



ICLEI
Local Governments for Sustainability
Founded 1990 as the
International Council for Local Environmental Initiatives

By-Laws

**Revised and approved unanimously by the
Global Executive Committee on
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By-Laws

The Global Executive Committee adopts By-Laws which provide complementary provisions to the Articles of the Charter, specifying policies and procedures.

By-Laws § 0 – Introduction

§ 0.1 - The Charter of ICLEI – Local Governments for Sustainability shall be the constitution of the Association. These By-Laws specify policies and procedures for operationalizing the provisions of the Charter.

§ 0.2 - Numbers of paragraphs of these By-Laws refer to the numbers of Articles of the Charter.

§ 0.3 - Amendment or revision of the By-Laws shall require approval by two-thirds of the Global Executive Committee.

§ 0.4 - Members of the Global Executive Committee shall be notified of proposals for any amendment or revision of the By-Laws at least three months before the date of decision-making on the proposal.

Article 1. Name, Seat and Purposes

By-Laws 1.1 - Name and Seat

§ 1.1.a - The name and the acronym of the Association, “ICLEI”, shall be owned by the legal entity through which the ICLEI world association or its World Secretariat are incorporated.

§ 1.1.b - The Association’s logo shall be the following:



§ 1.1.c - The name, acronym and logo of the Association shall as far as possible and appropriate be registered as a trademark in countries in which ICLEI operates.

§ 1.1.d - The Association shall be non for profit.

§ 1.1.e - The Association shall do business through legal entities incorporated in those countries where ICLEI offices operate.

§ 1.1.f - The Management Committee may adopt and alter a seal of the Association.

By-Laws 2.2 – Eligibility for Membership

§ 2.2.a - Members shall have unlimited membership rights granted by the Charter. They shall participate in the governance of the Association. These rights shall be suspended if the Member is more than one year in arrears with its membership dues.

§ 2.2.b - The following are generally eligible for admission as Members:

- local governments, local authorities and municipalities, as defined in the particular country;
- national associations of local governments;
- other associations of local governments;
- institutes owned by local governments
- other sub-national government bodies admitted by the Global Executive Committee

§ 2.2.c - To facilitate opportunities of peer-to-peer activities and cooperation among Members of the Association, each Member will be invited, where appropriate, to a certain Community category. Such Community categories will be established by the Council of the Association on the basis of a proposal from the Secretary General.

By-Laws 2.3 - Obtaining Membership

§ 2.3.a - ICLEI offices shall provide membership application forms. The Secretary General shall name agents (usually ICLEI offices) that are authorized to receive and process membership applications.

§ 2.3.b - An applicant shall be eligible for membership if the criteria for Membership according to Articles 2.2, and 2.3 of the Charter are fulfilled.

§ 2.3.c - The Secretary General or designate shall review membership applications and determine if the applicant meets the membership eligibility doubtlessly. The Secretary General or designate shall confirm and admit members to the Global Association. In the case of doubt, the Global Executive Committee shall take the final decision on eligibility.

By-Laws 2.4 - Termination of Membership

§ 2.4.a - Notifications of termination shall be sent to the Secretary General or agents, as defined in §2.3.a in writing.

§ 2.4.b - The Global Executive Committee shall review the list of Members annually, and may terminate or suspend Members at that time. Members are liable to termination or suspension:

- if they do not conform to the objectives of the Association as set forth in the Charter and By-Laws;
- if, without the consent of the Global Executive Committee, they have not paid their membership fee for a period of two years from the date of arrears;
- if they no longer fulfill other conditions of membership.

No decision on terminations, suspensions or re-admission shall be effective unless passed by a majority of the Global Executive Committee members then in office.

§ 2.4.c - No refunds of membership fees shall be granted as a result of termination.

§ 2.4.d - Should a Member that has formally resigned or terminated or suspended by the Global Executive Committee for non-payment of dues, wish to rejoin the Association, the Member may again be re-admitted upon receipt of full payment of annual membership fees.

By-Laws 2.5 – Obligations of Members

§ 2.5.a - Formulas for determining membership fees shall reflect the differing financial resources of Members of different sizes, geographical locations and national economies and shall be established by Regional Offices upon approval by the Global Executive Committee.

§ 2.5.b - Agents of the Global Association as defined in §2.3.a shall administer the membership dues fee for the Association and shall remit a proportion of the Basic Fee to the World Secretariat.

§ 2.5.c - The Secretary General shall maintain and publish an updated schedule of the Basic Fee structure (Annex 2).

§ 2.5.d - A membership year (12-month period) for which an annual dues fee is paid starts with the first month following the receipt of the membership application and payment.

