



SID

Society for International Development

SID CONSTITUTION AND PROCEDURAL RULES

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* Sections B-E approved by the 72nd Annual Governing Council Session, 1995

A. CONSTITUTION

I. PREAMBLE

Science, the advance in man's knowledge of nature, by bringing man to the age of nuclear power and space conquest, has given international peace the new meaning of a condition essential for the continuance of mankind.

By discovering new resources, inventing new products, devising new ways of production, and achieving new mastery over life and death, it enables more human beings to reach higher levels of well being than ever before.

By stretching a web of instant communication over the earth, it has opened men's eyes to new opportunities and stirred fresh aspiration for a better life.

To fulfil this aspiration and make these opportunities real in a manner consistent with the growth of individual freedom is a major part of the dynamics of peace, requiring widespread international co-operation for technical development and economic advance.

That co-operation now engages large resources and the efforts of great numbers of individuals and organizations, public and private, throughout the world.

To promote greater effectiveness and better understanding among all those concerned in this work, which we believe will profoundly influence the future of our civilisation, we, the charter members, have established the present Society.

To the foregoing, we, the members of the Society in 1976 would like to add a new dimension to our task based on our perception of the most pertinent challenge of our times - viz. - to promote a truly interdependent world of self-reliant nations committed jointly and severally to a common concern to assure to all human beings in the foreseeable future the wherewithal of a creative role.

II. NAME, PURPOSES AND ACTIVITIES

Art. 1 - Name

This Society shall be known as the *Society for International Development* in English, the *Société Internationale pour le Développement* in French, and the *Sociedad Internacional para el Desarrollo* in Spanish.

Art. 2 - Purposes

The purposes of the Society are:

(a) To encourage, support and facilitate the creation at the local, national, regional and international level of a sense of community amongst individuals and organizations committed to development;

(b) To promote international dialogue, understanding and co-operation for social and economic development that furthers the well being of all peoples and of a more equitable system of international relations;

(c) To advance the science, processes and art of social and economic development through educational means including research, publication and discussion;

5.4 Staff Relationship

The Secretary General and the chief fund-raising officer of the Secretariat are the two most actively involved with the Resource Development Committee. Key programme staff, when appropriate, work with the programme committee.

6. MEMBERSHIP AND ELECTIONS COMMITTEE (MEC)

6.1 Purpose

The Membership and Elections Committee combines the functions of the Nominations and Elections Committee provided for in the Constitution, with the tasks required to govern membership affairs.

6.2 Major Tasks of the Committee

This Committee helps develop effective member recruitment and retention strategies, sets policy and procedures governing the conduct of SID elections at the local (Chapter), regional and international level. The Committee oversees the balloting process at each level. The Committee recommends membership policy to the full Council for approval, recommends guidelines for members and chapters, and monitors implementation of the organizations adherence to the guidelines. On behalf of the staff, it recommends major membership initiatives to the full Council for approval and reports regularly on the organizations efforts to recruit new members.

6.3 Staff Relationship

The Secretary General, the SID International Legal Counsel and key staff, when appropriate, work with the Membership and Elections Committee.

The Executive Committee approves programme and project proposals recommended by the Programme and Resource Development Committee and by the Secretary General. The Executive Committee under the Chair of the President, provides direction to the Secretary General and serves as his/her principal support and sounding board.

4.3 Council Relationship

The Executive Committee reports regularly to the Governing Council. Under the Chair of the SID President, the composition of the Committee often comprises the SID Vice Presidents, the Treasurer and Committee Chairs; in addition, Council officers may be invited to join specific meetings for ad hoc purposes.

4.4 Staff Relationship

The Secretary General works closely with this Committee. Other key staff are involved when their contributions are necessary or appropriate.

5. THE PROGRAMME AND RESOURCE DEVELOPMENT COMMITTEE (PRDC)

5.1 Purpose

The Programme and Resource Development Committee leads the Council's participation in programme development and fund-raising.

5.2 Major Tasks of the Committee

The Committee, recommends programme policy, and monitors implementation of the organization's strategic plan with regard to programmes. It provides continuous feedback and guidance on specific programme and project proposals that are received and articulated by the Secretariat. Project proposals are then presented to the Executive Committee or Council for approval.

