

# Statutes

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## Name-Duration-Seat-Language

### Article 1

The association shall be called in French "Société Internationale de Droit Militaire et de Droit de la Guerre (AISBL)" and in English "International Society for Military Law and the Law of War (AISBL)".

### Article 2

**2.1.** The association is established for an unlimited period of time.

**2.2.** The seat of the association is located at the following address: Renaissancelaan 30, 1000 Brussels, BELGIUM. As a consequence the association is governed by the Belgian Law of 27 June 1921 (...), as modified by the Law of 2 May 2002 (Government Gazette 18 October 2002).

**2.3.** The association is a non-political and non-governmental organisation, guided by the principles of the United Nations Charter and the Universal Declaration of Human rights.

**2.4.** The working languages of the association are French and English. However, a member may write and speak in another language if he prefers so, provided translation into one of the working languages is available.

## Chapter II

### Objectives - Means - Governing Bodies

### Article 3

The objectives of the association are:

- the study of military law and the law of armed conflict and peace operations;
- the promotion of military law and the law of armed conflict in accordance with the principles of human rights ;
- research into harmonisation of internal systems of law in these respects.

### Article 4

To this end the association shall organise such activities as international congresses, seminars, colloquies and meetings and shall undertake the publication of essays, papers and information concerning such matters. It shall also establish a Documentation Centre.

## **Article 5**

The assets of the association consist of:

- the subscription paid by its members;
- any subsidies it may be granted;
- any donation it may receive;
- any other revenues resulting from the pursuit of the objectives of the association.

## **Article 6**

The association's governing bodies are: the General Assembly, the Board of Directors and the Managing Board.

- The General Assembly is the electoral college and the chamber of reflexion of the association;
- The Board of Directors is the general directing body of the association;
- The Managing Board is the administrative body, charged with the daily management of the association, in accordance with the directives from the Board of Directors.

# **Chapter III**

## **Membership- Rights - Obligations**

### **Article 7**

Members are admitted on the basis of their competence in the matters within the scope of the objects of the association. They are expected to contribute their knowledge, their activity and their dedication. All members speak strictly for themselves alone and with complete freedom.

### **Article 8**

**8.1.** The Board of Directors may recognize national groups composed of persons registered as member of the association in a given country. Such national groups co-ordinate and maintain contact between their members and the association.

**8.2.** The Managing Board may, by a majority of two thirds of the votes of those present, suspend or abrogate recognition of a national group on grounds of which it shall itself be the sole judge, but not before the national group has had the opportunity to defend its case before the Board of Directors.

### **Article 9**

Members may be admitted to the association:

- by acceptance into a recognised national group and notification thereof to the Secretary General;
- individually, by decision of the Managing Board, upon a written application, addressed to the Secretary General.

### **Article 10**

Within the association there shall be no distinction made between members who have joined it as individuals and those who are members of a national group.

### **Article 11**

**11.1.** Any member or national group may resign from the association by communicating the decision to do so in writing to the Secretary General. Members belonging to a national group may communicate such decision to the secretary of that group.

**11.2.** Membership is furthermore lost by exclusion or death of the member and by dissolution of a recognised national group or by abrogation of its recognition by the Board of Directors. However, the abrogation of a national group shall not prevent the subsequent admission of members of that group as individual members of the association.

**11.3.** The Board of Directors may by a majority of two thirds of the votes of those present suspend or exclude a member from the association, but not before the member concerned has had the opportunity to defend his case before the Board.

## **Article 12**

Membership of the association is subject to the payment of a subscription, the amount of which is fixed by the Board of Directors. Individual members are required to annually pay their subscription into the account of the association. Members of a national group pay their subscription through the national group they belong to. Members who, after two warnings of the Treasurer, have not, directly or through their national group, paid their subscription are considered to have resigned.