§ 2.5.e - Members of the Association shall have no claim and no right in respect to the Association's property or to the property of any of its nationally incorporated entities.

§ 2.5.f - Members of the Association shall not be held liable in financial and/or legal transactions of the Association or those of its nationally incorporated entities.

§ 2.5.g - Members of the Association shall provide updated details of contacts from their membership application.

Article 3. Council

By-Laws 3.3 - Meetings of the Council

§ 3.3.a - Regular meetings of the Council shall be held every three years. The constituting meeting of the Council usually coincides with the first regular meeting. The Global Executive Committee determines place and time at least six months prior to the commencement of the Council Meeting.

§ 3.3.b - Extraordinary meetings of the Council may be held at the request of the President or, in his/her absence the First Vice President, a majority of the Global Executive Committee members then in office or upon petition from at least one third of the Members whose rights have not been suspended according to § 2.4., at a location to be determined by the Global Executive Committee.

§ 3.3.c - Meetings of the Council, both regular and extraordinary, may be held the following ways:

- by in-person meeting preferably in conjunction with ICLEI's World Congress;
- by online video or voice conference with voting facility;
- in writing via written consent delivered by mail, electronic mail, or telefax, as appropriate, according to §3.4.2.e.

§ 3.3.d - Meetings of the Council shall only be valid if reasonable and sufficient notice has been given. It shall be reasonable and sufficient notice to send notice by mail, electronic mail or telefax, as appropriate, addressed to the Council Member's usual or last known business address or number at least three months prior to the date of the meeting.

By-Laws 3.4 - Procedure

§ 3.4.1 Agenda

§ 3.4.1.a - The Council shall deal with all items placed on the agenda for the meeting by the Global Executive Committee or – in case of extraordinary meeting – by those requesting such meeting in accordance to § 3.3.b.

§ 3.4.1.b - Petitions to place items on the agenda must be received by the Secretary General two months prior to the date of commencement of the meeting.

§ 3.4.1.c - The final agenda for the meeting, with an indication of the purpose and decision requested, shall be sent to the usual or last known business address of each Council Member at least one month prior to the date of commencement the meeting.

§ 3.4.2 Quorum and Voting

§ 3.4.2.a - At any meeting of the Council, a quorum shall require participation by no less than five Council members who each represent a different Regional Executive Committee of ICLEI in accordance with article 4.1.

§ 3.4.2.b - Each Regional Executive Committee shall have one (1) vote in a Council Meeting. Individual Council members have no individual voting right. A Council member who is unable to participate in the determination of her/his Regional Executive Committee's vote in a Council voting process, shall assign a proxy to express her/his opinion, to another member of her/his Regional Executive Committee. Each proxy must be given in writing to the Secretary General, in advance of the Council meeting.

§ 3.4.2.c - The Council shall have the right to take binding decisions only on matters included in the agenda for the meeting.

§ 3.4.2.d - Subject to the provisions § 8.1 the Council shall have the right to take binding decisions, conditional upon the quorum proscribed in §.3.4.2 a, by way of a simple majority of the votes cast.

§ 3.4.2.e - Subject to the provisions of § 8.1 any action or decision required or permitted to be taken at any meeting of the Council may be taken in a Meeting in Writing according to §.3.2.c if a majority of the Regional Executive Committees consent to the action in writing and the written consents are filed with the records of the meetings of the Council. All written consents received by the Secretary General by the specified deadline for filing shall be treated as a vote at a meeting.

§ 3.4.3 Minutes

The Secretary General or designate shall take minutes of Council meetings. The minutes shall be approved by the Global Executive Committee at its next meeting following the Council Meeting, signed by the President and the Secretary General, and

all Council members shall be notified of the availability of the minutes and the way how to access them.

§ 3.4.4 Tracking Council decisions

The Secretary General shall maintain a system to track the implementation of Council decisions and report back to Council members in a timely fashion.

Article 4. Executive Committee

By-Laws 4.2 – Regional Executive Committees

§ 4.2.3. –Chair and Vice Chair of the Regional Executive Committee

§ 4.2.3.a - The Regional Executive Committee, once established, elects upon a proposal by the Regional Director, a Chair and a Vice Chair.

§ 4.2.4. Election of members to the Regional Executive Committees

§4.2.4.a - The election procedures of members to the Regional Executive Committees shall take place simultaneously across all regions.

§4.2.4.b – At the latest, during weeks 19 to 22 prior to the conclusion of the Regional Executive Committee term and with a view to issuing the Call for Candidates, the Regional Director or designate, in consultation with the incumbent Regional Executive Committee, shall determine the number of seats and the portfolios of activity and interest available for a Regional Executive Committee in that region for the next term.

