



# **International Communications Consultancy Organisation (ICCO)**

## **Articles and Bylaws**

**Date: 30 June 2025**

# ARTICLES OF ICCO

The International Communications Consultancy Organisation (ICCO) is established as a **membership organisation** for national and regional public relations associations, consultancies and public relations professionals worldwide. ICCO has been registered on the 25th of September 1989 in the UK Company House under the number: 2426198. The legal form of ICCO is COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

ICCO's mission, values, and objectives are set and governed by the **Board of Members**.

## 1. Mission

ICCO represents the global PR consultancy industry, setting professional standards and demonstrating the value of public relations. We unite members to share knowledge, strengthen the public relations professions and consultancies, and advocate for democracy and human rights.

## 2. Values

Trust  
Transparency  
Freedom of speech

## 3. Objectives

### 3.1. Professional standards and ethics

3.1.1. Harmonize and elevate standards of public relations practice and associations globally.  
3.1.2. Continuously raise professional and ethical standards.  
3.1.3. Establish, uphold, and enforce professional standards and codes of conduct for members.

### 3.2. Advocacy and representation

3.2.1. Represent the public relations consultancy industry in global and regional initiatives, influencing outcomes that benefit members and regional chapters.  
3.2.2. Advocate and lobby for the PR industry at all levels.  
3.2.3. Engage with intergovernmental and legislative bodies to further ICCO's main objectives.

### 3.3. Knowledge sharing and best practices

3.3.1. Provide forums for discussion on issues facing PR consultancies worldwide and share best practices.  
3.3.2. Encourage the sharing of information on PR activities and consultancy practice internationally.  
3.3.3. Provide communication means between members and interested bodies, disseminating information to the public and industry.

### 3.4. Training and development

3.4.1. Serve as a focal point for organizations and individuals seeking information and training on the public relations consultancy sector.  
3.4.2. Provide training and learning opportunities for members.

### 3.5. Member support and association strengthening

3.5.1. Support national and local PR associations so they can better serve their members.  
3.5.2. Organise events (in-person, hybrid, virtual) to strengthen membership, advocacy work, and secure funding.

### **3.6. Business and commercial opportunities**

- 3.6.1. Continuously seek commercial and business opportunities for public relations consultancies affiliated with member associations to help them grow and thrive.
- 3.6.2. Promote the advancement of companies in PR consultancy.

### **3.7. Collaboration and awareness**

- 3.7.1. Increase awareness of the value of PR consultancy practice.
- 3.7.2. Encourage collaboration with industry stakeholders and strategic partners to advocate for shared interests and objectives.

## **4. Core activities**

### **4.1. Setting and promoting standards**

- 4.1.1. Maintain, develop, and promote ICCO Consultancy Management Standard (CMS)
- 4.1.2. Publish guidelines on different angles of our industry

### **4.2. Knowledge sharing and professional development**

- 4.2.1. Provide forums for discussion and sharing best practices
- 4.2.2. Organise events to enhance peer learning and support PR associations
- 4.2.3. Host Summits attended by leaders of the public relations consultancy industry, where they may meet to share professional knowledge and market information
- 4.2.4. 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

### **4.3. Research, Intelligence, and Thought Leadership**

- 4.3.1. Conduct regular surveys amongst our members to identify and create market intelligence that will benefit members and 'purchasers' of public relations consultancy services
- 4.3.2. Help produce and distribute original research into industry issues of interest to members through partnership with other organisations or individuals
- 4.3.3. Prepare, edit, publish, and circulate books, papers, films, and other media related to PR consultancy; maintain libraries; compile statistics and provide educational facilities

### **4.4. Industry Advocacy and Representation**

- 4.4.1. Represent the interests of its member organisations at relevant international or supranational organisations e.g. Council of Europe and UNPD
- 4.4.2. Apply for donations and cooperate with governments and other bodies

### **4.5. Supporting Innovation and Excellence**

- 4.5.1. Create and run dedicated working parties that address specific issues of interest, concern, or debate for the public relations consultancy industry
- 4.5.2. Organise competitions and awards schemes to showcase the quality work of PR professionals e.g. ICCO Global Awards

### **4.6. Business and Professional Support**

- 4.6.1. Continuously seek commercial and business opportunities for members
- 4.6.2. Employ and/or contract professional or technical advisers

## **5. Member types and terms**

### **5.1. General Terms**

- 5.1.1. All members have to abide by the ICCO Code of Conduct, Articles & Bylaws, Guidelines, and Principles
- 5.1.2. An officer or representative will sign to indicate agreement with the Articles of Association and the Bylaws of ICCO.
- 5.1.3. All members and their members agree to abide by and conform to the Codes of Conduct of ICCO as well as all other principles and guidelines ICCO publishes.
- 5.1.4. They will ensure that they keep the ICCO office updated on all relevant information, e.g., changes of personnel or address of their governing bodies or representatives to ICCO governing bodies.
- 5.1.5. Eligibility criteria are listed in the Articles.
- 5.1.6. The joining process and membership fee are listed in the Bylaws.
- 5.1.7. Maintaining membership: pay the membership fee (12 months rolling) and keep contact details updated with the office.
- 5.1.8. Expulsion: as listed below

