



# Bylaws of the Global Alliance for Public Relations and Communication Management

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# I. General provisions

## 1. Name

- 1.1 Under the name of Association Global Alliance for Public Relations and Communication Management, hereafter referred to as Global Alliance, is formed a non-profit international organisation.

## 2. Seat

- 2.1 The registered seat of the Global Alliance is at Schaffhauserstrasse, 2 - Postfach 358 - CH-8042 Zürich - Switzerland. The seat may be transferred to any other place if decided so by the General Assembly.
- 2.2 The Global Alliance is an association incorporated in accordance with art. 60 of the Swiss Civil Code (December 10, 1907) and the following Bylaws.

## 3. Objective

- 3.1 By providing a forum for global collaboration among organisations, parties and/or individuals of public relations and communications management professionals, the Global Alliance pursues the following objectives:
- i. to raise standards in public relations and communication management;
  - ii. to share knowledge for the benefit of professionals;
  - iii. to strengthen public relations and communications management; and
  - iv. to advocate for the profession worldwide.
- 3.2 The Global Alliance may engage in any activity permitting it to carry out its purpose and/or facilitating the development of the Global Alliance and its purpose.

## 4. Conduct of bodies and officials

- 4.1 The bodies and officials must observe the Bylaws and the Global principles and code of ethics for professional public relations and communications practitioners in their activities.

## 5. Official language

- 5.1 English is the official language of Global Alliance.
- 5.2 Members are responsible for translation of materials into the language(s) of their countries when they deem such translation to be necessary.

## II. Membership

### 6. **Members**

6.1 There shall be five categories of Members:

- i. National Association Members shall be Public Relations and Communication Associations that broadly represent the profession in their countries, commit to Global Alliance objectives as assessed by the Executive Board and subscribe to the Global Alliance Bylaws and its Global principles and code of ethics for professional public relations and communications practitioners.
- ii. International, Regional and Specialty Members shall be organisations that represent the profession at trans-national or regional level, or represent specialties within the profession, commit to Global Alliance objectives as assessed by the Executive Board and subscribe to the Global Alliance Bylaws and its Global principles and code of ethics for professional public relations and communications practitioners.
- iii. Academic and/or Research Organisations. Academic Organisations include institutions of higher education and research that award degrees. Research Organisations conduct, promote, or support research of academic standard in public relations and communication. Academic and/or Research Organisations commit to Global Alliance objectives as assessed by the Executive Board of Global Alliance and subscribe to the Global Alliance Bylaws and its Global principles and code of ethics for professional public relations and communications practitioners.
- iv. Educational and/or Training and/or Professional Organisations who commit to Global Alliance objectives as assessed by the Executive Board and subscribe to the Global Alliance Bylaws and its Global principles and code of ethics for professional public relations and communications practitioners.
- v. Associate Members – Organisations, parties and/or individuals from countries without access to a local national association member of Global Alliance, who share mutual interests and are engaged in the public relations and communications profession, commit to Global Alliance objectives as assessed by the Executive Board and subscribe to the Global Alliance Bylaws and its Global Principles and Code of Ethics for Professional Public Relations and Communications Practitioners. Associate Members do not hold a general assembly voting right.

### 7. **Request and procedure for application**

7.1 Any Organisation wishing to become a member of Global Alliance shall apply in writing to the Global Alliance General Secretariat.

7.2 The Executive Board shall admit new members who meet the required criteria.

7.3 The new Member shall acquire membership rights and duties upon fulfilling the conditions for membership set out in the Global Alliance Bylaws and payment of the subscription.

### 8. **Members' rights**

8.1 All Members have the following rights:

- i. to participate in Global Alliance activities and programs
- ii. to vote in the General Assembly

- iii. to participate in General Meetings
- iv. to propose items for inclusion in the agenda of the General Meeting
- v. to nominate candidates for positions representing their categories on the Global Alliance Executive Board
- vi. to enjoy reciprocal privileges granted by other Members.

## **9. Members' obligations**

9.1. A Member shall have the following obligations:

- i. to comply fully with the Global principles and code of ethics for professional public relations and communications practitioners, Bylaws and decisions of the Global Alliance bodies;
- ii. to pay the membership subscriptions established by the Executive Board;
- iii. to make reference to the Global Alliance on its website stating that the association is a Global Alliance member and including the Global Alliance profile and website link.
- iv. Recognise Global Alliance world Accreditation across academic, training and educational courses and local Member national qualifications and membership.

