

ESIL Constitution

Note: This is a translation from Dutch, the language in which the Deed of Incorporation was drafted. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will prevail by law.

DEED OF INCORPORATION

of the association incorporated under the laws of the Netherlands:
European Society of International Law / Société Européenne de Droit International,
with its corporate seat at The Hague (The Netherlands)

This twenty-third day in the month of March in the year two thousand and four, there appeared before me, Hendrik Pieter Arie Klapwijk, civil law notary in The Hague, The Netherlands:

1. Professor Bruno Eckard Simma [residential and identification information];
 2. Professor Nicolaas Jan Schrijver [residential and identification information];
 3. Mr. Thomas Skouteris LL.M. [residential and identification information];
- The persons appearing before me declared the wish to incorporate by means of this deed an association which shall be governed by the following

ARTICLES OF ASSOCIATION.

NAME.

Article 1.

The association shall bear the name:
European Society of International Law / Société Européenne de Droit International,
hereinafter referred to as: 'the Society'. Its abbreviated name shall be: ESIL / SEDI.

CORPORATE SEAT.

Article 2.

The Society shall have its corporate seat in The Hague (The Netherlands).

GOALS.

Article 3.

1. The Society is a non-partisan, not-for-profit organisation which shall have the following goals:
to promote the study of international law and to contribute to the rule of law in international relations, in a spirit of co-operation with other relevant international and national associations.
2. The Society shall endeavour to reach its goals by:
 - organising and supporting in-depth exchanges of ideas on matters of common interest to international lawyers in Europe and elsewhere;
 - encouraging high-level scholarship and analysis;

- providing a forum for European-wide discussions, and fostering the involvement and representation of younger scholars;
- promoting a greater awareness and understanding of international law not only amongst lawyers but within the general public;
- fostering a greater appreciation of the role of the European tradition and developing European perspectives in international law, and all other lawful means which might benefit the goals of the Society.

MEANS.

Article 4.

The Society shall have financial resources consisting of:

- a) annual contributions made by regular and institutional members, determined in compliance with article 8;
- b) the net balance of conferences;
- c) the income from the utilisation of the Society's resources;
- d) resources obtained in public tenders or offered directly for certain projects or programmes within the mandate of the Society;
- e) donations;
- f) subsidies;
- g) testamentary dispositions under universal title and legacies;
- h) other revenues obtained by the Society.

Testamentary dispositions under universal title may solely be accepted under the benefit of inventory.

MEMBERS.

Article 5.

1. Persons who have an interest in international law and are committed to the realisation of the goals of the Society may be members of the Society. No limitations of nationality or qualification as to profession or scholarly status apply.

2. Membership is personal.

3. The Society has regular members, honorary members and institutional members.

4. A regular member is any natural person who meets the criteria of paragraph 1, has been admitted by the Board and has paid the membership fee.

5. An honorary member is any natural person, who shall have rendered distinguished service to the cause which this Society is formed to promote, who has been elected as such by the Board and has accepted this membership.

6. An institutional member is a corporation, partnership, association or organisation of such other kind as the Board may designate, which meets the criteria of paragraph 1, has been admitted by the Board and has paid the membership fee. Each institutional member will be represented by one natural person, who will be registered in the register mentioned in paragraph 8 of this article. Institutional members are not members within the meaning of the law and do not have the privileges of voting or holding office but have all other privileges of membership including receipt of the Society's publications.

7. Where these articles of association mention "member" or "members" all regular, honorary and institutional members are meant unless stated otherwise.

8. The Secretary-General shall maintain a register in which the names and addresses of all members shall be listed.

ADMISSION.

Article 6.

The Board shall decide on admitting members. A refusal to admit an applicant may be reviewed by the General Assembly should a request be submitted to this end by the applicant in question, which review shall result in that applicant being granted membership status if the General Assembly so decides.

TERMINATING MEMBERSHIP.

Article 7.

1. Membership terminates:

- a. as a result of the death or dissolution of that member;
- b. as a result of a member resigning;
- c. as a result of membership having been terminated by the Society should:
 - the member in question cease meeting the demands to be complied with for membership as laid down in the articles of Society;
 - the member in question fails to meet and comply with its obligations in respect of the Society;
 - in all reasonableness the Society no longer be required to allow the membership in question to continue;
- d. as a result of disqualification:
if the Board decides to disqualify a member who has acted in conflict with the articles of association, the rules and regulations which apply or the resolutions adopted by the Society, or should the Society have been unreasonably disadvantaged by the member in question.

