

STATUTES

CHAPTER I – Denomination – Duration – Registered office

Article 1

The association is denominated in French « **Société internationale de Droit militaire et de Droit de la Guerre (AISBL)** », in English « **International Society for Military Law and the Law of War (AISBL)** ».

Article 2

2.1. The association is constituted for an unlimited period.

2.2. The registered office of the association is located in the **Brussels-Capital Region**. This means that the association is governed by Belgian law.

2.3. The administrative body (the Managing Board) has the power to relocate the registered office of the association in Belgium, provided that such relocation does not require an amendment of the language of the statutes under the applicable language legislation. This decision of the administrative body does not require an amendment of the statutes, unless the address of the legal person is not mentioned herein or the registered office is transferred to another Region. In these latter cases, the administrative body has the power to amend the statutes.

Any such decision will be published in the annexes to the Belgian Official Journal.

2.4. The association is a non-profit, non-political and non-governmental organisation, engaged in the scientific and professional activities set out in Article 3 and guided by the principles of the United Nations Charter and the Universal Declaration of Human Rights.

2.5. The working languages of the association are French and English. All minutes of the Managing Board and the General Assembly are drafted in both working languages. Other documents of the association may be drafted in one of the two working languages, insofar as the legislation in force allows. A member may speak or write in another language, if he or she so wishes, provided that a translation into one of the working languages is available. In addition to the working languages of the association, it may use other languages for communication purposes. At least French and English will be the available languages on the association's website.

2.6. The logo of the association is: .

CHAPTER II - Disinterested aims - Activities -

Management bodies

Article 3

The association has the following disinterested aims:

- The study of legal issues regarding security and defence from the perspective of international and comparative law;
- The promotion and dissemination of knowledge of law related to security and defence, including international humanitarian law, military law and human rights principles;
- The search for harmonisation of domestic law in these matters.

Article 4

The association organises activities such as international congresses, seminars, colloquia and meetings for this purpose. It is responsible for publishing scientific studies, articles and information on these subjects. It also maintains a documentation centre.

Article 5

The resources of the association are constituted by:

- Membership fees;
- The subsidies allocated to it;
- Donations and legacies made to it;
- Any other income arising from the pursuit of the objectives of the association.

Article 6

The principle organs of the association are the General Assembly and the Managing Board.

In addition to these bodies, there is also a Board of Directors, which is the chamber of reflection of the association.

The association is supported by a General Secretariat under the direction of the Secretary General. The General Secretariat is composed of permanent staff, recruited by the association or provided by one or more countries that support the association.

Where required by law and within the limits provided for by law, the control of the association shall be ensured by one or more commissioners, appointed for three years by the General Assembly and eligible for re-election.

CHAPTER III - Membership - Rights - Obligations

Article 7

Members shall be admitted on the basis of their proven interest or competence in the matters constituting the objectives of the association. They assist in the development of the association's activities. All members express themselves individually and freely.

Article 8

8.1. The Managing Board may recognise national groups formed by persons registered as members of the association in a particular country. These national groups ensure and coordinate the relationship between their members and the association.

8.2. The Managing Board may, by a two-thirds majority of the votes of the members present, suspend or revoke the recognition of a national group on grounds of which it shall be the sole judge, provided that the national group concerned has been given the opportunity to present its defence before the Managing Board. The decision of the Managing Board will appear in the activity report submitted to the General Assembly.

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Article 9

Members may be admitted to the association:

- Either because of their admission to a national group and after notification to the Secretary General;
- Or individually by the Managing Board upon written request to the Secretary General.

Article 10

No difference is made between members of the association on an individual basis and members of a national group.

Article 11

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

11.2. Membership shall also be lost by the expulsion or death of a member and by the dissolution of a recognised national group, or else by the withdrawal of its recognition by the Managing Board. The withdrawal of the recognition of a national group shall not prevent the subsequent admission

of members of the national group in question as individual members of the association.

11.3. A member may be suspended or expelled by the Managing Board by a two-thirds majority of the votes of the members present, provided that the member in question has been given the opportunity to present his or her defence to the Board.