The Committee also leads the Governing Council's fund-raising effort; it develops policies, plans, procedures and schedules for Council involvement in fund-raising. Through the principle of subsidiarity, the Committee may work with SID Chapters for fund-raising and programme development.

The Committee is the Council's central source of information about the climate of fund-raising in general, and about the status of the organizations fund-raising activities in particular. The Committee may set minimum guidelines for Council member contributions and then solicits those contributions. It also plays a strong role in identifying, cultivating and approaching major donors.

5.3 Council Relationship

The Programme and Resource Development Committee sets the tone for the Council's programme engagement and fund-raising endeavours with Chapters, members, foundations, governmental and intergovernmental organizations and corporations. It works closely with the Executive Committee.

(d) To provide support and services for national development constituencies which facilitate the foregoing.

Art. 3 - Incorporation

The Society was incorporated under the laws of the District of Columbia of the United States of America on January 29, 1958, as an organization operated not for profit but exclusively for educational and scientific purposes. The Society will not carry on propaganda, or otherwise attempt to influence legislation. It will not participate in any political campaign on behalf of any candidate for public office and it will not support any political party. These self-denying ordinances are equally binding upon the Society and upon all its local units in whatever country they may be organized.

Art. 4 - Activities

(a) The Society will promote its purposes through meetings of its members for the interchange of knowledge and experience, through the activities of local chapters; through the publication of a journal and newsletter; and through such further means as the Membership or the Governing Council may authorize.

(b) The Society, legally domiciled in the United States, shall not conduct any of the activities of a business league, or of any of the other types of organizations listed in the Section 501 (c) (6) of the Internal Revenue Code of 1954, and shall not seek to promote or improve the business or economic status of any of its members or of any profession to which any of its members may belong.

(c) The Society shall conduct its activities and undertake to achieve its purposes only by the ways and means permitted to an organization that is formed for educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. The Society shall not engage in any activity which would, under the provisions of Sections 502, 503 or 504 of the Internal Revenue Code of 1954, preclude its being eligible for tax exemption under the provisions of Section 501 (c) (3) of that Code.

(d) Notwithstanding any provision in the foregoing paragraphs which may be construed to the contrary, this organization shall not engage in any activity other than those necessary to carry out its purposes in a manner consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code of 1954 and other related sections of the law.

(e) Publications of the Society shall be made available for distribution to members and the general public, including schools and libraries, on a non-profit basis.

III. MEMBERSHIP

Art. 5 - Eligibility

Any person who wishes to further the purposes of the Society shall be eligible for membership. A non-profit institution or organization shall also be eligible, as such, for membership. Individual members of such institutional members may become individual members of the Society at a reduced membership fee.

Art. 6 - Classes

The membership of the Society shall be divided into: members, sustaining members, student members, life members and institutional members. Persons in attendance at a college or university, matriculated for a degree or as special students, and devoting the

major part of their time to study, shall be classified as student members. The members in all classes shall have the same rights and privileges.

Art. 7 - Charter Members

All members of the conference to Organize a Society for Economic Development and Technical Co-operation, held at the Brookings Institution, in Washington, D.C. on October 19, 1957, who so elect; all persons who become advance members at the first Conference of the members of the Society; and all those who become members within six months after that first Conference shall be deemed to be Charter Members of the Society.

Art. 8 - Dues

The Governing Council shall have power, by regulation, to establish, and revise from time to time, the dues to be paid by each class of members. Institutions which contribute financially to SID shall be known as patrons, sponsors, or by any other title as the Council may decide, depending on the extent of their financial support.

Art. 9 - Rights

All members in good standing shall have the right to attend the meetings of the Society, to vote, to hold office, to receive the journal and other regular publications of the Society and to participate in its activities.

Art. 10 - Delinquency; Expulsion

After due notice, any member delinquent in dues for more than six months may be dropped from membership. The Governing Council may expel any member when it deems such action to be in the best interest of the Society, provided such member has had an opportunity to answer charges against him, or present, in person or in writing, his side of the case.

IV. ORGANIZATION

Art. 11

The organizational structure of the Society shall consist of a General Assembly, a Governing Council, an Executive Committee, officers, national and local organizations, and an international Secretariat. Various standing and ad hoc committees may also be established as required.