### **5.2. National or Regional Associations of Public Relations Consultancies**

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

- 5.2.1. 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 from the industry association.
- 5.2.2. In case of multiple organisations in one country and of multiple applications for membership of ICCO, the ICCO Board of Management will ordinarily prioritise membership status accordingly:
  - 5.2.2.1. The Association is an independent entity dedicated to the interests of public relations consultancies;
  - 5.2.2.2. 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
  - 5.2.2.3. 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.
- 5.2.3. In case of multiple organisations of comparable structure, the ICCO Board of Management will grant full membership status to the one professional Association which:
  - 5.2.4. Shows compliance with all aspects of the present Articles & Bylaws,
  - 5.2.5. 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 two years.
  - 5.2.6. They have statutes and a management structure that support autonomous decision-making on behalf of consultancy members, as well as a Code of Conduct that is acceptable to ICCO.
  - 5.2.7. They have financial stability and can produce accounts of their last two fiscal years upon request.

5.2.8. All their members agree to abide by and conform to the Codes of Conduct of ICCO as well as all other principles and guidelines ICCO publishes.

5.2.9. They agree to actively contribute to regional or national data to produce statistics and information as requested.

5.2.10. They will ensure that a representative of their professional association attends all Board of Members meetings and Executive Committee meetings where requested.

5.2.11. They will maintain an up-to-date website with the following information in English: an overview of the association and its objectives, its code of conduct, contact details, and a comprehensive list of member firms.

5.2.12. They will ensure that they pay all membership fees when due.

Membership fee	yes
Board seat	yes
Voting rights at Board meetings	one
Voting rights at elections	one

### 5.3. Direct member – consultancies

Direct consultancy or agency member can be: holding groups, independent agency networks, privately owned (founders, private equity). Public Relations consultancies as direct members will be eligible to become full, voting members of ICCO subject to the following:

5.3.1. They are a public relations consultancy in their country or territory

5.3.2. They have a management structure that support autonomous decision-making and a Code of Conduct acceptable to ICCO.

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

5.3.4. They agree to abide and conform to the Code of Ethics of ICCO as well as all other principles and guidelines ICCO publishes.

5.3.5. They will ensure that a representative of their professional association attends all Board of Members meetings and Executive Committee meetings where requested.

5.3.6. They will ensure that they pay all membership fees when due.

5.3.7. Applicants must declare their membership in any local PR association(s) in the country(ies) where they operate. If a local PR association exists and is an ICCO member, ICCO will seek its approval. If there is no local association, or if the local association is not an ICCO member, ICCO will review the application directly and may consult with relevant stakeholders as needed.

Membership fee	yes
Board seat	yes
Voting right at Board meetings	one
Voting right at elections	none

#### **5.4. Professional Partners**

Associations or membership organisations representing a special area of the communications industry. They will be eligible to become full, voting members of ICCO subject to the following:

- 5.4.1. They are an association/membership organisation in their country or territory or globally
- 5.4.2. They have statutes and a management structure that support autonomous decision-making on behalf of their members and a Code of Conduct acceptable to ICCO.
- 5.4.3. They have financial stability and can produce accounts of their last two fiscal years upon request.
- 5.4.4. They agree to abide and conform to the Code of Ethics of ICCO as well as all other principles and guidelines ICCO publishes.
- 5.4.5. They will ensure that a representative of their professional Association attends all Board of s meetings and Executive Committee meetings where requested.
- 5.4.6. They will sign a Memorandum Of Understanding with ICCO to enlist the details of collaboration.

Membership fee	no
Board seat	yes
Voting right at Board meetings	one
Voting right at elections	none

#### **5.5. Direct Members - individuals**

Public Relations professionals as direct members will be eligible to become full members of ICCO subject to the following:

- 5.5.1. They are public relations professionals
- 5.5.2. They agree to abide and conform to the Code of Ethics of ICCO as well as all other principles and guidelines ICCO publishes.
- 5.5.3. They will ensure that they pay all membership fees when due.
- 5.5.4. They must declare their membership in any local PR association(s) in the country(ies) where they operate. If a local PR association exists and is an ICCO member, ICCO will seek its approval. If there is no local association, or if the local association is not an ICCO member, ICCO will review the application directly and may consult with relevant stakeholders as needed.

Membership fee	yes
Board seat	none
Voting right at Board meetings	none
Voting right at elections	none

#### **5.6. Direct Members – Educational Institutions**

Educational institutions as direct members will be eligible to become full, voting members of ICCO subject to the following:

- 5.6.1. They are an educational institutions having communications/PR courses and/or training offers in their country or territory or globally
- 5.6.2. They have a management structure that support autonomous decision-making and a Code of Conduct acceptable to ICCO.
- 5.6.3. They have financial stability and can produce accounts of their last two fiscal years upon request.
- 5.6.4. They agree to abide and conform to the Code of Ethics of ICCO as well as all other principles and guidelines ICCO publishes.
- 5.6.5. They will ensure that they pay all membership fees when due.