§ 4.2.4.c - At the latest, during the weeks 17 to 19 prior to the conclusion of the Regional Executive Committee term, the Secretary General and the Regional Director or designate shall provide the Members in that region with a Call for Candidates, including information on the pre-defined portfolios of activity and interest and the number of seats available in this region, the application and appointment procedures and the deadlines which must be adhered to.

§ 4.2.4.d - In order to qualify as a candidate for the Regional Executive Committee, a person must submit official candidacy papers, in particular responding to the pre-defined portfolios of activity and interest, to the Secretary General and the Regional Director or other appropriate designates by mail, electronic mail or telefax by the deadline specified in the official Call for Candidates. This submission will need to be made before the expiry of week 10 prior to the conclusion of the current Regional Executive Committee term.

§ 4.2.4.e – At the latest, during weeks 7-10 prior to conclusion of the current Regional Executive Committee term, the Regional Director or other appropriate designate reviews the candidacy papers for eligibility of the candidate applying the criteria set out in these By-Laws; may undertake interviews with the candidates; consults with the incumbent Members of the Regional Executive Committee, the Secretary General and/or any of the members of that region; and, finally, drafts a proposal for Regional Executive Committee composition. The proposed composition shall ensure that all portfolios of activity and interest are covered with competence, and apply reasonable criteria such as gender and intra-regional geographical balance.

§ 4.2.4.f - At the latest, during week 7 prior to the conclusion of the Regional Executive Committee term, the Secretary General and the Regional Director or designate shall

present to all Members of that Region the official proposal for the composition of the Regional Executive Committee listing the name and candidacy details for each nominee together with the respective portfolio of activity and interest.

§ 4.2.4.g - The proposal for election of members to a Regional Executive Committee shall be disclosed in an on-line facility in that region for a period of four weeks (weeks 3-6 prior to the conclusion of the Regional Executive Committee term at the latest).

§ 4.2.4.h - During the election period, Members in that region shall review the candidacies and elect the Regional Executive Committee. In the case that the established quorum is not reached to affirmatively elect the proposed Regional Executive Committee, the appointment procedure shall be repeated in accordance to these By-Laws. Votes by Members whose rights have been suspended according to §2.4.b shall be invalid.

§ 4.2.4.i - After expiry of the election period in accordance with §4.2.4.h, the proposed Regional Executive Committee shall be deemed approved and thus elected by the Membership in that region.

§ 4.2.4.j - At the latest, during week 2 prior to the conclusion of the Regional Executive Committee term, the Secretary General and the Regional Director or designate in the region establish the appointment results and submit these to the President for verification. The President reviews and verifies the composition of the Regional Executive Committee during week 1, at the latest, prior to the conclusion of the Regional Executive Committee term.

§ 4.2.4.k - Following the verification by the President, the Secretary General and Regional Director communicate the establishment of the Regional Executive Committee and declare the commencement date of its term.

§ 4.2.4.l - The commencement of the term of the new Regional Executive Committee marks the conclusion of the term of the incumbent Regional Executive Committee and that of the Council.

§ 4.2.4.m - Upon establishment of the Regional Executive Committees, the Secretary General declares the new Council as established and notifies the Council members as well as the global membership. In case the establishment of one or more Regional Executive Committees experiences delay, the Council may be declared established if at least two thirds of the Regional Executive Committees have been established.

§ 4.2.8. Meetings and procedures of the Regional Executive Committees

§ 4.2.8.a - Each Regional Executive Committee shall convene at least once every year, upon invitation by its Chair or the Regional Director or designate, for a meeting.

§ 4.2.8.b. - The Regional Director or appropriate designate shall prepare minutes of the meetings and provide these within one month to all members of that Regional Executive Committee, the Global Executive Committee and the Secretary General.

§ 4.2.8.c. - Where in a region, for which a Regional Executive Committee is to be appointed according to Art. 4.2.4, there is yet no Regional Director in office, the Secretary General shall

consult with Country Directors or other designates and determine an appropriate way to fulfill the responsibilities of the Regional Executive Committee as stipulated in these By-Laws.

By-Laws 4.3 – Global Executive Committee

§ 4.3.4 Powers of the Global Executive Committee

§ 4.3.4.a - The Global Executive Committee shall:

- endorse the annual work program of the World Secretariat, thereby ensuring the implementation of the ICLEI Strategic Plan,
- be informed on the overall ongoing operations and financial situation of the World Secretariat and other Offices, addressing issues that may impact the association,
- consider proposals by the Secretary General for Council decisions and submit proposals, including the draft Strategic Plan, to the Council for its consideration and approval.

§ 4.3.5 Election of members to the Global Executive Committee

§ 4.3.5.a - The Global Executive Committee shall normally be established at the latest 16 weeks after the establishment of the Council.

