



PARLAMERICAS REGULATIONS

Approved by the Board of Directors
15 May 2013
Paramaribo, Suriname

■ Amended on March 18, 2017, in San José, Costa Rica

Note

The rules of governance of ParlAmericas, henceforth called the *Regulations*, were completed and approved by the Board of Directors at the 31st Board meeting in Paramaribo, Suriname, on 15 May 2013.

The Regulations are to be formally enacted as of October 1st 2013.

Some dispositions of the Regulations will be progressively implemented during fiscal year 2013-2014, and other dispositions will be implemented as the institution's resources permit.

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CHAPTER I – Section I – GOVERNANCE OF PARLAMERICAS

- 1.0 ParlAmericas, created as the Inter-Parliamentary Forum of the Americas (FIPA) pursuant to *Resolution 1673/99* adopted by General Assembly of the Organization of American States (OAS), is an international organisation (IO) that represents an independent network comprised of national legislatures of the member states of the OAS.
- 1.1 Pursuant to a formal name change in 2011, the organization shall be referred to as ParlAmericas. It may change its name by vote of a two-third (2/3) majority of the Board of Directors present at such Board meeting called to debate the issue. Any such name change shall be done by filing notice of the use of an assumed name by the Institution or by amendment to its Regulations.
- 1.2 ParlAmericas is the inter-Parliamentary forum of countries that are geographically located in the hemisphere of the Americas. Pursuant to a decision taken at the 31st Board of Directors meeting in Paramaribo, Suriname on 15 May 2013, ParlAmericas is to be headquartered in Ottawa, Canada.
- 1.3 Its purpose is to promote parliamentary participation in the inter-American system and to contribute to inter-parliamentary dialogue and cooperation in dealing with issues of hemispheric concern.
- 1.4 In fulfilling its purpose, ParlAmericas supports the principles set forth in the Inter-American Democratic Charter.
- 1.5 ParlAmericas aims to achieve the following objectives:
 - 1.5.1 To contribute to the development of inter-parliamentary dialogue and cooperation in dealing with issues of hemispheric concern.
 - 1.5.2 To increase the sharing of experiences, dialogue, and inter-parliamentary collaboration on issues of common interest to the member states.
 - 1.5.3 To help strengthen the role of the legislative branch in democracy, and in the promotion and defence of democracy and human rights.
 - 1.5.4 To promote the harmonization of legislation and development of legislation among member states.
 - 1.5.5 To contribute to the process of integration as one of the most appropriate instruments for sustainable and harmonious development in the hemisphere.
- 1.6 ParlAmericas is to be governed by a Board of Directors in accordance with the ParlAmericas Regulations, approved by the Board of Directors. The Regulations may be amended periodically by a 2/3 majority of voting Board Directors, and shall be made available to all members.
- 1.7 The Board of Directors is responsible for carrying out the activities entrusted to it by ParlAmericas' Plenary Assembly. The Board is supported by a permanent International Secretariat in the management of issues of ParlAmericas concern.

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- 1.8 The members of the Board of Directors must be active members of their respective national parliaments. A Board Director cannot simultaneously hold office as a Cabinet minister in the executive branch of his/her state.
 - 1.8.1 A Board Director who is chosen to serve in the Cabinet of his/her country must immediately tender his/her resignation to the President of the Board effective on the day he/she enters the Cabinet.
 - 1.8.2 The President of the Board is then called to follow the process outlined in article 1.18 for the immediate replacement of the resigning Board Director.
- 1.9 For purposes of observing a balance in regional representation, the hemisphere shall be divided into the following four sub-regions: North America, Central America, Caribbean, and South America.
- 1.10 The sub-regions are comprised of legislative institutions of the following countries:
 - 1.10.1 North America: Canada, United States of America, United States of Mexico
 - 1.10.2 Caribbean: Antigua and Barbuda, Commonwealth of the Bahamas, Barbados, Cuba, Dominica, Dominican Republic, Grenada, Haiti, Jamaica, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Trinidad and Tobago.
 - 1.10.3 Central America: Belize, Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Panama.
 - 1.10.4 South America: Argentina, Bolivia, Brazil, Chile, Colombia, Ecuador, Guyana, Paraguay, Peru, Suriname, Uruguay, Venezuela.
- 1.11 The Board will be composed of seventeen (17) elected members, distributed as follows:
 - 1.11.1 Three (3) representatives of different parliaments from North America and Central America, and four (4) representatives of different parliaments from South America, and the Caribbean, for a total of 14.
 - 1.11.2 Three (3) positions elected by the Plenary Assembly: The President of the Board, the 1st Vice-President, and the President of the Group of Women Parliamentarians who is designated to act as the 2nd Vice-President of the Board pursuant to article 1.14.3.
 - 1.11.3 A seat on the Board of Directors is not attributed on the basis of individual countries, but by applying an allocation mechanism based on sub-regional representation.
 - 1.11.4 Board Directors are designated by Parliaments following open elections held at the annual Plenary Assembly, pursuant to article 1.17 and forward, or are linked to a named position, for example the President of the PNGE pursuant to article 1.11.2.
 - 1.11.5 Once a Board Director is confirmed, he/she becomes a member of the Board of Directors of ParlAmericas, and shall henceforth represent the interests of Parliaments and Parliamentarians of the entire Hemisphere, and not the specific interests of the Parliament of his/her country of origin.

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- 1.11.6 Board seats cannot be substituted. Board Directors cannot designate a replacement or substitution, and thereby delegate their vote, should they be unable to attend a Board meeting. If a Board Director becomes ineligible to fulfill his/her duties as outlined in Chapter IV, article 4.9, the process outlined in article 1.18 shall be followed.
- 1.11.7 In the case of a temporary absence or short term incapacity of a Board Director, the Board Director shall inform the President of the Board and the International Secretariat in a timely manner, particularly if it results in an inability to attend a Board meeting. In such cases, there shall be no substitution or replacement of the absent Board Director.
- 1.11.8 In case a Board Director identified in article 1.11.2 is temporarily absent or unable to attend a meeting of the Board, he/she may be replaced by another current and acting Board Director pursuant to articles 1.14.2 and 1.14.3.
- 1.12 Additional members of Board will include: i) the immediate past president, ii) the representative of the country hosting the next Plenary Assembly, and iii) the Director General of ParlAmericas' International Secretariat. The individuals holding these positions will have full participatory responsibilities and rights with the exception of voting.
- 1.13 **Non-Voting Associates.** The Board of Directors may recognize non-voting Associates with rights, privileges, and obligations established by the Board. Associates may be individuals, businesses, organizations and non-member countries of the Hemisphere that seek to support the Mission of ParlAmericas. The Board, a designated committee of the Board, or the Director General in accordance with Board policy, shall have authority to admit any individual or organization as an Associate, to recognize representatives of Associates, and to make determinations as to an Associates' rights, privileges, and obligations. Associates have no voting rights, and are not Members of ParlAmericas.
- 1.14 **Executive Committee.** The Board of Directors will be led by an Executive Committee comprised of four (4) positions: the President of the Board, the 1st Vice-President, the 2nd Vice-President, and the Secretary-Treasurer.
- 1.14.1 **President of the Board.** The Board's President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- 1.14.2 **1st Vice-President of the Board.** In the absence or disability of the Board President, the ranking 1st Vice-President, elected by the Plenary Assembly, shall be called to replace the President as the Acting President of ParlAmericas.
- The Acting President shall have all the powers of, and be subject to all the restrictions upon the President of the Board for the remainder of the term or until the position of President of the Board of Directors of ParlAmericas is again filled by election.
- 1.14.3 **2nd Vice-President of the Board.** The position of 2nd Vice-President is automatically held by the President of the Group of Women Parliamentarians.

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In the absence or disability of the Board President and the 1st Vice-President, the 2nd Vice-President of the Board shall perform the duties of the Board's President. When so acting, the 2nd Vice-President shall have all the powers of, and be subject to all the restrictions upon, the Board's President.

The 2nd Vice-President shall have such other powers and perform such other duties prescribed for him/her by the Board of Directors or the Board's President.

In the case of a temporary absence or disability of the President of the PNGE, no other Board Director shall be called to act in his/her place.

In the case of a longer term of absence or disability of the President of the PNGE, the Vice-President of the PNGE shall be called to replace the President as the Acting President of the PNGE. The Acting President of the PNGE shall have all the powers of, and be subject to all the restrictions upon the President of the PNGE for the remainder of the term or until the position of President of the PNGE is again filled by election. The Acting President of the PNGE shall also hold the position of 2nd Vice-President of the Board of Directors.

1.14.4 **Secretary-Treasurer.** The Secretary-Treasurer shall play a dual role on the Board and lead the oversight of activities described in this article.

1.14.4.1 The Secretary of the Board shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors.

The minutes of each meeting shall state the time and place that the meeting was held and such other information as shall be necessary to determine the actions taken, and whether the meeting was held in accordance with the law and these Regulations. The Secretary shall cause notice to be given of all meetings of Members, Directors, and committees as required by the Regulations.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board's President.

1.14.4.2 The Treasurer of the Board shall be the lead Board Director for oversight of the financial condition and affairs of ParlAmericas and shall have primary responsibility for implementing the responsibilities of the Financial Management and Audit Committee as outlined in Chapter XII, the Committee's Charter.

1.14.4.3 The Secretary-Treasurer shall delegate all technical support tasks related to articles 1.14.4.1 and 1.14.4.2 to the International Secretariat.

1.15 The position of Secretary-Treasurer is filled through the election from among Board members of a Director with a two-third (2/3) majority support of voting members of the Board present at a Board meeting called to designate the position;

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- 1.16 If the President of the Board is called to resign, is deceased, becomes ineligible to occupy the position is no longer a member of parliament, or for any other reason, cannot fulfill his/her duties, the Board shall designate within ten (10) days of this occurrence, the 1st Vice-President, who will act as the Board's President until the next meeting of the Plenary Assembly.
- 1.17 The National Legislature of each country elected as member of ParlAmericas' Board of Directors shall be required to confirm by written communication to the President of the Board, thirty (30) days following the election of that country's delegate to the Board of Directors, the name of the parliamentary delegate who was elected to serve as a member of the Board. This delegate will serve on the Board for the entire term.
- 1.17.1 The most senior leader representing the National Legislature and authorized to confirm the elected delegate to the Board may seek to designate another Parliamentarian as the official representative to the ParlAmericas' Board of Directors.
- 1.17.2 If the President of the Board does not receive such validation at the end of the period, he/she may move to recognize a delegate from that country present at the Plenary Assembly at which the country was elected, as that country's representative. If he/she so chooses, he/she must advise the most senior leader representing the National Legislature and authorized to manage these matters within fifteen (15) days following the end of the thirty (30) day validation period.
- He/she will need to do so by the end of the thirty (30) day term and confirm by the end of that period, to the President of the Board, the name of the Parliamentarian that will be representing the country on the Board.
- 1.17.3 In the absence of any form of validation from the National Legislature following the process outlined above, the President of the Board, in consultation with the Chair of the Standing Committee on Nominations, may choose to invite another country of the sub-region to fill the available seat for that sub-region.
- 1.17.4 In the event that the President seeks to invite another country of the sub-region to fill the available seat for that sub-region, he/she shall submit a recommendation to the Board's Executive Committee for its approval.
- 1.17.5 The President of the Board shall submit at the first meeting of the Board a declaration that confirms that each Board member has received a validation from their respective National Legislature.
- 1.17.6 In case the above indicated events occur during a legislative recess, the timeframe for these notices shall start from the first day that the relevant legislative body resumes its activities.
- 1.18 If a Board Director is called to resign, is deceased, becomes ineligible to occupy the position because he/she is appointed as Cabinet minister in the executive branch of his/her state, is no longer a member of parliament, or for any other reason, cannot fulfill his/her duties, the National Legislature to which such member belongs shall appoint within thirty (30) days of such occurrence, an alternate member to serve out

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the remainder of the term. The relevant portions of article 1.17 apply equally to this occurrence.

- 1.18.1 In case the situation indicated above occurs during a legislative recess, the timeframe for these notices shall start from the first day that the relevant legislative body resumes its activities.
- 1.19 Pursuant to Section 1.11 of Chapter I, each Board member shall serve for a period of two years, subject to the following conditions:
 - 1.19.1 In rotation, one (1) of the three (3) member countries representing a sub-region to the Board of Directors will stand for re-election every year at the Plenary Assembly of members.
 - 1.19.2 In rotation, two (2) of the three (3) member countries representing a sub-region to the Board of Directors will stand for re-election every second year at the Plenary Assembly of members.
 - 1.19.3 The term of the member of the Board of Directors who represents the country hosting the Plenary Assembly shall run from the month after the previous Plenary Assembly until the month of the year in which the Plenary Assembly takes place in that country.
- 1.20 Each sub-region shall follow the election process as outlined in Chapter XVI of these Regulations, to determine the member countries that will represent the sub-region on the Board of Directors.
- 1.21 In the absence of sufficient countries to fill the positions attributed to each sub-region, the President of the Board, in consultation with the Chair of the Nominations Committee, may invite a country of the sub-region to submit a representative to fill one of the available seats.
- 1.22 All member countries of the Board of Directors may be re-elected.
- 1.23 **Board meetings**
 - 1.23.1 **Regular Meetings.** The Board of Directors shall have a minimum of three (3) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held following thirty (30) days prior notice.
 - 1.23.2 The Director General shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten (10) days before the meeting.
 - 1.23.3 **Chairing Board Meetings.** Meetings of the Board shall be chaired by the President of the Board.
 - 1.23.4 **Hosting Board Meetings.** Board Directors shall rotate hosting Board meetings. The Host Country holding a Board meeting shall bear the costs of organizing the meeting.
 - 1.23.5 **Quorum.** Quorum is to be established at thirty percent (30%) of total voting Board Directors.
 - 1.23.6 **Special Meetings.** Special Meetings of the Board may be convened by the President or by any three (3) members of the Board. A Special Meeting must be preceded by at least a thirty (30) day notice and a ten (10) day reminder

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sent to each Director stating the date, time, place, and purpose of the Special Meeting.

1.23.7 **Communicating with Board Directors.** Given the geographic distribution of Board Directors, the variety of time zones, and differences in communication technology, equipment and services, it is the responsibility of each Director to ensure that all means of communicating with him/her have been registered with the International Secretariat, and any changes are duly reported.

1.23.7.1 The International Secretariat shall keep a copy of all official communications transmitted by mail, messenger, fax, and/or email to a Board Director, which shall serve as proof of delivery.

1.23.7.2 Notice of Board Meetings. Notice of a regular or Special Meeting must be sent to each Director by mail, messenger, fax, and/or e-mail at his/her address(es) as shown by the records of the Institution.

1.23.7.3 All notices transmitted by mail, messenger, fax, and/or email sent to a Board Director shall be automatically deemed delivered. It is the choice of the Board Director whether to confirm to the sender of the notice, that a Notice of a Board Meeting or any other official communication has been received by the Board Director.

1.23.8 **Decision-making.**

1.23.8.1 **Vote.** The decision of the majority of voting Directors present at a meeting at which there is a quorum is to be recognised as a decision of the Board, unless otherwise specified in these Regulations.

Each voting Director currently serving on the Board as identified in articles 1.11.1 and 1.11.2 shall have one (1) vote.

1.23.8.2 **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.

1.23.8.3 **Participation.** Directors may participate in a regular or Special Meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephone conference call.

1.23.8.4 **Decision without Meeting.** Any decision required to be taken at a regular or special meeting of the Board may be taken without such a meeting, if a resolution in writing sent through email or fax, at least five (5) days prior, setting forth the decision so taken is approved by a majority of all Directors entitled to vote as per 1.23.8.1 with respect to the subject matter thereof. Such decision shall have the same effect as a vote taken during a regular Board or Special Meeting and shall be placed in the minute book by the Secretary-Treasurer.

1.23.8.5 **Quorum.** Quorum is that which is stated in article 1.23.5.

CHAPTER I – Section II – MEMBERSHIP IN PARLAMERICAS

1.24 Membership in ParlAmericas.

- (i) Pursuant to articles 1.1 and 1.2 of Chapter I, Section I of the Statutes of ParlAmericas, membership in ParlAmericas is reserved to national legislatures geographically located in the hemisphere of the Americas.
- (ii) Pursuant to the institution's Mission and Vision as well as its objectives to broaden participation and involvement and extend its reach to stakeholders that share ParlAmericas goals and values, ParlAmericas shall establish other categories of Membership into the institution.
- (iii) Membership in ParlAmericas is comprised of four (4) categories of members: Parliamentary, Parliamentarian, Affiliate and Fellow Members.