## **10. Termination of membership**

10.1 The membership shall cease:

- i. if the Member is dissolved;
- ii. if the Member resigns by giving notice to Global Alliance paying all arrears of subscription (if any) or other sums due from the Member;
- iii. if the Member is removed from membership for failure to pay subscriptions or other dues, failure to uphold established ethical standards, causing wilful damage to the external reputation of the Global Alliance or other Members or for other cause in accordance with the Bylaws.

10.2 No Member shall be entitled to any refund of membership subscription on ceasing to be a Member for any reason, nor does termination of membership relieve a Member from any financial obligation to the Global Alliance.

## **11. Suspension and expulsion**

11.1 The Executive Board may suspend a Member in accordance with section 10.1 iii for a fixed or indefinite period, with immediate effect. Suspension of a Member requires confirmation by a two-thirds majority of the votes taken at the next General Meeting. Suspended Members may be readmitted by a majority vote of the Executive Board following satisfactory remedy of the reason or reasons for the suspension.

11.2 Only the General Assembly shall decide on the expulsion of a Member. The decision shall be confirmed by a three-quarter majority of the votes taken. An expelled Member may reapply for membership in the normal manner after a minimum of six (6) months from the effective date of the expulsion.

11.3 A suspended or expelled Member shall lose its membership rights during the period of suspension or expulsion.

## III. Organisation

### 12. Ruling bodies

12.1 Global Alliance is constituted of the following ruling bodies:

- i. The General Assembly is the supreme governance and legislative body.
- ii. The Executive Board is the executive body. The Executive Board may delegate some of its responsibilities to an Executive Committee consisting of the President, Vice President, Secretary, Treasurer, Immediate Past President and Chief Administrative Officer, or to other duly constituted committees of the Board. The Executive Committee implements Board Policy, articulates and amplifies the organisation's mission and vision and oversees the Global Alliance finances, governance, board development and the performance of the staff.
- iii. The General Secretariat is the administrative body managed by the Chief Administrative Officer (CAO). The CAO shall serve on the Executive Board in an ex-officio position, non-voting capacity.
- iv. Regional Councils will be chaired by an Executive Board appointee whose mission is to promote Global Alliance objectives in regions.
- v. Standing, ad-hoc committees and/or CEO position may be created to advise, implement and assist the Executive Board in fulfilling its duties. The Board may appoint an executive CEO position, in a non-voting capacity, with the role to strategically strengthen Global Alliance in achieving its medium to long term objectives and goals as mandated.

### 13. General assembly

13.1 Composition

- i. The General Assembly is composed of the designated representatives of all Members in good standing, as well as the voting members of the Global Alliance Executive Board. Other Members may attend as observers by invitation of the President.

13.2 General Meetings

- i. A General Meeting may be an Annual or an Extraordinary General Meeting.
- ii. Global Alliance shall hold one Annual General Meeting in each calendar year. Not more than eighteen months shall elapse between the date of one Annual General Meeting and that of the next. The Board shall determine the time and place of the Annual General Meeting, normally coinciding with an international conference or meeting of a Member of Global Alliance.
- iii. The Executive Board may convene an Extraordinary General Meeting at any time in order to deliberate on exceptional measures, including, but not limited to, discussing amendments to the bylaws or the dissolution of the Association.
- iv. The Executive Board shall convene an Extraordinary General Meeting if a majority of the Members makes such a request in writing. The request shall specify the items for the agenda. The Extraordinary General Meeting shall be held within three months of receipt of the request.

### 13.3 Notice

- i. The Annual General Meeting notice will be at least thirty calendar days' notice. Any Extraordinary General Meeting shall be notified at least fifteen calendar days' in advance.
- ii. The notice convening a General Meeting shall specify the time and place of the meeting and the general nature of all items of business to be conducted. The text of all special, extraordinary and elective resolutions to be proposed at the meeting shall be set out in the notice.
- iii. Notice shall be given to all members of Global Alliance, to all members of the Executive Board and to the auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- iv. Any notice to be given must be in writing and may be validly given by hand delivery, mail, fax, e-mail or by other electronic means.

