

DRAFT

INTERNATIONAL OMBUDSMAN INSTITUTE (IOI)

BYLAWS

**(DRAFT FOLLOWING CONSIDERATION BY THE BOARD,
OF FEEDBACK FROM MEMBERS
IN THE FINAL PHASE OF CONSULTATION
IN SEPTEMBER 2012)**

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PREAMBLE

The Ombudsman offers independent and objective consideration of complaints, aimed at correcting injustices caused to an individual as a result of maladministration. A further important objective of the Ombudsman is to improve services provided to the public by ensuring that systemic failings are identified and corrected. From its early beginnings in Scandinavia in 1809, the Ombudsman concept has now been adopted and extended across the world. The Ombudsman idea has proved extraordinarily adaptable and innovative while remaining true to its original core principles of **independence, objectivity and fairness**.

The International Ombudsman Institute (IOI) was first established in 1978 and is committed to promoting and developing the concept of the Ombudsman and today the Institute has members across the world organized into six regions.

The Institute supports its members in a variety of ways. It encourages the creation and development of the Ombudsman institution where it does not already exist; it funds research, provides training, promotes information exchange and shares learning while engaging in ongoing dialogue with key international organizations and stakeholders.

In fulfilling its role, the International Ombudsman Institute seeks to balance two key objectives that inform its purpose and work. The first objective is **inclusivity**. The Institute recognises the diversity of Ombudsman institutions which in turn reflects the diversity of the countries and regions which individual Ombudsman offices serve. Different models of legislation and accountability underpinning Ombudsman offices are also emerging which can reflect particular constitutional arrangements and cultures and the IOI for its part wishes to reflect this diversity in its membership. The second objective of the IOI is to enhance the Ombudsman role and secure the core values of independence,

objectivity and fairness which underpin each Ombudsman institution and importantly inform its work.

The IOI also wishes to ensure that its membership includes all those institutions which fully meet the core criteria and those institutions which, while committed to the IOI's aims and objectives, do not yet meet all of the core criteria, but which aspire to do so.

The IOI fully recognises the importance of developing criteria for membership that support the establishment of new Ombudsman institutions where they do not already exist. Equally, it is committed to encouraging those institutions which do not yet meet the core criteria, but who see these criteria as a vehicle for their transition towards the full achievement of the core principles.

These By-laws therefore affirm the IOI's core purpose and elaborate a set of principles which reflect best practice and the ideals embodied in the ICC's Paris Principles, and United Nations Resolutions on the Role of the Ombudsman.

DEFINITION OF TERMS

Accountability and Public Reporting

Includes all or any of the following: the ability to make special reports to the Legislature, or other governing body, and the public at large; publish Annual or periodic reports; publish reports of investigations, promote the work of the Ombudsman and advocate for good governance practices.

Constitution

A set of fundamental principles or established precedents according to which a Country, State, Local or Regional organization is governed.

Independence

The ability of a member to perform its Ombudsman role without interference from the appointing body and who may be dismissed only with cause clearly defined in a statute, Terms of Reference and/ or Governance Rules established by a formal legal process.

IOI

The International Ombudsman Institute having its seat in Vienna and which acts on behalf of its members to further the purpose and principles of the Institute in support of the Ombudsman worldwide.

Jurisdiction

Oversight at a Country, State, Regional or Local level of a wide range of public agencies including those fully or partially privatized entities delivering public services; public/private partnerships or devolved outsourcing of services by a public agency.

Local

Local government at a regional or city level (regional or municipal council).

Member

Any institution, organization or individual which supports the purposes and principles expressed in Article 2.

Region

An administrative region within a country that has a unitary governance structure – i.e. not a federal structure.

State

A regional community recognized as a political entity within a federal government structure.

Voting Member

A member institution in good standing which supports the purpose and demonstrates substantial adherence to the principles in Article 2 of the By-laws.

Article 1

Name and Head Office

- (1) The name of the Association shall be "International Ombudsman Institute". Hereinafter referred to as the IOI.

The head office of the IOI shall be located at the office of the Austrian Ombudsman Board (*Volksanwaltschaft*), Vienna, Austria. It shall extend its operations within the entire federal territory of Austria and internationally in the territories of its members as well as territories falling under the competence of organizations seeking membership.

- (2) It may establish branch offices and branch associations within or outside Austria as the Board may deem expedient.

Article 2

Purpose and Principles

- (1) The purpose of the IOI, whose activities are of a non-profit making nature, is to contribute to

- respect for human rights and fundamental freedoms,
- adherence to the rule of law,
- effective democracy,
- administrative justice and procedural fairness in public organizations,
- improving public services,
- open and accountable government, and
- access to justice for all

by promoting the concept and institution of ombudsman and encouraging its development throughout the world.

