I. Ordinary Assembly

Article 1

Convening the Ordinary Assembly

The date and venue of the Ordinary Assembly shall be fixed by the Executive Committee.

It shall convene the Ordinary Assembly in the manner it deems fit at least five months before the date of the meeting. All members, candidates and pre-candidates shall be notified. A proxy form shall be made available to all voting members.

In conformity with Articles 2, 3 and 4, the notification shall include a preliminary draft agenda and shall specify the deadline for the submission of:

1. nominations for elected offices
2. proposals for amendments to the Statutes, the Code of Professional Ethics and the other rules and regulations
3. proposals for modifying the preliminary draft agenda.

Article 2

Agenda

Active members may propose to modify the preliminary draft agenda (accompanying the notification); these proposals must reach the secretariat not later than one hundred days before the Assembly.

The Executive Committee shall communicate the definitive draft agenda and the documentation associated with it to members, candidates and pre-candidates in the manner it deems fit at least forty-five days before the Assembly.

At the commencement of its deliberations the Assembly shall adopt its agenda. Only active members may propose a change, provided it is supported by four other active members present at the Assembly.

Notwithstanding the provisions above, any appeal against a decision to expel that is filed in accordance with the provisions of the Statutes and these Rules of Procedure shall be put onto the
agenda for the next Assembly, providing that the deadlines for publication and informing members and candidates can be reasonably met.

Article 3

Amendment of the Rules and Regulations that Fall within the Purview of the Assembly

Proposals to amend the Statutes, the Code of Professional Ethics and any rules and regulations that fall within the purview of the Assembly must be signed by at least five active members and must reach the secretariat not later than one hundred days before the Assembly, failing which they shall be deemed inadmissible.

Article 4

Nominations

Nominations for the offices of President, Treasurer, Vice-Presidents, members of the Budget Committee, the Committee on Admissions and Language Classification and the Disciplinary and Disputes Committee must be signed by at least five active members and reach the secretariat one hundred days before the Assembly, failing which they will not be included in the first ballot. They must be expressly accepted by the candidates concerned.

For the Disciplinary and Disputes Committee, only nominations of active or associate members who have been members of the Council before 2015, of the Executive Committee or an Assembly committee shall be considered during the first and second rounds of voting. If there are vacancies after the second round of voting, nominations of any AIIC member who has been in the Association for at least ten years shall be considered.

Article 4A

Assembly Bureau

The ordinary Assembly shall be run by an independent Bureau consisting of a Chair and two Vice-Chairs.

The three members of the Bureau shall be selected by the Executive Committee from a list of six names proposed by the Advisory Board at their last joint meeting before the Assembly.

Members of the Bureau shall not be holders of an executive office or candidates to one and shall have a minimum AIIC seniority of five years as active members.

The Chair (or one of the Vice-Chairs) shall preside over the proceedings of the Assembly in accordance with these Rules of Procedure and shall ensure that they are properly conducted.

II. Extraordinary Assembly

Article 5

Convening the Extraordinary Assembly

When the Extraordinary Assembly is convened at the request of one-third of the active members, it shall meet within forty-five days of notification being given to the secretariat. Any request for the holding of an Extraordinary Assembly that is not accompanied by an agenda shall be null and void.

When the Extraordinary Assembly is convened by the Executive Committee or the Assembly it shall meet on the date specified.
Any Extraordinary Assembly shall be convened by written communication sent by the secretariat to members, candidates and pre-candidates at least twenty-one days before the meeting. This communication shall also stipulate the agenda.

**Article 6**

**Agenda**

The Extraordinary Assembly shall only discuss and take decisions on such items as shall have been included on the agenda accompanying the communication convening it. It shall, nonetheless, be able to convene a further extraordinary Assembly.

**III. Votes and Elections – General Provisions**

**Article 7**

**Representation**

Representation is possible. Proxies shall be in writing and bear the name of the member to whom they are given. They shall be submitted to the Assembly secretariat for verification. Proxies may be passed on to another member present, in accordance with the following rules:

Representation may be exercised with regard to any proposal submitted to the Assembly.

