

The ICCO Bylaws

Last revision: October 2015

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 knowledge 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 Board of Management, on recommendation from the 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 Board of Management

1. The ICCO Board of Management is the highest decision-making authority in the organisation. It is comprised of an appointed representative from each member Association. Each member Association has one vote on the Board of Management. Decisions are made by majority votes.
2. A member Association will nominate its representative for a minimum of two years and a maximum of four years to act and make decisions on their behalf.
3. If a member Association wishes for a representative to continue beyond the normal term of four years, they must formally apply to the ICCO Board of Management for permission. This application should be submitted to the ICCO Chief Executive one month in advance of the relevant board meeting who will raise the application in the formal proceedings of that meeting. The ICCO Board will decide on the application and on what extended term will be granted to the member Association's representative.
4. A member Association may request that a replacement representative attend an ICCO 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 Board meeting.
5. Each member Association must supply the ICCO 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.

6. When a member Association's representative is being changed, all the above information on the new representative must be provided to the ICCO Executive Director for circulation to the Board in advance of the new representative's initial participation in the ICCO Board meetings.

7. The Chief Executive of a member Association may also attend the ICCO Board meetings as an observer, without voting right.

8. Past Presidents of ICCO will be invited to remain as members of the Board.

9. In addition to the representatives named by member Associations in each country, high-level representatives from major public relations firms, international networks, and international networking groups may be appointed to the Board of Management on the proposal of the Executive Committee, and with the consent of the Board under such rules as it may deem fit.

2.4 Executive Committee

1. The President, the Vice President, the Treasurer and the Chief Executive shall comprise an Executive Committee; these shall be the officers of ICCO. The Chief Executive shall be a non-voting, ex-officio member of the Executive Committee. Powers and duties of the Executive Committee are set forth below.

The immediate Past President is invited to remain on the Executive Committee as a non-voting, ex-officio member and acts as the second Vice President (ex officio). The Executive Committee may, at its discretion, invite up to three further Board members to serve in a non-voting capacity, such names to be notified to the Board.

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

(b) The Executive Committee may appoint subcommittees (or Working Parties) with such powers as the Executive Committee may determine. These

committees will report to the Vice President.

(c) At all meetings of the 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 Board.

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

(a) The officers of ICCO shall be proposed by a Nominating Group comprised of the Executive Committee and the immediate Past President and headed by one of the Vice Presidents.

(b) The officers shall be elected by the Board of Management at the end of its annual board meeting. Each officer shall be elected for a two year term, to commence in October following their election, unless otherwise specified by the Board, and each shall serve as an officer for no longer than four consecutive years.

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

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

(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 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 committees or Working Parties. The President shall do and perform such other duties as may be assigned to him or her by the 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. The Vice President shall perform any other duties assigned by the Board. The Vice President shall oversee the non-executive committees or Working Parties and report on their progress to the Executive Committee.

(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 non-voting, ex-officio 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 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 Board of Directors. 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 Board, and shall perform such other duties as may be assigned to him or her by the Board. He or she may enlist the cooperation of the Chief Executive in operational matters as deemed necessary or convenient.

(j) Working Party Chairs:

- The Chairs of any Working Parties may be invited by the ICCO President to sit as non-voting members on the Executive Committee whenever appropriate.

2.5 Working Parties

Working Parties are created by a decision of the Board of Management, upon a recommendation submitted by the Executive Board. These are formed for a specific purpose and dissolved after their task is considered by the Board of Management to be satisfactorily completed, based on a review submitted by the Executive Committee.

1. Any issue or opportunity identified by members of the Board of Management and considered by said Board as relevant can be submitted for review to the Executive Committee in view of forming an ad hoc Working Party. Such groups may, for example, address areas of public relations practices or specialties relevant for the industry's market cross-industry matters of interest such as evaluation, success fees etc. They may also deal with specific operational issues of ICCO such as the planning of the Global Summit or implementation of professional management certification programmes.

2. The objective and duration of each Working Party will be set upon its formation. The Board of Management may decide to extend the duration if the objective is not considered to have been met by the end of the set term.

3. Each Working Party will report on its activities at each meeting of the Board of

Management.

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.

A revised version was drafted by the Executive Committee under President Lou Capozzi and received

formal approval from the Board of Management in December 2009.

A further version was drafted by the Executive Committee under President David Gallagher and received formal approval from the Board of Management in October 2015.