2. Terminating membership on the part of the Society shall be carried out by the Board.

3. Terminating membership on the part of a member shall be carried out by giving notice in writing to the Board.

4. Terminating membership on the part of a member or on the part of the Society must be carried out in writing. Such termination can only take effect after one full calendar month. Membership may however be terminated with immediate effect should the Society or the member in question no longer, in all reasonableness, be required to allow the membership to continue.

5. A member may also give notice to terminate his/her/its membership and even do this with immediate effect within one month after having been informed that a resolution has been adopted to change the legal entity or form of the Society, merge, or sub-divide.

A member shall not be entitled to give notice to terminate membership with immediate effect should monetary rights and obligations under these articles be revised.

6. Disqualification from membership shall be carried out by the Board.

7. Should a resolution be adopted to terminate membership on the part of the Society as mentioned in Article 7 paragraph 1c. or should a decision be made to disqualify a member from the membership of the Society as mentioned in Article 7 paragraph 1d., the member concerned has the right to appeal to the General Assembly, provided any such appeal is instituted within one month after receipt of the notice to terminate.

The member in question shall be notified as soon as possible, in writing, as to the decision, together with reasons for making the decision. For the period during which any appeal is underway and pending the appeal, the member in question shall be suspended.

8. When membership terminates in the course of the Society's year, any annual contributions due shall remain due in full.

ANNUAL CONTRIBUTIONS.

Article 8.

Regular and institutional members shall be bound to pay an annual contribution on a scale to be determined by the General Assembly.

GENERAL ASSEMBLY.

Article 9.

1. All authority which is not imposed by the law or the articles of association on other bodies shall be retained in respect of the Society by the General Assembly.

The General Assembly shall have the following tasks and authority, inter alia:

- a. determining general policy to be pursued;
- b. determining the budget;
- c. electing, appointing, suspending and dismissing members of the Board;
- d. taking decisions to amend the articles of association and to dissolve the Society;
- e. determining the annual contribution to be made by the members;
- f. approving resolutions of the Board as referred to in article 17, paragraphs 4 and 5.

2. The General Assembly shall hold a general meeting at least once each calendar year. Annually, and no later than six months after the close of the Society's year, an annual general meeting shall be held, which shall deal with the following, inter alia:

- a. approval of the annual report and the annual accounts and explanatory notes as referred to in article 19, together with the report to be drawn up by the committee mentioned therein;
- b. making appointments to fill any vacancies on the Board which might have arisen;
- c. consideration of proposals made by members, as set out in the notice convening the meeting;
- d. determining the general policy plan.

3. Other general meetings may be held as frequently as the Board shall deem to be desirable.

4. The Board is moreover authorized and indeed bound, should a written request be made to this end, by at least as many members as shall be required to cast one tenth part of the votes, to convene a general meeting and do so within a time period of no longer than four weeks of such request.

Should no response have been given to the aforementioned request within fourteen days, the persons submitting the request may themselves convene a meeting in accordance with article 13.

ACCESS TO AND VOTING RIGHTS AT THE GENERAL MEETING.

Article 10.

1. All members shall be entitled to attend the general meeting. Suspended members shall not be entitled to attend except as determined in the following full sentence; nor shall

suspended members of the Board have the right to attend. A member or Board member who has been suspended shall however have the right to attend the meeting at which the decision to suspend that member is to be dealt with and that member shall be entitled to speak in connection with the proposed suspension.

2. Admission of others than those persons referred to in Article 10, paragraph 1, shall be decided on by the General Assembly.

3. Each and every regular member and honorary member of the Society who is not suspended shall have the right to cast one single vote.

4. A member may cast a vote by granting a written proxy to a fellow member. A member may act as proxy on behalf of a maximum of three other members.

CHAIR OF THE MEETING – MINUTES OF THE MEETING.

Article 11.

1. The general meetings shall be chaired by the President of the Board. Should the President be absent, the general meeting shall be chaired by another member of the Board appointed to this end by the General Assembly.