- (2) In pursuing this purpose, the IOI and its members recognize the following principles as the expression of an International Ombudsman Standard and require observance of them by any ombudsman institution:

- a) it should be provided for by a Country, State, Regional or Local Constitution and/or an Act of a Legislature, or by international treaty,
- b) its role should be to protect any person or body of persons against maladministration, violation of rights, unfairness, abuse, corruption, or any injustice caused by a public authority, or official acting or appearing to act in a public capacity, or officials of a body providing devolved, partially or fully privatized public services or services outsourced from a government entity, and which could also function as an alternative dispute resolution mechanism,
- c) it should operate in a climate of confidentiality and impartiality to the extent its governing legislation mandates, but should otherwise encourage free and frank exchanges designed to promote open government,
- d) it should not receive any direction from any public authority which would compromise its independence and should perform its functions independently of any public authority over which jurisdiction is held,

- e) it should have the necessary powers and means to investigate complaints by any person or body of persons who considers that an act done or omitted, or any decision, advice or recommendation made by any public authority within its jurisdiction has resulted in the kind of action specified in paragraph 2 (b),
- f) it should have the power to make recommendations in order to remedy or prevent any of the conduct described in paragraph 2 (b) and, where appropriate, to propose administrative or legislative reforms for better governance,
- g) it should be held accountable by reporting publicly to a Legislature, or other elected body, and by the publication of an annual or other periodic report,
- h) its incumbent or incumbents should be elected or appointed by a Legislature or other elected body, or with its approval for a defined period of time in accordance with the relevant legislation or Constitution,
- i) its incumbent or incumbents should only be dismissed by a Legislature or other elected body or with its approval for cause as provided by the relevant legislation or Constitution, and
- j) it should have adequate funding to fulfill its functions.

Article 3

Means to achieve the purposes of the IOI

The IOI endeavors to achieve its objectives by:

- a) promoting regional participation in its activities;
- b) developing regions with a view to promoting its aims and encouraging activities worldwide;
- c) developing and operating programs facilitating an exchange of information and experiences between ombudsmen throughout the world and encouraging the professional development of members through co-operation;
- d) supporting the autonomy and independence of members and encouraging mutual understanding and assistance by and between members;
- e) developing and operating educational programs such as workshops, formal training courses and conferences for ombudsmen, their staff, and other interested persons;
- f) encouraging and supporting research and study into the institution of ombudsman;
- g) collecting, storing and disseminating information and research data about the institution of ombudsman;
- h) providing scholarships and other types of financial support to individuals throughout the world to encourage the development of the Ombudsman concept and to encourage study and research into the institution of Ombudsman;
- i) planning, arranging and supervising International Ombudsman Conferences; and

- j) entering into agreements with other international organizations which work in related or similar fields where this would not compromise the purposes or autonomy of the IOI.
- k) providing annual reports for review and evaluation of its performance.

Article 4

Languages

- (1) English, French and Spanish as well as any other language which the Board may deem to be appropriate to further the purposes of the organization and the interests of its members shall be the official languages generally used by the IOI.
- (2) In the daily operations of the organization, English may be used as working language. At meetings other than the ones referred to in Article 14, by agreement any one of the official languages may be used as the working language.
- (3) Each meeting shall begin with a resolution establishing the working language of the meeting.
- (4) Pursuant to the Austrian Act on Associations, these By-laws must be in the German language. Likewise, all applications to and communications with the relevant Austrian authorities under said Act shall be conducted in German.

Article 5

Revenue

The IOI may receive revenue from the following sources:

- a) membership fees,
- b) donations and collections as well as other endowments,
- c) state funding for infrastructure and staffing,
- d) proceeds from the sale of IOI publications,
- e) proceeds from the hosting of seminars, conferences and workshops and the sale of materials, and
- f) research grants

Article 6

Membership

- (1) Any institution, organization or individual which supports the purpose and principles expressed in Article 2 shall be eligible to be a member of the IOI.
- (2) Any public institution with international, national, regional or local jurisdiction shall be eligible to become a Voting member provided it:

- a) substantially demonstrates that it has achieved the purpose and principles enshrined in Article 2, in conformity with the Country, State, Regional or Local constitution or legislation.
 - b) receives and investigates complaints from individuals against the administrative practices of public authorities or public undertakings, and
 - c) is functionally independent of any public authority over which jurisdiction is held.
- (3) The Secretary General will, as outlined in Article 21.4 (n), review with each Voting member what progress has been made in fulfilling the requirements of the International Ombudsman Standard as expressed in Article 2.
 - (4) Honorary Life Membership may be granted by the Board to an individual who has made an exceptional contribution in respect of the purposes of the IOI or who has rendered outstanding services to the organization as long as he/she maintains common or compatible interests with the IOI regarding the purpose and principles set out in Article 2.
 - (5) A library or scientific establishment interested in the publications of the IOI and the publications of its members shall be eligible to become a Library member.
 - (6) Existing members of the IOI who are in good standing at the date of these By-laws shall have their voting rights preserved.

Article 7

Procedures governing applications for membership

- (1) Applications for membership of any kind, or for a member to become a Voting member, shall be lodged, in the form prescribed by the Executive Committee, with the Secretary General.
- (2) The Secretary General shall consult the Regional President of the area from which the application originates. The Secretary General shall then refer the application to the Executive Committee with his/her recommendation. The Executive Committee shall refer the matter to the Board together with its advice on whether or not the application should be approved. If the Executive Committee recommends that the Board should not approve the application, the applicant shall be given the opportunity to comment in writing to the Board.
- (3) The applicant may, if not satisfied with the decision of the Board, lodge an appeal to the Voting members and may comment in writing on the decision of the Board. The Voting members, at their next General Assembly, shall make the final decision on the application.
- (4) When the Executive Committee, the Board or the Voting members are making a decision on a membership application or about the category of membership to be granted, they shall, when in doubt about the eligibility of the applicant for membership or for the category of membership requested, apply Articles 2 and 6 in a fair, wide, inclusive and liberal manner in order to favor membership or category of membership according to the applicant's request.