## **Article 13**

**13.1.** On the recommendation of the Board of Directors the General Assembly may elect as honorary members persons who have made an outstanding contribution to the association's activities. Honorary members are elected for life and shall have the same rights, privileges and obligations as regular members. If they were not already themselves member of the association already, they shall not be required to pay the annual subscription, nor will they have the right to vote.

**13.2.** In conformity with the foregoing procedure a past President, past Vice-President, past Secretary General or past Treasurer may be elected Honorary President, Secretary General or Treasurer.

## **Article 14**

The national groups are required :

- to inform the Secretary General of their activities in the field of the association's objectives;
- to inform the association's Documentation Centre of important developments in the law of their country, with special reference to military law and the law of war;
- to submit annually to the Secretary General a list of their members;
- to collect the association's subscriptions of their members and pay them into the association's account;
- to encourage their members to contribute to the association's Review.

## **Article 15**

The national groups may make use of the association's logo in the framework of their activities related to the objectives of the association. Individual members need the authorisation of the Managing Board to use the association's logo.

# **Chapter IV**

## **Governing bodies of the association SECTION 1 - General Assembly**

## **Article 16**

The General Assembly consists of all members of the association. Its meetings shall be held during and at the place of the international congresses of the association, in principle every three years, unless the Board of Directors shall decide otherwise. Every member has a voting right. Members shall be invited, directly or through the national group they belong to, to participate in the General Assembly by a notice from the Secretary General which shall include the agenda for that assembly, save that failure to comply with this formality shall not have effect on the validity of the deliberations of the General Assembly in question.

## **Article 17**

**17.1.** The General Assembly shall elect from amongst the members of the association the President, the Vice-Presidents, to a number of four, and the other members of the Board of Directors, to a number not less than twelve, all of whom are to hold office until the next General Assembly, be it that their appointments are renewable. In electing members to the Board of Directors the General Assembly is to ensure that the national groups will be properly represented.

**17.2.** Candidates for the forementioned elections shall be presented to the General Assembly by the Board of Directors, in principle together with the agenda for the assembly involved. Individual members of the association and national groups may also present candidates to the General Assembly, on condition that the recommendation is in writing, is accompanied by a written consent of the candidate concerned and is delivered to the Secretary General of the association not later than the day before the assembly will take place.

## **Article 18**

**18.1.** The General Assembly shall take cognizance of the report on the management of the association since the last General Assembly, submitted to it by the Board of Directors. This report shall include a record of the activities since the last General Assembly, as well as a balance sheet and account concerning the past period.

**18.2.** The General Assembly shall also take cognizance of the program of future activities and of the budgetary estimates for the ensuing period until the next congress, submitted to it by the Board of Directors.

## **Article 19**

The General Assembly may, in conformity with the procedures thereunto provided in article 32, vote to amend these statutes or that the association be voluntarily dissolved.

## **Article 20**

**20.1.** Decisions of the General Assembly are reached by a simple majority vote of the members present. The foregoing is, however, without prejudice to the qualifying majority required for the special purpose of article 32.

**20.2.** If the General Assembly agrees, the vote may be taken by raising hands. On request of at least twenty members present elections are made by secret vote. In case of a tie, the President shall have a decisive vote.

**20.3.** Upon specific request of any member, the Secretary General shall forward to him/her a copy of the decisions of the latest or any other General Assembly.

# **Chapter IV**

## **Governing bodies of the association SECTION 2 - The Board of Directors**

## **Article 21**

**21.1.** The Board of Directors shall consist of the President, the Vice-Presidents and not less than twelve other members, elected by the General Assembly, and of the Secretary General and the Treasurer, both appointed by the Board of Directors.

**21.2.** The Board of Directors shall appoint to hold office until the next General Assembly:

- from amongst the members of the association, the Secretary General and the Treasurer;
- from amongst the Vice-Presidents, a Senior Vice-President as acting President in case of absence of the President;
- the Director of Publications, in accordance with the decision thereto of the Managing Board of the Belgian Séminaire de Droit pénal militaire et de Droit de la Guerre;
- the Director of the Documentation Centre;
- the Director of the Seminar for Legal Advisers to the Armed Forces;
- the Presidents of the Specialised Commissions;
- the members of the Audit Committee to be established under article 23.4.