### 13.4 Agenda

- i. The Agenda for the Annual General Meeting shall be drawn up by the Executive Board and General Secretariat. Any member may propose agenda items for the Annual General Meeting provided that the item is sent to the General Secretariat in writing, with a brief explanation, at least 15 days before the date of the meeting.
- ii. The Annual General Meeting agenda shall include the following mandatory items:
  - declaration that the meeting has been convened and composed in compliance with the Bylaws;
  - approval of the agenda;
  - approval of the minutes of the preceding meeting;
  - address by the President;
  - activity report (containing the activities since the last Annual General Meeting);
  - presentation and approval of the most current audited financial statements;
  - discussion of items submitted by the Members and the Executive Board within the period stipulated in the Bylaws;
  - election of any vacancies on the Executive Board.
- iii. The agenda of an Annual General Meeting may be altered, provided the majority of the Members present at the General Meeting and eligible to vote agree to such a motion.

### 13.5 Voting rights

- i. Each Member has one vote in the General Assembly. Representatives must be duly appointed by the appropriate body of that organisation;
- ii. Each member of the Executive Board has one vote in the General Assembly.

### 13.6 Quorum

- i. A General Meeting is not valid unless a quorum is present throughout the meeting. A quorum is constituted by ten Members in good standing, who are present in person, participating by telephone conference or represented by proxy.
- ii. If a quorum is not present within two hours after the time appointed for the meeting, or if during a meeting there is no longer a quorum, the meeting shall

be adjourned and rescheduled by the Executive Board for another time and place.

- iii. The President of the Board or, in his/her absence, the Vice President, shall preside as president of the meeting. If neither the President nor Vice President can attend, the President may nominate another Executive Committee member to preside. If neither the President, the Vice President or the President's nominee (if any) is present within fifteen minutes after the time appointed for holding the meeting, or if none is willing to act, the Executive Board present at the meeting shall elect one of their number to be president of the meeting.

#### 13.7 Proxies

- i. A Member in good standing who is unable to be present through its representatives at a General Meeting may, in writing, appoint another voting delegate as its proxy at the meeting. The Executive Board may require a form of proxy designation, provided that Members have at least thirty (30) days' notice of such a form.

#### 13.8 Decisions

- i. It is the intention that General Meetings shall reach decisions by consensus wherever possible. In the event that a vote becomes necessary at any meeting of Global Alliance a resolution's adoption shall require a majority of votes cast.
- ii. A decision put to the vote at a General Meeting shall be decided on by a show of hands on behalf of the voting Members represented unless a recorded vote or a secret ballot is demanded in advance. A recorded vote or secret ballot may be demanded:
  - by the President; or
  - by at least three members of the Executive Board; or
  - by at least 10 per cent of the Members in attendance.
- iii. A decision in writing signed by all the members entitled to attend and vote at the meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any written resolution may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice.

### 14. Executive board

#### 14.1. Composition

The Executive Board of Global Alliance comprises the following members:

- i. The President, shall be elected to a two-year term and maybe nominated by the Executive Board and confirmed by an Annual or Extraordinary General Meeting to serve an additional one year. The President may stand for re-election to the Executive Board for any vacant position including but not limited to Vice President or President by election at the Annual or Extraordinary General Meeting. The President is the legal representative of Global Alliance and in case of impediment the Vice President shall act in his/her stead. If there is no Vice President in any year of the President's term, the Immediate Past President shall act in his or her stead;
- ii: The Vice President usually serves a two-year term and may be re-elected Vice President or any other vacant position by election at the Annual or Extraordinary General Meeting. A one-year term is possible, in which case the Vice President shall be elected to a one year term to coincide with the



second year of the incumbent President. There is provision for a term extension for an additional one year under 14.1.i.. In the year when there is no Vice President, an additional Delegate shall be elected for one year only. There shall be no specified designation attached to this position;

