

BY-LAWS OF
THE IUCN ACADEMY OF ENVIRONMENTAL LAW

SECTION 1

INTERPRETATION

1.1 Definitions:

In the By-laws of the IUCN Academy of Environmental Law Ltd. Academy, unless the context otherwise requires:

"Academy" means the IUCN Academy of Environmental Law Ltd., a non-stock, not for profit Academy.

"Articles" means the original or restated Articles of Incorporation for the IUCN Academy of Environmental Law, Ltd.

"Board" means the Governing Board of Directors for the IUCN Academy of Environmental Law, Ltd.

"By-laws" means the by-laws in force and that govern the IUCN Academy of Environmental Law Ltd.

"Collegium" means the annual meeting of the Members.

"Director" or "Directors" means a person who is on the Governing Board of Directors of the IUCN Academy of Environmental Law Ltd. as described in section 3.

"Executive Director(s)" means the Officer(s) of the Academy who direct the Secretariat as described in section 5.2 of these By-laws.

"License Agreement" means the agreement between IUCN, International Union for Conservation of Nature and Natural Resources and the Academy, and any other agreement that may be substituted as amended from time to time.

"Member" or "Members" means the institutions described in section 2 of these by-laws.

"Member in good standing" means a Member institution that has paid its annual dues to the Academy and is not in arrears for a period of more than one year.

"Officer" or "Officers" means the persons described in section 5 of these By-laws.

“Ordinary resolution” means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution.

"Properly nominated representative" means the individual designated by a Member to attend meetings of the Academy pursuant to section 3.3(d) of these By-laws.

“Secretariat” is the Member institution(s) authorized to run the daily affairs of the Academy pursuant to a Memorandum of Understanding as to the scope of responsibilities. The Executive Director(s) direct the Secretariat.

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

SECTION 2

MEMBERSHIP

2.1 Membership Eligibility:

(a) Class A Members

Class A voting Membership in the Academy shall be open to university law departments, law faculties and law schools, and academic research institutions located throughout the world, that have made teaching and/or research about environmental law a significant component of their academic programme.

(b) Class B Members

Class B non-voting Membership in the Academy shall be open to the Head of the IUCN Environmental Law Programme and the Chair of the IUCN World Commission on Environmental Law and other IUCN institutions pursuant to the IUCN Licensing Agreement between the Academy and the International Union for Conservation of Nature and Natural Resources (“IUCN”).

2.2 Conditions of Membership:

(a) A condition of Academy Membership is consent to meetings of the Members being held outside the jurisdiction of the Academy’s registered office.

(b) The Members may, from time to time, on the recommendation of the 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.

2.3 Annual Fees:

The Board may, from time to time, establish a schedule of annual fees for Membership. Membership is contingent upon being a Member in good standing.

2.4 Membership Application:

Applications for Membership shall be submitted on such forms as the Board may prescribe. Applications are submitted to the Secretariat. The Secretariat provides a recommendation to the Board to approve or disapprove the application. Membership shall be granted by ordinary resolution of the Board approving the application for Membership.

2.5 Resignation:

Any Member may resign as a Member of the Academy by sending notice to the Executive Director at the registered office of the Academy.

2.6 Removal by Members:

A Class A Member may be removed from Membership by special resolution of the Members at a duly constituted meeting of which notice has been given to the Class A Member whose removal is to be considered.

2.7 Removal by Board:

The Board may suspend or remove a Member by an ordinary resolution if the Member is not a Member in good standing.

SECTION 3

MEETINGS OF MEMBERS

3.1 Members' Meetings:

(a) An annual general meeting of Members (the "Collegium") shall be held each calendar year, on a date and at a place to be decided by the Board, but generally will be held at the location of an annual colloquium or conference of the Academy.

(b) At every annual meeting, in addition to any other business that may be transacted, the report of the Board and the financial statements will be presented and, in accordance with section 4 of these By-laws, the Directors elected for the ensuing year.