Art. 12

The General Assembly is the sovereign body of SID, approving the broad guidelines for the programme and generally overseeing the work and activities of the Society. All members have a right to participate in the general assembly or to vote through proxy. Institutional members shall have the right to be represented through delegates. The General Assembly will meet at least every three years. The Governing Council or 200 members may call Special General Assemblies.

Art. 13 - National and Local Organizations

(a) It is the policy of the Society to encourage and recognize the establishment of national and local SID units. The form of organization may vary from country to country. The Governing Council is empowered to provide for the establishment and operation of such units in the name of the Society for International Development. The Governing Council

2.4.3. Staff Relationship

The Secretary General, the chief Secretariat financial officer, and the chief Secretariat fund-raising officer are the key staff who work with the Treasurer. In most cases the Treasurer functions as adviser and reviewer. The staff, not the Treasurer, prepares the draft annual budget and periodic financial statements.

(This position was approved by resolution of the 72nd Annual Governing Council Session, 19-20 May 1995.)

3. THE GOVERNING COUNCIL

3.1 Purpose

As a board of directors the Council is responsible for governing the Society for International Development by developing the strategy and tactics, making framework decisions, raising and managing financial resources and supervision of the staff.

3.2 Major Tasks of the Council

The Council elects the President, two Vice Presidents and the Secretary General as the chief executive officer of the organization. The Council evaluates the performance of the officers of the organization. It may choose and co-opt new members to replace members who become unavailable during the period between elections or to complement existing membership. The Council establishes standing and other Committees; members of these Committees need not be from the Council and can be re-appointed. The Council provides for the business and conduct of the General Assembly.

It must approve the annual budget and individually and collectively raise and manage the necessary resources to ensure the financial health of the organization, and authorizes the implementation of programmes once the funding is assured. The Council monitors programmes to ensure that they further the objectives of the organization. The Council monitors and promotes the interests of SID's members.

The Council ensures that the organization and its national and local organizations meet basic professional, legal and ethical standards. It develops a long range plan, policies and procedures for the institution. The Council meets annually.

4. THE EXECUTIVE COMMITTEE

4.1 Purpose

The Executive Committee exercises the powers of the Governing Council when it is not in session. This Committee is central to the effective operation of the Council committee structure, the Council and the entire organization.

4.2 Major Tasks of the Executive Committee

The Committee meets regularly, usually every three months, to review operational, programmatic and financial matters. It deals with urgent situations that cannot wait for the next full Council meeting. The Committee addresses specific questions referred by the Council, issues that need preliminary discussions and refinement before the Council considers them, or routine matters that do not require full council disposition.

2.2 The Vice Presidents

The Constitution provides for the appointment of two Vice-Presidents. These officers shall have specific responsibilities assigned by the Council in such strategic areas as finance, membership and programmes.

Vice-Presidents are often members of the Executive Committee.

2.3 The Secretary General

Pursuant to the combined content of Sections 15 and 17(b) of the Constitution, the powers of the Secretary General are:

- (a) To be the legal representative of the Society;
- (b) To be ex officio member of the Council and the Executive Committee with a right to vote in each of them;
- (c) To be the chief executive officer of the Society having overall responsibility for the direction, organization, administration and programmes of the Society in accordance with the general policies and criteria formulated by the General Assembly, Council and Executive Committee. The Secretary General inter alia :
 - (i) shall manage the international Secretariat which includes the headquarters and other secretariat units located elsewhere;
 - (ii) shall appoint and dismiss the employees and consultants of the international Secretariat; and
 - (iii) shall manage the mobilization and use of financial resources.

The Secretary General may delegate, except for (a) above, his/her powers to officers and employees of the Society and to members of the Governing Council and Chairmen of Committees.

(First formulation adopted by the 79th Executive Committee Session, 13 July 1980; the above revised formulation adopted by resolution of the 72nd Governing Council Session, 19-20 May 1995.)

2.4 The Treasurer

2.4.1 Major Responsibilities

The Treasurer co-ordinates the Council's financial oversight responsibility by recommending policy to the Council, interpreting it for the staff and monitoring its implementation.

The Treasurer oversees the organizations assets; reviews the annual budget; monitors budget implementation and financial procedures and reviews monthly financial reports. The Treasurer may oversee the organization's investments, including the endowment, provided sufficient members have special expertise. This position should be held by a person knowledgeable of finance; its position need not be restricted to Council membership.

