in the Best Interest of the Association

- (1) Every Designated Representative, the Secretariat, and official representatives of Associates shall act in the best interest of the Association and uphold its reputation and image.
- (2) Every Designated Representative, the Secretariat, and official representatives of Associates shall avoid actions that could have a negative impact on their duties to the Association or call into question the integrity, credibility and image of the Association.

6.02 Conflicts of Interest

- (1) Every Designated Representative, the Secretariat, and official representatives of Associates and Partners shall avoid any situation which could give rise to a real or perceived conflict of interest.
- (2) A real or perceived conflict of interest arises where the Designated Representatives, the Secretariat, or the official representatives of Associates and Partners have private or personal interests that may influence or appear to influence the impartial and objective performance of their tasks including any benefit or potential benefit of a financial or non-financial nature to themselves, their family members, and their recognised partners.

- (3) Any situation that could cause or could be perceived as causing a conflict of interest shall be disclosed in writing without undue delay by such individuals to the Chair and these individuals shall not take part in any deliberations or vote in relation to that situation.

PART 7 – BUSINESS AND AFFAIRS AND CONFIDENTIALITY

7.01 Business and Affairs

- (1) In carrying out the Association's mandate and to conduct its business and affairs in an effective and efficient manner, the Executive Council shall establish and implement policies and procedures to fulfil its duties and responsibilities.
- (2) The Executive Council shall review at least every three years whether the Association has effective practices and internal control systems in place.

7.02 Disclosure of Confidential Information

- (1) All discussions at Association meetings are confidential. It is the duty of meeting participants to protect the confidentiality of discussions and the views of individual Members.
- (2) The Association shall establish a framework for the confidentiality and classification of Association documents.
- (2) Designated Representatives, the Secretariat, and official representatives of Associates and Partners shall not disclose to a Third-Party 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.
- (3) Designated Representatives, the Secretariat, and official representatives of Associates and Partners who, by virtue of their position or connection with the Association, receive information that is of a confidential nature or that, if publicly disclosed, would negatively affect the reputation, business and/or affairs of any Member, or any other Participant, including other organisations, shall treat this information as confidential in all respects.
- (4) Requests for non-public information about the Association made to Designated Representatives or official representatives of Associates and Partners shall be forwarded to the Secretary General.
- (5) All Members and Associates shall be granted proper access to information taking into account the nature of the information and level of authorisation determined by the Association.
- (6) All Association documents are stored on a restricted Members-only platform. It is the responsibility of Members to protect the confidentiality of the information and inform

the Secretariat in the event that a member of their staff with access rights to the Association's platform leaves the organisation.

7.03 Hosting of Association Events

- (1) The Executive Council establishes the policies and/or procedures for selecting and approving the hosting of an Association event. Such policy and/or procedures shall at a minimum provide guidance on the following:
 - i. Ensure that the selected venue prioritises the safety and security of attendees; and is appropriate to the characteristics of the event;
 - ii. Reflect the geographic diversity of the Association's Members by rotating geographic regions when selecting the host of an Association event; and
 - iii. Mitigate any potential damage to the reputation of the Association.
- (2) Secretariat will provide guidance and support to the host organisation responsible for organising an Association event.

7.04 Review and Approval Process for Publications.

The Executive Council establishes policies and procedures that govern the publication of documents by the Association.

7.05 Manner of Sending Notices

- (1) All communication or other documents required by these by-laws shall be made available by electronic means and are deemed to have been received once notification is sent.
- (2) It is the responsibility of each Member to provide the Secretary General with current contact information where communications, other documents, or notifications shall be sent.

PART 8 – EXECUTION OF DOCUMENTS

8.01 Authorised Representatives

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 the Statutes, these by-laws, resolutions of the Executive Council, and the approved policies of the Association.

8.02 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 an individual from the Secretariat Staff, to sign a document or instrument on his or her behalf. Assigning signature authority does not transfer responsibility for the actions taken.

8.03 Signatures

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

These by-laws of 21 October 2003 were amended on 25 August 2009, 09 June 2010 and 15 November 2024. The amendments of 15 November 2024 enter into force on the day of their approval.

Approved by the Executive Council

15 November 2024

Chair of the Executive Council
and President of the
Association

Secretary General

Alejandro López

Eva Hüpkes