(c) The Board shall have the power to call, at any time, a special meeting of the Members of the Academy. Where five percent (5%) of the Members requisition a meeting in writing, the Board shall call a special meeting of the Members.

3.2 Notice of Members' Meetings:

Meetings of Members, whether annual or special, may be called by giving notice of the time and place of the meeting and the business to be transacted to each Member entitled to vote at the meeting by mail, electronic mail, or other electronic means, courier or personal delivery, at least 21 days before the meeting is to be held.

3.3 Procedure and Quorum for Members' Meetings:

- (a) The quorum for any annual or special general meeting of Members shall be the lesser of twenty percent (20%) or thirty (30) of Members entitled to vote at the meeting.
- (b) A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, who shall be a Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy.
- (c) At all meetings of Members, all matters requiring a vote shall be decided by ordinary resolution, unless otherwise specifically provided by the By-laws. In the case of a tied vote, the resolution fails.
- (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 (1) vote at any Members' meeting. All Directors shall also be entitled to attend each meeting of Members but have no voting rights in this capacity. The Board may adopt policies to allow for electronic voting without physical attendance at the Members' meeting.
- (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.

SECTION 4

GOVERNING BOARD OF DIRECTORS

4.1 Composition:

Subject to the minimum number of Directors included in the Articles, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by ordinary resolution of the Board. Subject to the Articles, the Board shall:

- (a) Include at least ten (10) individuals elected by the Class A Members ("Voting Directors") with no more than two (2) Directors from the same region as that term is defined by the Board. All Directors must hold a position at a Class A Member in good standing.

- (b) Include ex officio, voting Directors pursuant to the terms of the IUCN Licensing Agreement as follows: one (1) representative from the IUCN Environmental Law Programme; one (1) representative from the IUCN World Commission on Environmental Law; and one (1) individual representing each Member institution that forms the Secretariat, subject to no more than two (2) Executive Directors representing the Secretariat on the Board.
- (c) The immediate past Chair of the Board shall be eligible to serve as a Director for a term of one year.
- (d) The Governance and Nominating Committee shall be appointed by the Board annually and shall consist of at least three (3) Directors. The general duties of the Governance and Nominating Committee are to ensure that the election of Directors complies with the By-laws and License Agreement, to prepare a slate of candidates for election and to circulate the names of such candidates to the Members.

4.2 Disqualification:

The following persons are disqualified from being a Director of the Academy:

- (a) anyone who is less than eighteen (18) years of age;
- (b) anyone who has been declared incapable by a court in any country; and
- (c) anyone who represents a Member institution which loses its Membership or who no longer represents a Member institution.

4.3 Term:

The term of Directors serving the Academy is as follows:

- (a) Voting Directors serve a term of three (3) years with at least three (3) Voting Directors up for election each year.
- (b) Ex Officio Directors, including the Executive Directors and representatives of the IUCN as defined by section 2.1(b), serve an indefinite term until replaced.
- (c) Each elected Director will serve until the earlier of the election of a successor; or the date that the Member of the Board shall resign, be removed from office or otherwise become disqualified to hold office.
- (d) Other than Ex Officio Directors representing Ex officio entities defined in section 2.1(b) of these By-laws, no Member of the Board may serve more than two (2) consecutive full terms.

4.4 Powers and Functions of the Board:

- (a) The Board shall exercise all such powers of the Academy unless the By-laws require such powers to be exercised by the Members.
- (b) The Board shall manage the business and affairs of the Academy. 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) name individual professors to be Fellows of the Academy and establish such honorific positions as it may deem advisable;
 - (iii) approve and amend budgets;
 - (iv) set financial controls;
 - (v) approve projects, respond to initiatives of the Members, detail objectives and monitor activities of the Academy;
 - (vi) establish the criteria for Academy Fellows, Awards, and Prizes;
 - (vii) develop or provide grants, funding opportunities and initiatives to improve the financial standing of the Academy and/or to promote Academy goals;
 - (viii) approve the site and agreements with the Member institution(s) or hosting organization(s) of the annual Colloquium;
 - (ix) fix the remuneration and terms of employment of the paid Officers of Academy including their responsibilities and authorities;
 - (x) generally report to Members on the activities of the Board at each meeting of Members; and
 - (xi) create and amend Academy guidelines and policies.

