



BY-LAWS

International Association of Young Lawyers (A.I.J.A.)

Registered office: Avenue de Tervueren 231, 1150 Brussels

COORDINATED STATUTES IN FORCE since 27 August, 2016

CHAPTER I

NAME - REGISTERED OFFICE - OBJECT - DURATION

Article 1

The not-for-profit association, called “Association Internationale des Jeunes Avocats”, in abbreviated from A.I.J.A., was incorporated under the laws of Luxembourg on 1st July 1962. This association transferred its registered office to Belgium by decision of the General Assembly of 28 August 2010, while maintaining its legal personality.

Consequently, the association shall be governed by Belgian law with effect from the date of publication of the articles of association in the annexes to the Belgian Official Gazette.

The official languages of A.I.J.A. are French and English.

Article 2

(1) The association’s object is to encourage exchanges and to promote solidarity and mutual respect between young lawyers from all countries, to defend the interests of young lawyers and to examine issues of interest to them, to contribute to the creation of groupings of young lawyers in the countries and regions where no such groupings exist as yet, to participate actively in the development of the legal profession and in the harmonisation of its professional rules and to contribute to the full and effective implementation, in all circumstances and in all places, of the right of all lawyers to practice freely their profession and the right of everyone to be assisted, advised and represented by a freely chosen lawyer and to receive a fair trial before an impartial and independent court within a reasonable period of time.

(2) The object shall be achieved in particular:

(a) via meetings, conferences and congresses within the association or in cooperation with other associations or institutions;

(b) by establishing the closest possible contacts with national and international bar associations and associations of lawyers and, where applicable, with the public authorities;

(c) via courses, seminars, and publications intend to enhance the quality of work and by organising further training for young lawyers in all areas of law.

(3) The association may, in addition, participate in any activities that might contribute to the accomplishment of its object and may, for that propose, join or engage with other associations, companies and groupings, having an activity compatible with the rule specified in article 3.

Article 3

The Association Internationale des Jeunes Avocats shall refrain from any activities or discussions of a political or religious nature.

Article 4

The duration of the association shall be unlimited.

Article 5

(1) The association shall have its registered office in Brussels, at 231 Avenue de Tervueren (Belgium, in the judicial district of Brussels).

(2) The registered office of the AIJA may be transferred elsewhere in Belgium by decision of the Bureau provided that such a transfer is ratified at the next general assembly.

(3) The association's registered office may only be transferred abroad by decision of the general assembly under the conditions specified for an amendment to the articles of association.

(4) The association's activities may be carried out anywhere in the world. Meetings of the association's governing bodies shall be held at either the association's registered office or in any other venue.

CHAPTER II MEMBERS – MEMBERSHIP FEES - RESIGNATIONS - EXPULSIONS

Article 6

The association shall be composed of individual members, collective members and benefactor members.

Article 7

(1) The number of individual members shall be unlimited, but with a minimum of ten.

(2) All natural persons who undertake to comply with the association's objectives and articles of association and who satisfy all the other conditions specified below are eligible to become individual members:

(a) they must aged under 45;

(b) they must be a lawyer, member of a bar association or a similar official institution in the countries where no bar association exists or hold a university degree in law allowing access to a bar association and allowing them to work as corporate counsels;

(c) they must have paid their membership fees for the current year.

Article 8

National, regional and local associations and groupings of lawyers and corporate counsels that undertake to comply with the association's objectives and articles of association and satisfy the two conditions specified below are eligible to become collective members:

(a) they must represent young lawyers or corporate counsels of their country, region or bar association;

(b) their objectives and activities must be compatible with articles 2 and 3 of these articles of association.

Article 8bis

(1) Persons who pay an entrance fee and an annual membership fee may become benefactor members. The executive committee may however waive the entrance fee.

(2) Individual members having reached the age limit and who want to remain members of the association are exempt from paying the entrance fee.

(3) Persons who make a substantial donation to the association may be granted benefactor membership status by the executive committee which may exempt them from paying the entrance fee and even the annual membership fee.

Article 9

(1) Persons or groupings wanting to become individual, collective or benefactor members of the association, shall submit an application using a form determined by the bureau.