**21.3.** In the event of resignation, dismissal or death of the President, a Vice-President, the Secretary-General or the Treasurer, the Board of Directors shall fill the vacancy thus created from amongst the members of the association for the remainder of the term of office. In anticipation of such Board of Directors decision, the powers vested in the resigned or deceased person shall be exercised by the Senior Vice-President if it concerns the President or the Secretary General, by the Secretary General if it concerns the Treasurer, and by the oldest Vice-President if it concerns the Senior Vice-President.

**21.4.** In the event of resignation or death of another member of the Board of Directors, as well as of a holder of any of the offices mentioned under paragraph 21.2., the Board of Directors shall fill the vacancy thus created from amongst the members of the association for the remainder of the term of office.

## Article 22

**22.1.** The Board of Directors, being the general directing body of the association, sets the main direction for the activities of the association and gives guidance to the daily management of the association.

**22.2.** The Board of Directors shall meet at least annually on invitation by the President. Its decisions are taken by simple majority vote of the members present. The foregoing is, however, without prejudice to the qualifying majority required for the special purpose of articles 8.2., 11.3. and 32. In the event of a tie, the President shall have a decisive vote.

**22.3.** Unless they are already members of the Board of Directors, in which case they have the full voting powers attached to that office, the following may, on invitation by the President, attend and take part in the deliberations of the Board of Directors in a consultative capacity only: the Director of Publications, the Director of the Documentation Centre, the Director of the Seminar for Legal Advisers to the Armed Forces, the Presidents of the Specialised Commissions, the Assistant Secretary General and the President's Personal Assistant, as well as any other expert that the Board of Directors may see fit.

**22.4.** The Board of Directors may establish specialised committees and seminars and assign to them their objectives and field of study.

**22.4.** Upon specific request of any member, the Secretary General shall forward to him/her a copy of the decisions of the latest or any other Board of Directors Meeting.

## Article 23

**23.1.** The Board of Directors has as its direct executive organ the Managing Board, with which it is to maintain close touch .

**23.2.** The Board of Directors shall provide the Management Board and all other holders of permanent offices of the association, as well as the national groups, with appropriate directives.

**23.3.** In the domain of the association's academic activities the Board of Directors approves on the organisation of the international congresses, their date, place, subject, programme and procedures, as well as the publication of the congress documents. It also decides whether recommendations or resolutions shall be presented to the congress.

**23.4.** In the administrative domain the Board of Directors shall keep a firm hand on the accounts and the budget, which for each social year it shall check and establish on the basis of the relevant documents, submitted to it by the Managing Board. An Audit Committee, appointed by the Board of Directors, and consisting of two members of the association, not being members of the Board of Directors, annually shall examine the accounts and through the Managing Board shall report its findings to the Board of Directors.

**23.5.** On the proposal of the Managing Board the Board of Directors approves the organisation and the agenda of the General Assemblies. The Board of Directors approves the candidates for the statutory elections of the General Assemblies and takes care of the reports to be submitted to the General Assembly.

# Chapter IV

## Governing bodies of the association SECTION 3 - The Managing Board

## Article 24

**24.1.** The Managing Board shall consist of the President, the Vice-Presidents, the Secretary General and the Treasurer.

**24.2.** The Managing Board may appoint an Assistant Secretary General.

**24.3.** The Managing Board shall convene by invitation of the President as and when the proper running of the association may require it and in any case at least once yearly. Its decisions are taken by simple majority vote of the members present< In case of a tie, the President shall have a decisive vote.

**24.4.** In conformity with the provisions of article 22.3. the President may invite the persons mentioned in that article to attend and take part in the deliberations of the Managing Board, in a consultative capacity only.