1.24.1 Parliamentary Membership

- (i) Pursuant to article 1.10 of Chapter I, Section I, full membership in ParlAmericas is open to every Parliament constituted in conformity with the laws of a sovereign State physically located within the Hemisphere, whose population it represents and on whose territory it functions.
- (ii) Only the National Parliament of such States may request to be admitted as a Parliamentary Member of ParlAmericas.
- (iii) A National Parliament located in the Hemisphere and constituted in conformity with the basic law of a territorial entity whose aspirations and entitlement to statehood are recognized by the United Nations, may also request to become a Parliamentary Member of ParlAmericas.
- (iv) Parliamentary Membership is acquired by an applying country, that has formally signalled its intent to join ParlAmericas, submitted all required information and has paid the relevant dues. The International Secretariat shall formally confirm to the applying country its admission into ParlAmericas no later than 30 days after the country having met all admission requirements.

1.24.2 Parliamentarian Membership

- (i) Currently serving Parliamentarians of National Parliaments of Hemispheric countries identified in article 1.10 of Chapter I, Section I, may submit an application for membership as an individual Parliamentarian Member of ParlAmericas.
- (ii) Membership is acquired by a Parliamentarian that as formally applied to join ParlAmericas, submitted all required information and has paid the relevant dues. The International Secretariat shall formally confirm to the applying Parliamentarian, his/her admission into ParlAmericas no later than 30 days after the Parliamentarian has met all admission requirements.

1.24.3 Affiliate Membership

- (i) Affiliate Membership is opened to all governmental or non-government organizations, institutions or networks, national or international in nature,

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whose primary mandate is related and/or complimentary to the aims and objectives of ParlAmericas.

- (ii) Affiliate Membership is acquired by a governmental or non-government organization, institution or network, national or international in nature that has formally applied to join ParlAmericas, submitted all required information and has paid the relevant dues. The International Secretariat shall formally confirm to the applying organisation, its admission into ParlAmericas no later than 30 days after it has met all admission requirements.

1.24.4 Fellow Membership

- (i) Fellow Membership is offered to those individuals whose present or past professional activities have been devoted to areas of activity that are directly related to the aims and objectives of ParlAmericas and who occupy/occupied positions of leadership in such a related domain.
- (ii) Fellow Membership is acquired by the applying individual who has formally applied to join ParlAmericas, submitted all required information and has paid the relevant dues. The International Secretariat shall formally confirm to the applying Fellow, his/her admission into ParlAmericas no later than 30 days after he/she has met all admission requirements.

1.25 Every Member of ParlAmericas shall adhere to the principles, aims and objectives of the Institution and comply with its Statutes and Regulations.

1.26 Benefits of Membership

1.26.1 Parliamentary Membership Benefits

Parliamentary Membership will include the following benefits:

- (i) The right to participate and vote on issues submitted at ParlAmericas' annual Plenary Assembly;
- (ii) The right to stand for election as a member of ParlAmericas' Board of Directors and as Chair;
- (iii) Participation in ParlAmericas' sponsored events;
- (iv) The opportunity to contribute to and receive ParlAmericas' regular newsletter;
- (v) Parliamentary Member access to ParlAmericas' website to share information with other ParlAmericas' Parliamentary Members; and
- (vi) Permission to use ParlAmericas' logo to demonstrate that they are a Parliamentary Member of the organization and uphold the values and principles of ParlAmericas.

1.26.2 Parliamentarian Membership Benefits

Parliamentarian Membership will include the following benefits:

- (i) The right to participate at ParlAmericas annual Plenary Assembly and vote on non-binding consultative issues submitted to the Plenary Assembly;

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- (ii) The right to stand for election as a member of ParlAmericas' Board of Directors on a seat reserved for Parliamentary members, if and when such a seat is designated by Resolution;
- (iii) Participation in ParlAmericas' sponsored events;
- (iv) The opportunity to contribute to and receive ParlAmericas' regular newsletter;
- (v) Member access to ParlAmericas' website to share information with other ParlAmericas' members; and
- (vi) Permission to use ParlAmericas' logo to demonstrate that he/she is a Parliamentary Member of the Institution and that he/she upholds the values and principles of ParlAmericas.

1.26.3 **Affiliate Membership Benefits**

Affiliate Membership will include the following benefits:

- (i) The right to attend ParlAmericas' annual Plenary Assembly with the recognized Observer status of an Affiliate Member;
- (ii) The opportunity to participate in ParlAmericas' sponsored events with recognized Observer status;
- (iii) The opportunity to contribute to and receive ParlAmericas' regular newsletter;
- (iv) Member access to ParlAmericas' website to share information with other ParlAmericas' members; and
- (v) Permission to use ParlAmericas' logo to demonstrate that they are an Affiliate Member of the organization and that they uphold the values and principles of ParlAmericas.

1.26.4 **Fellow Membership Benefits**

Fellow Membership will include the following benefits:

- (i) The right to participate at ParlAmericas annual Plenary Assembly with the recognized Observer status of a Fellow Member;
- (ii) The opportunity to participate in ParlAmericas' sponsored events with recognized Observer status of a Fellow Member;
- (iii) The opportunity to contribute to and receive ParlAmericas' regular newsletter;
- (iv) Member access to ParlAmericas' website to share information with other ParlAmericas' members; and
- (v) Permission to use ParlAmericas' logo to demonstrate that he/she is a Fellow of the organization and that he/she upholds the values and principles of ParlAmericas.

1.27 **Membership Dues**

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- (i) Membership dues contribute to ParlAmericas financial resources and make it possible to provide communications and information to members, and occasionally support the participation expenses of members originating from countries that are the most economically challenged of the Hemisphere.
- (ii) Use of revenues from dues shall be determined according to a Dues Policy.

1.27.1 Parliamentary Membership Dues

- (i) A schedule of annual dues for Parliamentary Membership shall be established by the Board of Directors and reviewed periodically.
- (ii) Dues are established for the following annual cycle of activities.
- (iii) Changes in the dues schedule shall be clearly posted on the ParlAmericas web site. Changes in dues are applicable to new and renewing members.
- (iv) Annual dues for Parliamentary Membership are fixed according to the schedule, as determined pursuant to article 1.27, paragraph (ii).
- (v) ParlAmericas may offer a discount to Parliamentary members who pay for a two (2) year membership before the end of the last business day of the calendar year.
- (vi) For countries in the lower-tier of the country classification of the Parliamentary Membership Dues schedule, an equalization formula may apply so as to permit the Board to waive dues for a Parliamentary Membership following approval by the Board's Executive Committee.

1.27.2 Parliamentarian Membership Dues

- (i) Annual dues for Parliamentarian Membership shall be established by the Board of Directors and reviewed periodically.
- (ii) Dues are established for the following annual cycle of activities.
- (iii) Changes in the dues schedule shall be clearly posted on the ParlAmericas web site. Changes in dues are applicable to new and renewing members.
- (iv) The inaugural annual dues for a Parliamentarian Membership are fixed according to the schedule, as determined pursuant to article 1.27, paragraph (ii).
- (v) ParlAmericas may offer a discounted to Parliamentarian members who pay for a two (2) year membership before the end of the last business day of the calendar year.
- (vi) Renewal of dues and expiry of membership shall be determined pursuant to article 1.27 (ii).
- (vii) The International Secretariat may waive dues for a Parliamentarian Membership following approval by the Board's Executive Committee.

1.27.3 Affiliate Membership Dues

- (i) Annual dues for Affiliate Membership shall be established by the Board of Directors and reviewed periodically.

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- (ii) Dues are established for the following annual cycle of activities.
- (iii) Changes in dues schedule shall be clearly posted on the ParlAmericas web site. Changes in dues are applicable to new and renewing members.
- (iv) The inaugural annual dues for an Affiliate membership are set at US\$475.00.
- (v) Renewal of dues and expiry of membership shall be determined pursuant to article 1.27 (ii).
- (vi) ParlAmericas may offer a discounted dues schedule to Affiliate members who wish to pay for a two (2) year membership before the end of the last business day of the calendar year.
- (vii) The International Secretariat may waive dues for an Affiliate Membership following approval by the Board's Executive Committee.

1.27.4 Fellow Membership Dues

- (i) Annual dues for Fellow Membership shall be established by the Board of Directors and reviewed periodically.
- (ii) Dues are established for the following annual cycle of activities.
- (iii) Changes in the dues schedule shall be clearly posted on the ParlAmericas web site. Changes in dues are applicable to new and renewing members.
- (iv) The inaugural annual dues for a Fellow membership are set at US\$125.00.
- (v) Renewal of dues and expiry of membership shall be determined pursuant to article 1.27 (ii).
- (vi) ParlAmericas may offer a discounted dues schedule to Fellow members who wish to pay for a two (2) year membership before the end of the last business day of the calendar year.
- (vii) The International Secretariat may waive dues for a Fellow Membership at its discretion.

CHAPTER I – Section III – ELECTION OF BOARD DIRECTORS

Pursuant to articles 1.6.1, 1.6.2 and 1.19 of Chapter I, Section I, as well as those of Chapter XVI and notwithstanding the staggered cycle of terms of Board seats, all Board Directors will be elected to the ParlAmericas Board of Directors following the outcome of an election held on the last day of the annual Plenary Assembly of the institution.

1.28 Managing the electoral process. Pursuant to article 1.6.2, the International Secretariat shall be responsible for managing the electoral process for seats on the Board of Directors.

1.29 Election Advisory and Submission of Candidacy

1.29.1 The International Secretariat shall issue an advisory to all respective Parliamentary members stating the Board Director seats open for election.

1.29.2 The Advisory shall be issued no later than 90 days before the opening day of the annual Plenary Assembly.

1.29.3 The Advisory shall state the electoral process to be followed and provide an overview of the duties and responsibilities of Board Directors. The Advisory will be published on ParlAmericas' website on the day it is issued.

1.29.4 A National Parliament of a country of the sub-region for which there is a seat open for election, may submit its candidacy up to 18:00 the 30th day before the opening day of the annual Plenary Assembly, by indicating to the International Secretariat the designation of a member of the National Parliament who would fill the seat should the National Parliament be elected (designated Parliamentarian).

1.29.5 The International Secretariat shall have the responsibility to confirm the eligibility of each National Parliament candidate, and validate each designated Parliamentarian, no later than the 21st day before the opening day of the annual Plenary Assembly, and shall publish the names of all National Parliament candidates, and designated Parliamentarians, on its website as they are validated.

1.29.6 A validated candidacy for an available Board Director seat, submitted by the relevant official authorities of a Parliamentary member in good standing, shall be deemed confirmed by the Parliament of such country and will dispense the national Parliament, if elected, from the post-election process outlined in article 1.17 of Chapter I, Section I. If the National Parliament is elected, the designated Parliamentarian will be deemed confirmed in his/her Board Director seat and will duly represent the sub-region for the duration of his/her term.

1.29.7 The official filing of a candidacy for a Board Director seat must be completed using the designated form for such filing. The candidacy form will be made available on ParlAmericas' website as of the day the Advisory is issued.

1.29.8 All validated National Parliament candidates for Board of Director seats shall be made public and published on the website of ParlAmericas, as well as announced on the floor of the Plenary at the opening of the voting process. Confirmation of all National Parliament candidates shall occur with the

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designated Parliamentarians present on the floor of the Plenary. The physical absence of a designated Parliamentarian at the time of the announcement shall automatically invalidate the candidacy of that National Parliament.

- 1.29.9 Notwithstanding articles 1.29.4 and 1.29.5, a Parliamentary member in good standing may choose to submit its candidacy, along with the name of the designated Parliamentarian, for a sub-regional seat on the Board of Directors up to but no later than 18:00 the day before the election is to be held at the Plenary Assembly.
- (i) In such cases the National Parliament candidate shall submit, no later than the prescribed time, its candidacy form duly signed by the relevant official authorities of the Parliamentary member in good standing.
 - (ii) Pursuant to articles 1.29.5 and 1.29.6, the candidacy will be deemed official following confirmation and validation by the International Secretariat and, if the National Parliament is elected, the designated Parliamentarian will be dispensed from the post-election process outlined in article 1.17 of Chapter I, Section I. Such designated Parliamentarian will be deemed confirmed as a Board Director and will duly represent the sub-region for the duration of his/her term.
- 1.29.10 An individual Parliamentarian attending the Plenary Assembly as a member of the delegation of a Parliamentary member may present a National Parliament candidacy for election if the following conditions apply:
- (i) He/she has completed the official candidacy form, including two (2) supporting signatures from Parliamentarians of his/her delegation attesting the authenticity of the National Parliament candidacy, and has submitted the completed form within the time limit pursuant to article 1.29.9.
 - (ii) Upon announcing the candidacy, the International Secretariat shall confirm that no other official candidacy had been previously submitted by the National Parliament in question, that the candidacy has met the minimal requirements, and that if elected shall be submitted to the validation process outlined in article 1.17 of Chapter I, Section I. Election of the National Parliament shall be validated and declared final at the successful completion of said process. Should the National Parliament have previously submitted a candidacy, the candidacy from the individual Parliamentarian shall not be accepted.
 - (iii) An individual Parliamentarian attending the Plenary Assembly who wishes to submit a National Parliament candidacy, who is part of a delegation of two Parliamentarians or less and therefore unable to meet the requirement of two supporting signatures as stated in 1.29.10 (i), may nevertheless submit the National Parliament candidacy for election. If elected, National Parliament shall be submitted to the validation process outlined in article 1.17 of Chapter I, Section I. The election shall only be declared final at the end of the successful completion of said process.

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1.29.11 Candidacy forms shall also be made available on site at the annual Plenary Assembly at the time of inscription of country delegates, by the Director General of the International Secretariat or his/her representative.

1.30 Election Process

1.30.1 Pursuant to article 1.6.1, the International Secretariat shall be responsible for managing the election component of the Plenary Assembly and shall ensure that sufficient time is allotted during the Plenary to conduct the elections.

1.30.2 The election process shall be the first order of business of the last day of the Plenary proceedings and shall be concluded at the end of the morning session.

1.30.3 The Director General or his/her designated representative shall announce the commencement of the election process by reading the rules that are to be followed for selecting the sub-region representatives that will sit as Directors on the Board of ParlAmericas.

These rules shall apply to all categories of Board seats, *mutatis mutandis*, including those listed in article 1.11.3, and shall include the following:

(i) Pursuant to articles 1.10, 1.11.1 and 1.19 of Chapter I, Section I, only delegations representing National Parliaments of countries within a sub-region are eligible to vote for a representative for that sub-region.

All delegations are eligible to vote for positions listed in article 1.11.3.

The voting delegate of each delegation participating in the electoral process shall be registered as an eligible voter in the record of the proceeding of the Plenary Assembly.

(ii) Each eligible delegation shall receive one (1) official ballot. Ballots shall be openly distributed to the voting delegate of each delegation, following the reading of the rules to the Assembly, by a representative of the International Secretariat.

(iii) An official ballot box provided by the International Secretariat shall be placed in view of the Assembly and shall be staffed by a representative of the IS and a volunteer Parliamentarian who is a member of the Standing Committee on the Plenary Assembly, other than the president of the Standing Committee, and not originating from a country with a candidacy in the election.

(iv) Voting delegates shall be required to deposit their ballots no later than the designated time given.

(v) One member of each National Parliament candidate can act as observer at the counting of the ballots which shall be carried out by the IS representative and the volunteer Parliamentarian, pursuant to article 1.30.3 (iii).

(vi) Should a Director position not be contested, there being only one candidate for a seat, the Director General shall announce that the position is filled by acclamation, and name the successful candidate.

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- (vii) In the case of a tie, the representative of each National Parliament candidate, or the individual candidate for the tied seat shall have two (2) minutes to make a presentation to all the assembled delegations, who shall then all cast their ballots, regardless of their sub-region. Should the second vote also result in a tie, the Board of Directors shall determine the successful candidate, by vote.
- 1.30.4 The Director General or his/her designated representative shall announce the results of the election for the positions to be filled and the duration of their terms.
- 1.30.5 An official announcement shall also be published on the web site and be made public through a press release at the end of the Plenary Assembly.

CHAPTER II – DUTIES OF THE BOARD

- 2.0 The Board of Directors of ParlAmericas is legally charged with governing the institution. ParlAmericas' Board of Directors is required to act and report to its membership that it serves.

The following represent the major duties of ParlAmericas' Board of Directors.