(2) Unless decided otherwise by the executive committee, the individual members referred to in article 8a (2) shall be automatically approved as benefactor members on the date on which they lose their individual membership status in accordance with article 12 (1).

(3) If they satisfy all the conditions laid down in these articles of association, persons or groupings other than those referred to in the previous indent, shall be provisionally approved as members subject to ratification by the next executive committee meeting to which the secretary-general shall submit all membership applications. Unless decided otherwise by the executive committee, this ratification shall have retrospective effect from the date of receipt of the membership application.

(4) Decisions to withhold ratification do not need to be reasoned. They shall be notified by registered letter with acknowledgement of receipt. An appeal may be lodged with the general assembly.

Appeals must be submitted by registered letter with acknowledgement of receipt to the president within thirty (30) days from the date of notification of refusal.

Article 9bis

On a proposal of the bureau the general assembly may grant honorary membership to natural persons or legal entities which, by their activity, have shown that they support the association's principles and objectives.

Article 10

(1) The entrance fee for benefactor members and the annual membership fees for the various categories of members shall be determined by the general assembly for the coming year. The annual membership fee for individual members may not exceed 400 euros.

(2) Collective members shall pay an annual membership fee to three times that of individual members; this fee entitles collective members to receive 3 copies of the documents and publications distributed to individual members.

(3) Membership fees are payable annually. They are automatically due in full, either on the first of January of every year for all persons that are members on that date, or on the date of admission of persons admitted during the course of the year.

Membership fees are non-refundable, irrespective of the date on which a member's membership status is lost.

Article 11

The association's resources include in particular:

- (a) membership fees, entrance fees, donations and the income generated by the association's meetings, events and publications;
- (b) individual contributions to the operating costs of committees;
- (c) subsidies and grants received from States and any other bodies.

Article 12

(1) Individual membership status is lost when a member no longer satisfies one of the conditions specified in (a) and (b) of article 7 (2), or as a result of the member's resignation or expulsion. Except in the case of expulsion, the loss of membership status and the related rights, in particular the right to vote and eligibility, shall automatically become effective on the opening of the general assembly following – or coinciding with – the member's 45th birthday or any other event following which individual membership status is lost.

(2) Any mandate in respect of official functions or elective office shall automatically expire at the general assembly following – or coinciding with – this birthday or event except however for members of the bureau whose functions and rights within the association (except for the right to be elected or re-elected) shall be maintained until the end of their mandate.

(3) All members shall be free to withdraw from the association by notifying their resignation to the secretary-general.

(4) Members that are not up-to-date as regards the payment of their membership fees may not exercise their voting rights. Their other rights as members of the association, including the related profits, shall also be suspended until they have paid all outstandings.

(5) Unless decided otherwise by the executive committee, members shall be deemed to have resigned on 1st January if they have not paid their membership fees for the two previous years.

(6) Any member whose behaviour is contrary to the objectives or spirit of the association may be expelled. A member's expulsion shall be pronounced by the general assembly on a proposal of the bureau or of at least 1/5 of members.

The general assembly shall adopt expulsion decisions by a majority of 2/3 of the members present or represented and entitled to vote.

A member whose proposed expulsion is to be discussed by the assembly shall have the right to be heard.

Expulsions shall be notified as specified in article 9 (4).

CHAPTER III ADMINISTRATION

The Bureau

Article 13

(1) The association shall be administrated by a bureau composed of five members: the president, the first vice-president, the general-secretary, the treasurer and the outgoing president.

(2) The first vice-president nationality must be different from that of the president: he or she must, in addition, have participated during the two years preceding his or election in the work of the executive committee with the right the right to vote or in an advisory capacity in one the capacities provided for in article 15, paragraph (3) or paragraph (4) (a) to (e) inclusive.

He or she shall be elected by the ordinary general assembly by an absolute majority of the votes, including only individual members, during the first round and, failing that, by a relative majority during the second round. He or she shall be elected for a term of office of one year, after which he or she shall automatically become president for one year.

(3) The outgoing president shall automatically be a member of the bureau for a period of one year.