Membership fee	yes
Board seat	none
Voting right at Board meetings	none
Voting right at elections	none

## 6. Partners

### 6.1. Strategic partners

The Board of Members may approve the admission of Strategic Partner (generally outside of the PR industry) to strengthen our advocacy works toward policy papers, legislation or PR for a greater good. Such admission being subject to the following:

- 6.1.1. Recommendation by the Executive Committee and the Supervisory Board
- 6.1.2. Majority approval by the Board, including approval by the full voting members
- 6.1.3. Annual confirmation under the same preceding criteria
- 6.1.4. Signing a Memorandum of Understanding enlisting the details of collaboration

### 6.2. Associate partners

The Board may approve the admission of Associate, non-voting members, where an Association represents public relations professionals or consultancies, but has been deemed ineligible to be a full member under the criteria above; or where an Association represents a wider element of the marketing industry in its country or territory. Such admission being subject to the following:

- 6.2.1. Recommendation by the Executive Committee and the Supervisory Board
- 6.2.2. Majority approval by the Board, including approval by the full, voting members.
- 6.2.3. Annual confirmation under the same preceding criteria.
- 6.2.4. Signing a Memorandum of Understanding enlisting the details of collaboration

### 6.3. Commercial partners

They sponsor ICCO's core activities on an annual /long-term based. All commercial partnerships must have a written agreement/contract outlining all deliverables.

## 7. Governing bodies of ICCO

### 7.1. Board of Members (BoM)

**7.1.1.** The ICCO Board of Members is the highest decision-making authority in the organisation and is composed of the Executive Committee, Past Global and Regional Presidents, and one appointed representative from each member except of individuals and educational institutions. Each member organisation listed with voting rights has one vote on the Board of Members, and decisions are made by simple majority vote.

**7.1.2.** Professional Partners, Direct Members, University Members, and other affiliated organisations are not entitled to run for or vote on Officer roles or Bylaws amendments, but may participate in certain other votes as specified in the organisation's rules.

**7.1.3.** A member will nominate its representative for a minimum of one two-year term to act and make decisions on their behalf. A representative may serve for longer than this period at the formal request of their Organisation. It is recommended that the representative holds an active role in their Organisation, but this remains the decision of the Member.

**7.1.4.** A member Organisation may request that a replacement representative attend an ICCO BoM meeting in lieu of the appointed representative. Notice of such an arrangement must be given to the Secretariat in advance of the relevant Board meeting.

**7.1.5.** Each member Organisation must supply the ICCO Board with the following information on their nominated representative: name, position and workplace, position at the member Organisation (board or committee membership, etc.), number of years of involvement in the member Organisation, number of years in the public relations profession.

**7.1.6.** When a member Organisation 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 Board meetings.

**7.1.7.** The Chief Executive/secretary of a member Association may also attend the ICCO Board meetings as an observer, without voting rights - unless appointed as a representative of the member Association

**7.1.8.** Past Global and Regional Presidents of ICCO will be invited to remain as Board of Members. They do not have voting rights.

**7.1.9.** The Chief Executive of ICCO shall act as secretary at all meetings of the Board.

### 7.2. Executive Committee (ExCo)

The ICCO Global Executive Committee serves as Board of Directors as stated in the UK law. It consists of the President, the Vice President, the Treasurer, the immediate Past President, the Regional Presidents, and the Chief Executive. These are the official officers of ICCO.

- 7.2.1** The Executive Committee (ExCo) is responsible for overseeing and steering the operations of the Secretariat, and for ensuring the effective implementation of decisions made by the Board of Members in accordance with ICCO's values, bylaws, and strategic objectives.
- 7.2.2** ExCo has the authority to select and contract suppliers - including individuals and organisations - to carry out tasks and operations that are aligned with Board guidance and ICCO's mission. All such contracts must be consistent with Board-approved budgets and within the scope of authority granted by the Board. A budget plan should be prepared by the Chief Executive or in his absence the Treasurer at the AGM which sets budget lines,

expected revenues and cost – that serves as a guide to ExCo to make decisions of selecting suppliers.

- 7.2.3 ExCo shall report regularly to the Board of Members and the Supervisory Board on its activities, including all significant contracts and operational decisions. ExCo is accountable for ensuring that all operations are conducted transparently, ethically, and in full compliance with ICCO's bylaws and code of conduct.
- 7.2.4 ExCo members must disclose all external affiliations (e.g., board positions, consultancies) annually to the Supervisory Board. Conflicts of interest must be mitigated or result in recusal.
- 7.2.5 ExCo cannot override decisions of the AGM.
- 7.2.6 Powers and duties of the Executive Committee are set forth below:
  - 7.2.6.1. The President of ICCO serves as head of the Executive Committee.
  - 7.2.6.2. The Executive Committee may appoint subcommittees, working groups, and other such bodies with such powers as the Executive Committee may determine.
  - 7.2.6.3. At all meetings of the Board, the President of ICCO, or, in their absence, the Vice President, shall preside.