- 2.1 **Provide continuity for the institution** by sustaining the organisation's legal existence, and by representing ParlAmericas' perspective and point of view through the interpretation of its activities.
- 2.2 **Govern the organization through broad policies and objectives** including the assignment of priorities and ensuring that the institution has the capacity to carry out its mission by continually reviewing its work.
- 2.3 **Ensure that ParlAmericas has the required resources** to achieve its objectives and finance its operations.
- 2.4 **Account to the membership for activities of the institution and the expenditures** of its funds, including:
- 2.4.1 To provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private sources.
 - 2.4.2 To accept the costs and results for all conditions and policies attached to new, innovative, or experimental activities.
- 2.5 **Support the Institution's Permanent International Secretariat**
- 2.5.1 ParlAmericas shall have a permanent international administrative structure to manage all of its activities. Chapter XVII addresses the duties and responsibilities of ParlAmericas' International Secretariat.
- 2.6 **Select and appoint the institution's Chief Executive.** The International Secretariat shall be led by a Chief Executive Officer (CEO). ParlAmericas' CEO shall be referred to as the Director General. The Director General shall have the responsibility for the administration of the organization as delegated. Board duties also include:
- 2.6.1 Review and evaluate the Director General's performance regularly on the basis of his/her specific job description, including executive relations with the Board, leadership in the organization, planning and implementation, and the management of the organization and its personnel.
 - 2.6.2 Offer guidance and determine whether to retain or dismiss the Director General.

CHAPTER III – RESPONSIBILITIES OF THE BOARD

3.0 The following represent the major responsibilities of ParlAmericas' Board of Directors.

3.1 Determine the Organization's Mission and Purpose

A Statement of Mission and Purposes articulates ParlAmericas' goals, means, and primary constituents that it serves. It is the Board of Directors' responsibility to create the Mission Statement and review it periodically for accuracy and validity. Each individual Board Director must fully understand and support it.

3.2 Ensure Effective Organizational Planning

As stewards of ParlAmericas, the Board must actively participate with the staff of the International Secretariat in an overall planning process and assist in implementing the strategic plan's goals.

3.3 Ensure Adequate Resources

One of the Board's foremost responsibilities is to ensure that adequate resources are provided and allocated so as to permit ParlAmericas to fulfill its mission. The Board shall work in partnership with the Director General and the International Secretariat's staff, if required, to help raise the required funds.

3.4 Support the Effective and Efficient Management of All Resources

So as to remain accountable to its members and donors, the Board must assist in developing the annual budget and ensuring that proper financial controls are in place.

An executive summary of the annual Audited Financial Statements shall be made available on the institution's web site.

3.5 Approve ParlAmericas' Programs and Services and Monitor their Execution

ParlAmericas' Board is called on to approve major programs and activities developed by the Secretariat and ensure that these are consistent with the organization's mission. The Board is also responsible for monitoring the effectiveness of the activities of the institution.

3.6 Implement Adopted Resolutions of the Plenary Assembly

3.6.1 Pursuant to the responsibilities attributed to the Standing Committee on the Plenary Assembly as outlined in chapter IX, it remains a core responsibility of the Board to ensure the successful execution of the annual Plenary Assembly of its members.

3.6.2 A core responsibility of the Board of Directors is to implement the needs and wishes of the institution's Plenary Assembly as expressed through resolutions adopted at the Plenary.

3.6.3 To assist in the execution of such responsibilities and in accordance to Section V of these Regulations, the Board shall establish a Standing

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Committee on the Plenary Assembly. The Committee will have powers established by the Board, consistent with these Regulations. The Board shall appoint the Committee's Chair.

3.6.4 Additionally, the Board shall work in conjunction with the Host Country of the Plenary, and support through its Standing Committee, the International Secretariat in managing all matters required for the execution of the Plenary, including the setting of the agenda, the meeting timetable, the managing of resolutions.

3.6.5 The Board exercises a leadership position and responsibility in submitting recommendations and resolutions to the Plenary Assembly with respect to all issues of hemispheric concern.

3.6.6 The Board shall specifically delegate to its Executive Committee the diligent management of all requests from any legislature or international agency that wishes to participate as special observers to the Plenary Assembly as well as for other activities of ParlAmericas.

3.7 **Supporting the Director General**

3.7.1 The Board approves the mandate and job description of the Director General of the International Secretariat.

3.7.2 When recruiting, the Board must always undertake a careful search process to find and hire the most qualified individual for the position.

3.7.3 The Board must also ensure that it does its utmost to retain the Director General throughout his/her career evolution at ParlAmericas.

3.7.4 The Board must ensure that the Director General has all the material, non-material and professional support he/she needs to further the goals of the organization. The Director General, in partnership with the entire Board, must decide upon a periodic evaluation process of the Director General's performance.

3.8 **Enhance ParlAmericas' Public Image**

ParlAmericas' Board is a primary link to its constituents including, the general public and the media. Clearly articulating the organization's mission, accomplishments, and goals to its membership and the general public, as well as garnering support from important members of the international community, are key elements of a comprehensive and engaging stakeholder management and institutional communication strategy.

3.9 **Serve as *recourse of last resort***

ParlAmericas' Board may serve in the direst and exceptional of circumstances, as a *board of appeal* for matters and issues to be resolved between stakeholders including members, Board Directors, members of the Executive Committee, and the International Secretariat and its employees. Policies, grievance procedures, and clear delegation to the President and the Director General of managing powers and responsibilities act to reduce risk of conflict.

3.10 **Performance Assessment**

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ParlAmericas' Board shall recognize its achievements and reach consensus on the fulfillment of its responsibilities as well as on areas of improvement. Performance evaluation of the Board as a whole and of its individual directors can support in achieving such self-assessment responsibility.

CHAPTER IV – BOARD GOVERNANCE POLICY

- 4.0 In addition to the general Responsibilities and Duties of the Board as stated in Chapters II and III, the Board shall adopt a Governance Policy that seeks to provide a framework within which Board Directors and officers of the Board of ParlAmericas will be guided in the execution of their fiduciary duties on behalf of the institution. The following section outlines ParlAmericas Governance Policy.
- 4.1 The policy aims to assure awareness by Board Directors and officers of the Board of ParlAmericas of their basic fiduciary duties and of their obligations.
- 4.2 The Board Governance Policy intends to guarantee that the decisions and conduct of the Board Directors and officers of the Board are at all times consistent with their duties and obligations and with ParlAmericas mission.
- 4.3 The Board Directors referred to in this policy are those persons with voting power on the Board of Directors responsible for the operation of ParlAmericas.
- 4.4 All institutional powers are exercised by or under the authority of the Board and the affairs of ParlAmericas are managed under the direction of the Board.
- 4.5 The Board Directors do not manage the day-to-day affairs of ParlAmericas, but delegate that function to the International Secretariat.
- 4.6 Board Directors must exercise reasonable and prudent oversight with respect to corporate officers, agents and employees to whom such affairs are delegated.
- 4.7 In the performance of his/her duties, a Board Director may rely on information and reports received from officers or employees of ParlAmericas whom the Board Director reasonably believes to be reliable and competent in the matters presented, as well as when required, on professional advisors (e.g. lawyers, accountants) and other persons with regard to matters the director reasonably believes are within the person's professional or expert competence.
- 4.8 A Board Director may also rely upon a committee of the Board of which the Board Director is not a member, as to matters within its jurisdiction, if the Board Director reasonably believes the committee merits confidence.
- 4.9 A Board Director shall discharge his/her duties as a Board Director, including duties as a member of a committee in the following manner :

4.9.1 Duty of Care

In fulfillment of his/her duties, a Board member owes ParlAmericas the care that any prudent person would exercise in a similar position and under comparable circumstances. Therefore:

- (i) A Board Director shall discharge his/her duties as a Board Director in good faith, with the care of an ordinarily prudent person in a similar position would exercise under similar circumstances and in a manner the Board Director reasonably believes to be in the best interests of ParlAmericas.

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- (ii) The duty of care implies a duty of reasonable inquiry. Each Board Director is obligated to ask questions and demand information to allow that Board Director to have sufficient information and understanding to make decisions he or she reasonably believes are in ParlAmericas best interests.
- (iii) A Board Director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance on advice from employees, officers, advisors and consultants, or other Board Directors or Board committees unwarranted.

4.9.2 Duty of Loyalty

The Duty of Loyalty requires Board Directors to always put the best interest of ParlAmericas first when making decisions affecting the organization. Therefore:

- (i) Each Board Director is obligated to exercise an undivided and unselfish loyalty to ParlAmericas.
- (ii) Each Board Director must exercise his/her obligations and powers in the best interests of ParlAmericas and its mission, not in his/her own interests or in the interests of another person or entity (even if charitable in nature).
- (iii) Each Board Director must serve the best interests of ParlAmericas and may not narrow his/her board role to serving the interests of a particular member, a non-voting affiliate or a narrow segment or constituency within the community of members or organisations served by ParlAmericas.
- (iv) Each Board Director shall fully comply with ParlAmericas conflict of interest policy and Code of Conduct as stated in Chapter XVIII of the regulations.
- (v) Each Board Director must refrain from taking corporate opportunities that rightfully belong to ParlAmericas. A corporate opportunity is a business or personal opportunity that is known to the Board Director because of his/her position as a Board Director.
- (vi) A Board Director may not personally benefit from an opportunity that rightfully belongs to ParlAmericas. Each Board Director is obligated to affirmatively protect the interest of ParlAmericas and to refrain from doing anything that would deprive ParlAmericas of profit or advantage which the director's skill or ability might bring to it.
- (vii) A Board Director must always express solidarity with fellow Directors in the exercise of his/her duties and responsibilities with regard to the decision-making process of the Board.
- (viii) A serving Board Director may not publicly contest a decision of the Board taken in compliance with the institution's regulations. A Board Director may register his/her opposition to a Board decision prior to the taking of that decision, and may request that his/her dissent is noted in the minutes of the meeting. A Board Director

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who wishes to publicly express his/her opposition to a decision taken by the Board, must resign his/her seat from the Board prior to publicly expressing his/her dissent. Should a Board Director resign, the position shall be filled pursuant to article 1.18 of Chapter I.

- (ix) A Board Director who acts in breach of the paragraphs of this article shall immediately be deemed in dereliction of duty and rendered ineligible to perform his/her duties and meet his/her responsibilities as a Board Director of ParlAmericas. In such cases, the President of the Board shall promptly inform the Director that he/she is no longer a member of the Board, and shall follow the process pursuant to article 1.18 of Chapter I, initiating the procedure to have the vacated seat filled, with the exception of a breach of paragraph (iv) of this article, in which case the President must follow the procedure established in Chapter XVIII on Code of Conduct.

4.9.3 Duty of Obedience

The Duty of Obedience requires Board members to be faithful to the mission of ParlAmericas, its policies and actions. Therefore:

- (i) Each Board Director is obligated to further the mission of ParlAmericas, to be faithful to its purposes and goals, and to act in conformity with all laws, regulations and policies affecting ParlAmericas.

4.10 Manner of Governing

The Board of ParlAmericas shall enforce upon itself the discipline required so as to govern with excellence. The International Secretariat shall manage with excellence.

4.10.1 The Board shall cultivate a sense of group responsibility and will use the expertise of individual members to enhance the ability of the Board as a body, rather than allowing individual expertise of Board Directors to substitute for judgments that should be made by the Board as a body.

4.10.2 The Board shall follow rules, regulations and policies in implementing a governance structure and operations that are accountable to ParlAmericas members and its mission. In particular, it shall do the following:

- (i) Establish standing committees with clear stated purpose and require that Board Director actively participate in such committees in accordance with the committee mandates.
- (ii) Conduct regularly scheduled Board meetings and require that Board Directors attend (unless they have an excused absence) and actively participate.
- (iii) Adopt and monitor policies that assure adequate oversight of the affairs of ParlAmericas, including of its officers and employees, adequate implementation of its programs, and compliance with the laws that govern it.

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- 4.10.3 The Board shall assess its performance and the performance of individual Board Directors at least annually. This self-assessment shall include monitoring of Board and Board Director performance against policies related to governance and to relationships to the Director General and the staff of the International Secretariat. This assessment may be conducted by a committee of the Board initially, especially with regard to the performance of individual Board Directors, but the Board shall engage in a discussion and self-assessment of its performance at least annually.
- 4.10.4 The Board shall engage in periodic evaluation of whether it is fulfilling its obligations by asking for member input or by conducting a survey of the community of parties it serves.
- 4.10.5 The Board shall direct, control and inspire ParlAmericas through careful organisational planning to assure that ParlAmericas is effectively pursuing its mission. The Board shall review its Strategic Plan and the organizational means set aside to implement it at least annually, and shall update it as needed to effectively pursue ParlAmericas Mission.

4.11 Decision-making Process

The Board of Directors of ParlAmericas will make decisions by a process of careful deliberation, seeking out the wisdom and experience of many voices as appropriate, which may include its membership, staff, volunteers, Board members and others stakeholders with knowledge of its mission.

- 4.11.1 The Board will strive for consensus of opinion in its decision-making.
- 4.11.2 If consensus is not reached after a reasonable period of deliberation, to be determined by the Chair, then a simple majority of Board Directors present (with quorum) will make the final decision.
- 4.11.3 All decisions of the Board must be made through resolutions that are sponsored and seconded by an attending Board Director.
- 4.11.4 The Board will decide what type of process (e.g. Robert's Rules of Order, Quaker process, other) and decision-making rule it wishes to use (consensus, unanimity, majority, super-majority, etc.).

4.12 Submitting resolutions to the Plenary Assembly

The Board of Directors may submit resolutions to the Plenary Assembly. Any Board member can submit for the Board's consideration in accordance with the following steps and procedures:

- 4.12.1 Prior to submitting a proposed resolution, it is expected that the submitting Board member, the mover, will have consulted his/her peers on the Board;
- 4.12.2 A proposed resolution to be receivable by the Board for debate must be seconded by one (1) other Board Director;

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- 4.12.3 A proposed resolution must have a clearly formulated intent and must address only one issue;
- 4.12.4 The rationale of a proposed resolution must also be clear and concise and must reside in the preliminary “*whereas*” clauses that precede the body of the resolution itself;
- 4.12.5 The resolution must also be accompanied by a brief explanatory note (1 page, not exceed 350 words) which aims to provide additional information as to current policy/practice, if applicable, and the principal reasons for the proposed resolution;
- 4.12.6 The proposed initiative of the resolution must be included in the “*be it resolved*” clauses of the resolution;
- 4.12.7 All proposed resolutions must be submitted to the International Secretariat no later than sixty (60) days prior to the start date of the Plenary Assembly;
- 4.12.8 The Secretariat will circulate within seven (7) days of having received the proposed resolution amongst all Board members for fair consideration and consultation;
- 4.12.9 All proposed resolutions that have been submitted according to the dispositions of these Regulations will be promptly evaluated by the Board;
- 4.12.10 The Board must achieve consensus in its intent to submit a resolution proposal to the Plenary Assembly;
- 4.12.11 All approved resolutions must be sent to the Chair of the Board’s Plenary Assembly Standing Committee and to the Director General of the International Secretariat within seven (7) days of their approval. Each resolution will be included in the book of resolutions that will be made available to the membership for their consideration at ParlAmericas annual Plenary Assembly;
- 4.12.12 The Chair of the Board’s Plenary Assembly Standing Committee shall ensure that the Board’s decision is promptly communicated to the mover of the resolution. In the event of a refusal, the Board shall provide a brief explanation which will be forwarded to the mover by the International Secretariat;
- 4.12.13 Additional dispositions regarding the submission of resolutions to the annual Plenary Assembly are found in Chapter XVI.

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CHAPTER V – STANDING COMMITTEES AND GROUPS – CHARTER

- 5.0 The purpose of this section is to establish the regulations with regards to all Standing Committees of the Board of Directors and Groups of ParlAmericas as well as those with respect to specifically designated committees, referred to as Special Committees.
- 5.1 The Board shall decide by resolution to create Standing and Special Committees, and Groups.
- 5.2 Each Board Committee shall have membership, duties, and powers established in these Regulations and by Board resolution or charter creating the committee. Standing and Permanent Committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Regulations, the Board may establish standing and special committees by Board action or resolution.
- 5.3 **Creation.** All Board Committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board.
- 5.4 Each Standing Committee and Group is delegated the authority to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by engaging in other activities assigned to the Committee by the Executive Committee or the Board, within the limits established in this Charter and the Regulations.
- 5.5 **Manner of Governing.** The provisions of these Regulations which govern meetings, decision-making, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to all Committees of the Board and their members.
- 5.6 **Membership.** Unless designated otherwise by the Board, membership on each of the Standing Committees shall consist of not less than three (3) Board Directors. All members shall be free from any relationship that, in the judgment of the Board, would interfere with the member's independent exercise of judgment as a committee member. The Board may resolve to include non-director members without the power to vote.
- 5.7 **Ex-Officio Member.** The Board's President shall be an ex-officio member with the right to vote of all the Standing Committees of the Board. The institution's Director General will also be an ex-officio member of all the Standing Committees of the Board but without the right to vote.
- 5.8 **Meetings and Procedures.** Each Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee, such as nominations of committee members

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and officers, setting dates for the annual Plenary Assembly, opening of the nomination process of Board Directors, etc. are expected to occur.