2.4.2 Council Relationship

As the Council resident expert on financial matters, the Treasurer may work closely with a number of other Committees, including the Executive and Programme and Resource Development Committees.

may withdraw such permission provided there has been opportunity for a hearing and that impartial investigation has revealed behaviour genuinely inconsistent with the broad objectives of the Society.

(b) Membership of chapters and sections will be drawn from individuals and development-related institutions, broadly defined, public and private, who are committed to the aims of the Society. The functions of national and local entities will vary according to the needs of individual countries; in general they will seek to provide a forum for discussion of development issues, to work with other groups on development issues, and encourage the interest of the general community in those issues. Interchange among such entities and between such entities, chapters, and the Governing Council will be encouraged and will be facilitated by the Secretariat. Members of national and sub-national chapters will automatically be members of the international Society; similarly, all direct members will be encouraged to join or to form local chapters or sections. Dues will be apportioned as agreed between international and local entities.

Art. 14 - The Governing Council

(a) Composition and Meetings. The Governing Council elected at one General Assembly shall serve until the installation of a successor Council at the next General Assembly. It shall consist of the three most recent presidents of SID and a minimum of 24 and a maximum of 36 elected members. The Council shall include representation from each major region of the world and, in addition, may include not more than six members-at-large, elected without reference to the regions from which they come. The Governing Council shall meet at least annually at a place determined by it or, if it does not make such determination, by the Executive Committee. The Governing Council may choose and co-opt new members to replace members who become unavailable during the period between elections or to complement the elected membership in the event that fewer than 36 members have been elected.

(b) Voting Procedures. Election to the Governing Council shall take place in advance of each regular General Assembly under the auspices of the Nominations and Elections Committee. Each member in good standing, whether institutional or individual, shall have one vote, which he shall be entitled to cast by mail ballot. Regional members of the Governing Council shall be elected by ballot members from their region. At-large members shall be elected by all members, without regard to regional affiliation. National and local units of SID shall be invited to submit nominations for both regional and at-large members of the Council, well in advance of the mailing of ballots. The Nominations and Elections Committee, which shall be appointed by the governing Council, may not eliminate names formally proposed by such units or by some minimum number of members to be determined by the Council. The Nominations and Elections Committee may, however, add names in order to ensure that the choice of candidates reflects an appropriate balance in terms of geographic, occupation, age, and sex composition and to ensure a degree of continuity. In order to permit the co-option of internationally distinguished individuals by the Council itself, the Nominations and Elections Committee, taking under advisement the recommendations of the Governing Council, may decide that the number of positions filled by election shall be less than 25, though not less than 13. Elections to the Governing Council shall be announced at the General Assembly meeting immediately following the election. In calculating regional representation, the President of the Society and the three past Presidents shall not be charged against a regional total.

Art. 15 - Powers

The Governing Council shall be vested with the management of the affairs of the Society and shall act in the capacity of a board of directors. The Governing Council shall adopt such regulations as may be appropriate for the governance of the Society. It shall have the power to approve proposed budgets, authorize expenditures, seek and accept contributions, authorize contracts in the name of the Society, define and promote the activities of the Society, determine the eligibility of applicants for membership, authorize the employment of auditors, provide for the business and conduct of the General Assemblies, and provide for the distribution of the Society's journal and other publications. It may delegate powers and duties to officers and employees of the Society.

Art. 16 - Officers

The President and up to two Vice-Presidents of SID shall be chosen by the Governing Council from among its own members and their terms shall expire upon the installation of new office bearers elected by a new Governing Council. The Governing Council shall also appoint a Secretary General, who shall be an ex-officio member of the Governing Council and of the Executive Committee with right to vote in each of them, and such other international officers as may be required.

Art. 17 - Executive Committee

(a) The Executive Committee shall consist of 6 to 9 members elected by the Governing Council from among its membership, and of the Secretary General, as an ex-officio member. A proper geographical balance will be sought for in its membership. The Executive Committee will be chaired by the President of the Society.

(b) The Executive Committee shall exercise the functions of the Governing Council when the Council is not in session, except for the following: approving the annual budget and exercising the power pursuant to Section 21.

Art. 18 - Standing Committees and Other Committees

Each new Governing Council may establish standing committees and other committees, Members of such committees need not necessarily be from the Governing Council and can be reappointed. The chairmen of these committees, in case they are not members of the Governing Council or of the Executive Committee, shall be invited to attend relevant meetings of these bodies.