**24.5.** Only the Board of Directors may dismiss one or more members of the Managing Board.

## **Article 25**

**25.1.** The Managing Board shall have all powers needed for the management and the administration of the association. It shall implement the decisions of the Board of Directors. It shall be responsible for the management of the association, for the dispatch of the current affairs and for the relations with the national groups and the organisations the association collaborates with. It shall prepare the accounts and the budget estimates, as well as other reports to be established or to be decided on by the Board of Directors. It shall initiate activities aimed at the achievement of the objectives of the association.

**25.2.** The Managing Board may delegate the daily management of the association to the President. The President is authorised to delegate the executive matters of the management he considers appropriate to the Secretary General or any other official he sees fit.. The Managing Board, within the limits of its competence, may also assign special tasks to any agent of its choice.

## **Article 26**

**26.1.** Expenditures shall be by order of the President, initialled by the Treasurer. The President may delegate this authority to the Secretary General.

**26.2.** At the end of the financial year, which begins on the first of January and ends on the 31st of December, the Treasurer shall, with documents in proof thereof, submit to the Audit Committee for examination his report, balance sheet and accounts of the past year. The said documents, together with the report of the Audit Committee, shall be presented to the Managing Board, who, as soon as possible, shall submit the documents with its recommendations to the Board of Directors for approval..

**26.3.** In time before the beginning of the financial year of the association the Treasurer shall present the budgetary estimates for that year to the Management Board, who, as soon as possible, shall submit them with its recommendations to the Board of Directors for approval.

**26.4.** All acts binding the association shall be signed by the President, who may delegate this authority to the Secretary General or the Treasurer.

## **Article 27**

Legal proceedings, whether as plaintiff or defendant, shall be conducted in the association's name by the Managing Board, who may designate a person acting thereunto on the Management Board's behalf.

## **Article 28**

The Managing Board may temporarily assign representatives of the association to offices of the United Nations and to other international organisations, such decision being subject to subsequent approval by the Board of Directors.

# **Chapter V**

## **General provisions**

## **Article 29**

Office holders of the association may not as such receive on the account of the association any remuneration for their services. Certain personal expenses, born out of the exercise of their functions and in the interest of the association, may be reimbursed, regard being had to the directives thereupon of the Board of Directors. The foregoing also applies to other members of the association while representing the said association.

## **Article 30**

Minutes shall be kept of the meetings of the General Assembly, the Board of Directors and the Managing Board. The minutes shall be signed by the President and the Secretary General and shall be preserved in the archives of the association. The said minutes will be submitted for approval at the next meeting of the body concerned.

## **Article 31**

In legal matters not foreseen in these statutes the Belgian Law of 27 June 1921, as modified by the Law of 2 May 2002, will apply.

# Chapter VI

## Modification of the Statutes - Dissolution and liquidation of the association

### Article 32

**32.1.** Any proposal for modification of the statutes of the association or for the voluntary dissolution of the association must be initiated by either the Board of Directors, with a majority of two thirds of the votes of the members present, or by at least fifty members of the association by written application addressed to the Board of Directors.

**32.2.** The Managing Board is to notify the members of the association, directly or through the national groups, at least three months in advance of the date of the General Assembly which is to be asked to vote on this proposal. However such a mission shall not affect the validity of the deliberations.

**32.3.** The General Assembly cannot validly deliberate or vote upon such a proposition unless at least fifty members are present. In case the quorum is not constituted, a new General Assembly shall be convened under the same conditions as set out above, which will rule definitively and validly on the proposal in question, whatever the numbers of members present.

**32.4.** No decision can be made by the General Assembly upon this matter unless it is supported by a majority of not less than two thirds of the votes of the members present.

**32.5.** The General Assembly shall decide upon the manner of the association's dissolution and winding up by simple majority vote. The Board of Directors shall decide upon the disposal and distribution of the assets of the association, in favour of an association or associations having the same or similar objectives as the Society.