Article 8
Fundamental rights and duties of members

- (1) Any member shall have the right to participate in the activities sponsored by the IOI.
- (2) Only a Voting member in good standing shall have the right to vote and be elected at any meeting of the IOI.
- (3) A Library member cannot attend an international or regional conference or meeting, unless it is invited by the relevant host.
- (4) Only a Voting member of the relevant Region of the IOI shall have the right to vote and be elected at any regional meeting sponsored by the IOI or by the relevant Region of the IOI.
- (5) Where a Voting member is composed of several incumbents, all incumbents may participate in international or regional activities but there shall be only one vote per institution.
- (6) The host of a conference or meeting, either at the international or regional level, will determine any fees associated with the attendance of a member institution; the fees may vary according to category of membership and must be previously approved by the Board or, otherwise, by the Region of the IOI.
- (7) Every member shall be entitled to access the publications of the IOI.
- (8) Every member shall comply with the By-laws and with generally accepted professional ethics governing the institution of ombudsman and shall be impartial; he/she/it shall also discharge any activity arising from membership without incurring unreasonable fees or administrative charges.

Article 9
Membership fees

- (1) The members shall pay such annual fees as may be determined from time to time by the General Assembly following a recommendation made by the Board or set by the Board for a category of members in accordance with Article 12.2 (f).
- (2) Subject to Article 13.8, the members shall pay the annual fees within a reasonable time as determined by the Executive Committee.
- (3) Any Voting member who failed to pay the membership fees of the previous membership year shall be considered as a member not in good standing and shall be ineligible to vote and be elected at a meeting.
- (4) The Board shall have the right at any time to cancel any member's membership for persistent or prolonged non-payment of fees for which the member is liable.
- (5) In accordance with Article 12.2 (j) (I), the Board may make appropriate arrangements to ensure the effective application of this Article.

Article 10
Loss of membership

- (1) Membership of the IOI shall cease:
 - a) if a member concerned withdraws its membership by a written or electronic notification to the Secretary General;
 - b) on the cancellation of a membership by the Board for non-payment of fees in conformity with Article 9.4;
 - c) if a member does not maintain the requirements of its particular membership category; or
 - d) if a member does not comply with Article 8.8 or, directly or indirectly, precludes another member from exercising its rights under Article 8.
- (2) Except for withdrawal from membership under paragraph 1 (a), the loss of membership must be for cause.
- (3) Following a report by the Secretary General, the Executive Committee shall submit the case for revocation of membership by memorandum to the Board and deliver a copy of the memorandum to the member involved. The member involved may comment in writing on the memorandum to the Board. After consideration of all the issues raised, the Board shall make a decision on the revocation of membership.
- (4) With the exception of termination of membership pursuant to paragraph 1 (a), the member in question shall be entitled to have recourse to an Arbitral Tribunal, established according to Article 26, if that member does not accept the Board's decision.

Article 11
Board of Directors (the Board)

- (1) The property and business of the IOI shall be controlled on behalf of the membership by a Board of Directors. The Board shall consist of:
 - a) A President, a First Vice-President, a Second Vice-President and a Treasurer elected by the Board from among its members (the elected Officers of the IOI). The Board should ensure, as far as is practicable, and having regard to the capacity and capability of those nominated, that there is regional balance within the Executive Committee.
 - b) An ex officio Secretary General who shall be an ombudsman nominated by the Austrian Ombudsman Board after consultation with the Executive Committee and agreement by the Board.
 - c) An additional number of Directors elected from each region. The number of Directors from each region, elected Officers of the IOI included, shall be:
 - a maximum of three Directors where there are less than 30 Voting members;
 - a maximum of four Directors where there are 30 or more Voting members.

- d) One member from the ombudsman office hosting the next International Ombudsman Conference.
- e) In appointing the persons specified in paragraph (a) to (c) due consideration should be given to achieving gender balance.

The following Regions of the IOI shall be recognized:

- Africa;
 - Asia;
 - Australasia and Pacific (APOR);
 - Caribbean and Latin America;
 - Europe;
 - North America; and
 - such other regions as may be determined from time to time by the Board.
- (2) The term of a Director elected under paragraph 1 (c) shall not exceed four years but a Director may be reappointed or re-elected in accordance with the rules adopted by the region electing the particular Director. The term coincides with the period between General Assemblies, but if the General Assembly is delayed or postponed, the incumbent would continue to serve in the post until the General Assembly is convened.
 - (3) Any vacancy in the number of Directors representing a region shall be filled by that region without delay in accordance with the rules adopted by the region.
 - (4) An individual appointed under paragraph 1 (d) must file consent with the Secretary General.
 - (5) Individuals elected under paragraph 1 (c) must be Voting members in good standing. Where a Voting member is composed of several incumbents only one of the incumbents may be elected.
 - (6) A Director elected pursuant to paragraph 1 (c) may be removed for cause by a vote of the Voting members of the region.
 - (7) Directors shall not receive any remuneration for their services but, by resolution of the Board, vouched expenses arising as a result of their attendance at annual or special meetings of the Board may be wholly or partially recouped.
 - (8) If the President, the First or Second Vice-President, the Treasurer or any Regional President is unable to carry out any of his/her functions because the budget for his/her office is insufficient to provide for the expenses of travel, accommodation, meals or any other administrative expenses relating to the fulfillment of their duties as officers of the IOI, the Board may authorize a reasonable allowance for such part of any expense arising as the Board shall deem appropriate.
 - (9) A Director whose term expires during the course of an annual or special meeting shall remain in office until the adjournment of the meeting.

Article 12
Powers and functions of the Board

(1) The Board may exercise all the powers of the IOI as are not by the Austrian Act on Associations or by these By-laws required to be exercised by the General Assembly.

(2) The Board shall have the following powers:

- a) To authorize expenditure on behalf of the IOI from time to time.
- b) To authorize the Secretary General to incur expenditure on behalf of the IOI from time to time and to employ and pay salaries to employees.
- c) To make expenditures for the purpose of furthering the purposes of the organization.
- d) To enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of the IOI.
- e) To bring forward proposals for amendments to the By-laws and to seek ratification by a majority of Voting members for any proposed amendments to or repeal of any of the By-laws (at a General Assembly or, subject to Articles 17 and 28.2, by a postal, telephone, facsimile or e-mail vote).
- f) To bring forward proposals for and to seek ratification by a majority of Voting Members at the General Assembly for any variation in the fees recommended for members in the following financial year. However, the Board may, in the period between General Assemblies, set a fee for a particular category of members in circumstances which would warrant a differentiation in fees.
- g) To authorize membership of the appropriate category including the right to vote in the case of a Voting member even though the applicant has not paid the membership fee; provided the applicant has been granted a partial or total fee exemption by the Executive Committee in accordance with Article 13.8.
- h) To fix the time and place for a General Assembly.
- i) To exercise overall supervision of the Executive Committee and of the officers of the organization having regard to the specific powers reserved to the Board in Articles 13, 19 and 21 respectively.
- j) To exercise overall supervision of the Regions of the IOI and Regional Directors with a view to strengthening their authority and effectiveness.
- k) To appoint an Executive Director, to be nominated by the Secretary-General should the circumstances warrant such an appointment, and who will report to the Secretary General.
- l) To make appropriate arrangements to ensure the effective application of the By-laws and to develop rules and policies to that end.

- m) To conclude cooperation agreements with similar organizations referred to in Article 3 (j).
- (3) The Board may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:
- a) the Board 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 a quorum and recording votes;
 - b) each Director has equal access to the specific means of communication to be used;
 - c) a majority of Directors has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- (4) The Board shall take such steps as it considers necessary to enable the IOI to receive donations and benefits with the object of furthering its purposes.
- (5) The Board may from time to time:
- a) borrow money upon the credit of the IOI in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
 - b) issue debentures or other securities of the IOI;
 - c) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - d) mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property (real and personal, immovable and movable), undertakings and rights of the IOI, present or future, to secure any debentures or other securities of the IOI, or any money borrowed or to be borrowed, or any obligation or liability of the IOI, present or future;
 - e) delegate to such officer(s) or Director(s) of the IOI as the Board may designate all or any of the foregoing powers to such an extent and in such a manner as the Board may from time to time determine.

Article 13

The Executive Committee

- (1) The Executive Committee shall consist of the President, the First and Second Vice-President, the Secretary General and the Treasurer. The President, the Vice-Presidents, the Secretary General or the Treasurer shall represent the IOI.
- (2) The Executive Committee together with the Secretariat manages the day to day operations of the IOI and shall regulate its procedures as appropriate.

- (3) The Executive Committee shall have full authority to exercise all the powers of the Board while the Board is not in session, except the power:
- a) to amend, adopt or repeal the By-laws of the IOI;
 - b) to fill vacancies in the membership of the Executive Committee;
 - c) to amend or repeal any resolution of the Board;
 - d) to amend or repeal any restriction which may be imposed upon the Executive Committee from time to time by the Board by resolution.
- (4) The Executive Committee may, however, only exercise the powers of the Board set out in Article 12.2 (a-b) and Article 12.5 (a-d) if the amount does not exceed € 10,000. All the actions of the Executive Committee shall be reported to the Board quarterly.
- (5) Vacancies in the membership of the Executive Committee shall be filled by the Board as described in Article 19.11.
- (6) Any member of the Executive Committee may be removed or replaced at any time by the Board and, with the exception of the Secretary General, shall immediately cease to be a member of the Executive Committee upon ceasing to be a Director.
- (7) The Executive Committee, at the request of a member located in a particular region, shall allocate that member to a different region when the allocation is justified by political, cultural, linguistic, or particular geographical considerations. Such allocation shall be subject to the approval of the region to which the member wishes to be allocated. The member concerned shall transmit a copy of its request to the regional Directors of its present region and the Executive Committee shall consider the views of that region's Directors.
- (8) If the Executive Committee is satisfied that insurmountable financial difficulties prevent a new or existing member from paying all or part of its annual membership fees, it may, for a period of one year, grant the member an interim exemption, total or partial, of those fees. This exemption may be extended by the Executive Committee upon renewed proof of continuing financial hardship subject to any general guidelines or policies laid down by the Board.