- iii: The Immediate Past President shall be a full voting member of the Board normally for the duration of his/her successor's term;
- iv: The Treasurer who shall have charge and custody of and be responsible for all funds and securities of Global Alliance and perform all the duties incident to the office of treasurer. The Treasurer shall be elected to a two-year term and may be re-elected as Treasurer or to any other vacant position by election at the Annual or Extraordinary General Meeting;
- v: The Secretary who shall be elected to a two-year term and may be re-elected as Secretary or any other vacant position by election at the Annual or Extraordinary General Meeting;
- vi: Four Delegates-at-Large representing National Association Members, who shall be elected to a two-year term and may be re-elected as a Delegate-at-Large or to any other vacant position by election at the Annual or Extraordinary General Meeting;
- vii: Four Delegate-at-Large from any of the membership categories (National, International, Regional, Specialty, Academic, Education, Training, Research, Professional organisation or any new categories the Annual General Meetings may agree to create) shall be elected to a two-year term and may be re-elected as a Delegate-at-Large or any other vacant position by election at the Annual or Extraordinary General Meeting;
- viii: Four Delegate-at-Large representing Academic and Research Organisations who shall be elected to a two-year term and may be re-elected as a Delegate-at-Large or to any other vacant position by election at the Annual or Extraordinary General Meeting;
- ix: Up to ten Regional Delegates-at-Large who shall be elected to a one year term to facilitate representation of continents, specific regions, or sectors within the communication industry and may be re-elected as a Regional Delegates-at-Large or to any other vacant position by election at the Annual or Extraordinary General Meeting;
- x: The maximum number of continuous years that an individual Executive Board member can serve is nine years. The exception being if a President and/or Past President are within their elected term of office or Vice President pending their election to President at the Annual or Extraordinary General Meeting;

## 14.2 Nomination

- i. A special committee of the Executive Board shall establish the process by which Members may present representatives for election to the Executive Board.
- ii. Elections for all voting offices shall be conducted at Annual General Meetings from candidates nominated by Members, or as specified in by-laws from any membership category except for the position allocated to Academic and Research Organisations, who shall be a candidate nominated by the institutions and organisations in those membership categories.
- iii. Elected office holders' terms of service may be staggered in order to provide continuity among the members of the Board.

- iv. The Executive Board may co-opt a representative member to fill a vacancy in an office representing their membership category. The Executive Board should consider all nominees who ran for election for said term but had been unsuccessful in conjunction with the requirements for the position. A person so co-opted shall hold office only until the next Annual General Meeting, when he/she shall be eligible to be elected to office.
- v. A member of the Executive Board shall cease to be such:
  - if he/she resigns his/her office by giving notice to Global Alliance;
  - if he/she is absent from three (3) consecutive duly-constituted meetings of the Executive Board, with the proviso that the Executive Board may pass a motion to waive this requirement in exceptional circumstances;
  - if he/she becomes bankrupt or makes any such arrangement with his/her creditors, or becomes of unsound mind;
  - if he/she is removed by the passage of a resolution at a duly constituted meeting or by the majority of the Executive Board at a duly constituted meeting.

#### 14.3 Powers and responsibilities

- i. The Executive Board shall have control over all the affairs and property of Global Alliance, except as otherwise provided by the Bylaws. Every member of the Executive Board shall have one vote at meetings of the Board, excluding the Chief Administrative Officer.
- ii. A position on the Executive Board is held as a partnership between the appointed director and their nomination organisation. Once elected, the director will serve on the board with their primary responsibility to Global Alliance and all its Members.

#### 14.4 Meetings

- i. The Executive Board shall meet at least twice a year, in person or by teleconference, and at any other time at the call of the President. A meeting shall be convened if so requested by any three (3) voting members of the Executive Board. The Executive Board shall convene and regulate its meetings as it deems appropriate. The quorum is four (4) members of the Board.
- ii. The Executive Board may invite Members and others to attend its meetings as observers, as it deems appropriate.

### 15 Notices, meetings and resolutions

15.1 This article applies to meetings and resolutions of, and notices given to, the Executive Board, committees and the General Assembly.

- i. Any notice to be given must be in writing and may be validly given by hand delivery, mail, fax, e-mail or by other electronic means.
- ii. A member present in person at a meeting is presumed to have received notice of the meeting and the purposes for which it was called.
- iii. A resolution in writing signed by all the members entitled to attend and vote at the meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice.
- iv. A member entitled to attend and vote at a meeting may participate by means of video or telephone conference or other means enabling all

- participants in the meeting to hear one other, where practical. Participation in a meeting in this manner constitutes personal attendance at the meeting.
- v. Minutes must be taken of proceedings at all meetings, and the minutes must be signed by the President and the Chief Administrative Officer.

## **16 General secretariat**

### **16.1 Role**

The General Secretariat shall carry out all the administrative work of Global Alliance under the direction of the Chief Administrative Officer who may be supported, with approval of the Executive Board, by employees remunerated by Global Alliance. The Executive Board shall appoint the Chief Administrative Officer who directs the General Secretariat.