### **7.3. Supervisory Board**

- 7.3.1. The Supervisory Board consisting of a minimum of three (3) and maximum of (5) officers will be responsible for overseeing the operations of ICCO.
- 7.3.2. Supervisory Board members cannot hold any other positions (ie, ExCo members, Regional President)
- 7.3.3. Serve a two-year term, with possible reappointment once.
- 7.3.4. The Supervisory Board reports not only to the Board of Members but also directly to the AGM, especially on matters of compliance, ethics, and significant risks.
- 7.3.5. The Supervisory Board presents an annual report on governance, compliance, and risk management at the AGM.
- 7.3.6. The Supervisory Board may establish a temporary Audit Task Force to oversee the annual external audit, review internal financial controls, and report directly to the AGM.
- 7.3.7. The Supervisory Board has the power to notify and challenge decisions of the ExCo or Board of Members if they violate bylaws or ethical standards.
- 7.3.8. The Supervisory Board may temporarily suspend any decision or action by the ExCo or Board of Members that violates ICCO's bylaws, code of conduct, or financial regulations, pending a full review by the AGM.
- 7.3.9. The Supervisory Board cannot make operational decisions.
- 7.3.10. Election criteria are listed in the Bylaws.
- 7.3.11. Powers and duties of the Supervisory Board are set forth below:
  - 7.3.11.1. Supervises election processes at ICCO
  - 7.3.11.2. Supervisory election process is initiated by the Secretariat, and conducted during the Annual General Meeting of the Board of Members which will select three independent election supervisors from the attending members to oversee the election process, count the votes and present the results of the new Supervisory Board for the AGM to approve.
  - 7.3.11.3. Provide updates to the BoM on ICCO operations (admin and professional work) by reviewing the work of the Executive Committee and the Secretariat.
  - 7.3.11.4. Oversee budget allocation and ensure financial resources align with priorities.
  - 7.3.11.5. Ensure quality and compliance of bylaws, codes, guidelines, and the substantive value of the work of ICCO bodies.
  - 7.3.11.6. Supervisory Board acts as a whistleblower channel for members reporting misconduct or breaches.

#### **7.4. Regional Groups**

**7.4.1.** There shall be five ICCO Regional Groups, covering the following areas: Africa, Asia/Pacific, Europe, Latin America, and North America.

**7.4.2.** Each Group will organise events, promote best practice exchange, and promote centrally developed materials within their region.

**7.4.3.** Each Group will have one representative from each member association within the region. This representative is a member of the Association's Board by default. A member Association will nominate its representative for a minimum of one two-year term to act and make decisions on their behalf. A representative may serve for longer than this period at the formal request of their Association.

**7.4.4.** 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 Group meeting.

**7.4.5.** Each member Association must supply the Regional Group with the following information on their nominated representative: name, title and workplace, honorary position at the member Association (board or committee membership, etc.), number of years of involvement in the member Association, and number of years in the public relations consultancy profession.

**7.4.6.** 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 Board meetings.

**7.4.7.** The Chief Executive of ICCO may also attend the Regional Group meetings as an observer, without voting rights.

**7.4.8.** Regional Group members elect a Regional President for a two-year term. Elections must be initiated by the Chief Executive and supervised by the Supervisory Board. 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, a second round of voting shall be held between the tied candidates. If the tie persists, the Supervisory Board shall cast the deciding vote.

**7.4.9.** The presence of a regional Association does not preclude the establishment of national Associations within the regions they cover, and the ICCO Board of Members will endeavour to help practitioners establish active national associations where none exist currently.

#### **7.5. Conflict of Interest**

All Board, ExCo, and Supervisory Board members must disclose any actual or potential conflicts of interest at the start of their term and whenever such conflicts arise. Members must recuse themselves from any decision where a conflict exists.

### **ICCO Governance Functions, Responsible Bodies and Oversight**

<b>Function</b>	<b>Responsible Body</b>	<b>Oversight/Check</b>
<b>Strategic Decisions</b>	AGM	Board of Members, Supervisory Board
<b>Day-to-Day Management</b>	ExCo, Chief Executive	Supervisory Board
<b>Compliance &amp; Ethics</b>	Supervisory Board	Board of Members
<b>Financial Oversight</b>	Treasurer, ExCo, Chief Executive	Supervisory Board, Financial Audit

## **8. Officer Roles**

### **8.1. President**

- 8.1.1. The President shall represent the organisation as an official spokesperson and exercise general supervision of the affairs of ICCO, subject to the control of the Board of Members and/or the Executive Committee.
- 8.1.2. The President shall be an ex officio member of all subcommittees, working groups, and other such bodies. The President shall do and perform such other duties as may be assigned to him or her by the Board and/or the Executive Committee.
- 8.1.3. The President is the head of the Executive Committee and has a Board seat with voting rights.
- 8.1.4. The President's term is for two years without the option to be re-elected. The President is elected as Vice-President by the full-voting Board of Members. Election details are set in the Bylaws.
- 8.1.5. The President is registered at the Companies House as a Board Director.
- 8.1.6. Should the President resign, the Vice President will immediately assume the duties of President and serve in that capacity for the remainder of the term and for the following two years. The Supervisory Board will initiate elections for a new Vice President within two months of the President's resignation.

### **8.2. Vice-President**

- 8.2.1. The Vice President is the designated successor of the President. In addition, in the absence of the President or in the event the President cannot perform the duties outlined in the Section above, the Vice President shall perform the duties and exercise the powers of the President.
- 8.2.2. Vice President is registered at the Companies House as a Board director.
- 8.2.3. The Vice President's term is for two years when they becomes President of the organisation.
- 8.2.4. The Vice President is elected by the full-voting Board of Members. Election details are set in the Bylaws.
- 8.2.5. The Vice Presidency must rotate among different regional groups (i.e. Africa, Asia/Pacific, Europe, Latin America, and North America), and no single region may hold the position for two consecutive terms. However, if no candidate is nominated from a region other than the currently serving region, the Board may approve the same region to serve an additional term.
- 8.2.6. Should the Vice President resign, the Board may extend the current President's term by one year. The Supervisory Board will initiate elections for a new Vice President within two months of the Vice President's resignation.