Art. 19

All the elected officers, Governing Council members and Executive Committee members may be re-elected (with due regard for the largest possible involvement in the governance of the Society by qualified personnel) for not more than two successive terms.

Art. 20 - Quorum

Seven members of the Governing Council from at least three regions and three members of the Executive Committee shall respectively constitute a quorum. Two hundred members of SID, represented in person or by proxy, shall constitute a quorum of the General Assembly. In all three bodies all actions shall be taken by majority vote of those present, in the case of the General Assembly including those represented by proxy. Votes by mail may be taken in the absence of a quorum, or if a majority of a quorum wishes to refer a matter to the total membership of the body involved.

Art. 2.2 - Election of the Secretary General

The Governing Council shall elect a Secretary General to serve for a term of three years. No individual shall serve as Secretary General for more than two consecutive three-year terms. The Membership and Elections Committee shall request the Governing Council Members to submit nominations to the Committee at the International Secretariat within 30 days. Late nominations shall not be considered. The Membership and Elections Committee shall provide the names of qualified candidates to the Governing Council at least 10 days prior to the scheduled election meeting. The Secretary General shall be elected by a two-thirds majority of the members.

Article 3 - Appointment of Committees

Art. 3.1 - Appointment of Membership and Elections Committee

The Governing Council shall appoint five members to serve as a Membership and Elections Committee, one of whom shall be the SID Legal Counsel. Members of the Membership and Elections Committee shall not be eligible for election as officers.

Art. 3.2 - Appointment of Other Committees

The President and the Secretary General shall, with the advice and consent of the Governing Council, appoint an Executive Committee composed of between 6 to 9 Council members and any other standing committees, which normally shall include a Programme and Resource Development Committee.

E. TERMS OF REFERENCE OF SID BODIES AND OFFICERS

1. THE GENERAL ASSEMBLY

1.1 Purpose

The General Assembly is the sovereign body of SID and consists of all members in good standing. It is the ultimate authority of SID.

1.2 Major Tasks

At its triennial meeting the General Assembly sets the broad guidelines of SID's programme and oversees the work and activities. It has the power to amend the Constitution.

2. THE OFFICERS OF THE SOCIETY

2.1 The President

The President as the Chairman of the Council and of the Executive Committee, provides policy direction to the Council and Society. With the support of the Programme and Resource Development Committee and the Secretariat, the President plays a central and strategic role in the organization's fund-raising endeavour.

D. PROCEDURAL RULES FOR COUNCIL ELECTIONS AND APPOINTMENT OF COMMITTEES

Article 1 - Election of Governing Council Members

Art. 1.1 - Call for nominations

One year prior to the end of the Governing Council's current term, the Membership and Elections Committee (chosen in accordance with Art. 3.1) shall call for nominations of regional members and members at-large to the Governing Council. Within three months thereafter it shall determine whether additional nominations should be made to reflect an appropriate balance as provided by Article 14 (b) of the Constitution.

Art. 1.2 - Submission of nominations

Each institutional or individual member and national and local units of SID in good standing may forward in writing the names of qualified candidates to the Membership and Elections Committee at the International Secretariat.

Art. 1.3 - Ballots

The Membership and Elections Committee shall prepare and mail numbered ballots to each institutional or individual member in good standing. The ballots shall contain the nominated regional candidates and the at-large candidates. Members' ballots shall be returned by mail to the International Secretariat, where the Membership and Elections Committee shall verify and count them. Ballots arriving after the due date set by the Membership and Elections Committee shall not be counted. The three candidates receiving the highest number of votes in each region shall be elected to the Council. However no country shall have more than one Member elected to the Governing Council. In the event the Members elected from a region are from the same country, then the remaining two Members shall be elected from among the candidates receiving the highest number of votes in the other countries in the region.

Art. 1.4 - Co-option of additional Governing Council Members

The newly elected Governing Council, including the Secretary General, may coopt additional Governing Council Members prior to the election of officers.