### **16.2 Responsibilities**

The General Secretariat shall be responsible for:

- i. Compiling the minutes for the meetings of the General Assembly and the Executive Board;
- ii. Ensuring that all notices are duly given;
- iii. Custody of the corporate records and seal;
- iv. Keeping the record of members' names, mailing addresses, websites and email contact information for their senior officers and staff;
- v. Correspondence;
- vi. Properly managing and keeping the accounts;
- vii. Relations with the Members and Committees;
- viii. Implementing decisions passed by the General Assembly and the Executive Board in compliance with the President's directives;
- ix. Organizing the General Secretariat;
- x. The appointment and dismissal of General Secretariat staffing;
- xi. Signing decisions on the proposal on behalf of any Global Alliance committee

## **17 Regional Councils**

### **17.1 Mission**

The Executive Board may create Regional Councils to promote the Global Alliance and to organize activities related to Global Alliance mission in the region

### **17.2 Governance**

- i. A Regional Council shall be led by an Executive Board appointed nominee and made up of the Chair and Regional Council members approved by the Executive Board.
- ii. The Regional Council is accountable to the Executive Board regarding all matters relating to the development of Global Alliance in their region.

## IV. Finances

### **18 Fiscal year**

18.1 The fiscal year of the Global Alliance shall be January 1 through December 31.

### **19 Financial resources**

19.1 In order to carry out its purpose, Global Alliance will be permitted to collect membership dues, receive donations and sponsorships, organize congresses, training and seminars, maintain a website and publish publications and any other document related to its purpose.

### **20 Membership subscriptions**

20.1 Membership subscriptions and other dues payable by Members shall be prescribed on an annual basis. The payable dues shall be determined by the Executive Board, provided that the Board may at its discretion remit or waive all or any part of any subscription or other sum due for reasons of financial hardship.

20.2 Membership subscriptions are due as of January 1 of each year.

### **21 Use of financial resources**

21.1 The income and property of the Global Alliance shall be applied solely towards the promotion of the Objectives and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to Members of the Association. This does not prevent the payment in good faith by the Global Alliance:

- iv. of reasonable and proper remuneration for any services rendered to the Global Alliance by any member of the Executive Board, employee or Member of the Association;
- v. of interest on money lent by any member of the Global Alliance at a reasonable rate of interest;
- vi. of reasonable and proper rent for property let to the Global Alliance by any of its members;
- vii. of reasonable and proper expenses to any member of the Executive Board, employee or Global Alliance Member.

21.2 Any of the above payments would require the provision of services at or below market rates, declaration in advance of conflicts of interest and recusal by the person or organisation in question from decision-making that may create an actual or potential conflict of interest.

## V. Final provisions

### 22 Indemnity

22.1 Every member of the Executive Board and Board appointed Councils or Committees shall be indemnified out of the assets of Global Alliance against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of Global Alliance, and in which judgment is given in his/her favour, or in which he/she is acquitted, or in connection with any application in which relief is granted to him/her by the Court.

### 23 Liability

23.1 The Association's liability is limited to its own capital. The liability of Global Alliance Member Associations is limited to the annual membership fee. Global Alliance board members cannot be held individually or personally liable for the debt of the Global Alliance.

### 24 Seal

24.1 Global Alliance has a common seal. It shall be used only by the authority of the Executive Board. Every document bearing an impression of the common seal shall be signed by two members of the Executive Board who have signatory power and are registered with the Swiss trade registry.

### 25 Unforeseen contingencies and force majeure

25.1 The Executive Board shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

### 26 Amendments

26.1 Amendments to these Bylaws may be proposed by the Board, or by any Member in good standing, with at least thirty calendar days' notice, and shall be approved by a vote of at least two-thirds of the members present in person or by proxy.

### 27 Dissolution

27.1 The dissolution of the Global Alliance shall be decided only at a General Meeting. After the Global Alliance is dissolved and after all its debts and liabilities have been paid and there remains any surplus, the association funds shall be transferred to another association with similar goals and the same tax status. The associations or organisations shall be nominated by the Executive Board and approved by the members at or before the winding up or dissolution. In default, the Executive Board shall pay or transfer any surplus to any charity or charities, in any case to an exempted organisation under the article 154 paragraph 1 let. d LT.

Zürich, 15<sup>th</sup> May 2023.

For the Global Alliance Board



President  
Justin Green



Secretary  
Fiona Rose Cassidy



Treasurer  
Philip T. Bonaventura



Chief Administrative Officer  
Mateus Furlanetto de Oliveira