

**BY-LAWS OF**  
**THE IUCN ACADEMY OF ENVIRONMENTAL LAW**  
**(the “Corporation”)**

**SECTION 1**  
**INTERPRETATION**

1.1 Definitions:

In the by-laws of the Corporation, unless the context otherwise requires:

“Academy” and “Corporation” mean the IUCN Academy of Environmental Law;

“Act” means the Canada Corporations Act;

“Board” and “Governing Board” means the Governing Board of the Corporation;

“By-laws” means this by-law and all other by-laws of the Corporation from time to time in force;

“Collegium” means the annual meetings of the members;

“director” or “directors” means the members of the Governing Board of the Corporation and includes any person occupying the position of director;

“Director” means one of the Co-Directors of the Corporation described in Section 7.2;

“member” or “members” means the persons described in Section 4;

“officer” or “officers” means the persons described in Section 7.1;

“properly nominated representative” means the individual designated by a member to attend at meetings of the Corporation pursuant to Section 4.9(d).

**SECTION 2**

**CORPORATE SEAL**

- 2.1 The seal of the Corporation shall be in such form as shall be approved by the Board and shall include on it the name of the Corporation.

**SECTION 3**

**HEAD OFFICE**

- 3.1 The head office of the Corporation shall be located in the City of Ottawa.

- 3.2 The Corporation may establish such other offices elsewhere as the Board may from time to time deem expedient.

## SECTION 4

### MEMBERSHIP

4.1 Interim Members:

The applicants for Letters Patent incorporating the Corporation shall be members of the Corporation until they resign, are removed or cease to be qualified as members.

4.2 Permanent Members:

(a) Permanent membership in the Corporation shall be open to university law departments, law faculties and law schools, located throughout the world, that have made teaching and research about environmental law a significant component of their academic programme and whose application for membership has been approved by the Governing Board.

(b) Permanent membership of the Corporation shall be open to academic research institutions which have made research about environmental law a significant component of their academic programme, and whose researchers regularly teach in a university environmental law programme, and whose application for membership has been approved by the Governing Board.

4.3 Conditions of Membership:

The members may, from time to time, on the recommendation of the Governing Board, adopt terms and conditions to define the qualifications that a law department, law faculty, law school or academic research institution must possess in order to be admitted to, and continue to hold, membership.

4.4 Annual Fees:

The members may, from time to time, establish an annual fee for membership.

4.5 Membership Application:

Applications for membership shall be submitted on such form as the Board may prescribe from time to time.

4.6 Resignation and Removal:

Any member may resign as a member of the Corporation by sending notice to the Director at the head office of the Corporation. A member may be removed from membership for cause upon a 2/3 vote of the members at a duly constituted meeting of which notice has been given to the member whose removal is to be considered.

## SECTION 5

### MEETINGS OF MEMBERS

#### 5.1 Members' Meetings:

An annual general meetings of members (the "Collegium") shall ordinarily be held not later than six months following the end of each financial year of the Corporation, on a date and at a place to be decided by the Board but to be generally at the location of an annual colloquium or conference of the Corporation.

At every annual meeting, in addition to any other business that may be transacted, the report of the Governing Board, the financial statements and the report of the auditors shall be presented and auditors and the directors referred to in Section 6.2(a) appointed for the ensuing year.

The Board shall have the power to call, at any time, a general meeting of the members of the Corporation. Where 20% of the members requisition a meeting in writing, the Board shall call a general meeting of the members.

#### 5.2 Notice of Members' Meetings: Meeting of members, whether annual or special, may be called by giving not less than twenty days' notice in writing sent by ordinary mail or by electronic communication. Where special business is to be transacted at the meeting, the notice shall specify that business and provide sufficient information to allow the member to make a reasoned decision on the special business.

#### 5.3 Procedure and Quorum for Members' Meetings:

- (a) The quorum for any annual or special general meeting of members shall be a majority of the members present or represented by proxy.
- (b) A member may appoint as its proxy any other member to vote at any annual or special general meeting.
- (c) At all meetings of members, questions requiring a vote shall be decided by a majority of the votes cast on the question, unless otherwise specifically provided by the Act or by the By-laws. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a casting vote, a tied vote resulting in the defeat of the resolution.
- (d) Each member shall be entitled to appoint one representative to attend and vote at a members' meeting on its behalf. Each member shall be entitled to one vote at any members' meeting. The "ex officio" directors shall also be entitled to attend at each meeting of members.
- (e) The members may from time to time adopt such rules of procedure for meetings, or for a specific meeting, as they may deem appropriate.