Former presidents shall automatically become members of the bureau in an advisory capacity.

(4) The secretary-general and the treasurer shall also be elected, at alternate meetings of the general assembly, for a term of office of two years. They shall be eligible for re-election.

(5) The president shall chair meetings of the bureau, the executive committee and the general assembly.

In the event of his or her absence or an impediment he or she shall be represented by the outgoing president or, otherwise, by another member of the bureau.

(6) The secretary-general shall draw up and keep the minutes of the meetings of the association's various official governing bodies. He or she shall ensure strict compliance with these articles of association.

(7) Acting by delegation of the bureau or the president, as applicable, the treasurer shall collect the income and pay the expenses of the association in accordance with the annual budget approved by the general assembly. He or she shall keep the association's accounts and prepare its budgets and annual accounts.

(8) The bureau may appoint deputies to the secretary-general and the treasurer and special delegates for specific tasks. They shall serve in an advisory capacity for a term of office of one year.

(9) The bureau may appoint delegates to assist it in the performance of its tasks. These delegates shall constitute with the bureau the extended bureau.

(10) The bureau's decisions shall be adopted by a simple majority of the members having voting rights, present or represented by a proxy. In the event of a split vote the president shall have the casting vote.

Article 14

(1) The bureau shall have full powers to bind and represent the association judicial and extrajudicial proceedings.

(2) Within the framework of the annual budget approved by the general assembly and in accordance with the policy guidelines drawn up by the executive committee, the bureau shall be responsible for the administration and management of the association's fund in the latter's interests.

(3) For day-to-day management purpose, the association shall be validly bound by the signature of the president or his deputy.

The Executive Committee

Article 15

(1) The bureau shall be assisted by an executive committee composed of forty-eight (48) members elected by the general assembly from among the association's individual members having voting rights. Sixteen (16) members shall be elected every year for a term of office of three years. They shall be eligible for re-election.

(2) On a proposal from the bureau, the executive committee may appoint, from among the individual members having voting rights, a national representative for each country represented in the association. They shall be appointed for a term of office of one year and shall be eligible for re-election.

(3) Other than the 48 elected members, the following persons shall participate in executive committee meetings, with the right to vote:

- (a) the bureau
- (b) the national representatives

(4) The following persons may attend executive committee meetings in an advisory capacity:

- (a) former presidents
- (b) the chairs of the management committees
- (c) the chairs of the standing committee
- (d) the deputies and delegates appointed by the bureau
- (e) the chairs of the organising committee and coordinators of future congresses
- (f) one delegate per collective member
- (g) guests invited by the bureau

Article 16

(1) The executive committee shall meet when convened by the president, as often as is necessary in the interests of the association. The president must convene the executive committee if requested to do so by one fifth of members.

(2) The persons entitled to vote at executive committee meetings may only be represented by another person having the right to vote and holding a written power of attorney.

Article 17

(1) The executive committee may, on a proposal of the bureau, set up management committees and standing committees.

(2) The management committees shall assist the bureau in the administration of the association.

(3) The standing committees shall examine legal and professional issues and may be requested to lead plenary discussions at congresses, coordinate courses and seminars and prepare publications.

(4) Committees members and chairs shall be appointed by the bureau for a renewable one year term of office.

(5) The internal rules of procedure of the committee shall be determined in regulations drawn up by the bureau and approved by the executive committee.

CHAPTER IV GENERAL ASSEMBLIES

Article 18

(1) The ordinary general meeting shall meet at least once every calendar year on the date and in the place determined by the Bureau.

(2) The bureau shall submit to the assembly the accounts for the previous financial year and the budget for the coming financial year.

(3) The president shall present the association's situation. The general assembly may only vote on items that are on the agenda. Therefore, it is possible to discuss any subject whatsoever, but without organising a vote on it.

(4) A twentieth of the association's individual members may request the bureau to place a specific item on the agenda of the general assembly, provided that discussion of the said item is authorised by the articles of association, by submitting a written request to the president three months before the date of the ordinary or extraordinary general assembly. Such a request may also be made by one fifth of the members of the executive committee.