§ 4.3.5.b - By the time of the establishment of the new Council, the Secretary General in consultation with the members of the outgoing Global Executive Committee, shall determine the number of Portfolio Seats and shall determine the portfolios of activity for the Global Executive Committee for its next term.

§ 4.3.5.c - By weeks 2-3 after the establishment of the Council, the Secretary General shall consult with Regional Directors on the candidacy criteria for Regional Seats on the Global Executive Committee.

§ 4.3.5.d - Regional candidates shall be nominated by the respective Regional Executive Committee and submitted to the Members of that region for confirmation. The established quorum shall be met for that region, or the nomination procedure is to be repeated until a candidate has been appointed. In the alternative, the Secretary General and the outgoing Global Executive Committee shall review the Regional Executive Committee nominations and confirm the appointment through majority vote by the Global Executive Committee.

§ 4.3.5.e - By weeks 2-5 after the establishment of the Council, the Secretary General shall provide to the Council the official Call for Portfolio Candidates, including information on the pre-defined portfolios of activity and interest and the number of Portfolio Seats available, the application and election procedures and the deadlines to which must be adhered.

§ 4.3.5.f - In order to qualify as a Portfolio candidate for the Global Executive Committee, the candidate must submit official candidacy papers, responding to the pre-defined portfolios of activity and interest. The candidacy papers shall be sent to the Secretary General or other appropriate designates by mail, electronic mail, or telefax by the deadline specified in the Call for Candidates. This submission must occur before the closing of the Call for Candidates.

§ 4.3.5.g – During weeks 6-9 after the establishment of the Council, the Secretary General or other appropriate designate reviews the candidacy papers for eligibility of the candidate applying the criteria set out in these By-Laws; may undertake interviews with the candidates; consults with the incumbent Members of the Global Executive Committee and Council and/or any of the members, and/ or with the Regional Directors and, finally, drafts a proposal for Global Executive Committee composition. The proposed composition shall ensure that all portfolios of activity and interest are covered with competence whilst applying reasonable criteria such as gender and global geographical balance.

§ 4.3.5.h - By week 9 after the establishment of the Council, the Secretary General shall disclose to all Members of the Council the official proposal for the Portfolio Seats of the Global Executive Committee listing the name and candidacy details for each nominee for election together with the respective portfolio of activity.

§ 4.3.5.i - The proposal of candidates standing for election of Portfolio Seats to the Global Executive Committee shall be disclosed to the Council members through an on-line facility for a period of four weeks (at the latest, weeks 10-13 after the establishment of the Council).

§ 4.3.5.j - During the election period as referred to § 4.3.5.i, Council members review the proposed candidates and must elect the candidates to the Global Executive Committee by majority. Where majority vote of the Council is not reached on any of the candidates, the election for this Portfolio Seat shall be repeated in accordance to these By-Laws.

§ 4.3.5.k - At the latest, in week 14 after the establishment of the Council, the Secretary General confirms the election of the Global Executive Committee and submits it to the President for verification. The President reviews and verifies the composition during week 15 after the establishment of the Council.

§ 4.3.5.l - By week 16 after the establishment of the Council, the Secretary General declares the Global Executive Committee established.

§ 4.3.5.m - The term of the Global Executive Committee commences with the declaration of establishment according to § 4.3.5.l, when the term of the outgoing Global Executive Committee ends.

By-Laws 4.4 -Eligibility for Regional or Global Executive Committee

§ 4.4.1 Resignation and Removal

§ 4.4.1.a - An Executive Committee Member may resign by delivering his or her written resignation to the President, Secretary General, Chair of the Regional Executive Committee, Regional Director or designate in the region respectively. Such resignation shall be effective upon the termination date indicated, if not indicated upon receipt. Acceptance thereof shall not be necessary to make it effective unless it so states.

§ 4.4.1.b - An Executive Committee member must resign if she/he no longer holds elected or appointed office within the governing body of the member. Notification of change of status must be received within 10 days of the change, and formal resignation, as an Executive Committee member, including any of its subcommittees must be made

within 30 days of the termination of elected or appointed office, or she/he will have been deemed to have resigned.

§ 4.4.1.c - Notwithstanding § 4.4.1.b, an Executive Committee member who no longer holds elected or appointed office within the governing body of the Member may provide, in lieu of a letter of resignation, one of the following:

(a) a letter from his/her Mayor or municipal Council (or similar executive body) of the Member whose rights have not been suspended according to § 2.4.b endorsing his/her continued participation as a Global or Regional Executive Committee member respectively; or

(b) a letter from another Member whose rights have not been suspended according to § 2.4.b of the same region endorsing his/her continued participation as Global or Regional Executive Committee Member respectively.