5.4 Voting by Mail Ballot:

At any time, other than during a meeting of members, the members may vote by mail ballot on any resolution respecting the affairs of the Corporation (except as may be prohibited by the Act or the By-laws) upon the request of the Board or upon the written request of 20% of the members, provided that:

- (a) Notice of the matter to be voted upon is given to each member in writing by ordinary mail or by electronic communication fixing a date by which the member's ballot must be received and the notice is given at least 21 days before that date;
- (b) The resolution must be approved by 51% (or such greater number as the Act or these By-laws may require) of the ballots received with at least 2/3 of the members having voted.

**SECTION 6**

**GOVERNING BOARD**

6.1 First Governing Board

The persons named in the Application for Incorporation shall constitute the first Governing Board and shall serve until the conclusion of the first annual meeting of the members (unless replaced pursuant to Section 6.9).

Until that first annual meeting, the number of directors shall be 3.

6.2 Composition:

The Governing Board shall:

- (a) consist of a minimum number of 3 persons;
- (b) be elected by the members who shall be entitled to elect up to 10 members of the Board at the annual meeting of members of the Corporation;
- (c) include the Head of the IUCN Environmental Law Programme and the Chair of the IUCN Commission on Environmental Law who shall be "ex officio" members of the Board. Each such "ex officio" member shall be entitled to, from time to time, select a representative to attend meetings of the Board in their stead;
- (d) include the Director or Directors, if more than one, who shall be "ex officio" members of the Board; and
- (e) include the immediate past Chair of the Board as an "ex officio" member for a term of one year where they are no longer an elected member of the Board.

Failure to properly elect or appoint any member of the Board in accordance with this Section does not make invalid the appointment of any other director or the transaction of any business by the Board.

6.3 Term:

- (a) Each elected member of the Board will serve until the earlier of:
  - (i) the election of a successor; or
  - (ii) the date that the member of the Board shall resign, be removed from office or otherwise become disqualified to hold office.

Provided, however, that no elected member may serve more than 2 consecutive full terms.

- (b) Each “ex officio” member of the Board will serve as long as he or she holds the office that gave rise to his or her appointment.

6.4 Powers and Functions of the Governing Board:

- (a) The Board shall exercise all such powers of the Corporation as are not by the Act or by the By-laws required to be exercised by the members.
- (b) The Board shall manage the business and affairs of the Corporation. It shall have the power and responsibility to:
  - (i) establish and terminate committees of the Board including their terms of reference, membership and the appointment of the chair of such committees;
  - (ii) establish and terminate advisory committees of the Corporation including their membership (which may include professors, researchers and other academic specialists in environmental law) their terms of reference, membership remuneration and expense allowances, if any;
  - (iii) name individual professors to be Fellows of the Academy and establish such honorific positions as it may deem advisable;
  - (iv) approve and amend budgets;
  - (v) set financial controls;
  - (vi) approve projects, respond to initiatives of the members, detail objectives and monitor activities of the Corporation;
  - (vii) fix the remuneration and terms of employment of the paid officers of the Corporation including their responsibilities and authorities; and,

- (viii) generally report to members on the activities of the Board at each meeting of members.

6.5 Chair:

The Chair shall be elected by the Board from among its members for a one-year term and shall be eligible for re-election.

The Chair shall preside over all meetings of the Board and of the members.

6.6 Deputy Chair:

The Deputy Chair shall be elected by the Board from among its members for a one-year term and shall be eligible for re-election.

The Deputy Chair shall undertake such assignments as the Chair or the Board may determine and shall act as Chair in the event that the elected Chair resigns or is otherwise unable to serve as Chair.

6.7 Removal of Directors from Office:

Members may, by resolution carrying a special 2/3 majority vote, at a meeting specially called for such purpose, remove any director, other than an "ex officio" director, from office.

6.8 Vacation of Office:

A director ceases to hold office if the person:

- (i) resigns as a director by delivering a written resignation to the Chair;
- (ii) becomes of unsound mind;
- (iii) is removed from office pursuant to Section 6.7;
- (iv) is deceased.

6.9 Vacancies:

Any vacancy in the Board among the elected directors that occurs pursuant to Section 6.8 may be filled by the directors then in office, provided there is a quorum.

6.10 Calling of Meetings:

Meetings of the Governing Board shall be held at least once a year at such time and place as the Board may determine.

The Board may schedule regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be

required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

6.11 Notice of Meetings:

Except as provided in Section 6.10, notice of the time and place of each meeting of the Board shall be given to each director in writing sent by ordinary mail or by electronic communication not less than 20 days before the time when the meeting is to be held. A director may in any manner waive notice of or otherwise consent to a meeting of the Board.