Article 14
Meetings of Voting members (the General Assembly),
the Board and the Executive Committee

- (1) A regular meeting of the Voting members (the General Assembly) shall be held in conjunction with each International Ombudsman Conference, at least every four years.
- (2) A special General Assembly may be called at any time by the Board or the Auditors on their own motion or pursuant to the written request of at least ten per cent (10%) of the Voting members.
- (3) The quorum for General Assemblies shall be a majority of the total number of Voting members.

- (4) Only incumbents of Voting members in good standing are entitled to vote. In case that the incumbent of the Voting member is not present, he/she is obliged to communicate to the General Secretariat at least two weeks in advance which staff member will exercise the voting right for him/her.
- (5) Immediately after each General Assembly and after the regional Directors have been identified, the new Board shall meet for the purpose of organization and the transaction of business.
- (6) The Board shall also meet each year between the regular General Assemblies at a place within or outside Austria as designated by the Board. In relation to meetings held outside Austria, the written consent of the Board members is required to be filed with the Secretary General. Special meetings of the Board shall be called by the Secretary General at the written request of the President, one of the Vice-Presidents or at least twenty-five percent (25%) of the Directors. The quorum for meetings of the Board shall be a majority of the total number of Directors.
- (7) The Executive Committee shall meet at stated times by arrangement between the members following consultation between the President or the Vice-Presidents and the Secretary General. These meetings may take place within or outside Austria. For meetings to be held outside Austria, the written consent of the Executive Committee must be filed with the Secretary General. The Executive Committee shall have its own rules or procedures. A valid meeting of the Executive Committee shall require the attendance of at least the President or one of the Vice-Presidents, the Treasurer and the Secretary General.
- (8) At every General Assembly or meeting of the Board, the President shall preside. In his/her absence the First Vice-President presides or, in his/her absence, the Second Vice-President. In the absence of the President and the Vice-Presidents, a Chairman chosen by a majority of the Voting members present or of the Directors of the Board present presides. In the absence of the Secretary General, a person appointed by the Chairman shall act as Secretary General.

Article 15

Advance notices of meetings

- (1) Each Voting member shall receive in advance a written notice of the holding of a General Assembly not less than 30 days before the date of such meeting.
- (2) Each member of the Board shall receive in advance a written notice of the holding of an annual or special meeting of the Board not less than 30 days before the date of such meeting, (other than a meeting referred to in Article 15.4).
- (3) Notices shall be sent through the mail, by telegram, telex, facsimile or e-mail, to each member at his/her latest address recorded on the books of the IOI. The notice of meeting shall specify the place, day and time of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.
- (4) Where a special General Assembly or meeting of the Board is called to address an urgent matter, advance notices of at least 14 days shall suffice.

- (5) Unless otherwise provided by law, whenever any notice is required to be given under the Austrian Act on Associations or these By-laws, a waiver thereof in writing, signed by the member or members entitled to such notices, whether before or after the time stated therein shall satisfy the notice requirement.
- (6) Attendance of a member in person at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Article 16

Decision making at meetings

- (1) Unless otherwise provided for in these By-laws, or the Austrian Act on Associations, any recommendation or decision of the Voting members, at a regular or special General Assembly, or of the Board, or of the Executive Committee or of a Standing Committee, shall be made by way of resolution passed by a majority of those present, entitled to vote and voting at such meeting, subject to any requirements in relation to quorums. "Those present" shall include those participating in the meeting as a result of paragraph 2 following.
- (2) Any Directors of the Board or members of the Executive Committee or of a Standing Committee may participate in a meeting of the Board or the respective Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. For such communication to take place, all members of the Board or the respective Committee must consent generally or in respect of a particular meeting.
- (3) The members of the IOI may meet by other electronic means that permit each member to communicate adequately with each other, provided that:
 - a) the Board 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 a quorum and recording votes;
 - b) each member has equal access to the specific means of communication to be used;
 - c) a majority of members has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Article 17

Decision making without meetings

- (1) Subject to Article 28, unless the Austrian Act on Associations requires a meeting to approve a specific type of matter, nothing contained in the By-laws shall prevent the Voting members, or the Executive Committee or the Board or any Standing Committee from passing resolutions without the need for a meeting provided:
 - a) Two thirds of the Voting members, or the members of the Executive Committee or the members of the Board or any Standing Committee as appropriate confirm to the Secretary General in writing their consent to a decision being made by way of resolution without a meeting.

- b) The draft resolution is sent in writing to each member and a period of at least 30 days is given for a response in relation to normal business. If the Secretary General confirms that the matter is urgent, a period of at least 14 days shall apply, or if he/she confirms that an emergency exists, a period of 4 consecutive days;
 - c) A majority of the Voting members, or the members of the Board or the members of the Executive Committee or a Standing Committee confirm in writing their support for the resolution.
- (2) The communications in writing arising under paragraph 1 may be sent through the mail, by telegram, telex, facsimile or e-mail.