### **8.3. Treasurer**

- 8.3.1. The Treasurer shall have the custody of all funds, property and securities of ICCO. They 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, and/or the Executive Committee, or the President may designate.

- 8.3.2. The Treasurer shall disburse the funds in such manner as may be directed by the President or the Board of Members.
- 8.3.3. The annual financial statements of ICCO shall be audited by an independent, external auditor appointed by the Board of Members. The full audit report must be circulated to all Board of Members and made available to all voting members within 30 days of completion.
- 8.3.4. 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 them by the Board. They may enlist the cooperation of the Chief Executive in operational matters as deemed necessary or convenient.
- 8.3.5. The Treasurer's term is for two years without the option to be re-elected. The Treasurer is elected by the full-voting Board of Members. Election details are set in the Bylaws.
- 8.3.6. The Treasurer is registered at the Companies House as a Board director.
- 8.3.7. The Treasurer may resign by submitting a signed written notice to the Executive Committee (ExCo), specifying the effective resignation date. The resignation period shall not be shorter than 60 days. The resignation shall be formally accepted and recorded at a meeting of the Board of Members. The Treasurer shall cooperate in the transition of duties and return all ICCO property, financial and bookkeeping material, and bank access. The process for filling the vacancy shall begin seven banking days after the resignation has been received.

#### **8.4. Supervisory Board members**

- 8.4.1. The Supervisor Board consists of 3 to 5 members responsible for overseeing the operations of ICCO.
- 8.4.2. Members can attend ICCO's Board of Members (BoM) meetings and contribute to strategic decisions. They do not have voting rights.
- 8.4.3. Supervisory Board reports not only to the Board of Members but also directly to the AGM, especially on matters of compliance, ethics, and significant risks
- 8.4.4. Supervisory Board to present an annual report on governance, compliance, and risk management at the AGM.
- 8.4.5. The Supervisory Board has the right to initiate investigations into any aspect of ICCO operations and require cooperation from all officers. Unanimously and independently, members shall have unrestricted access to all financial records, contracts, and relevant documentation necessary to fulfil their oversight function.
- 8.4.6. The Supervisory Board may temporarily suspend any decision or action by the ExCo or Board of Members that violates ICCO's bylaws, code of conduct, or financial regulations, pending a full review by the AGM
- 8.4.7. Members' term is for two years with a possible reappointment once. The members are elected by the full-voting Board of Members. Election details are set in the Bylaws.
- 8.4.8. Supervisory Board members serve a two-year term in odd years to overlap with the President, Vice-President and Treasurer.
- 8.4.9. A Supervisory Board member may resign by submitting a signed written notice to the President and/or Chief Executive, specifying the effective date of resignation. The resignation shall be formally accepted and recorded at the next meeting of the Executive Committee, which will notify the Board of Members. The resigning member shall cooperate in the transition of duties and return all ICCO property and materials. The Executive Committee will initiate elections for a new member within two months of the resignation.

## **8.5. Chief Executive**

- 8.5.1. The Chief Executive is a governing role and body set by the AGM and appointed by the Executive Committee via a transparent selection process towards the Board of Members.
- 8.5.2. The Chief Executive serves as official spokesperson, is a Member of the Board and the Executive Committee and shall exercise general supervision of the affairs of ICCO Secretariat, subject to the control of the Board and/or the Executive Committee.
- 8.5.3. The Chief Executive shall have charge of such books, documents and papers as the Board may determine. They shall attend and keep the minutes of all the meetings of the Members and of the BoM and record their votes. They may sign in the name of and on behalf of ICCO, any contracts or agreements authorised by the Board and/or the Executive Committee.
- 8.5.4. The Chief Executive must be employed/contracted directly to ICCO to secure independence of the organisation.
- 8.5.5. The Chief Executive is by definition a member of every working and regional groups without voting rights.

## **8.6. Regional Presidents**

- 8.6.1. ICCO has five regional presidents, one for each region: Africa, Asia/Pacific, Europe, Latin America, and North America.
- 8.6.2. Regional Presidents shall:
  - 8.6.2.1. Direct regional group activities
  - 8.6.2.2. Serve on the Executive Committee
  - 8.6.2.3. Represent their region at ExCo and BoM meetings
  - 8.6.2.4. Organise in-person forums with a support of their local association to focus on topics of the ICCO agenda
  - 8.6.2.5. Grow membership within their region
- 8.6.3. Regional Presidents are elected by regional group members for a two-year term.
- 8.6.4. If a Regional President needs to resign, they must submit a signed written notice to the Executive Committee and to their regional group, specifying the effective date of resignation. The resignation shall be formally accepted and recorded at the next meeting of the Executive Committee. The resigning Regional President shall cooperate in the transition of duties and return all ICCO property and materials. The Executive Committee, in coordination with the Supervisory Board and the regional group, will initiate elections for a new Regional President within two months of the resignation.

## **8.7. Past Presidents**

- 8.7.1. The immediate Past President serves on the Executive Committee. They have voting rights in the Executive Committee but not in the AGM or BoM meetings.
- 8.7.2. Previous Past Presidents are invited to remain as members of the Board. They do not have voting rights.

## **8.8. Secretariat**

The ICCO Office act as a Secretariat of the organisation. Daily operations are managed and overseen by the Chief Executive and ExCo. The office is managing agreed admin work, finances, communications, management of working and regional groups and all projects which are not outsourced.