- 5.9 Each Committee shall hold meetings at the call of the Committee chair, the President of the Board, the Director General, any two members of the Committee, or any two members of the Board with the support of the Board's President.
- 5.10 Each Committee shall either, maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings, or shall report to the Board which shall incorporate the report into its written minutes. The Executive Committee of the Board may request a report from a Committee.
- 5.11 **Executive Committee.** The Board shall have an Executive Committee with powers established by the Board, consistent with these Regulations. The President of the organization shall serve as Chair of the Executive Committee. Further considerations relative to this Committee are presented in Chapter VI of these Regulations.
- 5.12 **Standing Committees.** To achieve its Mission and Vision, the Board of Directors of ParlAmericas may establish various Board-lead committees. The Board shall provide each Committee with the necessary powers to fulfill its mandate, consistent with these Regulations. The Board shall appoint a Chair for each Committee as well as designate its members. The Board shall support the following Standing Committees:
- 5.12.1 **Standing Committee on Nominations.** The Board shall establish a Standing Committee on Nominations consistent with these Regulations. Further considerations relative to this Committee are presented in Chapter VII of these Regulations;
- 5.12.2 **Standing Committee on Financial Management and Audit.** The Board shall establish a Standing Committee on Financial Management and Audit consistent with these Regulations. The Board's Secretary-Treasurer shall be appointed the Committee's Chair. Further considerations relative to this Committee are presented in Chapter XII of these Regulations;
- 5.12.3 **Standing Committee on Fundraising and Financing.** The Board shall establish a Standing Committee on Fundraising and Financing consistent with these Regulations. Further considerations relative to this Committee are presented in Chapter X of these Regulations;
- 5.12.4 **Standing Committee on Membership.** The Board shall establish a Standing Committee on Membership consistent with these Regulations. Further considerations relative to this Committee are presented in Chapter VIII of these Regulations;
- 5.12.5 **Standing Committee on the Plenary Assembly.** The Board shall establish a Standing Committee on the Plenary Assembly consistent with these Regulations. Further considerations relative to this Committee are presented in Chapter IX of these Regulations;

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- 5.12.6 **Standing Committee on Projects and Programs.** The Board shall establish a Standing Committee on the Projects and Programs consistent with these Regulations. Further considerations relative to this Committee are presented in Chapter XI of these Regulations;
- 5.13 **Group of Women Parliamentarians.** ParlAmericas shall establish a Group on issues of Women Parliamentarians. The Board shall approve the powers of the Group, consistent with these Regulations. The Group Chair is the President of the Group of Women Parliamentarians, as elected by the Plenary Assembly. Further considerations relative to this Group are presented in Chapter XIV of these Regulations;
- 5.14 **Group of Young Parliamentarians.** The Board shall establish a Group on issues of Young Parliamentarians with powers established by the Board, consistent with these Regulations. The Board shall appoint a Group Chair. Further considerations relative to this Group are presented in Chapter XV of these Regulations.

CHAPTER VI – EXECUTIVE COMMITTEE – CHARTER

- 6.0 The purpose of this section is to establish the regulations with regards to the Executive Committee pursuant to articles 5.0 to 5.11.
- 6.1 The **Executive Committee** is delegated authority to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 6.2 **Chair.** The President of the Board shall be the Chairperson of the Executive Committee.
- 6.3 **Membership.** Membership on the Executive Committee shall consist of the Board Directors of ParlAmericas designated to fulfill the positions of 1st Vice-president, 2nd Vice-president, the Secretary-Treasurer and any other directors or officers appointed by the Board.
- 6.4 **Ex-Officio Member.** The Director General shall be an ex-officio member without vote, invited to attend meetings of the Executive Committee unless requested not to attend by the Chairperson.
- 6.5 **Meetings and Procedures**
- 6.5.1 The Executive Committee shall hold meetings at the call of the Executive Committee Chair, the Director General, or any two members sitting on the Executive Committee.
- 6.5.2 The Executive Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Executive Committee into its written minutes.
- 6.5.3 The Executive Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Executive Committee meetings, evaluation of the Director General, the annual Plenary Assembly, etc.
- 6.6 **Powers**
- 6.6.1 The Executive Committee acts on behalf of the Board between its meetings.
- 6.6.2 Its principal duty is to support the implementation of the Strategic Plan and therefore may oversee (Executive Oversight) any relevant issue brought to its attention.
- 6.6.3 Subject to limitations on its authority established by the Board, the Executive Committee shall oversee the execution of the decisions made by the Board.

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- 6.6.4 The Executive Committee shall monitor the performance of the Director General in the management of the affairs of the institution and make recommendations to the Board when required.
- 6.6.5 The Executive Committee may also make recommendations to the Board on the issue of executive compensation.
- 6.6.6 The Executive Committee shall conduct investigations when required, into potential conflicts of interest, and make a final determination on whether any potential conflict exists and, if it does, on whether the transaction is fair to ParlAmericas.
- 6.6.7 Additionally, the Executive Committee shall oversee the development of human resource policies and their implementation by the Director General.
- 6.6.8 The Executive Committee can act on all matters with the exception of issues that are part of the exclusive domain of the Board or its designated Officers, such as :
- 6.6.8.1 Approve or recommend to the membership the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of ParlAmericas' assets;
 - 6.6.8.2 Elect, appoint or remove Board Directors or permanently fill vacancies on the Board or any committee of the Board;
 - 6.6.8.3 Adopt, amend or repeal the Regulations or Policies;
 - 6.6.8.4 Amend any committee charter or resolution of a Board committee previously established by the Board;
 - 6.6.8.5 Hire or fire the Director General;
 - 6.6.8.6 Approve or change the budget;
 - 6.6.8.7 Add or eliminate programs previously authorized by the Board;
 - 6.6.8.8 Change or add membership categories or the rights or benefits of membership; and
 - 6.6.8.9 Permanently relocate the main office, housing the International Secretariat.

6.7 Reporting

- 6.7.1 The Executive Committee shall report to the Board on its activities at every Board meeting.
- 6.7.2 Any action taken by the Executive Committee between meetings of the Board shall be reported to the Board at the next following meeting.

CHAPTER VII – STANDING COMMITTEE ON NOMINATIONS – CHARTER

- 7.0 Pursuant to articles 5.0 to 5.10 as well as 5.12, the purpose of this section is to establish the regulations with regards to the Standing Committee on Nominations.
- 7.1 The **Standing Committee on Nominations** or Nominations Committee is delegated authority to act for the Board in fulfilling the Board's duties in recruiting and retaining Parliamentarians of the Hemisphere for positions on the Board, by engaging in the activities identified in this Charter, and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 7.2 **Mandate.** The Standing Committee on Nominations will strive to achieve the following mandate:
- 7.2.1 Identify, recruit and help retain suitable and qualified Parliamentarians, from all countries of the sub-regions, to become Board Directors, and enable them to submit their candidacy at ParlAmericas' Plenary Assembly;
- 7.2.2 Develop a typical Board Director profile and an indicative set of criteria and qualifications to support identification and recruitment efforts, initiatives and activities;
- 7.2.3 Maintain a Board member profile that includes skills and experience to support efforts to complement Board capabilities and competencies;
- 7.2.4 Formulate recommendations to the Board on the Board's composition so as to ensure continuous balance and broadening of representation.
- 7.3 **Chair.** The Board shall appoint a member to act as the Chair of the Standing Committee on Nominations.
- 7.4 **Membership.** Membership on the Nominations Committee shall consist of a minimum of three (3) members of the Board Directors of ParlAmericas appointed by the Board to fulfill the mandate of the Committee.
- 7.5 **Ex-Officio Members.** The President of the Board shall be an ex-officio member of the Committee with the right of vote. The Director General shall also be an ex-officio member but without the right to vote. They may attend meetings of the Nominations Committee at their discretion and availability.
- 7.6 **Meetings and Procedures**
- 7.6.1 The Nominations Committee shall hold meetings at the call of the Nominations Committee Chair, the President of the Board, the Director General, or any two members sitting on the Nominations Committee.
- 7.6.2 The Nominations Committee shall maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Nominations Committee into its written minutes.

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7.6.3 The Nominations Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Committee meetings, the annual Plenary Assembly, etc.

7.7 Powers

7.7.1 The Nominations Committee acts on behalf of the Board on the issue of Board Nominations.

7.7.2 Its principal duty is to support the implementation of the tasks and mandates as outlined in article 7.2 and on any relevant issue brought to its attention.

7.7.3 Subject to limitations on its authority established by the Board, the Nominations Committee shall oversee the execution of the decisions made by the Board relative to issues pertaining to Board nominations.

7.7.4 The Nominations Committee may make recommendations to the Board on the composition of the Board, sub-regional representation, gender and age balance, skills and competencies as well as on any other relevant issue that pertains to Board Nominations.

7.8 Reporting

7.8.1 The Nominations Committee shall report on the progress of its activities at every Board meeting.

7.8.2 Any action taken by the Nominations Committee between meetings of the Board shall be reported to the Board at the next subsequent meeting.

**CHAPTER VIII – STANDING COMMITTEE ON MEMBERSHIP –
CHARTER**

- 8.0 Pursuant to articles 5.0 to 5.10 as well as 5.12, the purpose of this section is to establish the regulations with regards to the Standing Committee on Membership.
- 8.1 The **Standing Committee on Membership** or the Membership Committee is delegated authority to act for the Board in fulfilling the Board's duties in recruiting and retaining member countries of the Hemisphere to join ParlAmericas, by engaging in the activities identified in this Charter, and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 8.2 **Mandate.** The Standing Committee on Membership will strive to achieve the following mandate:
- 8.2.1 Promote membership in ParlAmericas, retain current member countries, identify and recruit new countries from ParlAmericas sub-regions, mobilize members and promote involvement in ParlAmericas activities including active participation in the ParlAmericas' Plenary Assembly;
- 8.2.2 Reach out to all countries that have a physical foothold in the Hemisphere and promote their joining the institution and participation in ParlAmericas;
- 8.2.3 Pursuant to the implementation of ParlAmericas' Strategic Plan, broaden ParlAmericas' reach and promote membership in the organisation among all national Parliamentarians of the Hemisphere;
- 8.2.4 Develop in cooperation with the International Secretariat, all the tools required to successfully execute its mandate, including promotional material and surveys;
- 8.3 **Chair.** The Board shall appoint a member to act as the Chair of the Standing Committee on Membership.
- 8.4 **Membership.** Participation in the Membership Committee shall consist of a minimum of three (3) members of the Board Directors of ParlAmericas appointed by the Board to fulfill the mandate of the Committee.
- 8.5 **Ex-Officio Members.** The President of the Board shall be an ex-officio member of the Committee with the right of vote. The Director General shall also be an ex-officio member but without the right to vote. They may attend meetings of the Membership Committee at their discretion and availability.
- 8.6 **Meetings and Procedures**
- 8.6.1 The Membership Committee shall hold meetings at the call of the Membership Committee Chair, the President of the Board, the Director General, or any two members sitting on the Membership Committee.

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8.6.2 The Membership Committee shall either maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Membership Committee into its written minutes.

8.6.3 The Membership Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Committee meetings, the annual Plenary Assembly, etc.

8.7 Powers

8.7.1 The Membership Committee acts on behalf of the Board on the issue of Membership in ParlAmericas.

8.7.2 Its principal duty is to support the implementation of the tasks and mandates as outlined in article 8.2 and on any relevant issue brought to its attention.

8.7.3 Subject to limitations on its authority established by the Board, the Membership Committee shall oversee the execution of the decisions made by the Board relative to issues pertaining to membership in ParlAmericas.

8.7.4 The Membership Committee may make recommendations to the Board on the membership of a country, sub-regional representation, as well as on any other relevant issue that pertains to Membership in ParlAmericas.

8.8 Reporting

8.8.1 The Membership Committee shall report on the progress of its activities at every Board meeting.

8.8.2 Any action taken by the Membership Committee between meetings of the Board shall be reported to the Board at the next subsequent meeting.

CHAPTER IX – STANDING COMMITTEE ON THE PLENARY ASSEMBLY – CHARTER

- 9.0 Pursuant articles 5.0 to 5.10 as well as 5.12 and 4.12, the purpose of this section is to establish the regulations with regards to the Standing Committee on the Plenary Assembly.
- 9.1 The **Standing Committee on the Plenary Assembly** or the Plenary Committee is delegated authority to act for the Board in fulfilling the Board's duties in organizing the annual Plenary Assembly, by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 9.2 **Mandate.** The Standing Committee on the Plenary Assembly will strive to achieve the following mandate:
- 9.2.1 Lead the planning, structuring and organizing of ParlAmericas annual Plenary Assembly;
- 9.2.2 Ensure the efficient managing of the Plenary program and host country logistics in cooperation with the International Secretariat, including generating interest, promotion, registration, plenary theme, guest speakers, workshop program and budgets;
- 9.2.3 Develop a promotion program targeting Parliamentarians of the Hemisphere;
- 9.2.4 Oversee the building of the resolutions book for presentation to the Plenary Assembly;
- 9.2.5 Develop in cooperation with the Standing Committee on Fundraising and Financing, a Plenary Assembly Sponsorship program;
- 9.3 **Chair.** The Board shall appoint a member to act as the Chair of the Standing Committee on the Plenary Assembly.
- 9.4 **Membership.** Membership in the Plenary Assembly Committee shall consist of a minimum of three (3) members of the Board of Directors of ParlAmericas appointed by the Board to fulfill the mandate of the Committee, one of which shall be, pursuant to article 1.12, the representative of the Host Country.
- 9.5 **Ex-Officio Members.** The President of the Board shall be an ex-officio member of the Committee with the right of vote. The Director General shall also be an ex-officio member but without the right to vote. They may attend meetings of the Plenary Assembly Committee at their discretion and availability.
- 9.6 **Meetings and Procedures**
- 9.6.1 The Plenary Assembly Committee shall hold meetings at the call of the Committee Chair, the President of the Board, the Director General, or any two members sitting on the Plenary Assembly Committee.

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9.6.2 The Plenary Assembly Committee shall maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Plenary Assembly Committee into its written minutes.

9.6.3 The Plenary Assembly Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Committee meetings, the annual Plenary Assembly, etc.

9.7 Powers

9.7.1 The Plenary Assembly Committee acts on behalf of the Board on the issue of the annual Plenary Assembly of members of ParlAmericas.

9.7.2 Its principal duty is to support the implementation of the tasks and mandates as outlined in article 9.2 and on any relevant issue brought to its attention.

9.7.3 Subject to limitations on its authority established by the Board, the Plenary Assembly Committee shall oversee the execution of the decisions made by the Board relative to issues pertaining to its annual plenary meeting of ParlAmericas members.

9.7.4 The Plenary Assembly Committee may make recommendations to the Board on the holding of the annual Plenary Assembly as well as on any other relevant issue that pertains to ParlAmericas' annual meeting.

9.8 Reporting

9.8.1 The Plenary Assembly Committee shall report on the progress of its activities at every Board meeting.

9.8.2 Any action taken by the Plenary Assembly Committee between meetings of the Board shall be reported to the Board at the next subsequent meeting.

CHAPTER X – STANDING COMMITTEE ON FUNDRAISING AND FINANCING – CHARTER

- 10.0 Pursuant to articles 5.0 to 5.10 as well as 5.12, the purpose of this section is to establish the regulations with regards to the Standing Committee on Fundraising and Financing.
- 10.1 The **Standing Committee on Fundraising and Financing** or the Fundraising and Financing Committee is delegated authority to act for the Board in fulfilling the Board's duties in the areas of fundraising and financing ParlAmericas' operations and activities, by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 10.2 **Mandate.** The Standing Committee on Fundraising and Financing will strive to achieve the following mandate:
- 10.2.1 Approve and implement a financing strategy and plan, as well as develop and maintain a fundraising policy for supporting the funding of operations as well as of activities of ParlAmericas;
 - 10.2.2 Build a funding "*prospectus*" to support funding and financing efforts and initiatives and identify the various financial needs of the institution;
 - 10.2.3 Develop a roster of potential funding sources (private, public, governmental, non-governmental, international, etc.);
 - 10.2.4 Identify and approach potential funders;
 - 10.2.5 Periodically review the Membership Dues Schedule and recommend to the Board whatever changes should be brought to the Schedule;
 - 10.2.6 Contribute to the development of a Sponsorship program in cooperation with the Standing Committee on the Plenary Assembly to be submitted to Board;
- 10.3 **Chair.** The Board shall appoint a member to act as the Chair of the Standing Committee on Fundraising and Financing.
- 10.4 **Membership.** Membership in the Fundraising and Financing Committee shall consist of a minimum of three (3) members of the Board Directors of ParlAmericas appointed by the Board to fulfill the mandate of the Committee.
- 10.5 **Ex-Officio Members.** The President of the Board shall be an ex-officio member of the Committee with the right of vote. The Director General shall also be an ex-officio member but without the right to vote. They may attend meetings of the Fundraising and Financing Committee at their discretion and availability.
- 10.6 **Meetings and Procedures**
- 10.6.1 The Fundraising and Financing Committee shall hold meetings at the call of the Committee Chair, the President of the Board, the Director General, or any two members sitting on the Fundraising and Financing Committee.