2. The proceedings of each meeting shall be minuted by the Secretary-General of the Board or by another person appointed to this end by the Chair, which minutes shall be signed by the Chair and the Secretary-General after those minutes have been ratified by the General Assembly. Those persons who convened the meeting may have a notarised deed drawn up of the proceedings. The content of the minutes or of the official record thereof drawn up as a notarised deed shall be made known to the General Assembly.

DECISION-MAKING - GENERAL ASSEMBLY.

Article 12.

1. The Chair of the meeting shall have the casting vote in connection with the results of any round of voting.

2. Where the articles of association or the law do not determine otherwise, all decisions reached by the General Assembly shall be adopted by an absolute majority of the votes cast.

3. Where the articles of association or the law do not determine otherwise, valid decisions can be reached by the General Assembly only when at least one sixth of the regular members and not less than fifteen regular members are present or represented at the meeting; if the number of regular members is below fifteen, valid decisions can only be reached by the General Assembly when all regular members are present or represented at the meeting.

4. Blank votes shall be deemed not to have been cast.

5. All voting on persons shall be carried out by means of written ballots. All other voting shall be done orally unless the Chair is of the opinion that a written ballot is desirable or unless one or more voting members requires a written ballot prior to votes being cast. Written votes shall be unsigned, and cast on blank ballot forms. Decision-making by means of acclamation may be implemented unless one or more voting members requires voting to be done orally or written.

6. A unanimous decision reached by all members, even if they are not present at a meeting, shall have the same force as a resolution adopted by the General Assembly providing that it is reached with the prior knowledge of the Board.

CONVENING A GENERAL MEETING.

Article 13.

1. The general meetings shall be convened by the Board, without prejudice to article 9, paragraph 4. Convening a meeting shall be done in writing by forwarding a document to the addresses of members as listed in the register of members referred to in article 5. Not less than thirty days notice of the meeting shall be given.
2. When convening a meeting the subjects to be dealt with at that meeting shall be listed, without prejudice to articles 21 and 22.

THE BOARD.

Article 14.

1. The Board of the Society shall consist of a number of persons to be determined by the General Assembly, which shall be no less than seven persons and no more than twenty persons, subject to the provisions of paragraph 3.
2. The General Assembly shall elect and appoint all members of the Board, subject to the provisions of paragraph 3. Only regular and honorary members are eligible for election.
3. Should the Board decide that the elections have not resulted in a balanced composition of the Board in all relevant aspects such as nationality, gender, age and language, the Board is entitled to co-opt a maximum of three additional Board members above the number of persons determined by the General Assembly according to paragraph 1. in order to achieve greater balance. Board members so appointed have the same rights as those appointed by the General Assembly.

COMPLETION OF MEMBERSHIP OF THE BOARD – TERMS OF OFFICE – SUSPENSION.

Article 15.

1. Each and every member of the Board may, even when appointed for a pre-determined time period, be dismissed or suspended at any time either by the General Assembly when the Board member was appointed by the General Assembly, or by the Board when the Board member was appointed by the Board. A suspension of a Board member appointed by the General Assembly shall be lifted at the end of the first meeting of the General Assembly if not followed up by a decision to dismiss the Board member in question during that meeting. A suspension of a Board member appointed by the Board shall be lifted at the end of the first meeting of the Board if not followed up by a decision to dismiss the Board member in question during that meeting.
2. Each and every member of the Board shall complete his term of office no later than four years after his appointment to the Board and those periods of office shall run in accordance with a scheme drawn up by the Board for this purpose. A resigning Board member is only eligible for one other consecutive term of office; a person who was appointed to fill a vacancy which had arisen shall occupy the position for the remainder of the term of office of his predecessor.
3. Membership of the Board shall also terminate:
 - a. should membership of the Society terminate in accordance with article 7 paragraph 1;
 - b. upon a Board member tendering his resignation with a three month period of notice unless the Board decides to shorten this period.

BOARD POSITIONS – DECISION-MAKING ON THE PART OF THE BOARD.

Article 16.

1. The Board shall appoint a President, one or more Vice-Presidents, a Secretary-General and a Treasurer from its midst. The President, the Vice-President(s), the Secretary-General and the Treasurer comprise the Executive Committee of the Society. The Board may appoint a deputy for each of them from among the members of the Board. A member of the Board may perform more than one function.