Article 19

The bureau may convene the general assembly in the form of an extraordinary general assembly. It must convene such a meeting when requested to do so by one tenth of the individual members or a third of the members of the executive committee, such a request must be submitted in writing and indicate the proposed agenda, which shall be restricted to subjects authorised by the articles of association. In such a case the bureau must convene the general assembly, which must meet within three months from receipt of the request.

Article 20

All the association's members shall be convened to general assemblies. Only individual members shall be entitled to vote. The collective and benefactor members shall participate in an advisory capacity. Each collective member may be represented by a maximum of three delegates.

Article 21

The notices convening the meeting shall contain the agenda and be sent by the bureau via circulars two months before the general assembly. Notices may also be sent electronically.

The agenda of the ordinary general assembly shall include the following main items :

- (a) the outgoing president's report
- (b) the secretary-general's report
- (c) the treasurer's report
- (d) the report of the statutory auditor(s)
- (e) approval of the accounts and a discharge of the bureau's activities and those of the statutory auditor(s)
- (f) approval of the budget and establishing membership fees for the coming year

- (g) the report of the general rapporteurs of the congress and, if applicable, a vote on the proposed resolutions
- (h) election of the first vice-president and, as the case may be, of the secretary-general or the treasurer
- (i) the partial renewal of the executive committee, appointment of the statutory auditor⁽²⁾ and, if applicable of honorary members
- (j) speech by the new president

Article 22

- (1) Individual members having voting rights may be represented at the general assembly by another individual member having the right to vote and holding a written power of attorney, be it in paper form and/or in electronic form, as determined by the bureau.
- (2) The power of attorney shall be drawn up in the specimen form determined by the bureau, this must in particular offer the principal the option to issue mandatory instructions for all items on the agenda, the content of which is known in advance, such as the election of the first vice-president and amendments to the articles of association.
- (3) In order to be valid the power of attorney must include the name of the proxy and the signature of the principal or any other form of electronic identification as determined by the bureau. Powers of attorney may only be transferred if the principal has expressly granted a power of substitution to the proxy.
- (4) Only powers of attorney sent at least 10 days before the date of the general assembly to the association's postal address, date as per postmark, or by fax to the number indicated on the power of attorney or by e-mail to the address indicated on the power of attorney or through any other electronic means as determined by the bureau, shall be valid.
- (5) Subject to article 24 (6) below, an individual member may not vote by power of attorney for more than twenty-five (25) other individual members.

Article 23

- (1) For both deliberations and elections, each individual member with voting rights shall be entitled to one vote.
- (2) Decisions shall be adopted by a majority of the votes cast irrespective of the number of individual members with voting rights present or represented, unless a specific majority is required by law or pursuant to these articles of association. To determine the majority in a secret vote, valid and blank votes shall be counted as votes cast. For the election of the executive committee members, only the votes by which a vote is cast for as many candidates as there are seats to be filled shall be valid.
- (3) Voting shall be organised by a show of hands, by secret vote and/or through electronic means, as determined by the bureau. A secret vote must be held at the request of five individual members with voting rights and may be organised through electronic means if so determined by the bureau at the general assembly..
- (4) Insofar as the bureau has made a provision to this effect in the notice convening the general assembly:
 - (a) each member with voting rights shall be entitled to vote by electronic means using an electronic voting system made available by the association to the members with voting rights during the time period prior to the general assembly as established by the bureau;

(b) each member may participate in the general assembly from a distance by electronic means made available by the association to the members; and/or

(c) each member with voting rights may cast his or her vote, either directly at the general assembly and/or remotely by electronic means using an electronic voting system made available by the association to the members with voting rights.

In such cases, the terms and modalities relating thereto shall be established through an internal regulation, drawn up by the bureau and approved by the executive committee, which shall be made available to the members at the latest by the time the notices convening the general assembly are circulated to the members.

(5) If the number of candidates does not exceed the number of vacancies to be filled, the bureau shall declare the nominated candidate(s) as tacitly elected.