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10.6.2 The Fundraising and Financing Committee shall maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Fundraising and Financing Committee into its written minutes.

10.6.3 The Fundraising and Financing Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Committee meetings, the annual Plenary Assembly, etc.

10.7 Powers

10.7.1 The Fundraising and Financing Committee acts on behalf of the Board on the issue of financing ParlAmericas operations and activities.

10.7.2 Its principal duty is to support the implementation of the tasks and mandates as outlined in article 10.2 and on any relevant issue brought to its attention.

10.7.3 Subject to limitations on its authority established by the Board the Fundraising and Financing Committee shall oversee the execution of the decisions made by the Board relative to issues pertaining to its annual plenary meeting of ParlAmericas members.

10.7.4 The Fundraising and Financing Committee may make recommendations to the Board on the financing of operations and activities as well as on any other relevant issue that pertains to ParlAmericas financial sustainability.

10.8 Reporting

10.8.1 The Fundraising and Financing Committee shall report on the progress of its activities at every Board meeting.

10.8.2 Any action taken by the Fundraising and Financing Committee between meetings of the Board shall be reported to the Board at the next subsequent meeting.

CHAPTER XI – STANDING COMMITTEE ON PROJECTS AND PROGRAMS – CHARTER

- 11.0 Pursuant to articles 5.0 to 5.10 as well as 5.12, the purpose of this section is to establish the regulations with regards to the Standing Committee on Projects and Programs.
- 11.1 The **Standing Committee on Projects and Programs** or the Projects and Programs Committee is delegated authority to act for the Board in fulfilling the Board's duties in the areas of projects and programs, by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 11.2 **Mandate.** The Standing Committee on Projects and Programs will strive to achieve the following mandate:
- 11.2.1 Generate a portfolio of potential projects and programs aimed at contributing to achieve ParlAmericas' Mission, Vision and support the implementation of its Strategic Plan;
 - 11.2.2 Explore and develop potential projects and programs that will specifically contribute to broadening ParlAmericas membership as well as its service offering;
 - 11.2.3 Develop evaluation criteria to support the assessment of appropriateness and feasibility of project/program opportunities;
 - 11.2.4 Ensure that proposed projects and programs will also contribute to the organizational and financial sustainability of ParlAmericas.
- 11.3 **Execution.** The Standing Committee on Projects and Programs shall execute its mandate in close cooperation with the International Secretariat.
- 11.4 **Chair.** The Board shall appoint a member to act as the Chair of the Standing Committee on Projects and Programs.
- 11.5 **Membership.** Membership in the Projects and Programs Committee shall consist of a minimum of three (3) members of the Board Directors of ParlAmericas appointed by the Board to fulfill the mandate of the Committee.
- 11.6 **Ex-Officio Members.** The President of the Board shall be an ex-officio member of the Committee with the right of vote. The Director General shall also be an ex-officio member but without the right to vote. They may attend meetings of the on Projects and Programs Committee at their discretion and availability.
- 11.7 **Meetings and Procedures**
- 11.7.1 The Projects and Programs Committee shall hold meetings at the call of the Committee Chair, the President of the Board, the Director General, or any two members sitting on the Projects and Programs Committee.

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11.7.2 The Projects and Programs Committee shall maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Projects and Programs Committee into its written minutes.

11.7.3 The Projects and Programs Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Committee meetings, the annual Plenary Assembly, etc.

11.8 Powers

11.8.1 The Projects and Programs Committee acts on behalf of the Board on the issue of developing ParlAmericas' projects and programs.

11.8.2 Its principal duty is to support the implementation of the tasks and mandates as outlined in article 11.2 and on any relevant issue brought to its attention.

11.8.3 Subject to limitations on its authority established by the Board, the Projects and Programs Committee shall oversee the execution of the decisions made by the Board relative to issues pertaining to the inception of projects and programs for ParlAmericas.

11.8.4 The Projects and Programs Committee may make recommendations to the Board on the development of projects and programs as well as on any other relevant issue that pertains to initiatives and activities of ParlAmericas.

11.9 Reporting

11.9.1 The Projects and Programs Committee shall report on the progress of its activities at every Board meeting.

11.9.2 Any action taken by the Projects and Programs Committee between meetings of the Board shall be reported to the Board at the next subsequent meeting.

**CHAPTER XII – STANDING COMMITTEE ON FINANCIAL
MANAGEMENT AND AUDIT – CHARTER**

- 12.0 Pursuant to articles 5.0 to 5.10 as well as 5.12, the purpose of this section is to establish the regulations with regards to the Standing Committee on Financial Management and Audit.
- 12.1 The **Standing Committee on Financial Management and Audit** or the Financial Management and Audit Committee is delegated authority to act for the Board in fulfilling the Board's duties in the area of financial management and auditing, by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed and within the limits established in this Charter and the Regulations.
- 12.2 **Mandate.** The Standing Committee on Financial Management and Audit will strive to achieve the following mandate:
- 12.2.1 Develop and maintain a financial management policy that seeks to clarify the roles, authority, and responsibilities for the essential financial management activities and decisions of ParlAmericas;
- 12.2.2 The purpose of a financial management policy in the operation of all ParlAmericas activities is to fulfill the organization's mission in the most effective and efficient manner and to remain accountable to members, funders, employees, partners and all other stakeholders;
- 12.2.3 To accomplish this, ParlAmericas commits to providing accurate and complete financial data for internal and external use by the Board of Directors and by its Director General;
- 12.2.4 The purpose of the financial management policy is to describe and document how ParlAmericas' Board of Directors wishes its financial management activities to be carried out;
- 12.2.5 ParlAmericas financial management policy shall address the following areas:
- 12.2.5.1 The assignment of authority for necessary and regular financial actions and decisions, which may include delegation of authority;
- 12.2.5.2 A policy statement on conflicts of interest and insider transactions;
- 12.2.5.3 A level of authority schedule for spending authority, fund disbursement, check signing and other requirements;
- 12.2.5.4 A clear assignment of authority to enter into contracts; and
- 12.2.5.5 A clear responsibility assignment for maintaining accurate financial records;
- 12.2.6 The policy will be submitted to the Board for approval and shall be reviewed on a yearly basis;

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- 12.2.7 Additionally, the Standing Committee on Financial Management and Audit shall ensure that budgets and financial statements are prepared in a timely manner and from an audit perspective and shall exercise oversight for ensuring that reports are received, monitored, and disseminated appropriately;
 - 12.2.8 For its audit mandate, the Committee is authorized to consider matters related to (a) the financial statements of ParlAmericas and other official financial information provided to the public, (b) the systems of internal controls, including overseeing compliance by management with applicable policies and procedures and risk management, and (c) the annual independent audit process, including the recommended engagement of and receiving of all reports from the independent certified public accountants;
 - 12.2.9 The Financial Management and Audit Committee shall also monitor the institution's financial transactions and will ensure that all financial activities are conducted according to policy and with adequate controls;
 - 12.2.10 The Committee shall provide guidance on the limits of financial management responsibilities and will ensure that independent oversight occurs; and
 - 12.2.11 The Financial Management and Audit Committee shall have such other authority and perform such other duties as may be delegated to it by the Board.
- 12.3 **Chair.** Pursuant to article 1.14.4.2 and 5.12.2, the Board shall appoint the Secretary-Treasurer to act as the Chair of the Standing Committee on Financial Management and Auditing.
- 12.3.1 The Chair of the Financial Management and Audit Committee, working with the members of Committee, the President of the Board and the Director General shall oversee and keep the Board informed of the financial condition of ParlAmericas and of audit or financial review results.
 - 12.3.2 Specifically, the Chair shall monitor, in conjunction with the Director General, budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of ParlAmericas, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors.
 - 12.3.3 The Chair shall perform all duties properly required by the Board of Directors or the Board Chair.
- 12.4 **Membership.** Membership in the Financial Management and Audit Committee shall consist of a minimum of three (3) members of the Board Directors of ParlAmericas appointed by the Board to fulfill the mandate of the Committee, one of whom shall be the Secretary-Treasurer.

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12.5 Ex-Officio Members. The President of the Board shall be an ex-officio member of the Committee with the right of vote. The Director General shall also be an ex-officio member but without the right to vote. They may attend meetings of the on Financial Management and Audit Committee at their discretion and availability.

12.6 Meetings and Procedures

12.6.1 The Financial Management and Audit Committee shall hold meetings at the call of the Committee Chair, the President of the Board, the Director General, or any two members of the Financial Management and Audit Committee.

12.6.2 Financial Management and Audit Committee shall maintain minutes of its meetings and provide them to the Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Projects and Programs Committee into its written minutes.

12.6.3 The Financial Management and Audit Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur such as regularly scheduled Committee meetings, the annual Plenary Assembly, etc.

12.7 Powers

12.7.1 The Financial Management and Audit Committee acts on behalf of the Board on the issue of financing ParlAmericas operations and activities.

12.7.2 Its principal duty is to support the implementation of the tasks and mandates as outlined in article 12.2 and on any relevant issue brought to its attention.

12.7.3 Subject to limitations on its authority established by the Board, the Financial Management and Audit Committee shall oversee the execution of the decisions made by the Board relative to issues pertaining to the financial management and auditing of financial activities of ParlAmericas.

12.7.4 The Financial Management and Audit Committee may make recommendations to the Board on the responsible, efficient and sustainable management of ParlAmericas financial resources as well as on any other relevant issue that pertains to such activities of ParlAmericas.

12.8 Reporting

12.8.1 The Financial Management and Audit Committee shall report on the progress of its activities at every Board meeting.

12.8.2 Any action taken by the Financial Management and Audit Committee between meetings of the Board shall be reported to the Board at the next subsequent meeting.

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CHAPTER XIII – FINANCIAL MANAGEMENT AND AUDIT POLICY

13.0 Pursuant to articles 5.0 to 5.10, 5.12 as well as 12, the purpose of this section is to establish the basis of a Financial Management and Audit policy for ParlAmericas.

13.1 Authority

13.1.1 The Board of Directors is the ultimate responsible body for the efficient and sustainable financial management of all ParlAmericas' activities.

13.1.2 The Director General is responsible for the day-to-day efficient financial management of the institution.

13.1.3 The Board authorizes the Director General to hire and supervise staff and independent consultants, pay bills, receive funds, and maintain bank accounts.

13.1.4 The Director General is authorized to sign cheques up to CAD 10,000. Cheques for amounts greater than such amount shall require the signature of one of the named officers of ParlAmericas Corporation.

13.1.5 The Director General is authorized to enter into contracts for activities that have been approved by the Board as a part of budgets or plans. The Board of Directors must authorize any contracts outside of these parameters and all contracts with a financial value greater than CAD 10,000.

13.1.6 The Director General is authorized to manage expenses within the parameters of the overall approved budget, reporting to the Financial Management and Audit Committee on variances and the reason for these variances.

13.1.7 The Board of Directors must approve any use of the Board designated cash reserve fund.

13.1.8 The Board Secretary-Treasurer is authorized to act on the Board's behalf on financial matters when action is required in advance of a meeting of the Board of Directors.

13.2 Responsibilities

13.2.1 The Board of Directors shall:

13.2.1.1 Review financial status reports at each board meeting; and

13.2.1.2 Provide adequate framing and training to Board members so as to enable each member to fulfill their financial oversight role.

13.2.2 The Director General shall:

13.2.2.1 Separately account for source and use of funds (donor restricted, Board designated funds, general operating funds, etc.) and clearly define the restrictions applicable to each of these categories of funds;

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- 13.2.2.2 Report the quarterly financial results of ParlAmericas operations on the schedule established by the Financial Management and Audit Committee;
- 13.2.2.3 Meet all financial obligations and file required reports in a timely manner;
- 13.2.2.4 Obtain prior approval and authorisation from the Board for all contractual commitment relative to bank loans, institutional credit cards, leases or major (asset) purchases;
- 13.2.2.5 Ensure the precise recording of all fixed assets with a purchase price of CAD 500 and above in accounting records as capital assets. Depreciation of capital assets will not exceed a pre-designated years for furniture and equipment or a pre-designated years for computer and other technology equipment;
- 13.2.2.6 Limit credit accounts to prudent and necessary levels; and
- 13.2.2.7 Obtain competitive bids for items or services costing in excess of CAD 15,000 per unit. Selection will be based on cost, service and other elements of the contract. ParlAmericas may award the bid to any provider and is not required to accept the lowest cost proposal.

13.3 Transactions with Insiders

- 13.3.1 No advances of funds to employees, officers, or directors can be disbursed without prior Board approval, with the exception of reasonable advances for ParlAmericas related travel costs.
- 13.3.2 Direct and necessary expenses including travel for meetings and other activities related to carrying out responsibilities shall be reimbursed.
- 13.3.3 In no case shall ParlAmericas borrow funds from any employee, officer, or Board Director of the organization without specific prior authorization from the Board of Directors.

13.4 Budget

- 13.4.1 So as to ensure that planned activities minimize the risk of financial jeopardy and are consistent with Board-approved priorities, long-range institutional goals, and specific five-year objectives, the Director General shall submit in a timely and reasonable manner, ParlAmericas' operating and capital budgets to the Financial Management Committee for review and approval by the Board prior to each fiscal year.
- 13.4.2 To do so, the Director General will use responsible assumptions and projections with a general goal of generating unrestricted surpluses.

13.5 Gift Acceptance

- 13.5.1 ParlAmericas may accept contributions of goods or services other than cash that are related to its programs and operations. Any other

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contributions of non-cash items must be reviewed and approved by the Board of Directors prior to their acceptance.

13.5.2 ParlAmericas may also accept cash donations in support of its activities. Such cash contributions must be reviewed and approved by the Board of Directors prior to their acceptance.

13.5.3 ParlAmericas may also accept stock or other negotiable instruments as a vehicle for donors to transfer assets to the institution. Transfer and recording the value of the asset shall be done in a consistent manner and in compliance with accounting standards. The Director General shall immediately sell upon receipt any stock or other negotiable instruments given to the institution.

13.6 Asset Protection

In order to ensure that the assets of ParlAmericas are adequately protected and maintained, ParlAmericas' Director General shall:

13.6.1 Insure the institution against theft and casualty losses and against liability losses to Board Directors, staff, or the organization itself to levels indicated in consultation with suitable professional resources;

13.6.2 Plan and carry out suitable protection and maintenance of property, building, and equipment;

13.6.3 Avoid actions that would expose the institution, its Board, or staff to claims of liability;

13.6.4 Protect its intellectual property, information and files from unauthorized access, tampering, loss, or significant damage;

13.6.5 Receive, process, and disburse funds under controls that are sufficient to maintain basic segregation of duties to protect bank accounts, income receipts, and payments;

13.6.6 Invest its funds in accordance with Board-approved investment policies.

**CHAPTER XIV – STATUTES OF THE PARLIAMENTARY
NETWORK FOR GENDER EQUALITY**

- 14 The Parliamentary Network for Gender Equality (PNGE) was created following the adoption of a resolution, approving its establishment, during the 2nd Plenary Assembly of the members of the Inter-Parliamentary Forum of the Americas (FIPA), which took place in Panama City on February 21, 2003.
- 15 The purpose of the PNGE is to develop topics related to Gender Equality and to encourage their discussion in order to undertake legislative actions related to this agenda. It shall be led by a president elected during its Gathering.
- 16 **Mandate.** The PNGE has the following objectives:
- (i) To strengthen the leadership of female politicians through ongoing regional exchange.
 - (ii) To promote the creation of conditions for equal opportunities, prioritizing the fight against poverty and the elimination of employment discrimination.
 - (iii) To strengthen democracies in the countries of the Americas in an effort to achieve respect for human rights, and conditions that promote equitable and sustainable social development.
 - (iv) To promote the creation of mechanisms encouraging women's participation in politics.
 - (v) To strengthen women's active participation at ParlAmericas working meetings, incorporating a gender perspective into each of the topics analyzed by the organization.
- 17 **Governance.** The PNGE will be governed by an Executive Committee composed of one president, 4 vice-presidents, and 2 ex-officio members, appointed based on the role they serve in ParlAmericas.
- (i) **PNGE Presidency.** The President will be elected by the delegates of the member parliaments attending the PNGE Gathering. The mandate of her term will be 2 years, with the possibility of re-election. The President will also automatically serve as 2nd Vice-President of the Board of Directors of ParlAmericas.
 - (ii) **PNGE Vice-Presidency.** The Vice-Presidents will be elected by the delegates of the member parliaments attending the PNGE Gathering, ensuring, when possible, gender parity in the positions. The term of their mandate will be 2 years, with the possibility of re-election. In the case of an elected Vice-President stepping down from their role or becoming unable to continue their mandate, their position will become open for election at the following PNGE Gathering.
 - (iii) **Ex-officio Members.** The President of the Board of Directors of ParlAmericas will be an ex-officio member of the PNGE Executive Committee and will have voting rights. The Director General (or

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another designated person) will also be an ex-officio member but will not have voting rights.

