

The ICCO Bylaws

Last revision: September 2016

1. INTRODUCTION

1.1 ICCO Mission

ICCO's mission is to represent the world's public relations consultancy business. It seeks to develop greater consistency of standards across member countries so that clients will benefit from higher quality services which are clearly defined, professional and ethical.

1.2 ICCO Roles

Provide a worldwide organisation for existing national or regional public relations consultancy professional Associations, and support or foster the creation of similar Associations in countries where the public relations consultancy industry is sufficiently mature.

- Continuously raise professional and ethical standards.
- Provide forums for discussion on issues facing PR consultancies worldwide and to share best practice.
- Represent the public relations consultancy industry on global debates and issues and seek to influence how they will impact on its worldwide members.
- Provide a focal point for organisations and individuals seeking information about the public relations consultancy sector.
- Continuously seek commercial and business opportunities for the public relations consultancies affiliated with its member Associations so they may grow and thrive.

1.3 ICCO Core Activities

- Host Summits attended by leaders of the public relations consultancy industry, where they may meet to share professional know ledge and market information.
- Create and run dedicated working parties that address specific issues of interest, concern or debate for the public relations consultancy industry.
- Conduct regular surveys amongst its members to identify and create market intelligence that will benefit members and 'purchasers' of public relations consultancy services.
- Help produce and distribute original research into industry issues of interest to members through partnership with other organisations or individuals.
- Maintain a website to facilitate the transfer of best practice ideas and to explain, demonstrate and explore how the public relations consultancy business can be best improved and used.

2. ICCO BYLAWS

2.1 Membership

National or regional professional Associations of public relations consultancies will be eligible to become full, voting members of ICCO subject to the following:

1. They are a professional Association representing public relations consultancies in their country or territory. Each country or territory can ordinarily be represented by only one voting professional Association of the industry.

(a) In case of multiple organisations in one country and of multiple application to membership of ICCO, the ICCO Board of Management will ordinarily prioritise membership status accordingly:

i. The Association is an independent entity dedicated solely to the interests of public relations consultancies;

ii. The Association serves the interests of communications consultancies, of which public relations consultancies form a distinct group with dedicated resources and an autonomous decision-making body; or

iii. The Association serves professionals from the public relations industry and maintains a dedicated chapter for public relations consultants with distinct membership and resources as well as an autonomous decision-making body.

(b) In case of multiple organisations of comparable structure, the ICCO Board of Management will grant full membership status to the one professional Association which:

i. Shows compliance with all aspects of the present Bylaws, and

ii. Represents the largest share of the country's public relations consultancy business in terms of total fees received by its member consultancies over the previous three years.

2. They have statutes and a management structure that support autonomous decision-making on behalf of consultancy members and a Code of Practice acceptable to ICCO.

3. They have financial stability and can produce accounts of their last two fiscal years upon request.

4. All their members agree to abide and conform to the ICCO Stockholm Charter.

5. The Association has a minimum of ten members.

6. An officer or representative will sign to indicate agreement with the Memorandum and Articles of Association and the Bylaws of ICCO.

7. They agree to produce such statistics and information as requested.

8. They agree to host Board of Management and/or Executive Committee meetings in their country or territory when requested and will pay for the costs of providing suitable meeting facilities and will host the ICCO Board of Management dinner.

9. They will ensure that a representative of their professional Association attends all Board of Management meetings and Executive Committee meetings where requested.

10. They will ensure that they keep the ICCO Chief Executive updated on all relevant information, e.g., changes of personnel or address of their governing bodies or representatives to ICCO governing bodies.

11. They will maintain an up-to-date website with the following information in English: an overview of the Association and its aims, its code of practice, contact details, and a complete listing of member firms.

12. They will ensure that they pay all subscriptions when due.

13. In addition to full, voting members, the Board may approve the admission of Associate, non-voting members, where an Association represents public relations consultancies, but has been deemed ineligible to be a full voting member under the criteria above; or where an

Association represents a wider element of the marketing industry in its country or territory.

14. Such admission being subject to the following:

- (a) Recommendation by the Executive Committee
- (b) Majority approval by the Board, including approval by the full, voting member representing the relevant country or territory.
- (c) Annual confirmation under the same preceding criteria.

15. Such Associate, non-voting members shall be held accountable to the same rules and expectations as full, voting ones.

16. The Global Board of Management, on recommendation from the Global Executive Committee may, in exceptional circumstances, admit more than one full, voting member for a country or territory, subject to the same three conditions set out in paragraph 14 above.

2.2 Expulsions

1. If a member-professional Association is in default of any of the bylaws listed above, then they are deemed to be in default of their membership. The ICCO Executive

Director will call the attention of the ICCO President on any information or fact coming to his knowledge with respect to such situations. The professional Association will then be given:

- (a) Three month's written notice of ICCO's determination to expel them.
- (b) During that period, should the member rectify the situation, the membership will not be suspended.
- (c) If, at the end of the three month period, the member has not rectified the situation, they will be expelled from ICCO with immediate effect.

2. On expulsion, the member will be expected to return all ICCO property to the ICCO Chief Executive and remove all references to ICCO from their literature, buildings, websites, etc.

