



**Theisen & Marques**  
Avocats à la Cour

**INTERNATIONAL POWERLIFTING FEDERATION**

3, route d'Arlon  
L-8009 STRASSEN

Luxembourg, le 25/03/2021

Réf. Affaire: 170058

**INTERNATIONAL POWERLIFTING FEDERATION**

Dear Mr. President,  
Dear Gaston Parage,  
Dear Members of the EC,

As Constitution and Bylaws are two terms which are often confused, I would like to remind you the basic principles of both and the main differences.

**CONSTITUTION**

The Constitution or commonly named as Statutes or Articles of incorporation of an association is/are the main document of an association and determines the fundamental aspects and rules of an association.

It defines the basic and fundamental rules of the association that are not going to be changed or if so within a double quorum of 2/3 of the members attendances and 2/3 of the votes.

Such fundamentals are: the name, the objects, membership, officers, the organs (EC and General Assembly), meetings and amendments as liquidation.

All these are the basic elements of the Association that are not going to be changed and should last over years and if there is a need of change such a change only may be done under very strict rules (see referral to the Quorum and the sole body which has power to change a Constitution is the General Assembly).

A proper Constitution of an association should last over years and years -similar to a Constitution of a Nation



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### BYLAWS

Bylaws are based on the Constitution (or Statutes) of the association. They complement the Constitution by providing additional details, procedures and dispute resolution process.

They are determining the guidelines of the association and the daily business within the scope of the Constitution. Bylaws set forth in detail the procedures the association must follow to conduct the daily business in a proper manner. They generally contain specific information on following topics:

They are more specific (e.g. The Organization of the Commissions, the Internal Jurisdictions, Rules of good governance, ethics and disciplinary regulations, duties of advisors, Audit Committees)

As those rules are linked to the daily business, they outline the workings of the association, they have the ability to be changed easily.

Following these principles, the power to set up, change and modify Bylaws is in the hands of the EC unless the Articles of incorporation would give power solely to the General Assembly.

The modern trend of vesting the power to set up Bylaws and have them amended or repealed is to have it in the hands of the EC to guarantee efficiency. They are risking to be often changed as they reflect the actual practices of the daily business.

To be able to proceed accordingly, the power to set up or amend the Bylaws should be in the hands of the EC.

But such process must be foreseen in the Constitution and the Bylaws have to respect the articles of the Constitution.

Following my practice and best knowledge a large part of Associations has foreseen in their Constitution to organize the daily business via Bylaws and leave the process to the set up and changes to the EC as such is the most efficient way to run an association.

IPF has today a modern and proper organization chart with a state-of-the-art Constitution and Bylaws.

With my best regards

Me Marc THEISEN