Article 18

Other committees

- (1) The Board may, at any time, establish such other standing committees and/or special committees, elected by the Board or appointed by the President, to perform such duties and make such investigations and reports as the Board shall by resolution determine. At least one of the committee members shall be a member of the Board. Such committees shall report to the Board. Such committees shall determine their own procedures.
- (2) The President may establish a Committee to assist the Secretary General in the determination of funding sources.

Article 19

Officers of the IOI

- (1) The officers of the IOI shall be the President, the First Vice-President, the Second Vice-President, the Secretary General, and the Treasurer and may include such other officers as the Board may from time to time by resolution determine. The officers shall be natural persons of full age.
- (2) The officers of the IOI, except the Secretary General, shall be elected by the Board from amongst its Members. The Board may regulate the election process as it sees fit. The term of an officer shall be for 4 years, but at least until the next General Assembly, and shall commence at the close of the meeting at which elected and cease at the close of the meeting at which a successor is elected. An officer may be re-appointed for a further 4 year term but should not serve for more than 2 terms.
- (3) The Secretary General shall, in a communication to the Board, call for nominations for officers of the IOI, except for the position of Secretary General. Such nominations shall be received by the Secretary General.
- (4) The Secretary General shall inform the Board of the nominations received, confirm that nominees meet the requirements for each position and forward any material that each nominee wishes to supply in support of their candidacy. Candidates may address the Board to amplify any element of their submission. The Board will then vote for each position beginning with that of the President. The Secretary General will formally take the Chair for this process and the Secretariat will scrutinize and tally the votes for each candidate and report to the Board the preferred candidate for each position.

- (5) The Board may remove any officer, employee, or agent elected or appointed by the Board at any time whenever in its judgment the best interest of the IOI will be served thereby, but such removal should be without prejudice to the contract rights, if any, of the person so removed.
- (6) The Board shall have the power to fill any vacancy, except for the office of Secretary General, in any office occurring for whatever reason.
- (7) The Board may also appoint employees and agents by resolution upon the recommendation of the Secretary General.
- (8) The remuneration of all officers, employees and agents shall be fixed by the Board by resolution. No officer shall be precluded from receiving such remuneration by reason of the fact that he/she is also a Director of the IOI.
- (9) The officers of the IOI, except the Secretary General, shall hold office until their successors are elected or appointed in their stead. Officers may be reelected for further terms.
- (10) An officer may resign at any time by giving written notice to the Board, or to the President, or to the Secretary General. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.
- (11) Any vacancy in an office, except for the office of the Secretary General, arising between General Assemblies, shall be filled by the Board. If, however, the President vacates office, he or she shall be replaced by the First Vice-President. If the First Vice-President vacates office, he or she shall be replaced by the Second Vice-President. If the Second Vice-President vacates office, the Board shall elect one of its members to fill this vacancy until the next General Assembly.
- (12) No officer, agent or employee of the IOI shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except the Secretary General and then only within the scope and to the extent of the general or limited authority delegated by resolution of the Board to him/her.
- (13) The Board may require all or some officers as it shall deem necessary to be bonded for such amount as it may consider appropriate.
- (14) The Board may invite the outgoing President to remain as consultant to the Board for a period not exceeding one year.

Article 20

General Secretariat, Secretary General

- (1) The Secretary General shall manage the General Secretariat of the IOI. The Secretary General is appointed by the members of the Austrian Ombudsman Board (*Volksanwaltschaft*) from amongst its members. In the event that the Secretary General's term as a member of the Austrian Ombudsman Board comes to an end and there is a gap before a replacement Ombudsman is appointed, the IOI accepts that the current IOI Secretary General can be maintained in post until another appointment is recommended by the AOB for the role of Secretary General.

- (2) In the exercise of his/her statutory functions, the Secretary General is accountable to the Board of the IOI. He/she may be removed by the Board at any time.
- (3) The Austrian Ombudsman Board (*Volksanwaltschaft*) shall administer the General Secretariat and cover the personnel and operating costs, including the costs related to the IOI website, as long as a member of the Austrian Ombudsman Board acts as Secretary General.

Article 21

Duties of officers

- (1) The President shall preside at all General Assemblies. At elections of all non de jure members of the Executive Committee, the Secretary General shall preside. The President shall also preside at all meetings of the Board and the Executive Committee. He/she shall be charged with general supervision of the affairs and operations of the IOI.
- (2) The First Vice-President, in the absence or disability of the President, and the Second Vice-President, in the absence or disability of the President and the First Vice-President shall perform the duties and exercise the powers of the President and shall perform such duties as shall from time to time be imposed upon him/her by the Board.
- (3) The Treasurer shall have responsibility for the management and disposition of the corporate funds and securities in conjunction with the Secretary General and as directed by the Board. He/she shall also have other duties as may be imposed by the Board upon him/her from time to time.
- (4) The Secretary General shall perform all duties relating to the office of Secretary General and any other such duties as may be imposed on him/her by the Board or the President in accordance with the principles and purposes of the IOI. The Secretary General shall:
 - a) propose special projects to the Executive Committee for approval by the Board;
 - b) be responsible for the publications of the IOI;
 - c) maintain an updated list of funding sources for the financing of projects;
 - d) be responsible for the recruitment of members;
 - e) ensure that these By-laws are complied with by the regions of the IOI and the regional officers,
 - f) on the resolution of the Board prepare and submit proposals for changes in the By-laws to the Executive Committee and the Board for approval by them and submission to the Voting members for decision in accordance with Article 28;
 - g) recommend and provide where practicable and necessary administrative support to members involved in developing or promoting their offices (including conferences, workshops etc.) and provide advice and consulting services generally on matters relevant to the IOI;
 - h) identify possible funding sources for specific projects and negotiate and conclude agreements for the funding of the projects;