Article 12

Members are required to pay a membership fee set by the Managing Board as part of their membership of the association. Individual members are required to transfer their membership fee to the association's account annually. Members of national groups pay their membership fee through the national group to which they belong. Individual members who have not paid their membership fee within one year of the invitation to pay shall be deemed to have resigned, if so approved by the Managing Board.

Article 13

13.1. On the proposal of the Managing Board, the General Assembly may elect as honorary members persons who have made an exceptional contribution to the activities of the association. Honorary members are elected for life and have the same rights as ordinary members. Honorary members are invited to participate in the meetings of the Board of Directors. If they are not members of the association, they will not be required to pay their membership fee and they will have no right to vote.

13.2. According to the same procedure, a former president, vice-president, secretary general or treasurer may be elected honorary president, honorary vice-president, honorary secretary general or honorary treasurer.

Article 14

National groups are:

- invited to inform the Secretary General of their activities in the field of the objectives of the association;
- invited to inform the Secretary General of the association of important developments in the law of their country, particularly in the field of the objectives of the association;
- required to submit annually to the Secretary General a list of their members;
- required to collect the membership fees and to transfer them annually to the association's account;

- invited to encourage their members to contribute to publications.

Article 15

National groups are encouraged to use the association's logo together with the name of their respective national group in the context of their activities related to the objectives of the association. The use of the logo by individual members requires the approval of the Secretary General.

CHAPTER III - Institutional members - Rights - Obligations

Article 15bis

The Managing Board may recognise certain governmental or private employers as institutional members of the association, based on the competence of their employees in the matters constituting the objectives of the association.

The Managing Board may, by a two-thirds majority of the votes of the members present, suspend or revoke the recognition of an institutional member on grounds of which it shall be the sole judge, provided that the institutional member concerned has been given the opportunity to present its defence before the Managing Board. The decision of the Managing Board will appear in the activity report of that Board submitted to the General Assembly.

Institutional members are invited to contribute to the development of the association's activities.

Any institutional member may resign from the association by notifying the Secretary General in writing.

Membership shall also be lost by the dissolution of the institutional member or by the withdrawal of its recognition by the Managing Board.

Institutional membership of the association is subject to the payment of a contribution determined on a case-by-case basis by the Managing Board according to the likely number of employees involved and subject to acceptance by the employer interested in institutional membership. Institutional members are required to transfer the agreed contribution to the association's account annually. Institutional members who have not paid their contribution within one year of the invoicing, shall be deemed to have resigned, if so approved by the Managing Board.

Institutional members receive the same mailings and invitations (including member benefits) as individual members. Each institutional member shall have only one vote in the General Assembly, cast by a representative duly authorised for that purpose.

CHAPTER IV - Bodies

SECTION 1 - General Assembly

Article 16

The General Assembly comprises all members of the association. It gathers at the time and place of international activities at least once a year. Each member is entitled to one vote. Each member is invited to participate, either directly or through the national group to which it belongs, upon convocation by the Secretary General with the agenda, without however the omission of this formality having any influence on the validity of the deliberations of said General Assembly.

Article 17

17.1. The General Assembly elects for a three-year term of office (renewable terms of office; however, the term of office of the President shall be renewable only once):

- from among the members of the association, the members of the Managing Board;

- from among the members of the association, the President, the Vice-Presidents, four in number, the Secretary General, the Treasurer and the other members of the Board of Directors, at least twelve in number (in electing the members of the Board of Directors, the General Assembly shall ensure an appropriate representation of the recognised national groups);

- from among the Vice-Presidents, with a Senior Vice-President acting as substitute President in his or her absence;

- the Director of Publications, on the proposal of the Managing Board of the 'Centre d'étude de Droit Militaire et de Droit de la Guerre';

- from among the members of the association, the Director of the Documentation Centre;

- from among the members of the association, the Director of the Seminar for Legal Advisors of the Armed Forces;

- from among the members of the association, the Presidents of the Specialised Committees;

- the members of the Audit Committee, established in accordance with Article 18.5.

17.2. The Managing Board proposes to the General Assembly the candidates for the above-mentioned elections, if possible together with the agenda of the relevant assembly. Individual members of the association and national groups may also submit candidates, provided that their recommendation is made in writing, accompanied by the written consent of the candidate in question and communicated to the Secretary General of the association no later than the day before the date of the assembly.