1. Any active member may give a proxy to any other active member.
2. Any associate member may authorise any other associate member or any active member to speak on her or his behalf.
3. Candidates and pre-candidates shall not have the right to be represented.
4. Apart from the exception provided for in the following paragraph, no member may hold more than nine proxies that carry the right to vote.
5. Members whose professional address (at the latest on the final day of the month preceding the one when Assembly meets) is in a continent other than that of the Assembly venue may not hold more than an additional 15 proxies that carry the right to vote, provided they have been granted by other members whose professional address is in a continent other than that where the Assembly is being held.
6. Notwithstanding paragraphs 4 and 5 above, if a duly registered member leaves the Assembly room, his voting card(s) may be handed over to another member present, for the duration of his/her absence.

**Article 8**

**Validity of Deliberations and Quorum**

The Assembly may only take a decision if more than half of its active members are present or represented. However, any vote other than a vote by secret ballot or a vote on a modification of the Statutes or any of the rules and regulations falling within the purview of the Assembly shall be valid unless, prior to the opening of the vote, at least five active members have requested the Chair to establish whether a quorum is present.

Notwithstanding the above, the ordinary Assembly shall always be able to debate, to adopt its agenda and to approve the minutes of a preceding Assembly.

If no quorum is present, the vote shall be postponed to the next sitting or, upon proposal from the Chair, to a subsequent sitting.
If there is no quorum for a vote already postponed once for a lack of quorum, the Executive Committee shall convene another Assembly within ninety days. This Assembly's decisions shall be valid regardless of the number of active members either present or represented.

If, on account of the lack of a quorum, the Assembly is unable to vote on one of the procedural motions provided for in Article 11, the Chair shall declare it null and void.

Article 9

Conduct of Debates

The Assembly shall start its deliberations at the time specified in the notification. On the last day of the session, it shall adjourn not later than 19.00 hours.

The Chair shall open, suspend and close sessions. He shall conduct the work of the Assembly, ensure compliance with the Rules, keep order, give the floor, declare debates closed, confirm the quorum, put matters to the vote and announce the results of any votes. Any decisions taken by the Chair are final.

Ordinary Assembly

At the opening of the session the ordinary Assembly shall adopt its agenda. It shall elect a Credentials Committee and tellers. This latter provision shall be waived if an electronic voting system is used, unless the Assembly decides otherwise. The ordinary Assembly shall adopt the minutes of the previous ordinary Assembly and the minutes of extraordinary sessions that have taken place in the interim. Proposals for corrections to the minutes shall be put to an immediate vote without debate. The ordinary Assembly shall then consider other points on the agenda.

Extraordinary Assembly

At the opening of the session the extraordinary Assembly shall elect a Credentials Committee and tellers. This latter provision shall be waived if an electronic voting system is used, unless the Assembly decides otherwise. The extraordinary Assembly shall then consider other points on the agenda.

Article 10

Right to Speak

1. No member may address the Assembly unless given the floor by the Chair. Any member whose speech departs from the item of the agenda under debate may be called to order by the Chair.

2. Any speech by a member on any item of the agenda shall not exceed five minutes. The Chair may decide otherwise in the interests of a fair and balanced debate. An exception to this general rule may be granted in particular in the following cases:

   a) the rapporteur on a given item of the agenda
   b) any member speaking officially on behalf of the Executive Committee, the Advisory Board, a committee, group or network, a region or a sector
   c) any member who at the latest by the opening of the session has submitted a request to speak for longer to the Assembly secretariat, giving reasons.

3. During a debate, the Chair may read out to the Assembly the list of speakers who have asked for the floor and propose its immediate closure.

4. Candidates and pre-candidates may attend the Assembly as observers.
Article 11

Motions on Procedure and Points of Order

Priority shall be given to any member who requests the floor to make one of the following procedural proposals:

1. suspension of the sitting
2. closure of the debate (which shall lead to the immediate vote on the proposals under discussion)
3. closure of the list of speakers.

Each of these procedural proposals must be put forward by an active member and supported by four other active members present at the Assembly and may only be moved once in the course of any individual debate.