In either case, at the call of the President, the Secretary General and the Regional Director or appropriate designate respectively, a majority vote of the Global or Regional Executive Committee will be required to approve her/his continued participation as a Global or Regional Executive Committee member.

§ 4.4.2 Code of Honor

§ 4.4.2.a - Only those candidates who sign the Global Executive Committee Code of Honor shall be eligible to assume office on the Executive Committee. If any Executive Committee member has not signed and returned the Code of Honor within one month of notification of the appointment, she/he will be deemed not to have been appointed and the Executive Committee seat deemed to be vacant.

By-Laws 4.5 - Geographical Representation

§ 4.5.1 - ICLEI geographically organizes its governance and work by the following regions:

<u>Region</u>	<u>Sub-regions and countries</u>
Africa	- Africa
East Asia	- People's Republic of China - Chinese Taipei - Democratic People's Republic of Korea - Japan - Mongolia - Republic of Korea
South Asia	- Afghanistan - Bangladesh - India - Pakistan - Nepal - South-central Asia

- | | |
|---------------------------|--|
| Southeast Asia | <ul style="list-style-type: none">- Cambodia- East Timor- Indonesia- Laos- Malaysia- Philippines- Singapore- Thailand- Vietnam |
| Oceania | <ul style="list-style-type: none">- Australia- New Zealand- Melanesia, Micronesia, Polynesia |
| Europe | <ul style="list-style-type: none">- EU member states- United Kingdom- Switzerland- Norway- Byelorussia- Ukraine- Russia- Moldavia- Türkiye- Israel- Kazakhstan- Kyrgyzstan- Tajikistan- Turkmenistan- Uzbekistan |
| Latin America & Caribbean | <ul style="list-style-type: none">- Caribbean- Central America including Mexico- South America |

Middle East, and West	- Armenia
Asia	- Azerbaijan
	- Bahrain
	- Iraq
	- Iran
	- Jordan
	- Kuwait
	- Lebanon
	- Oman
	- State of Palestine
	- Qatar
	- Saudi Arabia
	- Syria
	- United Arab Emirates
	- Yemen
North America	- Canada
	- U.S.A.

By-Laws 4.7 - Vacant Seats

§ 4.7.a - Any vacancy among the Executive Committee Members may be filled by vote of a majority of the remaining Executive Committee Members.

§ 4.7. b - The Secretary General shall propose a candidate after due consultation with the respective regional office.

§ 4.7. c - Each successor shall hold office for the remainder of the term or until death, resignation or removal.

By-Laws 4.8 - President, First Vice President, Vice President

§ 4.8.a - The President, the First Vice President, and the Vice Presidents shall be the officers of the Association.

§ 4.8.b - The Officers shall be elected by majority vote of the Global Executive Committee from among its members. To achieve a regional balance in the leadership of the political Association, the President and the First Vice President shall come from different regions.

§ 4.8.c - The Officers shall hold office until the first meeting of a newly appointed Global Executive Committee and until their successors are chosen and qualified, or until death, resignation, removal, or become disqualified.

§ 4.8.d - An Officer may resign by delivering his or her written resignation to the President, First Vice President or the Secretary General. Such resignation shall be effective upon the date specified, otherwise upon receipt, and acceptance thereof shall not be necessary to make it effective unless it so states.

§ 4.8.e - An Officer may be suspended or removed by vote of a majority of the Global Executive Committee Members then in office.

§ 4.8.f - If the office of any Officer becomes vacant, the Global Executive Committee may elect a successor. Each successor shall hold office for the remainder of the term and until his or her successor is elected and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

§ 4.8.g - Notwithstanding Article 4.7 of the ICLEI Charter, and except as the Global Executive Committee may otherwise determine, the President shall oversee that the activities of the Association are executed consistently with the Charter, the By-Laws and the policies and decisions of the Global Executive Committee.

§ 4.8.h - The First Vice President shall carry out the function of the President during the absence of the President or in the event of the President's inability to act. In the absence of the First Vice President or in the event of the First Vice President's inability to act, a Vice President shall carry out the function of the First Vice President.

By-Laws 4.9 – Meetings and decision making

§ 4.9 Global Executive Committee Meetings and Decision-making

§ 4.9.a - Decisions of the Global Executive Committee may be taken at meetings called by the President after due consultation with the Secretary General. Meetings can have the following formats:

- (a) in-person meetings;
- (b) virtual meetings via telephone or video conference;
- (c) online conference.

Decisions may also be taken in writing via written consent delivered by mail, electronic mail, or telefax.

§ 4.9.b - Meetings of the Global Executive Committee shall only be valid if reasonable and sufficient notice has been given.