Article 18

18.1. The General Assembly takes note of the report submitted by the Managing Board on the management of the association's activities during the last financial year. This report includes an account of the activities since the last General Assembly as well as a justification of the expenditures and income of the past financial year.

18.2. The General Assembly likewise takes note of the programme of activities submitted by the Managing Board for the following financial year.

18.3. As the association's main governing body, the General Assembly determines the programme of activities and issues directives concerning the day-to-day management of the association.

18.4. The General Assembly has the Managing Board as its immediate executive body with which it maintains close liaison.

18.5. In the field of administrative activity, the General Assembly shall approve the accounts and the budget and shall control any amount on the basis of appropriate documents presented by the Managing Board. An Audit Committee, appointed by the General Assembly and comprising two members of the association, shall annually examine the accounts and, through the Managing Board, report its findings to the General Assembly, unless this committee must be replaced by an auditor whose function is then organised by law.

Article 19

In accordance with the procedure laid down for this purpose in Article 32, the General Assembly may vote on

amendments to the Statutes and the voluntary dissolution of the association.

Article 20

20.1. The General Assembly votes by a simple majority of the members present or represented. The above is without prejudice to the qualified majority provided for in Article 32. Each member has the right to be present and to participate in the General Assembly, either personally or through another member of his or her choice. However, no proxy holder can hold more than one proxy and proxies are only accepted if they are sent to and received by the Secretary General no later than one week before the General Assembly.

20.2. Voting may be done by show of hands with the consent of the General Assembly. At the request of at least twenty members present or represented, elections are done by secret ballot. In the event of a tie, the President has the casting vote.

20.3. The members may, unanimously and in writing, take all decisions which fall within the powers of the General Assembly, with the exception of the amendment of the Statutes. In this case, the formalities for convening the meeting need not be fulfilled. The members of the administrative body and, if applicable, the auditor may, at their request, take cognisance of these decisions.

20.4. At the specific written request of any member, the Secretary General shall send him/her a copy of the decisions of the last General Assembly or of any other General Assembly.

SECTION 2 - The Managing Board

Article 21

21.1. The members of the Managing Board are: the President, the Vice-Presidents, the Secretary General and the Treasurer.

21.2. The Managing Board may appoint an Assistant Secretary General.

21.3. The Managing Board is convened by the President whenever the day-to-day management of the association so requires, and at least twice a year. It takes decisions by a simple majority of the members present. In the event of a tie, the President has the casting vote.

21.4. The President may invite the persons referred to in paragraph 22.3 to attend the deliberations of the Managing Board in an advisory capacity.

21.5. Only the General Assembly may remove one or more members of the Managing Board.

21.6. In the event of the resignation, removal or death of the President, a Vice-President, the Secretary General or the Treasurer, the General Assembly provides for a replacement from among the members of the association for the remaining term of office. Pending such a decision from the General Assembly, the powers of the resigning or deceased person shall be exercised by the First Vice-President in the case of the President or the Secretary General, by the Secretary General in the case of the Treasurer, and by the oldest Vice-President in the case of the First Vice-President.

21.7. In the event of the resignation or death of another member of the Managing Board, as well as of one of the office holders mentioned in paragraph 17.1, the General Assembly shall provide for a replacement from among the members of the association for the remaining term of office.

Article 22

22.1. The Managing Board has all the powers necessary for the management and administration of the association. It implements the decisions of the General Assembly. It manages the association, the day-to-day business, and the relations with national groups and organisations with which the association collaborates. Every year, it prepares the accounts and budgets for the following year and all other reports to be submitted for approval or decision to the General Assembly. It implements any activity in line with the objectives of the association.

22.2. The Managing Board may delegate the day-to-day management of the association to the President. The Managing Board may delegate to the Secretary General or any other member of the Managing Board any management matters that it considers appropriate. The Managing Board may also entrust, within the limits of its competences, specific tasks to agents of its choice.

22.3. The Managing Board may set up permanent specialised committees and seminars and assign them their objectives and field of research.

Article 23

23.1. Expenditures shall be made by the Treasurer on the instructions of the President. The President may delegate this power to the Secretary General.