## **ICCO BYLAWS**

### **1. Meetings**

- 1.1. Annual General Meeting (AGM)
- 1.1.1. Must be held each year, with no more than 14 months between meetings. By default, AGM's are aligned with ICCO Global Summit and held at the same venue, one day prior to the Summit.
- 1.1.2. Calendar invitation items must be sent to Board members, secretariats and invited guests not less than 30 days. Board meeting agenda and papers must be sent 14 days in advance.
- 1.1.3. Members representing at least 10% of voting rights may submit proposals to the AGM agenda. Such proposals must be submitted to the Secretariat 60 days before the AGM.
- 1.1.4. The business of the AGM includes setting strategic directions, proposing and approving initiatives and programmes, overseeing financial matters, project performance, reviewing reports, conducting the election of the Supervisory Board members (uneven years) and approving changes in the Articles of Association and Bylaws.
- 1.1.5. AGM's are chaired by the President, the Chief Executive serves as Secretary (sending out papers, taking notes and minutes).
- 1.1.6. Any member entitled to attend and vote at a General Meeting may appoint a proxy to attend, speak, and vote on their behalf. The appointment must be made in writing, which must be signed by the member and received by the Secretariat in advance of the scheduled start of the meeting. The proxy letter must specify the name and the ID of the member, the proxy's full name, the meeting to which it relates, and any voting instructions. The Secretariat will confirm receipt of the proxy form and verify its validity. Proxy forms will be retained for at least one year and may be inspected by the Supervisory Board.
- 1.1.7. Observers (e.g., non-voting members, stakeholders) have the right to attend AGMs and other key meetings, unless sensitive matters are discussed.

### **1.2. Extraordinary General Meeting (EGM)**

- 1.2.1. Any general meeting other than the AGM. Can be convened by the Executive Committee or by the majority of full-voting Board members by requisition.
- 1.2.2. EGM's can be held in person (usually in the first half of the calendar year) and online.
- 1.2.3. EGM's are chaired by the President, the Chief Executive serves as secretary (sending out papers, taking notes and minutes).
- 1.2.4. Calendar invitation, agenda and meeting papers must be sent to Board members, secretariats and invited guests not less than 14 days.

### **1.3. Executive Committee (ExCo) Meetings**

- 1.3.1. The frequency and format of the ExCo meetings are set by the Executive Committee. Meetings are predominantly held online but must be held at least 6 times a year.
- 1.3.2. ExCo Meetings are chaired by the President, the Chief Executive serves as secretary (sending out papers, taking notes and minutes).

### **1.4. Regional Group Meetings (Regional Forums)**

- 1.4.1. The role of the Regional President is to organise events and promote the exchange of best practices within regions. These forums are open to attend (and may be ticketed) to engage a broader stakeholder base.
- 1.4.2. Local association members must help organise the event.

- 1.4.3. Each forum includes a public-facing component to foster wider participation, and an internal segment exclusive to local members to discuss regional matters related to Board issues and initiatives.
- 1.4.4. Regional representatives are expected to attend

### **1.5. Working Groups (Task Forces)**

- 1.5.1. The Executive Committee may appoint subcommittees, working groups and other such bodies.
- 1.5.2. Working Groups focus on specific topics and support ICCO's advocacy efforts through surveys, reports, events, and campaigns. They are ongoing in nature and are led by a Chair who is appointed by the group members.
- 1.5.3. Working groups members should be ICCO members (Board members or representatives of agencies of member Associations). Members may include representatives from the Board, regional groups, and other relevant (if needed, external) stakeholders.
- 1.5.4. Task Forces are formed to accomplish a **specific mission** or support a **particular initiative**, often in collaboration with an **external strategic partner** (e.g., the UNDP Group or the Council of Europe). They are time-bound and goal-specific. Each Task Force is led by an appointed Chair and disbanded upon the completion of its mandate.

## **2. Elections, Terms, Removal and Resignation**

- 2.1. Each officer shall be elected for a two-year term, to commence on the next AGM following the election, unless specified otherwise by the Board. A representative may serve for longer than this period with the agreement of the majority of the votes of the Board of Members.
- 2.2. Members agree to nominate people to encourage diversity and inclusion in the elected positions.
- 2.3. Candidates for officer roles must submit a declaration of eligibility, including confirmation of no prior ethical violations, 30 days before elections. The Supervisory Board shall verify declarations
- 2.4. Election protocol is the following:
  - 2.4.1. Once the position is due or becomes vacant, the Chief Executive calls for and initiates an election. The position, including description, eligibility criteria and timeline, should be available on the website and promoted via internal channels, ie: email and member briefing
  - 2.4.2. The nomination period should be open for two (2) months
  - 2.4.3. The Chief Executive checks the eligibility criteria for each candidate, may request deficiency, within 3 weeks time
  - 2.4.4. The election is open via an online format where all candidates are listed, supporting documents should be accessible, each eligible member has one vote, and they have to state which organisation they represent. Voting platform should be open for three (3) weeks.
  - 2.4.5. Chief Executive collects votes and announces winners within one (1) week.
  - 2.4.6. All elections are supervised by the Supervisory Board
- 2.5. The election process is carefully supervised by the Supervisory Board, Chief Executive must provide all details and information to Supervisory Board members when requested.
- 2.6. Any elected officer of ICCO may be removed, with a reasonable cause, by a vote of a two-third majority of the Board of Members then in office with a right to appeal to the Supervisory Board.