They shall have priority over the substantial question, suspending discussion thereof. Any member moving a procedural proposal may not speak about the substance of the question under debate.

The only speakers to be called shall be the author of the motion, one against and the rapporteur on the agenda item concerned.

In addition, priority shall also be granted to members who request the floor on a point of order. A point of order may only deal with a procedural matter and shall only give rise to a ruling from the Chair.

IV. Votes

Article 12

Amendments

Subject to the provisions of Article 3, amendments bearing the signature of at least five active members shall be submitted in time for them to be printed and distributed before they are discussed. They shall have a direct bearing on the text they are intended to modify. They should be voted on before the text itself and in the order in which they apply to it.

The Chair shall rule on the admissibility of amendments and may, as an exception, rule that an amendment submitted orally is admissible, if in her or his view, it is such as to correct an error, to take new facts into consideration or to reconcile divergent points of view, provided there is no objection to such amendment being considered.

Subamendments must have a direct bearing on an amendment previously tabled and shall only be admissible if they do not contradict the sense of the amendment. No amendments may be tabled to subamendments.

If two or more mutually exclusive amendments apply to the same paragraph, then the one which is furthest removed from the original text shall be voted on before the others. Its adoption shall mean the rejection of the other amendments. If it is rejected then that amendment which, according to the same principle, is to be taken next shall be voted on. This process shall then be repeated for each of the subsequent amendments.

The same process shall be applied if two or several mutually exclusive subamendments apply to the same amendment.

When an amendment or subamendment is called, its author shall be entitled to speak in its support.
If she or he waives this right, any other active member may do so instead. The only other speakers permitted shall be one against and the rapporteur on the question under debate. No speech may exceed three minutes. The Assembly shall not consider any amendment or subamendment that has not been supported in this way.

If so requested by five active members, the Chair may put an amendment to a split vote.

**Other Proposals**

Apart from the cases provided for in article 11 of these Rules of Procedure, all other proposals, motions and resolutions must be signed by at least five active members and must reach the Secretariat not later than one hundred days before the Assembly.

The Chair may however rule that a proposal, a motion or a resolution submitted during the session is admissible provided it concerns the debated question and that it is submitted by an active member and is supported by at least four other active members present at the Assembly.

**Article 13**

**Voting Procedures**

1. Voting shall be by show of hands (except when an electronic voting system is used) or by secret ballot if so requested by five members. Any vote to dismiss the holder of an elected office or to expel a member shall always be by secret ballot.
2. Any vote shall be preceded by an audible warning.
3. Once voting procedure has been commenced, no member may interrupt it.
4. Once the debate and final vote on a proposal have been completed and the results declared, any active member may present an explanation of vote, which shall not exceed two minutes.

**Article 14**

**Majorities Required**

Definitions:

- Majority, simple majority, relative majority: the greatest number of votes cast;
- Absolute majority: more than half the votes cast (if necessary rounded up to the next whole number);
- Two-thirds majority: 2/3 of the votes cast (if necessary rounded up to the next whole number).

Except where stipulated otherwise in the Statutes or these Rules of Procedure, the Assembly shall take its decisions by a majority of the votes cast. Abstentions and, in the case of secret ballots, blank or spoilt papers, shall not be counted as votes cast.

Notwithstanding the above, in the case of electoral votes, only "yes" votes or votes in favour and "abstention" votes will be counted as votes cast. “No” or "against" votes will neither be allowed nor counted.

In the event of an equal number of votes being cast in favour and against, the question put to the vote shall not be adopted.

The expulsion of a member, the dismissal of an elected officer, together with amendments to Basic texts that fall within the purview of the Assembly shall be decided by a majority of 2/3 of the votes cast.

**V. Elections**
Article 15

Conduct of Elections

The Assembly shall conduct the elections referred to below by secret ballot.

Contingent on the number of posts to be filled, in the first ballot, candidates nominated in accordance with article 4 who gain the most votes shall be elected, provided that each achieves an absolute majority of the votes cast.

If there are vacancies after the first ballot, subsequent ballots shall also include any nominations received after the deadline under article 4 and any nominations made by at least five active members at the Assembly itself.