Article 2 - Election of Officers

Art. 2.1 - Election of the President and Vice-President(s)

At the beginning of each term of the Governing Council, the Membership and Elections Committee shall call for nominations for the positions of President and not more than two Vice-Presidents. Nominations are to be submitted to the Committee at the International Secretariat within 30 days of the call. Nominations received more than 30 days after the call shall not be considered. The Membership and Elections Committee shall provide the names of qualified candidates to the Governing Council at least 10 days prior to the meeting at which elections are scheduled. At said meeting the Governing Council shall elect the President and not more than two Vice-Presidents from among its membership. The President and Vice President(s) shall be elected by a two-thirds majority of the members.

Art. 21 - Location of Offices

The Society may establish such offices in such locations as the Governing Council shall determine. The international headquarters of the Society are in Rome, and the resident office of the Society is in the District of Columbia, U.S.A., for legal purposes, until otherwise determined by the Governing Council.

V. MEETINGS

Art. 22 - Of the Members

The General Assemblies of members shall be held at a time and place designated by the Governing Council.

Art. 23 - Other Meetings

Meetings of the Governing Council or Executive Committee shall be held upon written or printed notice to be mailed not less than 5 nor more than 40 days before the date of the meeting, unless the Governing Council shall otherwise provide. Meetings shall be at the call of the President, or of any five members of the Governing Council, or of three members of the Executive Committee. Other Committees shall determine their own dates and procedures for meetings. The President shall have authority to call a meeting of the Executive Committee upon shorter notice, to be given orally or in writing, when he deems that necessary.

Art. 24 - Waiver of Notice

Any person entitled to vote at any meetings of members, of the Governing Council, or of the Executive Committee, may waive notice of the time, place, and purpose of such meeting either before or after the date of such meeting, and any action taken there at shall, upon such waiver, be as valid as though notice had been given.

Art. 25 - Action without Meeting

Any action which might be taken at any meeting of the General Assembly, Executive Committee, or Governing Council shall be valid without a meeting, if a written memorandum of such action is duly served upon all persons entitled to vote thereon in the manner prescribed for notice of a meeting, and if such action is approved in writing by a majority of the persons voting thereon, unless otherwise prescribed by law.

VI. AMENDMENTS

Art. 26 - Procedure

This Constitution may be amended by a majority of the votes cast at any General Assembly, provided the proposed amendment or amendments have been approved by the Governing Council, or have been submitted to the Secretary General by petition of 25 or more members at least 30 days prior to the General Assembly at which they are to be voted upon.

Art. 27 - Dissolution

When the Society shall determine to terminate its activities and dissolve the Society, all the assets and property of the Society, without exception, shall be transferred by the Society to an organization to be selected by the Society, whose purposes are the same as or similar to the purposes stated in this Constitution and whose activities are the same as or similar to the activities authorized by this Constitution, and which has obtained from the Internal Revenue Service of the Government of the United States a ruling, then effective and in good standing, that it is entitled to tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954 as an organization that is organized and operated exclusively for educational and scientific purposes, or both, and which shall undertake to use such transferred assets and property for such purposes. In no event shall any part of the assets or property of the Society, upon dissolution, be transferred or made available for the benefit of any private individual, firm, or corporation.

B. PROCEDURAL RULES OF THE GOVERNING COUNCIL

Article 1 - Meetings of the Governing CouncilArt. 1.1 - Ordinary meetings

An ordinary meeting of the Governing Council shall be held annually.

Art. 1.2 - Notice

The President of the Governing Council shall not less than 5 days nor more than 40 days prior to a meeting mail notice of a meeting setting forth the time and place of the meeting and the tentative agenda to each Member of the Governing Council.

Art. 1.3 - Location

Meetings shall be held at the International Secretariat or any other place determined by the Governing Council or Executive Committee and shall be specified in the call of the meeting.

Art. 1.4 - Special meetings

Special meetings of the Governing Council may be called by the President of the Governing Council or the Secretary-General as deemed necessary and shall be called if five Governing Council Members make a request in writing. Those Members requesting a special meeting shall give notice to all Members of the proposed agenda in compliance with the notice procedures in Article 1.2 above.

Art. 1.5 - Telephone conference meetings

Any meeting may be held by conference telephone call or other electronic means by which all persons participating are able to communicate fully with each other. Any Member may participate in a regular meeting by telephone or such other electronic means and this shall constitute presence in person at such meeting.