23.2. At the end of the financial year, beginning on 1 January and ending on 31 December, the Treasurer shall submit to the Audit Committee or, if required by law, to the Auditor, a balance sheet and accounts for the previous year, together with the supporting documents. The said documents and the report of the Audit Committee or the Auditor shall be presented to the Managing Board, which shall submit them annually with its recommendations to the next General Assembly.

23.3. Before the beginning of the new financial year, the Treasurer presents the budget estimates for the coming year to the Managing Board, which shall submit them with its recommendations to the General Assembly as soon as possible.

Article 24

The association is validly represented in all acts and in court, both as plaintiff and defendant, either by the President and the Secretary General or another member of the Managing Board, or by two members of the Managing Board who, as bodies, shall not have to justify to third parties a prior decision or a special mandate from the administrative body.

The association is also validly committed by special representatives within the limit of their mandate.

Article 25

Legal proceedings as plaintiff or defendant are conducted in the name of the association by the Managing Board, which may appoint any other person to act on its behalf.

Article 26

The Secretary General may temporarily appoint representatives of the association to take part in meetings organised under the auspices of the United Nations and other international organisations, such decisions to be confirmed by the Managing Board at a later date.

SECTION 3 - The Board of Directors

Article 27

The Board of Directors is composed of the President, the Vice-Presidents, the Secretary General, the Treasurer, and at least twelve other members elected by the General Assembly.

Article 28

28.1. The Board of Directors, as the think tank of the association, may propose programmes of activities and make recommendations concerning the activities of the association.

28.2. The Board of Directors gathers at least once a year, convened by the President. The President may delegate this power to the Secretary General.

28.3. Unless they are already members of the Board of Directors, in which case they exercise the full rights inherent to their mandate, the following office holders may attend meetings of the Board of Directors in an advisory capacity, at the invitation of the President:

- the Director of Publications;
- the Director of the Documentation Centre;
- the Director of the Seminar for Legal Advisors of the Armed Forces;
- the Presidents of the Specialised Committees;
- the Assistant Secretary General;
- the members of the General Secretariat;
- a deputy appointed by the representatives mentioned in this article; and
- any other observer whose presence the Board of Directors considers useful.

28.4. At the specific written request of any member, the Secretary General shall send him/her a copy of the minutes of the last Board of Directors meeting or of any other Board of Directors meeting.

CHAPTER V - General Provisions

Article 29

Office holders within the association may not receive as such any remuneration from the association for their services. Certain personal expenses, resulting from the exercise of their function and made in the interest of the association, may be reimbursed in accordance with the directives in force of the General Assembly. The above provision also applies to other members of the association when they represent the association.

Article 30

Minutes shall be kept of the meetings of the General Assembly, the Board of Directors and the Managing Board. These shall be signed by the President and the Secretary

General and kept in the archives of the association. The said minutes shall be submitted for approval to the competent body at its next meeting.

Article 31

In the absence of relevant provisions in the statutes, the Code of Companies and Associations of 23 March 2019 applies.

CHAPTER VI - Amendments to the Statutes - Dissolution and Liquidation of the Association

Article 32

32.1. Any proposal to amend the statutes or to voluntarily dissolve the association must be proposed by the Managing Board, by a two-thirds majority of the members present, or by at least fifty members of the association by written request to the Managing Board.

32.2. The Managing Board must inform the members of the association, either directly or through the national groups, at least three months in advance, of the date of the General Assembly which will decide on the proposal. This obligation to give three months' notice to members does not apply to extraordinary general assemblies held within one week of a previous general assembly.

32.3. The General Assembly may only validly deliberate on such a proposal if at least fifty members are present or represented. If this quorum is not reached, a new ordinary general assembly shall be convened under the above conditions, which shall decide definitively and validly on the said proposal, regardless of the number of members present or represented.

32.4. No decision of the General Assembly may be taken in this matter unless it is passed by a two-thirds majority of the members present or represented.

32.5. The General Assembly shall decide on the method of dissolution and liquidation of the association by a simple majority. The Managing Board shall decide on the allocation of the net assets to one or more associations whose disinterested purpose is similar or close to that of the association.