2.3 Global Board of Management

1. The ICCO Global Board of Management is the highest decision-making authority in the organisation. It is comprised of the Executive Committee, and one appointed representative from each member Association or affiliated Group. Each member Association has one vote on the Board of Management. Decisions are made by simple majority votes.

2. A member Association will nominate its representative for a minimum of one two-year and a maximum of two two-year terms to act and make decisions on their behalf. A representative may serve for longer than this period only in exceptional circumstances, and with the agreement of the Global Executive Committee.

3. A member Association may request that a replacement representative attend an ICCO Global Board meeting in lieu of the appointed representative. Notice of such an arrangement must be given to the Chief Executive two weeks in advance of the relevant Global Board meeting.

4. Each member Association must supply the ICCO Global Board with the following information on their nominated representative: name, consultancy, position at consultancy, honorary position at the member Association (board or committee membership, etc.), number of years of involvement in the member Association, number of years in public relations consultancy profession.
5. When a member Association's representative is being changed, all the above information on the new representative must be provided to the ICCO Chief Executive for circulation to the Board in advance of the new representative's initial participation in the ICCO Global Board meetings.
6. The Chief Executive of a member Association may also attend the ICCO Global Board meetings as an observer, without voting right.
7. Past Presidents of ICCO will be invited to remain as members of the Board.
8. In addition to the representatives named by member Associations and affiliated Groups, high-level representatives from major public relations firms may be appointed to the Board of Management on the proposal of the Global Executive Committee, and with the consent of the Board under such rules as it may deem fit.

2.4 Regional Groups

1. There shall be five ICCO Regional Groups, covering the following areas: Africa, Americas, Asia/Pac, Europe, Middle East. Each Group will organise events, promote best practice exchange, and promote centrally-developed materials within their region.
2. Each Group will be comprised of one representative from each member association within the region. A member Association will nominate its representative for a minimum of one two-year and a maximum of two two-year terms to act and make decisions on their behalf. A representative may serve for longer than this period only in exceptional circumstances, and with the agreement of the Global Executive Committee
3. A member Association may request that a replacement representative attend a Regional Group meeting in lieu of the appointed representative. Notice of such an arrangement must be given to the Chief Executive two weeks in advance of the relevant Global Board meeting.
4. Each member Association must supply the Regional Group with the following information on their nominated representative: name, consultancy, position at consultancy, honorary position at the member Association (board or committee membership, etc.), number of years of involvement in the member Association, number of years in public relations consultancy profession.
5. When a member Association's representative is being changed, all the above information on the new representative must be provided to the ICCO Chief Executive for circulation to the Regional Group in advance of the new representative's initial participation in the ICCO Global Board meetings.
6. The Chief Executive of a member Association may also attend the Regional Group meetings as an observer, without voting right.
7. Each Regional Group shall elect a Regional President for one two-year term. In electing this position, each Association shall be entitled to nominate one candidate, and each Association shall have one vote. Elections shall be conducted by simple majority votes. In the event of a tie, the election shall be decided by the drawing of lots between the tied candidates.
8. Regional Presidents shall: direct Regional Group activities; represent their Region at Global Board meetings; grow membership within their region; serve on the Global Executive Committee.

ICCO Global Executive Committee

1. The ICCO Global Executive Committee shall be comprised of: the President, the Vice President, the Treasurer, the immediate Past President, the Regional Presidents, the Chief Executive. These shall be the officers of ICCO. Powers and duties of the Global Executive Committee are set forth below.

(a) The President of ICCO shall serve as head of the Executive Committee.

(b) The Global Executive Committee may appoint subcommittees, working parties, and other such bodies with such powers as the Global Executive Committee may determine. The initial list, remits and membership of such bodies is contained in annexe 1 to these Bylaws.

(c) At all meetings of the Global Board, the President of ICCO, or, in his or her absence, the Vice President, shall preside.

(d) The Chief Executive of ICCO shall act as secretary at all meetings of the Global Board.

2. Election, Term of Office, Qualifications, Removal and Resignation:

(a) The officers of ICCO shall be elected by simple majority vote of the Global Executive Committee at the end of its annual board meeting. Each officer shall be elected for one two-year term, to commence in the October following their election, unless specified otherwise by the Board.

(c) Any officer of ICCO may be removed, with or without cause, by a vote of a two-third majority of the Global Board of Management members then in office.

(d) Any officer may resign from office by written resignation submitted to the President, and such resignation shall be effective as set forth by its terms or by earlier action of the Global Board.

(e) Any vacancy in any office arising at any time from any cause should be filled within 90 days for the unexpired term.

(f) President:

- The President shall be the executive officer and shall exercise general supervision of the affairs of ICCO, subject to the control of the Global Board.

The President shall have the authority to select employees and fix their compensation, if any, and shall be an ex-officio member of all subcommittees, working parties, and other such bodies. The President shall do and perform such other duties as may be assigned to him or her by the Global Board.

(g) Vice President:

- The Vice President is the designated successor of the President. In addition, in the absence of the President or in the event the President is unable to perform the duties set forth in Section (f) above, the Vice President shall perform the duties and exercise the powers of the President.