2. The proceedings of each Board meeting shall be minuted by the Secretary-General, which minutes shall be approved and adopted and signed in token thereof by the Chair and the Secretary-General. The Chair of the meeting shall have the casting vote in connection with the results of any round of voting.

3. Bye-laws may further regulate matters pertaining to meetings and matters pertaining to decision-making on the part of the Board.

BOARD TASKS AND RESPONSIBILITIES - REPRESENTATION.

Article 17.

1. Except as otherwise provided by the articles of association, the Board shall be charged with the management of the Society.

2. In case of one or more vacancies, the Board shall remain competent. However, the vacancy or vacancies must be filled at the next general meeting or Board meeting. For the period until the next general meeting or Board meeting, (an) interim Board member(s) may be appointed by the Board. The number of interim Board members and other Board members appointed by the Board must be less than half of the total number of Board members.

3. The Board shall remain authorised to have some of its tasks carried out under responsibility of the Board by committees to be appointed by the Board.

4. Providing approval shall have been granted by the General Assembly, the Board shall remain authorised to reach decisions as to entering into agreements to acquire, alienate or mortgage property and to enter into agreements by means of which the Society binds itself to provide a guarantee, surety or become singly and severally liable for a debt, or a co-debtor, or act for and on behalf of a third party and furnish collateral for a debt incurred by another. The absence of such approval may be invoked in respect of third parties.

5. The Board requires the approval of the General Assembly in connection with decisions to apply for bankruptcy and for suspension of payments in connection with the Society. The lack of this approval may not be invoked in respect of third parties.

6. Without prejudice to the last full sentence of article 17, paragraph 4, the Society shall be represented by either:

- a. the Board; or
- b. two members of the Executive Committee acting collectively.

EXECUTIVE DIRECTOR.

Article 18.

1. The Board may appoint an Executive Director. The Executive Director is not a member of the Board.

2. In keeping with the directions of the Board and under responsibility of the Board, the Executive Director shall:

- manage the day-to-day affairs of the Society;
- prepare the meetings of the Board and General Assembly, and
- implement Board resolutions.

ANNUAL REPORT, ANNUAL ACCOUNTS AND EXPLANATORY NOTES.

Article 19.

1. The Society's year shall run from the first day of January through to the thirty-first day of December.

2. The Board shall be bound to retain the records of the assets of the Society and of the activities conducted by the Society in accordance with the demands which arise out of those activities, in order to be able to track the rights and obligations of the Society at any and all times.

3. The Board shall issue an annual report on the activities and policy of the Society at the annual meeting as referred to in article 9, paragraph 2, except in circumstances where a postponement shall have been granted of the time period concerned by the General Assembly. The Board shall draw up a balance sheet of the revenues and expenses together with explanatory notes and submit that balance sheet and those notes to the General Assembly. Those documents shall be signed by members of the Board; should the signature of any board member be missing, reasons for this shall be given. Upon the expiry of the time period within which the accounts and report should be submitted any member may require the Board to meet the obligations under this paragraph.

4. The General Assembly shall each year appoint a committee, consisting of at least two members, which committee members shall be members of the Society who are not members of the Board. That committee shall review the documents as referred to in the second full sentence of paragraph 3 of this article and shall report on its findings to the General Assembly.

5. Should the review of the accounts and the reports require extraordinary bookkeeping knowledge the committee appointed to conduct that review may be assisted by an expert, at the expense of the Society.

The Board shall be bound to furnish the committee with all the information the committee requests for its review and permit it to inspect the petty cash and the assets, and review the books and documents and other data carriers of the Society.

6. The approval of the accounts by the General Assembly shall discharge the Board for the activities it shall have conducted during the previous year, as those activities appear from the accounts and reports and explanatory notes.

7. The Board shall be bound to retain the documents as referred to in paragraphs 2 and 3 of this article for a period of seven years.

LANGUAGES.

Article 20.