6.12 Remuneration:

Members of the Board shall, as such, receive no remuneration for their services but may be reimbursed for their proper expenses of attending meetings of the Board or of any committee thereof.

6.13 Procedure and Quorum for Board Meetings:

- (a) The quorum for any meeting of directors shall be a majority of the directors.
- (b) Questions requiring a vote shall be decided by a majority of the votes cast on the question. The Chair shall be entitled to vote as a director but in the case of an equality of votes shall not be entitled to a second or casting vote, a tied vote resulting in the defeat of the resolution.

6.14 Telephone Participation:

The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

6.15 Meetings by Other Electronic Means:

The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) The board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) Each director has equal access to the specific means of communication to be used; and
- (c) Each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

## SECTION 7

### OFFICERS

#### 7.1 Officers Defined:

The officers of the Corporation include:

- (a) the Chair;
- (b) the Deputy Chair;
- (c) the Director or Directors;
- (d) the Secretary/Treasurer; and
- (e) such other employees of the Corporation as the Board may decide by resolution

but nothing in this section shall preclude an individual from holding more than one appointment as an officer of the Corporation.

#### 7.2 Director:

The members shall appoint the Director (Executive Director) or Directors (Executive Directors) of the Corporation. He/she/they shall have the general and active management of the business and affairs of the Corporation including the power to hire and dismiss employees of the Corporation.

The Director(s) may enter into agreements with member universities, or consortia of member universities, to provide for the holding of annual academic Colloquia of the Academy. The Director(s) shall organize editorial teams to prepare the academic papers from each Colloquium for publication.

The Director(s) shall recommend to the Board the locations and structure of an administrative Secretariat which shall, under the guidance of the Secretary, maintain the books and records of the Corporation.

#### 7.3 Secretary/Treasurer:

The Secretary/Treasurer (who may also be a Director) shall attend all meetings of the Board and all meetings of the members and shall cause all votes and minutes of all proceedings to be recorded in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

7.4 Appointment and Removal of Officers:

Officers, other than the Director(s), shall be appointed by ordinary resolution of the Board and may be removed from office by a resolution carrying a special 2/3 majority vote, at a meeting specially called for such purpose.

**SECTION 8**

**AUDITORS**

- 8.1 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting, provided that the members of the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by the Board.

**SECTION 9**

**FINANCIAL YEAR**

- 9.1 The financial year of the Corporation shall terminate on April 30 in each year.

**SECTION 10**

**AMENDMENT OF BY-LAWS**

- 10.1 The Board may, from time to time, enact or pass by-laws not contrary to law or to the Letters Patent of the Corporation, and may repeal, amend or re-enact by-laws of the Corporation, but every such by-law and every repeal, amendment or re-enactment thereof shall not have any force until sanctioned either at a special general meeting of the members of the Corporation duly held for the purpose or by a resolution in writing of the members. Any such by-law that amends (by substitution or addition) or repeals this By-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

**SECTION 11**

**EXECUTION OF INSTRUMENTS**

- 11.1
- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed on the behalf of the Corporation by any two of the officers (including at least one Director).
  - (b) A Director may execute alone contracts, obligations, certificates, cheques and other instruments to be executed by the Corporation in the normal course of business and not exceeding \$10,000 in value on behalf of the Corporation. Any contract, obligation, certificate, cheque and other instruments exceeding \$10,000 in value must be signed pursuant to Section 11.1(a).

- (c) In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instrument may or shall be signed.
- (d) Any signing officer may affix the corporate seal to any instrument requiring the same.

## **SECTION 12**

### **ARBITRATION**

- 12.1 Any dispute between the Academy and any of its members that cannot be resolved through deliberations and conciliation and mediation, shall be submitted to arbitration under the UNCITRAL Arbitration Rules in effect at the time such dispute arose, by a single arbitrator, and if the parties cannot agree on a single individual, each party shall name one nominator and these individuals shall nominate and submit the name of a person to serve as the arbitrator. The arbitration shall take place in Ottawa, Canada.

## **SECTION 13**

### **CO-OPERATION WITH IUCN**

- 13.1 The Director or co-Directors shall be responsible for coordinating the work of the Academy with the Head of the IUCN Environmental Law Programme, and shall enter into both an umbrella memorandum of understanding and also specific agreements to ensure close cooperation in and collaboration with the IUCN Environmental Law Programme. An annual written report on the activities of the Academy shall be submitted to the IUCN Director General of IUCN, and quarterly reports shall be submitted to the Head of the IUCN Environmental Law Programme.