- i) ensure effective communication between the IOI and its members as well as with national and international organizations;
- j) develop and maintain relations with individuals and organizations dedicated to the promotion or protection of human and citizens' rights;
- k) take the necessary measures to ensure the presence of the IOI worldwide and in particular, in conjunction with organizations involved in the defense and promotion of human rights, strive to promote the purposes and principles set out in Article 2;
- l) ensure that all the votes of the Voting members and of the Board and the minutes of the meetings of the Voting members, the Board and the Executive Committee are recorded in a book or books to be kept for that purpose; ensure that advance notices of meetings of the Board, the Executive Committee and Voting members are given and that all records and reports are properly kept and filed by the IOI as required by law;
- m) submit to the Board and the Executive Committee an annual report on the activities of the Secretary General and submit a report to the General Assembly;
- n) submit a special report to the General Assembly evaluating what progress has been made among the Voting members in fulfilling the requirements of the International Ombudsman Standard as expressed in Article 2;
- o) keep full and accurate accounts of receipts and disbursements in books belonging to the IOI. He/she shall furthermore deposit all moneys and other valuable effects in the name and to the credit of the IOI and in such depositories as may be designated by the Board from time to time. He/she shall disburse the funds of the IOI as may be ordered by the Board, taking proper vouchers for such disbursements, and shall regularly render to the Treasurer and to the President and Directors at their regular meetings, or whenever they require it, an account of all the transactions carried out as Secretary General and of the financial position of the IOI;
- p) sit in an official capacity on:
 - the Board
 - the Executive Committee
 - such other Committee established by the Board from time to time in accordance with Article 18 as the Board considers appropriate; and
- q) be a de jure member of the Board, if not a Voting member in his/her own right, and the Executive Committee and take part in meetings of Voting members but without being entitled to vote.

(5) All other officers elected by the Board shall have such authority and perform such duties as may from time to time be assigned to them by the Board.

(6) If the President, the First Vice-President and the Second Vice-President are unable to perform the duties of their offices, the Board shall appoint any member of the Board to exercise the duties of the President for such period as shall be determined by a resolution of the Board.

Article 22
Regions of the IOI and regional Officers

- (1) Each region of the IOI shall serve for the following purposes:
 - to promote regional participation in the activities of the IOI;
 - to decentralize the activities of the IOI;
 - to elect the Directors of the Board.
- (2) A region of the IOI shall comprise all members irrespective of category located in or allocated to that region, other than a member allocated to another region in accordance with Article 13.7.
- (3) Each region of the IOI shall:
 - a) adopt a set of rules to guide its operations (the Regional By-laws);
 - b) elect an officer called Regional President, chosen from among the Directors of the Board for that Region (the Regional Directors).
- (4) The Regional President shall advise the Secretary General of the region's rules and shall keep him/her advised of any amendments made to them from time to time. The regional rules shall not be inconsistent with the By-laws and should automatically enter into force immediately after the General Secretariat has taken notice of the amended regional rules.
- (5) If a Regional President is elected by the Board as President, First or Second Vice-President or Treasurer of the IOI according to Article 19.11, he/she shall resign from the office of Regional President and the Voting members of the region shall elect a new Regional President.
- (6) A Regional President shall be, in respect of that region, the deputy of the President of the IOI, and shall have, within such region, the following duties:
 - a) to represent the IOI and promote its purposes;
 - b) to coordinate the activities of the IOI;
 - c) to coordinate fund-raising, financing and other activities to raise resources for the Region;
 - d) to carry out the duties of the President of the IOI to the extent delegated by the President with the approval of the Board; and
 - e) to submit to the Board an annual report on the activities of the Region.
- (7) Each Regional President shall, in collaboration with the regional Directors and the region's Voting members, and within a reasonable time, set up a procedure whereby the regional Directors shall be elected democratically. If agreement cannot be reached within a region on a procedure, the Secretary General shall act as mediator, shall facilitate the reaching of agreement and shall support the region, if necessary, during the regional election process.

- (8) The Executive Committee of the IOI shall in the interests of cost effectiveness provide operational support to the regions of the IOI and their members who so request and shall keep the activities of the regions under review.
- (9) Regional members of the IOI may meet by electronic means that permit each member to communicate adequately with each other, provided that:
- a) Members have provision in their Regional By-laws addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
 - b) each member has equal access to the specific means of communication to be used;
 - c) A majority of members has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Article 23

Authentication of documents and other instruments

- (1) All cheques, drafts and orders for payment of money shall be signed in the name of the IOI and shall be countersigned by such officers or agents as the Board shall from time to time designate for that purpose.
- (2) All contracts, documents and instruments in writing shall be signed in the name of the IOI and shall be countersigned by such officers or agents as the Board shall from time to time designate for that purpose.