- 2.7. Any officer or representative may resign by submitting a signed written notice to the President and/or Chief Executive, specifying the effective date of resignation. For roles with regional or group responsibilities (such as Regional Presidents), a copy of the resignation notice shall also be provided to the relevant regional group. The resignation shall be formally accepted and recorded at the next meeting of the relevant governing body.
- 2.8. The resigning officer or representative shall cooperate in the transition of duties and return all ICCO property and materials. The process for filling the vacancy shall begin immediately upon the resignation becoming effective, with elections to be completed within two months. Exception: For the Treasurer, the process shall begin within seven banking days of resignation.

#### **2.9. VicePresident, Treasurer, Supervisory Board members**

- 2.9.1. The Vice-President and the Treasurer of ICCO shall be elected by majority vote of the Board of Members via an online selection format. Members other than national and regional associations are not entitled to vote (see member types) but are entitled to nominate an eligible candidate.
- 2.9.2. Supervisory Board members' election process is initiated by the ExCo and conducted at the AGM. The Board of Members will select three independent election supervisors from the attending members to oversee the election process, count the voting ballots and present the results of the new Supervisory Board for the AGM to approve.
- 2.9.3. Elections are due with a timeline considering that they should take their roles at AGM.

#### **2.10. Regional Presidents**

- 2.10.1. The Regional Presidents of ICCO shall be elected by majority vote of the Board of Members of the regions concerned via an online selection format.
- 2.10.2. Members other than national and regional associations of the region are not entitled to vote but are entitled to nominate an eligible candidate.

### **3. Code of Conduct, Ethics and Expulsions**

- 3.1. ICCO's Code of Conduct consists of its ethical framework which include e.g. the Helsinki Declaration and the Warsaw Principles. These set out the core principles for ethical public relations practice. Among these principles is a commitment to "adhere to member Association's Codes of Conduct, be mindful of the Codes of Conduct of other countries, and show professional respect at all times.
- 3.2. ICCO aims to continuously raise professional and ethical standards.
- 3.3. ICCO's ethical framework: guidelines and principles are kept and updated here <https://iccopr.com/ethics/>
- 3.4. ICCO has introduced a dedicated section at CMS IV to emphasise its importance and introduce it to member Associations who are encouraged to make it a mandatory element for their public relations consultancy members.

#### **3.5. Expulsions**

- 3.5.1. If a Member/Association is in default of any of the bylaws listed above, then they are deemed to be in default of their membership. The Chief Executive will call the attention of the ICCO President on any information or fact coming to his knowledge with respect to such situations. The Member/ Association will then be given:

- 3.5.1.1. Three month's written notice of ICCO's determination to expel them.

- 3.5.1.2. During that period, should the member rectify the situation, the membership will not be suspended.
- 3.5.1.3. 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.
- 3.6. 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.
- 3.7. Appeals and Due Process**  
Any member or officer subject to expulsion or removal has the right to appeal to the Supervisory Board within 30 days. The Supervisory Board must review the case and issue a decision within 30 days.

#### 4. Membership fees

The Articles outline eligibility criteria for different types of members.

Membership fees are proposed by the Chief Executive and approved/set by the AGM for the next calendar year, however membership fees are due on a 12 months base.

The following are the official **Membership Bandings and Fees for 2025**:

##### 4.1. National PR Associations (Full Members)

Fees are based on reported membership revenue. Each member association must provide their previous calendar year membership fee revenue by end of January.

Band	Revenue From (EUR)	Revenue To (EUR)	2025 Fee (EUR)
1	—	15,000	2,000
2	15,001	30,000	2,500
3	30,001	60,000	3,000
4	60,001	100,000	3,500
5	100,001	200,000	5,000
6	200,001	300,000	6,000
7	300,001	500,000	7,000
8	500,001	1,000,000	10,000
9	1,000,001	—	30,000

##### 4.2. Direct Members – Agencies and Consultancies

Agency Type	2025 Fee (EUR)
PRovoke Top 250 Consultancies	5,000
Agency Networks	3,000
Local Agencies (if member of local association)	1,500

##### 4.3. Direct Members - Individuals 200

##### 4.4. Direct members - Educational Institutions 300

#### 4.5. Membership joining protocol

4.5.1. **Fill Out the Application Form:** Complete the relevant form based on your membership type. This includes abiding to ICCO's Code of Conducts and relevant documents.

- 4.5.2. **Review Process:** Your application will be looked over to confirm eligibility, including meeting our professional standards. An initial introductory meeting is arranged by the Office (individual members meet with Global Engagement Manager, organisations (associations, agencies and educational institutions) meet with Chief Executive.
- 4.5.3. **Pro Forma Invoice:** A pro forma invoice will be issued once membership and fee is approved.
- 4.5.4. Membership fee payment: membership fee is due in 30 days after receipt of the invoice. And membership is valid for 12 months starting with the invoice date.
- 4.5.5. **Final Confirmation:** Upon payment, you'll receive your final invoice, be added to ICCO's communications, and enjoy full membership benefits like website listings, event invitations, and more.