It shall be reasonable and sufficient notice to send notice by mail, electronic mail, or telefax addressed to the Global Executive Committee Member's usual or last known business or residence address , electronic address or telefax number at least three months prior to the meeting.

§ 4.9.c - At any meeting of the Global Executive Committee, the presence of at least half of the Global Executive Committee members then in office constitutes a quorum.

§ 4.9.d - Any Global Executive Committee Member may be represented at a Global Executive Committee meeting by a proxy. A proxy may be another member of the Global Executive Committee or a personal representative dispatched to the meeting. The vote of a proxy shall be treated as the vote of the Global Executive Committee Member if that member has notified the Secretary General of the assignment of the proxy prior the commencement of the meeting.

§ 4.9.e - Each member of the Global Executive Committee shall have one vote. In the event of a tie, the President shall have a second or casting vote.

§ 4.9.f - With reference to § 4.9.a, any action or decision required or permitted to be taken at any meeting of the Global Executive Committee may be taken without a

meeting if a majority of the Global Executive Committee Members consent to the action in writing and the written consents are filed with the records of the meetings of the Global Executive Committee. Such consents shall be treated for all purposes as a vote at a meeting.

§ 4.9.g - The Secretary General or designate shall take minutes of Global Executive Committee meetings. The minutes shall be approved in the following meeting.

By-Laws 4.10 – ICLEI Management Committee

§ 4.10.1 Appointment

§ 4.10.1.a - The ICLEI Management Committee (known as the ICLEI e.V. Board) shall be appointed, upon proposal by the President and Secretary General, by the Global Executive Committee at its first meeting during its term. The President prepares the proposal in due consultation with the Secretary General with the interest of a sound management of the Association's operations in mind.

§ 4.10.1.b - Candidates should be familiar with ICLEI's governance and operations, and should be ICLEI Membership Assembly members.

§ 4.10.2 Role and powers

§ 4.10.2.a - The Management Committee shall serve at the pleasure of the Association and report to the Global Executive Committee, with the primary objective to increase the efficiency of the Executive Committee's governance and oversight functions. The Management Committee shall, in particular, oversee the financial and personnel management of the Association and its affiliated corporations. Further procedures are detailed in the ICLEI Articles of Association.

§ 4.10.2.b - The Management Committee shall not have the power or authority to make policy decisions or to decide on the ICLEI program unless specifically authorized to do so by the Global Executive Committee.

§ 4.10.2.c - The Global Executive Committee may assign further mandates to the Management Committee within the scope of responsibilities according to the ICLEI Articles of Association.

§ 4.10.2.d - The Management Committee shall meet at least twice each year. The meetings may be in person, by telephone, video call, or online conference and shall be held in such a way and at such time as the ICLEI Board may determine.

§ 4.10.2.e - Decisions of the Management Committee may also be taken in writing via written consent delivered by mail, electronic mail, or telefax.

By-Laws 4.11 – Committees

§ 4.11.a - The Global Executive Committee shall specify the terms of reference of all the committees and groups established.

§ 4.11.b - The members and chairperson of any committee or group shall remain in office at the pleasure of the Global Executive Committee.

§ 4.11.c - The chair of a committee or advisory group shall be required to submit the minutes of the Committee's meetings to the President and Secretary General.

§ 4.11.d - Terms of reference – Advisory group (Ambassadors) as of June 2023:

- ICLEI initiated an advisory group of Ambassadors, composed of individuals that are supporters or benefactors to specific ICLEI causes or thematic areas with the purpose to recognize their patronage and continued counsel. The advisory group has the following terms of reference:

(a) The advisory group is a collection of individuals denominated Ambassadors and will not act as an assembly. Therefore, group meetings are not convened, nor a chairperson appointed, and individuals are not nominated on a predetermined cycle (i.e. contrary to committees elected simultaneously)

(b) Members of the advisory group shall remain in functions at the pleasure of the Global Executive Committee and therefore each individual must be approved by a majority vote of the Global Executive Committee (i.e. at the beginning of each new Global Executive Committee term, the newly elected Global Executive Committee must vote to confirm existing members of the advisory group, to ensure their continuation).

The proposal for a new members of the advisory group must include the purpose for the Ambassador in accordance with the ToR, and their corresponding ICLEI Staff liaison contact (e.g. for thematic work, the thematic head or Global Coordinator may be appointed as liaison; for an institutional partner, the Secretary General or a Director may be appointed),

(c) In case of the departure or removal of a member of the advisory group, there shall be no obligation to appoint a replacement, and the seat is not considered vacant.