Article 24

Accounts, Financial Year

- (1) The Board of Directors shall keep proper records which reflect:
- a) the detailed income and expenditure of the IOI;
 - b) the assets held by the IOI;
 - c) liabilities of the IOI; and
 - d) the payment of fees by members.
- (2) The accounts of the IOI shall be audited each year by two independent auditors who shall be appointed in accordance with Article 25.
- (3) The financial year shall begin on 1st July and terminate on 30th June.
- (4) Unless the Austrian Act on Associations and the By-laws provide otherwise, the Secretary General and the Treasurer shall prepare the income and expenditure account and a statement of the assets of the IOI and submit them to the Board for approval within five months after the end of the financial year.

Article 25

Auditors

- (1) At each regular General Assembly, the Voting members shall, on the proposal of the Board, appoint two auditors to audit the accounts of the IOI. The auditors appointed will hold office until the next regular General Assembly and may be reappointed. If auditors have to be appointed before the next General Assembly, they shall be appointed by the Board. The remuneration of the auditors shall be fixed by the Board.
- (2) The Board shall provide the Voting members with relevant information about the auditors whom they propose for appointment.

Article 26

Dispute Resolution

- (1) All disputes arising from the relationship pertaining to the IOI shall be settled by an Arbitral Tribunal of the IOI. It is a "conciliation body" for the purposes of the Austrian Act on Associations of 2002 and not an arbitration tribunal within the meaning of Sects. 577 et seq. Austrian Code of Civil Procedure (ZPO).
- (2) The Arbitral Tribunal shall consist of three Voting members. One party to the dispute shall name a member as arbitrator to the Board in writing. Upon the Board's request to be issued within seven days, the other party to the dispute shall name a member of the Arbitral Tribunal within 14 days. After communication by the Board within seven days, the named arbitrators shall elect a third voting member as Chairperson of the Arbitral Tribunal within another 14 days. In the event of a tie, the Chairperson shall be elected by lot. The members of the Arbitral Tribunal shall not be members of any body – except for the General Assembly – the operations of which are the subject-matter of the dispute.
- (3) The Arbitral Tribunal shall render its decision, after having granted both parties the right to be heard, in the presence of all its members by a simple majority vote. It shall pass its decision to the best of its knowledge and conscientiously. Its decisions shall be binding on the IOI and parties.

Article 27

Indemnification of Directors, Officers, Employees or Trustees

- (1) Each person who was or is a party, and each person who is threatened to be or is made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is, or was, a Director, officer, employee or Voting member of the IOI or is, or was, serving at the request of the IOI as a Director, officer, employee or Voting member of another Corporation, may be indemnified by the IOI to the full extent permitted by the laws of Austria in effect at the time of such indemnification.
- (2) The foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of each such person; shall not be exclusive of any other rights of indemnification to which any Director, officer, employee, Voting member or other person may be entitled in any capacity as a matter of law or under any By-law, agreement, vote of Voting members or Directors, or otherwise; and shall continue to apply to each such person who has ceased to be a Director, officer, employee or Voting member.

Article 28
Enactment, repeal or amendment of By-laws

- (1) Subject to the provisions of paragraphs 2 and 4, the By-laws of the IOI (including the Preamble and the Definition of Terms) shall be enacted and may be amended or repealed only by a majority of the Voting members present at a General Assembly duly and properly convened for that purpose by notice to the Voting members.
- (2) Should the Board consider that any amendment or repeal to the By-laws or an article thereof (including the Preamble and the Definition of Terms) is required as a matter of urgency, the procedure in Article 16 of the By-laws may be used for such purpose provided at least 30 days' notice of the proposed amendment or repeal is forwarded to each Voting member. Any decision taken by the Board pursuant to this paragraph must be submitted to the next meeting of the Voting members for confirmation but until so submitted may be acted upon as if so confirmed.
- (3) The enactment, repeal or amendment of any article of the By-laws (including the Preamble and the Definition of Terms) arising as a result of the procedures set out in this article shall not be enforced or acted upon until the approval as required by the Austrian Act on Associations has been obtained from the competent authorities.
- (4) The Board may make amendments to the By-laws (including the Preamble and the Definition of Terms) which it deems to be purely administrative in nature.

Article 29
Dissolution

- (1) The voluntary dissolution of the IOI can only be decided at a General Assembly and only by a two-thirds majority of the Voting Members present, entitled to vote and voting at such meeting, subject to the requirements in relation to quorums.
- (2) Provided the IOI holds assets, this meeting of the Voting members shall also decide on its liquidation. In particular, it shall appoint a liquidator and decide on whom any remaining assets shall be transferred to by the liquidator after liabilities have been paid. These assets shall, to the extent possible and permitted, inure to an organization which pursues the same or similar purposes as the IOI, or otherwise be used for social welfare purposes.