## 5. Event Organisation & Hosting

### 5.1. Global Summits

ICCO's flagship global event, the **ICCO Global Summit**, is held annually. It brings together international leaders in public relations and communications. Organisation of the conference, selecting the partner(s) for content and logistics are discretion of the Executive Committee. However, the hosting country is selected based on the proposals of hosting associations.

#### 5.1.1. Role of the local Association

- 5.1.1.1. Recommend venues
- 5.1.1.2. Help finding logistics partner if ICCO office needs it
- 5.1.1.3. Promote to and invite local members to the Summit and Gala Dinner
- 5.1.1.4. Host the Board meeting - provide venue and catering (coffee, soft drinks and light food)
- 5.1.1.5. Host one session at the Summit about local/regional PR landscape
- 5.1.1.6. Seat at the content committee (for topics, speaker, panellists)

### 5.2. Regional Forums

Organised by the **Regional President with the support of a local host Association**, these events promote local engagement and best practice exchange. The **member Association** acts as host, managing logistics and outreach within the region. ICCO provides branding support, promotional tools, and may assist with programme structure and speaker outreach, depending on the scale of the event.

#### 5.2.1. Role of the local Association

- 5.2.1.1. Host the open conference
- 5.2.1.2. Shortlist and selection of the venue
- 5.2.1.3. Help arrange logistics with local suppliers if needed
- 5.2.1.4. Promote to and invite local members to the mini-conferenceHost the Board Meeting: provide venue (usually attended by 10-15 Board members) and catering (coffee, soft drinks and light food)
- 5.2.1.5. Hosting drinks & networking dinner

### 5.3. Online Events

The ICCO Secretariat regularly organises **webinars, roundtables, and online conferences**, often in partnership with member associations or external experts. These events are typically hosted and moderated by ICCO, with content input and co-promotion from partners.

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**Note on Version Development:**

The document was based on previous documents:

- memorandum and articles of association from 1989
- first bylaws amendments from 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 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.
- Document was further adapted following the proposals of an international governance working group led by president Elise Mitchell in 2018, final version approved October 2018.
- In 2025 the combined document of Articles and Bylaws was put together by Andras Sztanislav (interim CEO) in 2024-2025 with the inputs and support of a Governance Working Group (Christina Forsgård, Anne-Mareille Dubois, Melissa Cannon, Nitin Mantri, Massimo Moriconi, James Hewes, Sarah Waddington, and Grzegorz Szczepański).

Annexe 1

Function	Responsibility	Membership	Appointment & Tenure
Board of Members	<ul style="list-style-type: none"> <li>● objective and strategy setting</li> <li>● annual budget</li> <li>● election of officers and Supervisory Board</li> </ul>	<ul style="list-style-type: none"> <li>● ExCo members</li> <li>● Past. Presidents</li> <li>● One rep. per association</li> <li>● One rep. per Direct Member, and Professional Partners</li> </ul>	<ul style="list-style-type: none"> <li>● Appointed by member organisation</li> <li>● A representative may serve longer than the two year tenure at the formal request of their association</li> </ul>
Executive Committee (ExCo)	<ul style="list-style-type: none"> <li>● implementation of strategic directions</li> <li>● oversee secretariat</li> <li>● selection of suppliers</li> </ul>	<ul style="list-style-type: none"> <li>● President</li> <li>● Vice President</li> <li>● Treasure</li> <li>● Immediate Past President</li> <li>● Regional Presidents</li> <li>● Chief Executive</li> </ul>	<ul style="list-style-type: none"> <li>● Appointed by the Board</li> <li>● Two-year tenure</li> </ul>
Supervisory Board	<ul style="list-style-type: none"> <li>● ensure ICCO is delivering on objectives and following policies</li> <li>● oversee ExCo work</li> <li>● oversee elections</li> </ul>	<ul style="list-style-type: none"> <li>● 3 to 5 elected board members</li> </ul>	<ul style="list-style-type: none"> <li>● Two-year term to overlap President, VicePresident and Treasurers tenure</li> </ul>
Regional Presidents	<ul style="list-style-type: none"> <li>● Direction of regional group activities</li> <li>● Represent Region at Board meetings</li> <li>● Grow the membership regionally</li> </ul>	<ul style="list-style-type: none"> <li>● Africa</li> <li>● Asia Pacific</li> <li>● Europe</li> <li>● Latin America</li> <li>● North America</li> </ul>	<ul style="list-style-type: none"> <li>● Elected by regional group members</li> <li>● Two-year tenure</li> </ul>
Regional Groups	<ul style="list-style-type: none"> <li>● Events</li> <li>● Best practice exchange</li> <li>● Promotion of centrally developed materials, World Report etc.</li> </ul>	<ul style="list-style-type: none"> <li>● Regional President</li> <li>● Representative from each country within the region</li> </ul>	<ul style="list-style-type: none"> <li>● Appointed by local associations</li> <li>● A representative may serve longer than the two year tenure at the formal request of their association</li> </ul>
Working Groups /Task Force	<ul style="list-style-type: none"> <li>● Development of guidelines</li> <li>● Managing survey and reports</li> <li>● Providing support for ICCO advocacy work</li> <li>● Address issue identified by Board</li> </ul>	<ul style="list-style-type: none"> <li>● chair</li> <li>● (co-chair)</li> <li>● volunteers from Board or members of members</li> <li>● external experts (if needed)</li> </ul>	<ul style="list-style-type: none"> <li>● two year tenure but can be extended by BoM</li> </ul>