Art. 1.6 - Action without a meeting

Any action required or which may be taken at a meeting of the Governing Council, may be taken without a meeting if a written memorandum is duly served upon all the Members of the Governing Council in the manner prescribed in Article 1.2 of these Procedural Rules

Article 5 - MinutesArt. 5.1

Minutes shall be kept of all meetings of the Executive Committee and sent to all Members by telefax or mail. Such minutes shall be deemed correct for all purposes unless within thirty days of despatch thereof the International Secretariat receives from one or more Members of the Executive Committee a communication in writing specifying in what respects the minutes are incorrect, the basis for such assertion, and any proposed revisions. Upon receipt of such communication(s), the International Secretariat shall give notice thereof to the Members of the Executive Committee. The Minutes as originally distributed shall stand uncorrected unless determined otherwise by majority vote at the next meeting of the Executive Committee. The minutes of Executive Committee meetings shall be promptly distributed to Council Members.

Article 6 - Resignation, Removal and Co-option of Executive Committee MembersArt. 6.1 - Resignation of a Member

A Member of the Executive Committee may resign by written notice to the President of SID and such resignation shall be effective immediately.

Art. 6.2 - Removal

Any Member of the Executive Committee may be removed by the Governing Council if said Member fails to attend two consecutive meetings, or is unable or fails to honour commitments undertaken as an Executive Committee Member. Such removal shall not affect the individual's membership on the Governing Council.

Art. 6.3 - Co-option

In the event of any vacancy, the Governing Council may coopt a replacement. The individual elected shall serve out the balance of the term.

Article 7 - Alternate MembersArt. 7.1

The Governing Council may, by resolution passed by a majority of its members, designate one or more of its members as alternate members of the Executive Committee. In the absence of a Member of the Executive Committee the Members present at any meeting, whether or not they constitute a quorum, may appoint one or more of the designated alternate Members to act in place of the absent Member or Members.

Article 2 - QuorumArt. 2.1

Three Members of the Committee present shall constitute a quorum at a meeting. For quorum purposes a Member shall be considered present when physically present or participate by telephone conference call or other electronic means by which all persons participating are able to communicate fully with each other.

Article 3 - Submission of ResolutionsArt. 3.1 - Adoption

Resolutions of the Executive Committee may be adopted at Executive Committee meetings or as provided by Article 1.6 above.

Art. 3.2 - Proposal

Any Executive Committee Member may propose a resolution to be considered at an Executive Committee meeting, provided that the text of the resolution is provided to the President of the Executive Committee for circulation to all Executive Committee Members at least 20 days prior to the meeting.

Article 4 - VotingArt. 4.1 - One vote per member; deciding vote

Each Member of the Committee, including the President and Secretary-General, shall have one vote on all matters coming before the Committee. In the event of a tie vote the Chair of the meeting shall cast the deciding vote.

Art. 4.2 - Voting procedure

Votes shall be cast by a show of hands, unless a secret ballot is requested by at least three Members of the Committee present; provided, however at meetings held by conference telephone, votes shall be cast by roll call.

Art. 4.3 - Representation by proxy

A Member may be represented at any meeting by proxy; provided, however that no proxy be used to establish a quorum. No Member may hold more than one proxy.

Art. 4.4 - Required majorities

All matters considered by the Executive Committee shall be decided by a majority vote of those Members present, except where a larger or qualified majority is required; and further except that any resolution to add to, repeal or amend these Procedural Rules shall require the affirmative vote of not less than a majority of all the Members of the Executive Committee.

and said memorandum is approved in writing by Members having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all Members were present and voted. Such written consent shall be filed with the Governing Council minutes.

Art. 1.7 - Chair of Meeting

The President of SID shall chair all meetings of the Governing Council. However, in the absence of the President, the senior Vice President in point of service shall chair the meeting. If neither the President nor a Vice President is present then the members present at the meeting shall elect one of their number to chair that meeting.

Art. 1.8 - Recording of Minutes

The recording of the minutes shall be the responsibility of the International Secretariat.

Article 2 - QuorumArt. 2.1

Seven Members participating from three regions shall constitute a quorum at a meeting. For quorum purposes a Member shall be considered present when physically present, or participating by telephone conference call or other electronic means by which all persons participating are able to communicate fully with each other.

Article 3 - Submission of ResolutionsArt. 3.1 - Adoption

Resolutions of the Governing Council may be adopted at Governing Council meetings or as provided by Article 1.6 above.