4.5 Chair:

- (a) The Chair shall be elected by the Board from among its Members for a one-year term and shall be eligible for re-election for a maximum of three (3) consecutive terms.
- (b) The Chair shall preside over all meetings of the Board and of the Members and during the interim represent the Board in the governance of the Academy and working with the Secretariat to manage the day-to-day affairs of the Academy.

4.6 Deputy Chair:

- (a) 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 for a maximum of three (3) consecutive terms.
- (b) 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.

4.7 Treasurer:

- (a) The Treasurer shall be elected by the Board for a one-year term and shall be eligible for re-election.
- (b) The Treasurer shall undertake the tasks detailed in section 5.4 below.

4.8 Secretary:

- (a) The role of Secretary shall be performed by the Secretariat.
- (b) The Executive Director(s) shall appoint the Secretary.
- (c) The Secretary shall undertake the tasks detailed in section 5.3 below.

4.9 Removal of Directors from Office:

Members may by ordinary resolution at a meeting specially called for such purpose, remove a Director elected by the Class A Members.

4.10 Vacation of Office:

A Director ceases to hold office if he or she:

- (a) resigns as a Director by delivering a written resignation to the Chair;
- (b) becomes of unsound mind;
- (c) is disqualified from holding office pursuant to section 4.2 of these By-laws;
- (d) is deceased; or
- (e) is removed from office pursuant to section 4.9 of these by laws.

4.11 Vacancies:

Any vacancy in the Board among the elected Directors shall be filled at the next scheduled general election to serve the remainder of the vacated Director's term.

4.12 Calling of Meetings:

- (a) Meetings of the Board shall be held at least once a year at such time and place determined by the Board.
- (b) The Board may schedule regular meetings of the Board at a place and time to be named, including virtual meetings by electronic means such as a telephonic conference call or Skype or other generally accepted electronic or telephonic communications methods.

4.13 Notice of Meetings:

- (a) Notice of the time, place and manner 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 ten (10) days before the time when the meeting is to be held.
- (b) A Director may in any manner waive notice of or otherwise consent to a meeting of the Board.

4.14 Remuneration:

- (a) Members of the Board shall receive no remuneration for their services as Directors but may be reimbursed for their reasonable expenses incurred in attending meetings of the Board or any committee thereof, or for participation in Board-approved projects.
- (b) The Academy shall adopt a conflict of interest policy that also governs Director and Officer remuneration. Consistent with the conflicts of interest policy, Directors may receive remuneration for work on Train the Teachers (TTT) or other Board-approved projects.

4.15 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.

4.16 Resolution in Lieu of Meeting:

- (a) A resolution in writing signed or assented to in writing by a majority of the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of Directors.

- (b) Electronic communications constitute “writings”.

SECTION 5

OFFICERS

5.1 Officers Defined:

- (a) The Officers of the Academy include:

- (i) the Chair;
- (ii) the Deputy Chair;
- (iii) the President(s), who shall be referred to as the Executive Director(s);
- (iv) the Secretary;
- (v) the Treasurer; and
- (vi) such other employees of the Academy as the Board may decide by resolution.

- (b) Nothing in this section shall preclude an individual from holding more than one (1) appointment as an Officer of the Academy.