(h) Chief Executive:

- The senior professional staff member of ICCO shall be the Chief Executive. The Chief Executive shall be the official spokesperson for ICCO and shall be a member of the Board and the Executive Committee. The Chief Executive shall have charge of such books, documents and papers as the Board may determine. He or she shall attend and keep the minutes of all the meetings of the

Members and of the Global Board and record their votes. He or she may sign, with the President, in the name of and on behalf of ICCO, any contracts or agreements authorised by the Board.

(i) Treasurer:

- The Treasurer shall have the custody of all funds, property and securities of ICCO. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of ICCO, and shall deposit all funds and valuable assets of ICCO in the name and to the credit of ICCO in such banks or depositories as the Board or the President may designate. The Treasurer shall disburse the funds in such manner as may be directed by the President or the Global Board. At the direction of the President, the Treasurer shall order the books audited by a certified public accountant and shall report such audit to the Board. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Global Board, and shall perform such other duties as may be assigned to him or her by the Global Board. He or she may enlist the cooperation of the Chief Executive in operational matters as deemed necessary or convenient.

3. A summary of the functions, responsibilities, membership and appointment and tenure of all roles and bodies referenced in these Bylaws is contained in Annexe 1.

Note:

The document was prepared in its original form in 2004 by the ICCO Corporate Governance Working Party under the joint chairmanship of Jean Pierre Beaudoin & John Saunders.

Other members of the Working Party included: Jean-Leopold Schuybroek; Pavel Kucera; Flora Hamilton; Kathy Cripps and Lars Erik Grønntun. Peter Hehir also made a significant contribution.

Revised versions were drafted by the Executive Committee under President Lou Capozzi and received formal approval from the Board of Management in December 2009; then by the by the Executive Committee under President David Gallagher and received formal approval from the Board of Management in October 2015; and latterly by Ex-President Richard Houghton, and received formal approval from the Board of Management in September 2016.

Annexe 1

Function	Responsibility	Membership	Appointment & Tenure
Executive Committee (ExCo)	<ul style="list-style-type: none"> Objective and strategy setting 	<ul style="list-style-type: none"> President Vice President Treasurer Immediate Past President Regional Presidents Chief Executive 	<ul style="list-style-type: none"> Appointed by the Board Two year tenure
Board of Management	<ul style="list-style-type: none"> Review and testing of objectives and strategy Addressing ExCo selected issues at Board meeting 	<ul style="list-style-type: none"> ExCo members Ex. Presidents One representative per country One representative per affiliated Group (eg WPR) 	<ul style="list-style-type: none"> Country members: <ul style="list-style-type: none"> Appointed by country associations Maximum 2x two year tenure except in exceptional circumstances and in agreement of ExCo
Regional Presidents	<ul style="list-style-type: none"> Direction of regional group activities Represent Region at the Board meetings Grow membership regionally 	<ul style="list-style-type: none"> Europe Americas Africa Middle East Asia/Pac 	<ul style="list-style-type: none"> Elected by regional group members <ul style="list-style-type: none"> Two year tenure
Regional Groups	<ul style="list-style-type: none"> Events Best practice exchange Promotion of centrally developed materials, World Report etc. 	<ul style="list-style-type: none"> Regional President Representative from each country within the region 	<ul style="list-style-type: none"> Appointed by local associations <ul style="list-style-type: none"> Maximum 2x two year tenure except in exceptional circumstances and in agreement of ExCo



Function	Responsibility	Membership	Appointment & Tenure
Best Practice Exchange	<ul style="list-style-type: none"> Development of Best Practice Exchange platform Population of platform Communication of content Negotiation (with secretariat support) with commercial sponsor(s) 	<ul style="list-style-type: none"> ICCO Direct member representatives Exchange Lead 	<ul style="list-style-type: none"> Members identified by secretariat and signed-off by ExCo
Task Force(s)	<ul style="list-style-type: none"> Address issue identified by Board of Management (e.g. European Issues Group) 	<ul style="list-style-type: none"> Task Force Leader Volunteers from board and regional groups 	<ul style="list-style-type: none"> Fixed period – not more than 12 months
Advisory & Guidance Group	<ul style="list-style-type: none"> Ensure that ICCO is delivering on objectives and following policies 	<ul style="list-style-type: none"> Past ICCO Presidents x 3 	<ul style="list-style-type: none"> Appointed by ExCo Two year rotation Consider fixed four year life for the Group
ICCO Young Global Leaders Panel	<ul style="list-style-type: none"> Advise board and members on issues of interest to 'next generation' leaders Contribute content to ICCO blog and events, and be global ambassadors 	<ul style="list-style-type: none"> Aged 30 or younger 	<ul style="list-style-type: none"> Each ICCO national association member can name up to 3 Young Global Leaders
ICCO Fellows NB: This is separate to Hall of Fame membership	<ul style="list-style-type: none"> Designation given to those who have served ICCO when time on ExCo/Board/Groups are complete 	<ul style="list-style-type: none"> Former board members Former ExCo members 	<ul style="list-style-type: none"> Recommended by ExCo Endorsed by Board Appointed annually