(6) For the election of executive committee members, the statutory auditor(s) and members of the bureau, except however for the election of the first vice-president, candidatures must be deposited with a member of the bureau, two days before the election, by no later than 18:00. To be admissible, each candidature must be submitted in writing and signed by the candidate and by five other individual members with voting rights

(7) Candidatures for the office of first vice-president may be submitted by any means but must be received by no later than the 31 May before the election by the secretary-general who shall issue a receipt. To be admissible, each candidature must be submitted in writing and signed by the candidate and by five other individual members having voting rights and entitled to vote at executive committee meetings. If all the candidatures thus registered are subsequently withdrawn or lapse, or if no candidature has been received by the 31 May deadline before the election, the candidatures for the position of first vice-president drawn up and signed as indicated in this paragraph shall be submitted within the same time limit as candidatures to the other elections.

(8) Only individual members having voting rights shall be eligible to stand for election to the bureau and the executive committee. The same rule shall also apply to statutory auditors when they are elected from among the association's members.

Article 24

(1) The extraordinary general assembly may only deliberate validly on amendments to the articles of association if 2/3 of the association's members having voting rights are present or represented, in person and/or by electronic means

(2) If this quorum is not reached at the first meeting, a second meeting may be convened and may deliberate validly irrespective of the number of members present or represented, in person and/or by electronic means. The second meeting may not be held less than fifteen days after the first meeting, in person and/or by electronic means.

(3) Amendments may only be adopted, by either general assembly, if they are supported by a majority of two-thirds of the votes cast, in person and/or by electronic means.

(4) However, if the amendment concerns one of the objects to be pursued by the associations or the association's dissolution, the above rules shall be amended as follows:

(a) amendments may only be adopted by either assembly, if they are supported by a majority of 4/5 of the votes cast, in person and/or by electronic means;

(b) the second meeting shall only be validly constituted if at least half of the members having voting rights are present or represented, in person and/or by electronic means;

(5) The extraordinary general assembly may coincide with an ordinary general assembly.

The notice convening the meeting must contain the text of the proposed amendments which the assembly may modify.

(6) For the deliberations on amendments to the articles of association an individual member may not vote by power of attorney for more than seven (7) other individual members.

Article 25

Members shall be notified by circular, sent by post, email or any other electronic means as determined by the bureau, of the resolutions adopted by the general assembly.

Article 26

In the event of the association's dissolution, the general assembly shall appoint one or more liquidators with responsibility for the liquidation of the association's assets. The allocation of the net assets shall be determined by the general assembly and shall correspond as closely as possible to the association's object.

Article 27

For all the cases not provided for in these articles of association, the law of the association's seat shall apply.

Article 28

Without prejudice to the provisions of article 23(4) final paragraph, the general assembly, the executive committee and the bureau may establish internal regulations for their work.

Article 29

Unless expressly decided otherwise, the terms of offices provided for in these articles of association when expressed in year(s), shall be understood to run from the period between one annual ordinary general assembly, or if it is later, from the date of appointment, up to another ordinary general assembly.

CHAPTER V GENERAL PROVISIONS

Article 30

The association's accounting year shall correspond to the calendar year.

Article 31

(1) The association's accounts shall be kept in accordance with Belgian accounting principles.

(2) The bureau will submit to the general assembly a balance sheet and statement of income and expenditure account for the previous financial year as well as the budget for the coming financial year.

(3) In addition, the organisers of all the association's official events shall present the related budgets and accounts to the bureau.

Article 32

(1) The annual accounts shall be audited by two members of the association or by a professional firm of accountants or by both. The statutory auditor(s) shall be appointed by the general assembly for a period of one year. They shall be eligible for re-election. They shall submit their report on the association's accounts to the general assembly.

(2) By 19.00 at the latest on the eve of the general assembly, the members of the association having voting rights shall be given access, by the secretary-general or another person designated by the latter, to the balance sheet, the budget and the list of candidates for the various positions to be filled in accordance with the notice convening the meeting.

For all respect not provided for in these articles of association, the association shall be governed by the Belgian law of 27 June 1921 on not-for-profit associations, not-for-profit international associations and foundations published in the Belgian Official Gazette of 1st July 1921.