The official languages of the Society shall be English and French. All constitutive documents of the Society shall be available in both official languages. All other official documents, such as those relating to meetings of the General Assembly and other major activities, as a rule, shall also be available in both official languages. Each member may

use at any meeting of the General Assembly of the Society, Conference, or any meeting of its Committees, either of the official languages. The Proceedings of the major activities of the Society shall be produced in the official language used. If the host of a Society event chooses to use a language other than one of the official languages, the host shall provide interpretation into at least one of the official languages. The Board or the Secretary General may decide that in pursuance of the goals of the Society an activity shall be conducted in a language other than the official languages.

AMENDING THE ARTICLES OF ASSOCIATION.

Article 21.

1. No amendments may be made to the articles of association of the Society other than by means of a resolution adopted by a General Assembly convened under cover of a notice that at said general meeting an amendment to the articles of association will be tabled, and after the Board shall have submitted its advice, in writing, to the General Assembly.

2. Those persons who submitted a proposal to amend the articles of association listed in the document convening a general meeting shall be required to lodge a copy of that proposal which contains the literal text of that proposal at a suitable place for the members to peruse it at least four weeks prior to that meeting where it shall remain until the close of the day on which that shall be held. Moreover, a copy of that aforementioned proposal shall also be forwarded to all members.

3. A resolution to amend the articles of association shall be adopted by no less than a two-thirds majority of the votes cast, without prejudice to article 12 paragraph 4.

4. An amendment to the articles of association shall not become effective until a notarised deed thereof shall have been executed.

DISSOLUTION.

Article 22.

1. The Society may be dissolved by a decision reached by the General Assembly. Paragraphs 1 through 2 of article 21 shall be applicable *mutatis mutandis* in connection with a decision to dissolve the Society.

2. The General Assembly shall decide on the disbursement of any positive balance that remains after the Society has been dissolved and all its liabilities discharged which disbursement shall, if possible, agree with the goal or goals of the Society.

3. The members of the Executive Committee shall act as liquidators of the assets of the dissolved Society.

4. The liquidators shall be subject to and governed by the stipulations of these articles of association in respect of the appointment, suspension and dismissal of members of the Board. A liquidator shall retain the same authority, obligations and liabilities as those held by a member of the board, where these can be reconciled with his tasks and responsibilities as a liquidator.

The stipulations of articles 23 through 24 of Book 2 of the Civil Code of the Netherlands shall remain accordingly applicable.

DISPUTES.

Article 23.

Any and all disputes as to the interpretation to be given to the text of either these articles of association or matters which are not provided for herein or not sufficiently provided for herein shall be decided by the General Assembly.

BYE-LAWS.

Article 24.

1. The Board may determine bye-laws after prior approval of these bye-laws by the General Assembly.
2. Bye-laws may not conflict with the law even when no mandatory stipulations of law are involved neither may bye-laws conflict with the articles of association.

CLOSING STIPULATIONS.

Finally, the persons who appeared before me declared:

1. Contrary to the provisions of article 14 paragraph 1, the Board consists for the first time of four members and is composed as follows:
 - a. Mr. B.E. Simma, aforementioned, as President;
 - b. Mr. P. Alston [residential and identification information], as Vice-President and Treasurer;
 - c. Ms. V. Gowlland Debbas [residential and identification information], as Vice-President and;
 - d. Ms. H. Ruiz Fabri [residential and identification information], as Secretary-General.

Contrary to the provisions of article 15 paragraph 2 these Board members are appointed until the end of the first general meeting and can be reappointed twice.

2. The first financial year of the Society terminates on the thirty-first day of December two thousand five.

The persons who appeared before me, civil law notary, are known to me, civil law notary.

SIGNED, SEALED AND DELIVERED in The Hague, the Netherlands on the date as laid down in the preamble hereunto.

After having given a brief resume of the contents of this deed to the persons who appeared before me, the persons who appeared before me declared, in advance of this deed being executed that they have been afforded an opportunity to take cognizance of the content hereof and are cognizant of the content hereof and consent to the content hereof and hence do not require a full reading hereof.

Immediately after reading out loud those parts of this deed which the law requires being read out loud, this deed was thereafter signed by the persons who appeared before me, civil law notary and thereafter signed by me, civil law notary.

- (s) B.E. Simma
- (s) N.J. Schrijver
- (s) Th. Skouteris

- (s) H.P.A. Klapwijk (Notary)