The removal of a member of the advisory group is called for if they violate the code of conduct observed by the Association and its governance committees; if the purpose for the Ambassador has been fulfilled or concluded; or if the member of the advisory group tenders their resignation. The Global Executive Committee shall be notified and approve the removal.

(d) Each Ambassador may have a title specific to their function/theme (e.g. ICLEI Ambassador to COP), however the title may not change the name of the role (e.g. Envoy to COP instead of Ambassador),

(e) The Advisory group is beholden to the Global Executive Committee and shall therefore not determine policy, programs, campaigns or any other responsibility or power held by officially elected bodies or ICLEI management,

(f) All initiatives undertaken by the advisory group members shall be proposed for approval to the Global Executive Committee beforehand and all activities must be reported to the Global Executive Committee, i.e. directly or through their ICLEI Staff liaison

(g) The advisory group differs from Global Executive Committee Portfolio Advisors (i.e. non-voting Global Executive Committee members) as the latter supports the broader thematic content work under a global portfolio, whereas the advisory group have narrower endeavors such as hosting an ICLEI Office, or stewarding a specific partner relationship (e.g. CBD, GCoM),

(h) Advisors whose function intersects with that of an existing Global Executive Committee Portfolio are delegated specific tasks by the Portfolio and coordination is managed by the appointed ICLEI Staff liaison (e.g. Ambassador to the CBD and GexCom Portfolio holder for Nature Based Solutions),

(i) The advisory group shall not exceed nor replace Portfolio roles (i.e. Portfolios of work have a larger scope and workplan, as opposed to specific Ambassador initiatives),

(j) The advisory group is not privy to the Global Executive Committee meetings and is therefore not entitled to be allocated financial support available to its members. However they can be invited to attend for specific relevant agenda items.

Article 6 – Partners

By-Laws 6 - Partners

§6.2.a – Associate Partnership is available to non-governmental organizations, universities, state and national government agencies, and not-for-profit research institutions. The purpose of Associate Partnership is to facilitate dialogues between local governments and these partners, to provide knowledge transfer in line with ICLEI's Mission and Charter, and an avenue for which partners can support ICLEI's work and mandate. Associate Partnerships are automatically renewed on an annual basis.

§ 6.2.b – Associate Partners shall pay an annual dues fee determined by the Global Executive Committee. The Partnership starts with the first month following the receipt of the Associate Partner application and dues payment.

§ 6.2.c – Corporate Partnership is available to commercial, for-profit organizations, businesses, and corporations on a non-exclusive and voluntary basis. The purpose of Corporate Partnerships is to encourage private-public-partnerships through the ICLEI network between Members and Corporate Partners and to facilitate long-term commitments from the private sector in support of ICLEI's Mission and Strategic Plan. Corporate Partnerships are automatically renewed annually.

§ 6.2.d – Corporate Partnerships are based on a partnership agreement. Corporate Partners shall pay an annual financial contribution determined by the Global Executive Committee. The term of the Partnership is defined in the partnership agreement.

§ 6.2.e – Rules of engagement and the service framework for Corporate Partners shall be defined by the Global Executive Committee.

Article 7. Secretary General

By-Laws 7.1 – Appointment

§ 7.1.a - The Global Executive Committee appoints the Secretary General.

§ 7.1.b - The Secretary General shall be employed or otherwise contracted by any one of ICLEI's affiliated corporations. Notwithstanding the law under which such corporation operates the engagement of the Secretary General shall be regarded as within the corporation's own mandate and interest, and not constitute a service delivery relationship between the corporation and the Association.

§ 7.1.c - The Secretary General's services may be terminated by the Global Executive Committee under the terms set forth in the contract for his or her engagement.

By-Laws 7.2 – Powers of the Secretary General

§ 7.2.a - The Secretary General shall:

- (a) direct the daily activities of the Association to ensure the implementation of the Strategic Plan and annual work programs, including the establishment of management procedures and policies, the initiation of new offices, and the approval and oversight of contracts and partnership agreements;
 - (b) appoint and dismiss the personnel of the Association and its affiliated corporations;
 - (c) carry out the resolutions and promote the policies of the Council and the Global Executive Committee;
 - (d) organize and attend the meetings of the Global Executive Committee and the Council;
 - (e) oversee the economic affairs of the Association and its affiliated corporations, including the provision of periodic financial reports to the Global Executive Committee for information;
 - (f) keep records of all proceedings of the Council and the Global Executive Committee which shall be open at all reasonable times to the inspection by any Member,
 - (g) maintain a database of all Members and Partners.
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By-Laws 7.3 Offices

§ 7.3.a - The Association operates offices through corporations or agents specified, or endorsed by the Global Executive Committee. The list of Offices and legal entities is in Annex 1.