(iv) **Regional composition of the Vice-Presidents.** To maintain regional balance, the 4 Vice-Presidents will come from each of the following four sub-regions:

- a. North America: Canada, United States of America, United Mexican States.
- b. Caribbean: Antigua and Barbuda, Commonwealth of the Bahamas, Barbados, Cuba, Dominica, Dominican Republic, Grenada, Haiti, Jamaica, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Trinidad and Tobago.
- c. Central America: Belize, Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Panama.
- d. South America: Argentina, Bolivia, Brazil, Chile, Colombia, Ecuador, Guyana, Paraguay, Peru, Suriname, Uruguay and Venezuela.

18 **Roles.** The roles and responsibilities of the positions of President and Vice-President are constituted as follows:

(i) Presidency

- 18.2 Represent the PNGE in the inter-American system;
- 18.3 Consult on relevant topics and contribute to ParlAmericas' agenda;
- 18.4 Review and approve the annual PNGE work plan, prior to its adoption by the Board of Directors of ParlAmericas;
- 18.5 Provide information on the progress of PNGE activities at every ParlAmericas Board of Directors meeting;
- 18.6 Chair the meetings of the PNGE Executive Committee;
- 18.7 Co-chair the PNGE Gathering with the host; and
- 18.8 Serve as 2nd Vice-President on the Board of Directors of ParlAmericas.

(ii) Vice-Presidencies

- a. Assist with the representation of the PNGE with an emphasis on their respective sub-region;
- b. Consult on relevant topics and contribute to the development of ParlAmericas' agenda by offering a sub-regional perspective;
- c. Review and approve the annual PNGE work plan, prior to its adoption by the Board of Directors of ParlAmericas;
- d. Fulfill the responsibilities of the President in her absence, with prior designation by the President, except in meetings of the Board of Directors of ParlAmericas; and
- e. Attend the PNGE Gatherings.

19 **Electoral process.**¹ The International Secretariat will be responsible for organizing the electoral process for the positions on the PNGE Executive Committee.

¹ In accordance with Resolution 34-03 of the Board of Directors of ParlAmericas, ratified during the 11th Plenary Assembly, the member legislatures must pay their respective dues in order to

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- (i) The delegations will be comprised of parliamentarians representing member states, who will be chosen by each parliament.
- (ii) The delegations representing their parliaments will be able to vote for the President and 4 Vice-Presidents.
- (iii) The parliamentary candidates for the positions of President and Vice-President must show interest in and commitment to the Network's mandate and have been designated by their respective parliaments.
- (iv) Every authorized delegation will receive one (1) official electoral ballot. Following the reading of the rules at the Gathering, a representative from the International Secretariat will visibly hand an electoral ballot to the voting delegate from each delegation.
- (v) An official ballot box will be placed so as to be visible to the Assembly where the representative of each delegation in attendance can place their vote, within the stipulated time.
- (vi) In the event that there is no competition for a position due to having only one candidate for the vacancy, the Director General or her/his designated representative will announce that the position has been designated by acclamation and will name the winning candidate.
- (vii) In the event of a tie, the candidates nominated for the position will have two (2) minutes to give a presentation in front of all of the delegations, in order to then hold a second round of voting. In the event that this also results in a tie, the ParlAmericas Board of Directors will need to vote to decide the winning candidate.
- (viii) The Director General or her/his designated representative will announce the election results and the length of the mandates.
- (ix) An official announcement of the results will be published on the website.
- (x) Succession plan for the Presidency.
 - a. In the event that the President is absent for an activity in which she must represent PNGE, she will designate one of the Vice-Presidents to fulfill her functions during the activities of the organization, with the exception of her responsibilities related to the role of 2nd Vice-President of ParlAmericas.
 - b. In the event that the PNGE President must resign or retire from her role between PNGE Gatherings, the ParlAmericas Board of Directors, through a vote, will designate one of the Vice-Presidents of the PNGE as acting Interim President,² including in the position of 2nd Vice-President of the ParlAmericas Board. The new President will be elected at the next Gathering.

present a candidacy. The payment for the current year must be received at the latest one day before the elections in order to present a candidacy.

² The designated Vice-President's position will remain vacant until the next election.

**CHAPTER XV – STATUTES OF THE OPEN PARLIAMENT
NETWORK**

- 20 The Open Parliament Network (OPN), previously known as the Latin American Network for Transparency, Access to Public Information, and Probity, was integrated into ParlAmericas' structure following the adoption of Resolution 38-01, approving its establishment, during the 12th Plenary Assembly of ParlAmericas' members, which took place in Panama City on September 5, 2015.
- 21 The purpose of the OPN is to develop topics related to Open Parliament and to encourage their discussion in order to undertake legislative actions to strengthen legislative openness. It shall be led by a president elected during its Gathering.
- 22 **Mandate.** The OPN has the following objectives:
- (vi) Reinforce mechanisms that ensure democratic institutions are transparent and in compliance with the highest ethical principles for political work;
 - (vii) Urge congresses and legislative and national assemblies of the Americas and the Caribbean to commit to combatting corruption through the adoption of measures that build on agreements issued in international treaties, and other agreements related to transparency and access to public information;
 - (viii) Strengthen parliamentary ethics standards through the establishment of clear rules that regulate conflict of interest, ethics codes and committees, as well as rules that allow for the active participation of citizens and for citizen control, among others;
 - (ix) Promote the exchange of knowledge and experience on issues related to combatting corruption, and in particular, to share good practices implemented in the region, where relevant;
 - (x) Implement a legal framework for accountability that includes participative mechanisms for the evaluation of management to enable public authorities to explain legislation, justify their actions to citizens, and receive sanctions where merited; as well as other aspects linked to access to public information, the fight against corruption, prevention of conflict of interest and influence peddling, internal control and political financing, and a clear sanctioning framework;
 - (xi) Promote engagement with citizens through openness initiatives fostering dialogue, participatory methods for developing standards, setting of an agenda for using new technologies and open data, and participation driven by citizen control.
- 23 **Governance.** The OPN will be governed by an Executive Committee composed of one president, 4 vice-presidents, and 2 ex-officio members, appointed based on the role they serve in ParlAmericas.

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- (v) **OPN Presidency.** The President will be elected by the delegates of the member parliaments attending the OPN Gathering. The mandate of her/his term will be 2 years, with the possibility of re-election. The President will also automatically serve as 2nd Vice-President of the Board of Directors of ParlAmericas.
 - (vi) **OPN Vice-Presidency.** The Vice-Presidents will be elected by the delegates of the member parliaments attending the OPN Gathering, ensuring, when possible, gender parity in the positions. The term of their mandate will be 2 years, with the possibility of re-election. In the case of an elected Vice-President stepping down from their role or becoming unable to continue their mandate, their position will become open for election at the following OPN Gathering.
 - (vii) **Ex-officio Members.** The President of the Board of Directors of ParlAmericas will be an ex-officio member of the OPN Executive Committee and will have voting rights. The Director General (or another designated person) will also be an ex-officio member but will not have voting rights.
 - (viii) **Regional composition of the Vice-Presidents.** To maintain regional balance, the 4 Vice-Presidents will come from each of the following four sub-regions:
 - a. North America: Canada, United States of America, United Mexican States.
 - b. Caribbean: Antigua and Barbuda, Commonwealth of the Bahamas, Barbados, Cuba, Dominica, Dominican Republic, Grenada, Haiti, Jamaica, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Trinidad and Tobago.
 - c. Central America: Belize, Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Panama.
 - d. South America: Argentina, Bolivia, Brazil, Chile, Colombia, Ecuador, Guyana, Paraguay, Peru, Suriname, Uruguay and Venezuela.
- 24 **Roles.** The roles and responsibilities of the positions of President and Vice-President are constituted as follows:
- (ii) Presidency
 - 24.2 Represent the OPN in the inter-American system;
 - 24.3 Consult on relevant topics and contribute to ParlAmericas' agenda;
 - 24.4 Review and approve the annual OPN work plan, prior to its adoption by the Board of Directors of ParlAmericas;
 - 24.5 Provide information on the progress of OPN activities at every ParlAmericas Board of Directors meeting;
 - 24.6 Chair the meetings of the OPN Executive Committee;
 - 24.7 Co-chair the OPN Gathering with the host; and
 - 24.8 Serve as 2nd Vice-President on the Board of Directors of ParlAmericas.
 - (iii) Vice-Presidencies
 - f. Assist with the representation of the OPN with an emphasis on their respective sub-region;

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- g. Consult on relevant topics and contribute to the development of ParlAmericas' agenda by offering a sub-regional perspective;
- h. Review and approve the annual OPN work plan, prior to its adoption by the Board of Directors of ParlAmericas;
- i. Fulfill the responsibilities of the President in her/his absence, with prior designation by the President, except in meetings of the Board of Directors of ParlAmericas; and
- j. Attend the OPN Gatherings.

25 **Electoral process**³. The International Secretariat will be responsible for organizing the electoral process for the positions on the OPN Executive Committee.

- (v) The delegations will be comprised of parliamentarians representing member states, who will be chosen by each parliament.
- (vi) The delegations representing their parliaments will be able to vote for the President and 4 Vice-Presidents.
- (vii) The parliamentary candidates for the positions of President and Vice-President must show interest in and commitment to the Network's mandate and have been designated by their respective parliaments.
- (viii) Every authorized delegation will receive one (1) official electoral ballot. Following the reading of the rules at the Gathering, a representative from the International Secretariat will visibly hand an electoral ballot to the voting delegate from each delegation.
- (ix) An official ballot box will be placed so as to be visible to the Assembly where the representative of each delegation in attendance can place their vote, within the stipulated time.
- (x) In the event that there is no competition for a position due to having only one candidate for the vacancy, the Director General or her/his designated representative will announce that the position has been designated by acclamation and will name the winning candidate.
- (xi) In the event of a tie, the candidates nominated for the position will have two (2) minutes to give a presentation in front of all of the delegations, in order to then hold a second round of voting. In the event that this also results in a tie, the ParlAmericas Board of Directors will need to vote to decide the winning candidate.
- (xii) The Director General or her/his designated representative will announce the election results and the length of the mandates.
- (xiii) An official announcement of the results will be published on the website.
- (xiv) Succession plan for the Presidency.

³ In accordance with Resolution 34-03 of the Board of Directors of ParlAmericas, ratified during the 11th Plenary Assembly, the member legislatures must pay their respective dues in order to present a candidacy. The payment for the current year must be received at the latest one day before the elections in order to present a candidacy.

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a. In the event that the President is absent for an activity in which she/he must represent OPN, she/he will designate one of the Vice-Presidents to fulfill her/his functions during the activities of the organization, with the exception of her/his responsibilities related to the role of 2nd Vice-President of ParlAmericas.

b. In the event that the OPN President must resign or retire from her/his role between OPN Gatherings, the ParlAmericas Board of Directors, through a vote, will designate one of the Vice-Presidents of the OPN as acting Interim President,⁴ including in the position of 2nd Vice-President of the ParlAmericas Board. The new President will be elected at the next Gathering.

⁴ The designated Vice-President's position will remain vacant until the next election.

CHAPTER XVI – STATUTES OF THE PARLIAMENTARY NETWORK ON CLIMATE CHANGE - PARLAMERICAS

- 26 The Parliamentary Network on Climate Change (PNCC) was created as a joint initiative between ParlAmericas and Parlatino in Panama City on August 5, 2016. PNCC-ParlAmericas was integrated into ParlAmericas’ structure following the adoption of Resolution 41-01 by ParlAmericas members, who approved its establishment during the 13th Plenary Assembly which took place in Mexico City on December 6, 2016. These statutes govern how the Network will function within ParlAmericas. Parlatino will determine how it will engage with the Network according to its own institutional governance structures.
- 27 The purpose of the PNCC is to develop topics related to Climate Change and to encourage its discussion in order to initiate legislative action to mitigate its environmental, social and economic effects. It shall be led by a president elected during its Gathering.
- 28 **Mandate.** The PNCC has the following objectives:
- (xii) Serve as a hemispheric forum for legislative work and for the exchange of best practices to mitigate the environmental, social and economic effects of climate change, prioritizing the phenomena associated with global warming;
 - (xiii) Encourage the application of a gender lens and the engagement of citizens, particularly the groups that are most vulnerable to the impacts of climate change, in the development of legislation and the supervision of governmental and parliamentary policies on climate change;
 - (xiv) Follow up on the legislative actions and efforts taken to materialize the intended nationally determined contributions (INDC) in the periods between the Conferences of the Parties to the United Nations Framework Convention on Climate Change;
 - (xv) Encourage cooperation between parliaments and government agencies in the development and implementation of innovative policies to combat climate change and in measuring progress;
 - (xvi) Promote international cooperation to curb climate change through parliamentary diplomacy.
- 29 **Governance.** The PNCC-ParlAmericas will be governed by an Executive Committee composed of 1 president, 4 vice-presidents, and 2 ex-officio members, appointed based on the role they serve in ParlAmericas.
- (ix) **PNCC-ParlAmericas Presidency.** The President will be elected by the delegates of the member parliaments attending the PNCC Gathering. The mandate of her/his term will be 2 years, with the possibility of re-election. The President will also automatically serve as 2nd Vice-President of the Board of Directors of ParlAmericas.

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- (x) **PNCC-ParlAmericas Vice-Presidency.** The Vice-Presidents will be elected by the delegates of the member parliaments attending the PNCC Gathering, ensuring, when possible, gender parity in the positions. The term of their mandate will be 2 years, with the possibility of re-election. In the case of an elected Vice-President stepping down from their role or becoming unable to continue their mandate, their position will become open for election at the following PNCC Gathering.
- (xi) **Ex-officio Members.** The President of the Board of Directors of ParlAmericas will be an ex-officio member of the PNCC-ParlAmericas Executive Committee and will have voting rights. The Director General (or another designated person) will also be an ex-officio member but will not have voting rights.
- (xii) **Regional composition of the Vice-Presidencies.** To maintain regional balance, the 4 Vice-Presidents will come from each of the following four sub-regions:
 - a. North America: Canada, United States of America, United Mexican States.
 - b. Caribbean: Antigua and Barbuda, Commonwealth of the Bahamas, Barbados, Cuba, Dominica, Dominican Republic, Grenada, Haiti, Jamaica, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Trinidad and Tobago.
 - c. Central America: Belize, Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Panama.
 - d. South America: Argentina, Bolivia, Brazil, Chile, Colombia, Ecuador, Guyana, Paraguay, Peru, Suriname, Uruguay and Venezuela.

30 **Roles.** The roles and responsibilities of the positions of President and Vice-President are constituted as follows:

(iii) Presidency

- 30.2 Represent the PNCC on behalf of ParlAmericas in the inter-American system;
- 30.3 Consult on relevant topics and contribute to ParlAmericas' agenda;
- 30.4 Review and approve the annual PNCC-ParlAmericas work plan, prior to its adoption by the Board of Directors of ParlAmericas;
- 30.5 Provide information on the progress of PNCC activities at every ParlAmericas Board of Directors meeting;
- 30.6 Chair the meetings of the PNCC-ParlAmericas Executive Committee;
- 30.7 Co-chair the PNCC Gathering with Parlatino; and
- 30.8 Serve as 2nd Vice-President on the Board of Directors of ParlAmericas.