Art. 3.2 - Proposal

Any Governing Council Member may propose a resolution to be considered at a Governing Council meeting, provided that the text of the resolution is provided to the President of the Governing Council for circulation to all Governing Council Members at least 20 days prior to the meeting.

Article 4 - VotingArt. 4.1 - One vote per member; deciding vote

Each Member of the Governing Council, including the President and Secretary-General, shall have one vote on all matters coming before the Governing Council. In the event of a tie vote the Chair of the meeting shall cast the deciding vote.

Art. 4.2 - Voting procedure

Votes shall be cast by a show of hands, unless a secret ballot is requested by at least seven Members of the Governing Council present; provided, however, that at meetings held by conference telephone votes shall be cast by roll call.

Art. 4.3 - Representation

A member may be represented by proxy at any meeting; provided, however, that no proxy be used to establish a quorum. No Member may hold more than one proxy.

Art. 4.4 - Majorities required

All matters considered by the Governing Council shall be decided by majority vote of Members present, except where a larger or qualified majority is required and further excepted that any resolution to add to, repeal or amend these Procedural Rules shall require the affirmative vote of the majority of all the Members of the Governing Council.

Article 5 - MinutesArt. 5.1

Minutes shall be kept of all meetings of the Governing Council and sent to all Members by telefax or mail. Such minutes shall be deemed correct for all purposes unless within thirty days of despatch thereof the International Secretariat receives from one or more Members of the Governing Council a communication in writing specifying in what respects the Minutes are incorrect, the basis for such assertion, and any proposed revisions. Upon receipt of such communication(s), the International Secretariat shall give notice thereof to the Members of the Governing Council. The Minutes as originally distributed shall stand uncorrected unless determined otherwise by majority vote at the next meeting of the Governing Council.

Article 6 - Resignation, Removal and Co-option of Governing Council MembersArt. 6.1 - Resignation

A Member of the Governing Council may resign in writing to the President of SID and such resignation shall be effective immediately.

Art. 6.2 - Removal

Any Member of the Governing Council may be removed by the Governing Council if said Member fails to attend two consecutive Governing Council meetings.

Art. 6.3 - Co-option

In the event of a vacancy, the Governing Council may coopt a replacement (in accordance with the provisions of Article 14 of the Constitution) who shall serve out the balance of the term of the individual replaced.

C. PROCEDURAL RULES OF THE EXECUTIVE COMMITTEE**Article 1 - Meetings of the Executive Committee**Art. 1.1 - Ordinary meetings

Ordinary meetings of the Executive Committee shall be held at least once during each quarter. One such ordinary meeting shall be held immediately preceding the annual meeting of the Governing Council.

Art. 1.2 - Notice of meetings

The President shall not less than 5 days nor more than 40 days prior to a meeting mail notice setting forth the time and place of the meeting and the tentative agenda to each Member of the Executive Committee; provided, however, that if the President deems it necessary he or she may give oral or written notice of a meeting three days prior to a meeting.

Art. 1.3 - Location of meetings

Meetings shall be held at the International Secretariat or any other place specified in the call of the meeting

Art. 1.4 - Special meetings

Special meetings of the Executive Committee may be called by the President or Secretary-General as deemed necessary and shall be called if three Executive Committee Members request in writing. Those Members requesting a special meeting shall provide all Members with notice of the meeting and of the proposed agenda in accordance with Article 1.2 above.

Art. 1.5 - Telephone conference meetings

Any meeting may be held by conference telephone call or other electronic means by which all persons participating are able to communicate fully with each other. Any Member may participate in a regular meeting by telephone or such other electronic means by which all persons participating are able to communicate fully with each other and this shall constitute presence in person at such meeting.

Art. 1.6 - Action without a meeting

Any action required or which may be taken at a meeting of the Executive Committee may be taken without a meeting, if a written memorandum is duly served upon all the Members of the Executive Committee in the manner prescribed in Article 1.2 of these Procedural Rules and said memorandum is approved in writing by Members having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all Members were present and voted. Such written consent shall be filed with the Executive Committee minutes.

Art. 1.7 - Chair

The President of SID shall chair meetings of the Executive Committee. In the absence of the President, the Secretary-General shall chair the meeting. If neither the President nor the Secretary-General is present, then the Members present at the meeting shall elect one of their number to chair that meeting.

Art. 1.8 - Recording of Minutes

The recording of the minutes shall be the responsibility of the International Secretariat.