Article 8. Legal provisions

By-Laws 8.1 - Liabilities and Legal Affairs

§ 8.1.a - The Members, Regional or Global Executive Committee Members and Officers, and the Secretary General of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

§ 8.1.b - Legal affairs, both as plaintiff and defendant, shall be conducted on behalf of the Association or any incorporated entity which the Global Executive Committee may authorize under these By-laws by the President, or the Secretary General, or a member or agent of the Global Executive Committee designated by the Global Executive Committee for this purpose.

§ 8.1.c – The Association is duty bound to refrain from selling to third parties or making other inappropriate use of any contacts supplied by Members.

By-Laws 8.2 – Dissolution and Liquidation

§ 8.2.a - A resolution of the Council dealing with dissolution of the corporation shall indicate the destination of the assets of the corporation and nominate the liquidators.

§ 8.2.b - Members of the corporation shall be notified of proposals for dissolution three months before the date at which action is to be taken upon the question.

Annex 1. ICLEI Offices (By-Laws § 7.5.)

Internal office name	Acronym	External office name	Seat	Name of legal entity
Africa Secretariat	AS	ICLEI Africa	Cape Town, South Africa	ICLEI – Local Governments for Sustainability - Africa (NPC)
Mauritius Office	MO ?	ICLEI Mauritius	Mauritius	ICLEI Africa Foundation
East Asia Secretariat	EAS	ICLEI East Asia	Seoul, Republic of Korea	ICLEI East Asia Secretariat
Beijing Office	BJO	ICLEI Beijing Office	Beijing, China	ICLEI East Asia Secretariat Beijing Office
Japan Office	JO	ICLEI Japan	Tokyo, Japan	ICLEI Japan
Kaohsiung Capacity Center	KCC	ICLEI Kaohsiung Capacity Center	Kaohsiung, Chinese Taipei	ICLEI Kaohsiung Capacity Center
Korea Office	KO	ICLEI Korea	Suwon, Republic of Korea	ICLEI – Local Governments for Sustainability Korea Office
European Secretariat	ES	ICLEI Europe	Freiburg, Germany	ICLEI European Secretariat GmbH
Berlin Office	BEO	ICLEI Berlin Office	Berlin, Germany	ICLEI European Secretariat GmbH
Brussels Office	BO	ICLEI Brussels office	Brussels, Belgium	ICLEI European Secretariat GmbH (no legal entity)
Mexico, Central America and te Caribbean	MECS	ICLEI Mexico	Mexico City, Mexico	ICLEI Mexico – Gobiernos Locales por la sustentabilidad A.C.
South America Secretariat	SAMS	ICLEI South America	Sao Paulo, Brazil	ICLEI Brasil
Argentina Office	ARG	ICLEI Argentina	Rosario, Argentina	ICLEI Argentina
Colombia Office	COL	ICLEI Colombia	Medellin, Colombia	ICLEI Colombia
Canada Office	CANO	ICLEI Canada	Toronto, Canada	ICLEI – Local Governments for Sustainability (Management) Inc.
British Columbia Office	BCO	ICLEI Canada – BC Office	Victoria, Canada	ICLEI – Local Governments for Sustainability (Management) Inc. (no legal entity)
Quebec Office	QO	ICLEI Canada – Quebec Office	Montreal, Canada	ICLEI – Local Governments for Sustainability (Management) Inc. (no legal entity)
USA Office	USAO	ICLEI USA	Denver, USA	ICLEI – Local Governments for Sustainability USA, Inc.
Oceania Secretariat	OS	ICLEI Oceania	Melbourne, Australia	ICLEI A/NZ
South Asia Secretariat	SAS	ICLEI South Asia	New Delhi, India	ICLEI - Local Governments for Sustainability - South Asia
South India Center	HO	ICLEI South Asia - Hyderabad	Hyderabad, India	ICLEI - Local Governments for Sustainability - South Asia (no legal entity)
Bangladesh Office	BAO	ICLEI - South Asia, Bangladesh	Dhaka, Bangladesh	ICLEI - Local Governments for Sustainability - South Asia (no legal entity)
Nepal Office	NO	ICLEI – South Asia, Nepal	Dhulikhel, Nepal	ICLEI - Local Governments for Sustainability - South Asia (no legal entity)
Southeast Asia Secretariat	SEAS	ICLEI Southeast Asia	Manila, Philippines	ICLEI – Local Governments for Sustainability Southeast Asia Inc.
Indonesia Office	ICO	ICLEI Indonesia	Jakarta, Indonesia	ICLEI – Local Governments for Sustainability Southeast Asia Inc. (Indonesia Project Office)
World Secretariat	WS	ICLEI World Secretariat	Bonn, Germany	ICLEI e.V.