Contingent on the number of posts to be filled, in the second and any subsequent ballot, candidates who gain the most votes shall be elected, provided that each achieves an absolute majority of the votes cast.

Starting with the third round, the candidate with the least votes will be eliminated. Should the final candidate in contention fail to obtain an absolute majority of the votes cast at the conclusion of the balloting, the position shall remain vacant. Vacant posts are addressed in the statutes.

Article 16

Election of President, Vice-Presidents and Treasurer

The Assembly shall elect the President, Vice-Presidents and Treasurer in separate ballots.

Article 17

Election of the Budget Committee, the Committee on Admissions and Language Classification and the Disciplinary and Disputes Committee

The Assembly shall proceed to separate elections for each committee.

Article 18

Procedure for appealing against expulsion

1. In line with the provisions and related texts of the Statutes, any member who has been expelled by decision of the Disciplinary and Disputes Committee may file an appeal with the Assembly within 90 days of receiving written notification of the decision. The appeal has a suspensive effect. However its beneficiary is considered to have been suspended until such time as the Assembly reaches its decision. The appeal shall only challenge the sanction of expulsion and not the finding that the Association's rules have been breached.

To file an appeal the appellant shall send the Secretariat by registered letter, a statement of appeal as well as a written submission setting out the reasons for the appeal and supporting arguments.

The appeal file shall be forwarded without delay to the Disciplinary and Disputes Committee that shall prepare a response containing recommendations to the Assembly and appoint from amongst its members the spokesperson or spokespersons who will speak on its behalf at the Assembly.

The response shall be forwarded to the appellant without delay.

2. A summary of the complaint, the response of the members implicated and the full text of the Committee's original decision shall be published in the Assembly Bulletin by the Secretariat. The
appellant and the Disciplinary and Disputes Committee shall also be invited to publish a summary of the grounds of appeal and the Committee's response in the Bulletin; said summary shall not exceed five printed pages.

The statement of appeal, the response of the members implicated, the full text of the Committee's original decision, as well as the written submission and the Committee's response shall be published on the members-only website at the latest thirty days before the hearing is scheduled.

The parties shall be notified of the publication and will no longer be permitted to supplement or change their conclusions or arguments, or to bring forward new supporting documents or offer new evidence.

Furthermore a full paper copy of the appeal file shall be available for consultation at the Assembly venue, at the latest the day before the Assembly. The AIIC Executive Committee shall establish the procedures for said consultation.

3. As a general rule the appeal shall be heard by the ordinary Assembly. The appellant shall defray his own costs to appear. No counsels may be present.

If one of the parties, although duly invited to appear, does not attend, the Assembly may nevertheless hear the appeal.

The appellant and then the Committee shall each have one hour to set out their arguments. Each shall then be given the right of reply for an additional 30 minutes.

The presentations shall be followed by a 30 minute question and answer session during which the members present may seek clarification from the appellant and the Committee's spokesperson(s).

It is within the discretion of the Chair to extend the session if deemed advisable, affording each party equal speaking time.

4. At the end of the debate the Assembly shall decide on the appeal. It shall consider the matter in camera; the appellant shall not be present.

If the appeal is rejected by a two thirds majority, expulsion shall become final. If that majority is not reached, the appellant shall be suspended for a period of three years. The period of suspension already elapsed shall be taken into account in this decision.

Committee members shall not have the right to vote. No appeal may be filed against the Assembly decision; it shall take immediate effect.

The decision shall be announced by the Chair.

The parties shall be notified of the Assembly's decision in writing within thirty days. Members of the Association shall be informed using appropriate means.

Article 19

Record of Proceedings

A record shall be kept of the Assembly's decisions and elections. It shall be signed by the Chair and made available to members.

An audio recording shall be made of the entire deliberations of the Assembly. This recording and the minutes shall be deposited at the secretariat.

The Executive Committee shall establish the conditions under which these recordings may be
Article 20

**Amendment Procedure**

These Rules of Procedure may be amended by a decision of the Assembly taken with a two-thirds majority of votes cast; if appropriate, legal opinion may be sought before the proposals are submitted to the Assembly.

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**Recommended citation format:**