(iv) Vice-Presidencies

- k. Assist with the representation of the PNCC on behalf of ParlAmericas with an emphasis on their respective sub-region;
- l. Consult on relevant topics and contribute to the development of ParlAmericas' agenda by offering a sub-regional perspective;
- m. Review and approve the annual PNCC-ParlAmericas work plan, prior to its adoption by the Board of Directors of ParlAmericas;

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- n. Fulfill the responsibilities of the President in her/his absence, with prior designation by the President, except in meetings of the Board of Directors of ParlAmericas; and
- o. Attend the PNCC Gatherings.

31 **Electoral process.**⁵ The International Secretariat will be responsible for organizing the electoral process for the positions on the PNCC-ParlAmericas Executive Committee.

- (ix) The delegations will be comprised of parliamentarians representing member states, who will be chosen by each parliament.
- (x) The delegations representing their parliaments will be able to vote for the President and 4 Vice-Presidents.
- (xi) The parliamentary candidates for the positions of President and Vice-President must show interest in and commitment to the Network's mandate and have been designated by their respective parliaments.
- (xii) Every authorized delegation will receive one (1) official electoral ballot. Following the reading of the rules at the Gathering, a representative from the International Secretariat will visibly hand an electoral ballot to the voting delegate from each delegation.
- (vii) An official ballot box will be placed so as to be visible to the Assembly where the representative of each delegation in attendance can place their vote, within the stipulated time.
- (xvi) In the event that there is no competition for a position due to having only one candidate for the vacancy, the Director General or her/his designated representative will announce that the position has been designated by acclamation and will name the winning candidate.
- (xvii) In the event of a tie, the candidates nominated for the position will have two (2) minutes to give a presentation in front of all of the delegations, in order to then hold a second round of voting. In the event that this also results in a tie, the ParlAmericas Board of Directors will need to vote to decide the winning candidate.
- (xviii) The Director General or her/his designated representative will announce the election results and the length of the mandates.
- (xix) An official announcement of the results will be published on the website.
- (xx) Succession plan for the Presidency.
 - a. In the event that the President is absent for an activity in which she/he must represent the PNCC, she/he will designate one of the Vice-Presidents to fulfill her/his functions during the activities of the organization, with the exception of her/his

⁵ In accordance with Resolution 34-03 of the Board of Directors of ParlAmericas, ratified during the 11th Plenary Assembly, the member legislatures must pay their respective dues in order to present a candidacy. The payment for the current year must be received at the latest one day before the elections in order to present a candidacy.

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responsibilities related to the role of 2nd Vice-President of ParlAmericas.

b. In the event that the PNCC-ParlAmericas President must resign or retire from her/his role between PNCC Gatherings, the ParlAmericas Board of Directors, through a vote, will designate one of the Vice-Presidents of the PNCC-ParlAmericas as acting Interim President,⁶ including in the position of 2nd Vice-President of the ParlAmericas Board. The new President will be elected at the next Gathering.

⁶The designated Vice-President's position will remain vacant until the next election.

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**CHAPTER XVII – GROUP OF YOUNG PARLIAMENTARIANS –
CHARTER**

**TO BE DEVELOPED ONCE THE BOARD OF DIRECTORS HAS FULLY
ESTABLISHED THIS GROUP.**

CHAPTER XVIII – ANNUAL GENERAL MEETING OF MEMBERS
PLENARY ASSEMBLY

32.0 The purpose of this section is to establish regulations with regards to the Annual General Meeting (AGM) of Members of ParlAmericas.

ParlAmericas' AGM is referred to as the Plenary Assembly. The Plenary Assembly represents the annual gathering of all members of ParlAmericas.

32.1 The Plenary Assembly is ParlAmericas' highest decision-making body. It assembles accredited delegations of member countries, the Board of Directors, and the permanent International Secretariat.

Accredited Observers and recognized Associates may attend and participate but are not part of the decision-making body.

32.2 Pursuant to these Regulations and in compliance with ParlAmericas' Strategic Plan, the Plenary Assembly aims to accomplish the following:

32.2.1 The Plenary Assembly may pronounce itself on issues of concern to the governing bodies of countries of the Hemisphere. These issues may be of political, economic, social, technological or environmental nature;

32.2.2 The Plenary Assembly may issue recommendations and resolutions with respect to such issues;

32.2.3 The Plenary Assembly may also request that institutional initiatives be taken, and may direct the ParlAmericas' Board to act in such instances;

32.2.4 As per article 1.11.2 of the Regulations, the Plenary Assembly shall select the President of ParlAmericas who shall serve as the Chair of the Board of Directors, the 1st Vice-President of the Board, and the President of the Group of Women Parliamentarians;

The Plenary Assembly may also proceed to fill any other position as required by its Regulations; and

32.2.5 The Plenary Assembly may also direct the Board of Directors to establish working groups to examine specific matters or to engage in executing specific tasks or projects.

32.3 The Plenary Assembly shall ensure that the ParlAmericas' Board of Directors make its recommendations and resolutions known to the OAS General Assembly, the Presidential Summit of the Americas, its member countries, its non-member Associates, to its funding institutions and organisations as well as to any other body, institution, or individual that it so wishes to inform.

32.4 The Plenary Assembly Meeting

32.4.1 The Plenary Assembly shall be convened once a year at a date and place that is determined at each previously held meeting.

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- 32.4.2 The date and place of the Plenary Assembly is determined following the approval by the Plenary of a recommendation from the Board of Directors having received invitations from member countries.
- 32.4.3 Pursuant to article 3.6.1, it is a core responsibility of the Board of Directors to ensure the successful execution of the Plenary Assembly.
- 32.4.4 Pursuant to Chapter IX of the Regulations, the Board of Directors shall be assisted by a Standing Committee on the Plenary Assembly in the execution of its responsibilities in organizing the annual Plenary Assembly.
- 32.4.5 The Parliamentary Institutions of the chosen Host Country will make all the necessary arrangements for the meeting in consultation with the Board of Directors and with the guidance and support of the International Secretariat.

32.4.6 **Delegations**

- 32.4.6.1 Delegations will be composed of Parliamentary representatives of member states; to be chosen by the accredited national parliament or congress.
- 32.4.6.2 Delegations will be comprised of no more than twelve (12) participants (members of parliament/congress). The rules do not limit the number of representatives of the Host Country which may present a delegation size of its choice.
- 32.4.6.3 Delegations should represent the diverse political parties/groups present in each participating legislature. In the case of bicameral legislatures, they shall have representatives of both chambers and should favour parity in female participation.
- 32.4.6.4 Delegations of member countries will be responsible for the full costs and expenses incurred to attend the annual Plenary Assembly.

32.4.7 **The Plenary Assembly Chair**

- 32.4.7.1 Pursuant to article 1.12 and to Chapter IX, the Plenary Assembly shall be chaired by the member of the host parliament that represents the Host Country on the Board of Directors.

For the purpose of this section, “*Chair*” is understood to refer to the officer or designated third party serving as Chairperson of the Plenary Assembly.

- 32.4.7.2 The designated Chair may request that the meeting, or a portion of the meeting, be chaired by the President of ParlAmericas.
- 32.4.7.3 Alternatively, the designated Chair may choose to have the Plenary Assembly, or portion thereof, chaired by a third

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party. The proposed alternate Chair must be the object of a resolution submitted by the representative of the Host Country and seconded by the President of the Board of Directors. The Plenary Assembly will be asked to validate the proposed Chair by vote.

- 32.4.7.4 In any circumstance, and notwithstanding the outcome stated in the previous articles 16.4.7.1, 16.4.7.2 and 16.4.7.3, the selection of Chair of the annual Plenary Assembly shall be validated through a resolution by the Plenary Assembly.
- 32.4.7.5 A simple majority is required to elect the Chair of the Plenary Assembly.
- 32.4.7.6 The Chair of the annual Plenary Assembly shall have the same powers and duties as the President of the Board of Directors when chairing a meeting of the Board and pursuant to the section 16.4.10 on Rules for Chairing.
- 32.4.7.7 Individuals called to chair the Plenary Assembly must have prior experience in presiding such activities.
- 32.4.7.8 The President of ParlAmericas shall preside over the selection of the Chair of the Plenary Assembly. If the President is the object of the resolution, it will fall to the 1st Vice-President to preside over the selection of the Chair.
- 32.4.8 **Cost.** The cost of organizing the annual Plenary Assembly will be borne by the Host Country.
- 32.4.9 **Agenda**
 - 32.4.9.1 Pursuant to Chapter IX of the Regulations, the agenda of the annual Plenary Assembly shall be developed by the Board of Directors. The Board shall submit the agenda and program in the form of a Resolution to the Plenary Assembly for approval.
 - 32.4.9.2 The Plenary Assembly may approve the inclusion of a new agenda item prior to the adoption of the agenda. A majority of the votes is required to do so. New agenda items may include draft recommendations or resolutions submitted by delegates for consideration by the Plenary Assembly.
 - 32.4.9.3 It falls to the Chair of the Plenary Assembly to determine if a proposal to include an agenda item is receivable and can be brought to the floor for debate.
- 32.4.10 **Rules for Chairing the Meeting**
 - 32.4.10.1 The Chair shall declare the opening and closing of each Plenary Assembly session and have overall control of the proceedings.

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- 32.4.10.2 As the first order of business, the Chairperson shall review the rules of procedure for the Plenary Assembly and seek approval for their use.
- 32.4.10.3 A voting member may move at this time, that a rule be changed and the matter shall then be put immediately to a vote.
- 32.4.10.4 The second order of business shall be to submit the agenda of the Plenary Assembly and seek approval from the Plenary Assembly.
- 32.4.10.5 The Chair shall direct the work of the Plenary Assembly, ensuring that the rules are observed. He/she shall direct the discussion, according to the right and order to speak, put questions to a vote, and announce decisions.
- 32.4.10.6 In giving the floor to participating delegates, the Chair of the meeting shall be guided by the terms of these Regulations.
- 32.4.10.7 **Points of order.** The Chair shall rule on any point of order raised during the meeting by a voting member including calling a speaker to order if the remarks are not relevant or exceed the allotted time.
- 32.4.10.8 If the member appeals against the Chair's decision, the matter shall be put to a vote. The member raising the point of order may not speak further on the matter under discussion. The Chair's ruling shall stand unless over-ruled by a majority of those present and voting.
- 32.4.10.9 Pursuant to Chapter IX and specifically to article 9.2.4, resolutions, proposals, and amendments submitted to the Plenary Assembly shall be in a written in prescribed format and distributed to all voting members in advance of the meeting.
- 32.4.10.10 For the purpose of these Regulations, *resolution* and *proposal* are understood to be interchangeable.
- 32.4.10.11 The Chair may, at his/her discretion, receive resolutions, proposals, and amendments from the floor and permit the discussion of such resolutions, proposals, and amendments that are not in writing.
- 32.4.10.12 **Debating a Resolution, Proposal, or Amendment**
- (i) The sponsor of a proposal shall have two (2) minutes to verbally present it to the Plenary Assembly.
 - (ii) The Chair shall facilitate a period of a maximum of three (3) minutes to entertain, if required, any questions on the proposal and a period of a maximum of six (6) minutes to debate it.

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- (iii) Each speaker shall have a maximum of one (1) minute.
- (iv) Debating time will be equally split between speakers that oppose the resolution and those that support it.
- (v) At the end of such period, if none have spoken in opposition to the proposal, or no vote is demanded, the proposal is deemed unanimously supported and thus approved by the Plenary Assembly.
- (vi) At any time during the debate period a member may present an amendment. The same process stated in (i) to (v) above, shall be followed.
- (vii) All debates shall be held in the open public forum of the Plenary Assembly unless an issue requires an *in camera* discussion. To have an *in camera* discussion such a proposal must have the support of a two-thirds (2/3) majority of votes cast. In such a case, the Chair shall request that only registered voting participants remain in the meeting room until such a time that the *in camera* session is completed.

32.4.10.13 Reconsidering a proposal. When a proposal has been adopted or rejected, it may not be reconsidered.

Exceptionally, a member who voted in favour of the original proposal may ask that the proposal be reconsidered.

A majority vote of two-thirds (2/3) of votes cast must be obtained for a proposal to be reconsidered by the Plenary Assembly.

32.4.10.14 Voting and Adopting proposals

- (i) Each national delegation shall have one (1) vote.
- (ii) Recommendations, proposals, and resolutions that are put to a vote shall be approved by a simple majority vote of the delegates present, unless indicated otherwise in these Regulations.
- (iii) Voting representatives of each delegation shall be identified to the Chair following their accreditation, at the start of the Plenary Assembly.
- (iv) Any changes to the designated voting representatives of each delegation must be submitted to the International Secretariat no less than thirty (30) days before the Plenary Assembly.
- (v) Unless previously stated, proxy voting will not be permitted.

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- (vi) Voting shall be done by a show of hands unless a representative, seconded by another voting participant, requests a secret ballot.

32.4.10.15 **Conduct of participants**

Participants must obtain the Chair's consent to address the Plenary Assembly on a matter on the agenda.

Upon stepping to a microphone, a participant must identify him/herself, state their name and the country they represent, and the object of their intervention.

The Chair must then acknowledge the speaker, receive the request and decide if he/she may briefly address the floor. The Chair may call for the speaker to be brief and to the point.

All matters not on the agenda and submitted to the Chair for discussion, must be formally received by the Chair before any discussion may be initiated.

32.5 **Resolutions Proposed by Members**

32.5.1 **Resolutions from delegations.** Only accredited representatives of countries with member parliaments may submit recommendations and resolutions to the Plenary Assembly during a session of the Plenary Assembly.

32.5.2 **Resolutions originating from a chamber of a member country.** The highest representative Authority of any national parliamentary Chamber of a member country may also submit resolutions in representation of his/her Parliament.

Proposed resolutions of this nature must be signed by the president of the Chamber of the submitting member.

32.5.3 **Resolution Format**

- (i) The intent of each proposed resolution must be clear and must address only one issue or subject matter.
- (ii) The rationale for the proposed resolution must be clear and concise, and must be included in a short preamble that stipulates what is to be taken into consideration ("*whereas*" clauses) that must precede the proposed resolution itself.
- (iii) Proposed resolutions may be accompanied by an explanatory note, not to exceed three hundred and fifty (350) words, providing additional information in support of the proposed resolution.
- (iv) The proposed decision to be made or the initiative to be executed must be included in the "*Be it resolved*" clauses of the resolution.

32.5.4 **Advance submission of a resolution**

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- (i) A resolution proposal must be submitted in advance of an annual Plenary Assembly.
 - (ii) To be receivable by the Board of Directors, it must be received by the permanent International Secretariat no later than forty five (45) days prior to the last scheduled meeting of the Board of Directors held before the Plenary Assembly.
 - (iii) The International Secretariat will, within seven (7) days, forward the proposed resolution to the Chair of the Plenary Assembly Standing Committee, who will present the proposed resolution to the entire Standing Committee for consideration.
 - (iv) If the form and content of the proposed resolution are determined to be acceptable by a simple majority of the Plenary Assembly Standing Committee, it will be submitted to the Board of Directors for adoption and presentation to the Plenary Assembly.
 - (v) The Chair of the Plenary Assembly Standing Committee will advise the International Secretariat whether the proposed resolution is determined to be receivable, no later than twenty-one (21) days after having received the proposed resolution.
 - (vi) In the case where the submitted proposal is deemed not receivable following a majority decision of the Standing Committee on the Plenary Assembly, the Committee must provide a written explanation not exceeding three hundred and fifty (350) words to the International Secretariat who will forward the explanation to the submitting member within seven (7) days.
- 32.5.5 When a matter is not covered in these rules of procedure, Roberts Rules of Order shall apply. A summary of these rules is presented in Appendix A.

CHAPTER XIX – INTERNATIONAL SECRETARIAT

- 33.0 ParlAmericas shall establish an International Secretariat (IS) to support the attainment of its Mission and Vision, the achievement of its goals and objectives, as well as the implementation of its Strategic Plan.
- 33.1 The International Secretariat shall have the following mandate and shall accomplish the required tasks and activities so as to fulfill such mandate:
- 33.1.1 The IS shall provide priority technical assistance and support to ParlAmericas' Board of Directors, the President of the Board, the Board's Executive Committee, as well as to other Board members in the execution of their mandates and responsibilities.
- 33.1.2 The IS shall specifically support the Board in its responsibilities to implement the recommendations of the Plenary Assembly.
- 33.1.3 The IS shall cooperate with the Board's various Standing Committees and Groups. Within the confines of its priorities and resources, it will offer its support to the Committees so as to enable them to prepare documentation, conduct research, and pursue matters on which the IS is called on to report to the Board.
- 33.1.4 The IS will play a key role in the implementation of the institution's Strategic Plan and will ensure the formulation and execution of appropriate action plans in support of such implementation.
- 33.1.5 The IS will report regularly to the Board on its work and activities. This report will include a progress review of the annual plan, an assessment of discrepancies in targets and objectives, and a summary statement on revenues and disbursements.
- 33.1.6 The International Secretariat will produce an Annual Review which will include an analysis on the state of ParlAmericas. Following the adoption of the Annual Review by the Board, it shall be included in the Annual Report presented to the Plenary Assembly by the President.
- 33.1.7 The IS will have the responsibility of managing the financial, material and human resources it is afforded, in the most efficient manner and within such framework and guidelines as provided by the Board.
- 33.1.8 The IS will actively take part in the workings and deliberations of all the Standing Committees of the Board, as well as play a leading role in supporting the organization of the annual Plenary Assembly.
- 33.1.9 With respect to the Plenary Assembly, the IS will be mandated to execute the following tasks:
- 33.1.9.1 Coordinate the organization and conduct of the Plenary Assembly in conjunction with the Board's Standing Committee on the Plenary Assembly, as well as with the representatives of the Host Country.
- 33.1.9.2 Serve as the managing secretariat for the Plenary Assembly.