5.2 Executive Director(s):

- (a) The Members shall appoint the Executive Director or Executive Directors of the Academy from a Class A Member institution.
- (b) The Executive Director(s) and corresponding Member institution shall comprise the Secretariat of the Academy and shall actively manage the business and general affairs of the Academy, and carry out decisions of the Board according to the terms of a Memorandum of Understanding that is to be kept as part of the corporate records of the Academy.
- (c) The Executive Director(s) and/or his/her/their appointed agents constituting the Secretariat may enter into agreements or contracts on behalf of the Academy. Agreements or contracts greater than \$1,000 must be approved by the Treasurer.
- (d) The Executive Director(s) and/or his/her/their appointed agents constituting the Secretariat shall also carry out the duties pursuant to a Memorandum of Understanding between the Board and the Secretariat.

5.3 Secretary:

The Secretary shall, under the guidance of the Board, maintain all the books and records of the Academy and shall organize and take the minutes of all Board and Member meetings. The Secretariat shall carry out the functions of the Secretary.

5.4 Treasurer:

(a) The Treasurer will have primary authority over the financial account(s) of the Academy, approve all disbursements therefrom greater than \$1,000; approve all budgets for projects approved by the Board; regularly assess the financial status of the Academy.

(b) The Treasurer shall not be in any way affiliated with the Academy Secretariat.

(c) Specific tasks undertaken by the Treasurer include:

(i) Drafting budget(s) for the Academy and/or any Academy initiatives with the Secretariat for Board approval;

(ii) Advising the Board and providing recommendations to the Board on the Academy's financial status;

(iii) Approving all variations of any budgets approved by the Board less than \$2,000, with variations greater than \$2,000 requiring Board approval;

(iv) Overseeing the Secretariat's disbursement and collection of Academy funds;

(v) Overseeing the Secretariat's collection of Members fees and management of Members whose fees are in arrears; and

(vi) Chairing a committee appointed by the Board to identify, assess and report on risks to the financial well-being of the Academy.

5.5 Removal of Officers:

Officers, other than the Executive Director(s) and Secretary, may be removed from office by special resolution of the Board at a meeting specially called for such purpose.

SECTION 6

FINANCIAL REPORTING

- 6.1 The Board, the Treasurer or the Members by way of special resolution may appoint an auditor to audit the financial accounts of the Academy. The result of any financial audit shall be made available to Members upon request.
- 6.2 The financial year of the Academy shall terminate on December 31 in each year.
- 6.3 The Academy shall make available to the Members a copy of the annual financial statements and other financial documents the Academy is legally required to file with governing authorities.

SECTION 7

AMENDMENT OF BY-LAWS

- 7.1 Subject to the Articles, the Board may, by ordinary resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Academy.
- 7.2 Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution.
- 7.3 If the by-law, amendment, or repeal is confirmed, or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- 7.4 The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

SECTION 8

EXECUTION OF INSTRUMENTS

- 8.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Academy may be signed on the behalf of the Academy by any two of the Officers.
- 8.2 An Executive Director or duly appointed agent from the Secretariat may execute contracts, obligations, certificates, cheques and other instruments on behalf of the Academy in the normal course of business not exceeding \$1,000 in value without another Officer. Any contract, obligation, certificate, cheque and other instruments exceeding \$1,000 in value must be approved by the Treasurer before an Executive Director or duly appointed agent from the Secretariat may execute pursuant to §8.1(a) of these By-laws.
- 8.3 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.

8.4 Any signing Officer may affix the corporate seal, if any, to any instrument requiring the same.

SECTION 9

ARBITRATION

9.1 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 Baltimore, Maryland at the Academy’s principal place of business.

SECTION 10

CO-OPERATION WITH IUCN

10.1 The Academy shall be operated and managed consistent with the Academy’s License Agreement with the IUCN.

SECTION 11

INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

11.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

CERTIFIED to be the By-laws of the Academy, as approved by the Members of the Academy by special resolution on the _____ day of _____, 2017,

DATED the _____ day of _____, 2017.

Chair, Board of Directors

Deputy Chair, Board of Directors