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- 33.1.9.3 Ensure that the proceedings of the Plenary Assembly are recorded and processed. Such proceedings are the official records of the Plenary Assembly. They are to include all relevant documents, print or electronic, that represent the body of debates, discussions and presentations submitted or delivered at the Plenary Assembly, as well as resolutions, recommendations, and other decisions taken.
- 33.1.10 The IS will be mandated to develop and implement a Strategic Communication Plan to include stakeholder management components, annual communication plans, as well as the efficient management of various communication tools including ParlAmericas web site and the use of various social media tools.
- 33.1.11 The IS shall act and serve as ParlAmericas' institutional memory.
- 33.1.12 The IS may be requested by the Board to conduct, at the request of National Legislatures that are members in good standing of ParlAmericas, various analyses, studies and projects on hemispheric issues of concern to the institution, which shall be carried out as funds and capacity permit.
- 33.1.13 Additionally, the IS will strive to disseminate information to members on all issues of hemispheric concern that are of interest to ParlAmericas.
- 33.1.14 A key component of the IS's mandate is to strengthen ParlAmericas' member network. The IS shall afford all efforts required to build, grow, and sustain a broad hemispheric membership network.
- 33.1.15 The IS shall maintain regular contacts with the Secretary General of the Organization of American States on the activities of ParlAmericas.
- 33.2 The International Secretariat Staff
- 33.2.1 To carry out its mandate, pursuant to article 2.6, the IS shall be led by a Director General who shall serve as the chief executive officer of the institution.
- 33.2.2 The Director General shall be appointed by the Board on recommendation of the Board's President.
- 33.2.3 The Director General shall be responsible for the appointment of other IS staff.
- 33.2.4 The IS will be staffed, with the appropriate resources, so as to permit it to fulfill its mandate.

CHAPTER XX – CODE OF CONDUCT

34.0 Purpose of the Code of Conduct

- 34.0.1 The purpose of this Chapter is to define ParlAmericas' Code of Conduct and to provide a framework of reference for ParlAmericas' Board of Directors, leaders, and the staff of its International Secretariat, (all hereinafter referred to as *Officers* of ParlAmericas) in the discharge of their duties.
- 34.0.2 Officers of the ParlAmericas perform a range of duties, including: adopting resolutions on issues of key interest for countries of the Hemisphere, and implementing decisions taken by the Plenary Assembly.
- 34.0.3 Institutional members, donors, sponsors as well as citizens, on behalf of whom Parliamentarians act, should be able to have confidence that ParlAmericas Officers carry out their duties in good faith and do not use their position for their own private benefit. Moreover, ParlAmericas should also have the means of holding an Officer accountable if he/she undermines the institution's reputation.
- 34.0.4 ParlAmericas recognizes the risk that an Officer's financial, economic, commercial or other interests may conflict with his/her duties as an Officer of the institution. Regardless of legal and national diversities, a consensus exists within ParlAmericas with regards to core principles essential for the democratic and transparent functioning of the institution, notably on the declaration of gifts and hospitalities, the declaration of conflict of interest and the prohibition of paid advocacy.
- 34.0.5 The Code applies to all Officers of ParlAmericas in their capacity as representatives of the institution, and covers situations which may occur in public life. The Code's legitimacy and moral standing derives from the fact that it was adopted by the Board. Its credibility rests with its subsequent efficient and diligent application.
- 34.0.6 The Code presents the general principles of behaviour which ParlAmericas expects of its Officers. By adhering to these standards Officers can maintain and strengthen the openness and accountability necessary for trust and confidence in the institution.

34.1 Scope of the Code of Conduct

- 34.1.1 The Code applies to all Officers in all aspects of their respective lives relevant to their duties as directors, and staff of ParlAmericas.
- 34.1.2 The application of this Code shall be determined by the Board of Directors. Guidance on all matters covered by this Code of Conduct, and situations which may arise from its application, may be sought from the Director-General of the International Secretariat.

34.2 General Principles of Behaviour

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- 18.2.1 The success of ParlAmericas' ethical regime requires that its core principles be shared by all Officers regardless of their ideological or political positions. Often called ethical standards, the general principles provide a benchmark for expected behaviour. Rather than imposing obligations, general principles are aspirational in nature and make it possible to avoid loopholes whenever ParlAmericas faces a new situation or is called to act in new circumstances. Not being subject to adjudication, these principles are used in evaluating complaints.
- 34.2.2 While acting individually, Officers represent ParlAmericas' interests. Therefore, they are required not to bring the institution into disrepute through the activities they carry out publicly. Furthermore, Officers are expected not to use institutional resources for their or anyone else's private gain and, when carrying out an activity, to ensure that the public interest prevails over any other. Given that Parliamentarians often face multiple conflicts of interest, the Code of Conduct tries to draw a clear line between legitimate conflicts relating to constituent services, on the one hand, and private conflicts of interest and their appearance, on the other. It requires such conflicts to be resolved in a way that protects the public interest. Leadership and setting an example require Officers to be consistent in the values they are promoting, and invite Officers to develop a political culture and to maintain an ethical cohesion within the institution.
- 34.2.3 While performing their mandate Officers of ParlAmericas shall:
- 34.2.3.1 Carry out their duties responsibly with integrity and honesty.
 - 34.2.3.2 Make decisions solely in the interest of the members they serve, the countries they represent and the people of the Hemisphere to which they belong, without being bound by any relationship or commitment that would jeopardise their ability to respect the present Code.
 - 34.2.3.3 Act in such a way as to uphold ParlAmericas reputation of high standing and enhance the institution's image.
 - 34.2.3.4 Use the resources available to the institution in a responsible and vigilant manner.
 - 34.2.3.5 Never use their position for their, or anyone else's private gain.
 - 34.2.3.6 Declare any relevant interests relating to their public duties and take steps to resolve any conflicts arising, in a way that protects the public interest.
 - 34.2.3.7 Promote and support these principles by leadership and example.
 - 34.2.3.8 Undertake to comply with these rules of conduct at all times.
- 34.2.4 These principles will be taken into consideration when any complaint is received of breaches of this Code of Conduct.

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34.3 Rules of Conduct

34.3.1 Reputation of ParlAmericas

34.3.1.1 Officers shall respect the values and general principles of behaviour of ParlAmericas, and not take any action which could cause damage to the reputation and integrity of institution and its members.

34.3.1.2 Officers can bring discredit to the institution through a variety of actions that can be unethical, illegal or viewed as inappropriate by the Board or ParlAmericas Plenary Assembly. Such activities often involve actions that conflict with an Officer's obligation to serve the public interest. Examples include blatant and continued disrespect based on gender, race or religion, or inappropriate use of the institution's facilities for private business. In some cases, illicit actions will not fall directly under an Officer's role in the institution, but rather be so harmful to the reputation of the institution that some action by the Board is deemed necessary. Examples of these actions might include criminal indictment for embezzlement or fraud.

34.3.2 Conflict of Interest

34.3.2.1 Officers shall avoid conflicts between any actual or potential economic, commercial, financial or other interests on a professional, personal or family level on the one hand, and the public interest in the work of the institution on the other, by resolving any conflict in favour of public interest; if an Officer is unable to avoid such a conflict of interest, the conflict shall be disclosed.

34.3.2.2 The Code makes it a requirement for all Officers of ParlAmericas to avoid specific kinds of conflicts of interest. Some conflicts of interest may be inevitable: Parliamentarians may represent farmers, who will differ with businesses over land use, or be physicians who disagree with theologians on the beginning of life, or land developers conflicting with environmentalists. These conflicts are not what this paragraph prohibits. Rather, it requires Officers to put the public interest before any other interest and requires them to disclose conflicts that are personal in nature, that they cannot resolve. Conflicts to be avoided often arise from personal interests, usually involving financial benefit that will advantage an Officer, or his/her family or friends.

34.3.2.3 In the case of a potential conflict, Officers are required to envisage potential situations where their actions and decisions may result in a clear conflict of interest or post-factum appear to their colleagues or citizens as inappropriate. Advice could be sought from the President of the Board or from the Director

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General of the International Secretariat to identify potential conflicts of interest.

34.3.2.4 Officers shall immediately draw attention to any personal conflict of interest through an oral declaration in any proceeding of the Board or its committees, or through any other means of communication.

34.3.3 Paid Advocacy

18.3.3.1 No Officer shall act as a paid advocate in any work of ParlAmericas.

18.3.3.2 A paid advocate is a person paid by some outside group or person to initiate a cause or matter in our case, ParlAmericas.

Even if the Officer argues that this outside payment has had no impact on his or her decisions, the appearance of bias to the public can damage the reputation of the entire institution. It does not prevent Parliamentary Officers from pursuing any gainful occupation (such as a consultant or a legal adviser) or being employed in compliance with their respective national regulations, provided any payment or benefits in kind are not given or received for furthering a given interest with ParlAmericas.

34.3.4 Acceptance of Fees or Gifts

34.3.4.1 Officers shall not request or accept any fee, compensation or reward intended to affect his/her conduct as an Officer, which includes, *inter alia*, supporting or opposing any motion, report, amendment, written declaration, recommendation, resolution or opinion adopted by the Board or any of its committees, groups or by the International Secretariat of ParlAmericas.

34.3.4.2 Officers shall avoid any situation that could appear to be a conflict of interest, or appear to be the receipt of an inappropriate payment or gift.

34.3.4.3 Officers shall register with the International Secretariat, and communicate to the Board, any gifts or similar benefits (such as travel, accommodation, subsistence, meals or entertainment expenses) of a value in excess of US \$250 that they accept in the performance of their duties as Officers of ParlAmericas.

34.3.5 Officers that are members of a Parliamentary Assembly shall not use their position as such to further their own or another person's or entity's interests in a manner incompatible with this Code of Conduct.

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- 34.3.6 Officers shall use information with discretion, and in particular shall not make personal use of information acquired confidentially in the course of their duties.
- 34.3.7 Officers shall ensure that their use of expenses, allowances, facilities and services provided by ParlAmericas is strictly in accordance with the relevant established regulations.
- 34.3.8 Former Officers of ParlAmericas involved in representing and fostering a third party's interests in the institution, shall not, throughout the period of such activity, benefit from the prerogatives of their past positions with ParlAmericas or FIPA to achieve any gains on behalf of such third party.

34.4 Observance of the Code of Conduct

34.4.1 Compliance Mechanisms

The Code of Conduct is supported by a compliance mechanism to ensure adherence to the Code, which is based on three components: Prevention, Investigation and Sanctioning.

34.4.2 The Prevention Stage

- 18.4.2.1 The Prevention stage includes information and guidance. The Code seeks to set a positive tone by underlining the expectation that *all its Officers are honest and want to act in an ethical manner*.
- 34.4.2.2 Motivated by integrity, Officers will seek guidance if they have questions about the application of the Code. Responsible individuals will also seek guidance on matters not specifically or directly covered in the Code.
- 34.4.2.3 The Code is built on recognition that specific language may have a different connotation to different people, for example in what constitutes a "gift".
- 34.4.2.4 Recognizing that ParlAmericas includes many countries, with different cultures and languages, Officers must have the opportunity to clarify issues in order to avoid actions that could be misconstrued as illicit, resulting from misinterpretation.
- 34.4.2.5 The Director General is empowered to provide guidance as a neutral third party. Advice can also be provided by other independent entities such as a legal advisory entity or the Secretary General of another international body such as the OAS.
- 34.4.2.6 Providing the availability of resources, workshops or information sessions may be offered by ParlAmericas to new Officers and to new members.

34.4.3 The Investigation Stage

- 34.4.3.1 The President of ParlAmericas is responsible for the smooth running of the institution's business which is why it is

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reasonable to have the President investigate an Officer's alleged misconduct.

34.4.3.2 If an Officer is believed to have acted in breach of the Code of Conduct, the President of the Board of Directors of ParlAmericas may seek clarification and further information from the Officer concerned.

34.4.3.3 While investigating, the President may seek relevant information and clarification from any other individual or entity that may have knowledge of the alleged breach of conduct. In order to make any assessment of alleged misconduct by an Officer, the President must acquire an understanding of the governance rules applicable in the Officer's parliament of origin.

34.4.3.4 If deemed necessary, the President of ParlAmericas may ask the Executive Committee of the Board of Directors to examine the circumstances of the alleged breach and make recommendations as to a possible decision to be taken by the Board.

34.4.4 The Sanctioning Stage

34.4.4.1 ParlAmericas may sanction an Officer if his/her conduct is found to be inappropriate.

34.4.4.2 The Code of Conduct is sufficiently flexible to deal with new situations which may arise, or to give proper consideration to a standard case which may require special interpretation in view of specific circumstances. The same flexible approach applies to imposing sanctions. The President of the Board has discretion regarding the follow-up to an investigation's findings.

34.4.4.3 Should the President of the Board reach the conclusion that an Officer failed to comply with the Code of Conduct, the President may submit a reasoned position and recommendations on disciplinary actions to the Board for decision.

34.4.4.4 Disciplinary actions may include: a formal warning and reprimand; suspension or discharge from the Officer's function and duties; requiring an apology; a letter to the Speaker of the Officer's Parliament in the case of a breach of conduct by an Officer who is also a Parliamentarian; or the banishment or exclusion from ParlAmericas.

34.4.4.5 It is the responsibility of the Board of Directors to decide if the disciplinary action taken against an Officer found to be in major breach of the Institution's Code of conduct shall be publicly disclosed to members of ParlAmericas.

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34.4.5 Officers shall co-operate, at all stages, with any inquiry into their conduct, lead by or under the authority of the President or the Board.

34.5 **Adherence to the Code**

18.5.1 Each Officer will sign a statement indicating that he/she has read and understood this Code, and agrees to abide by its principles.

18.5.2 The Board will periodically undertake a review of this Code.

APPENDIX A – ANNUAL GENERAL MEETING OF MEMBERS
PLENARY ASSEMBLY

RobertsRules.org | Robert's Rules of Order
Summary Adapted Version

BASIC ASSEMBLY RULES

1. Obtain the floor (the right to speak) by being the first to approach the microphone when the person speaking has finished;
2. State “Mr./Madam Chairperson” and wait to be recognized before speaking;
3. Debate cannot begin until the Chair has stated the motion or resolution and declare the Question Period open/closed. The Chair will then seek to know if the Assembly is ready to vote on the motion. If no vote is requested the motion is deemed passed.
4. If a vote is requested the Chair shall open/close a period of debate after which it will again seek to know if the Assembly is ready to vote on the motion. If no vote is requested the motion is deemed passed.
5. Before the motion is stated by the Chair members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
6. No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once.
7. All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives.

SOME KEY RULES (Adaptation)

8. **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary.
9. **Point of Information:** Generally applies to information desired from the Chair.
10. **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules).
11. **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made.
12. **Main Motion:** Brings new business (the next item on the agenda) before the Assembly.
13. **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own).

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14. **Consider by Paragraph:** Adoption of Motion is held until all paragraphs are debated and amended and the entire motion is satisfactory; after all paragraphs are considered, the entire motion is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the motion has ceased.
15. **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions.
16. **Withdraw/Modify Motion:** Applies only after motion is stated; mover can accept an amendment without obtaining the floor.
17. **Extend Debate:** Applies only to the immediately pending motion; extends until a certain time or for a certain period of time.
18. **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time.
19. **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed.
20. **Object to Consideration:** Objection must be stated before discussion or another motion is stated.
21. **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending.
22. **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table.
23. **Reconsider:** Can be made only by one on the prevailing side who has changed position or view.
24. **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session.
25. **Previous Question:** Closes debate if successful - may be moved to "**Close Debate**" if preferred.
26. **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business.
27. **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified.

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