



**iarmj**

International Association of Refugee and Migration Judges

## **CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF REFUGEE AND MIGRATION JUDGES (IARMJ)**

### **ARTICLES OF ASSOCIATION**

#### **INTRODUCTION**

*This Association, then named the International Association of Refugee Law Judges (acronym "IARLJ") was established at Warsaw, Poland on 18 September 1997. The initial 1997 Constitution was ratified at the General Meeting at Ottawa, Canada 17 October 1998. The Association, as a parent body, operates internationally and provides overall guidance and direction of all activities in close co-operation and consultation with regional Chapters of the Association formed since 1997, currently there are four: Asia/Pacific, Africa, the Americas and Europe.*

*At the General Meeting of the Association held at the 11<sup>th</sup> conference of the IARLJ at Athens, Greece, on 1 December 2017, it was resolved that: "To reflect the current reality of the mixed nature of 'cross border' matters coming before members, the objectives of the Association and its name should be changed to include not only refugee law but also, complementary protection and migration law issues".*

*To implement this it was resolved that the 1997 Constitution should be updated and redrafted to:*

- a. continue the founding principles , as set out in the 1997 Constitution's Preamble and Objects of the Association; and*
- b. better reflect current reality and projected future of the Association by changing the name, objectives and other content of the Constitution accordingly.*

*By a further resolution, dated 31 December 2017, it was agreed that the name of the Association should be changed to the International Association of Refugee and Migration Judges (acronym "IARMJ").*

**By a resolution dated 16 November 2018 this Constitution was ratified by the membership.**

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## PART 1: NAME AND OBJECTS OF THE ASSOCIATION

### 1.1 Name and Seat

1.1.1 The name of the association is: International Association of Refugee and Migration Judges. The acronym IARMJ may be employed. The former name of the Association was: International Association of Refuge Law Judges (IARLJ).

1.1.2 The official seat of the Association is Haarlem, The Netherlands.

### 1.2. Objects

1.2.1 The Association seeks to enhance recognition:

- a. that judges , as defined below, have a special role in determining issues involving refugee status, complementary protection (termed “subsidiary protection” in the European Union) and rights and obligations arising from issues of migration law. In this role they are axiomatically required to consider core principles of the international rule of law including, international human rights law and practice, international humanitarian law and the concepts of human dignity and human security;
- b. that protection from being persecuted on account of race, religion, nationality, membership of a particular social group or political opinion is an individual right established under international law, and that the determination of refugee status and its cessation and exclusion should be subject to the international rule of law;
- c. that other international complementary protection issues, including *non refoulement* to the danger of arbitrary deprivation of life, torture, or cruel, inhuman or degrading treatment or punishment also involve rights protected by international human rights law and practices;
- d. that in this special role, judges often become involved in related issues, including: statelessness, deportation, extradition, detention, exceptional humanitarian circumstances, family unity and a wide ambit of international and domestic-based migration law and practices (“related migration issues”).

1.2.2 To these ends the Association commits itself, inter alia, to foster:

- a. within the judiciary and quasi-judicial officers world-wide a common, consistent understanding and application of international law, practices and principles relating to refugee, complementary protection, statelessness and related migration issues;
- b. the use of fair practices and procedures to determine all refugee, complementary protection, statelessness and related migration issues;
- c. judicial independence;

- d. the development, within national legal systems, of independent decision-making institutions applying international rule of law and practices to refugee, complementary protection, statelessness and related migration issues;
- e. the sharing of relevant jurisprudence by international, regional and national courts and tribunals of information and databases relating to conditions in countries of origin and countries of transit;
- f. the development of clear norms of access by all claimants to judicial systems compatible with international rule of law standards, including the core rights to a fair hearing, an effective remedy and procedural fairness;
- g. amongst judges mutually beneficial professional development, training and research initiatives, timely, issued based, decision writing and publications and projects that further the attainment of the objects of the Association; and,
- h. while keeping in mind the independence of the members of the Association in their judicial functions, to co-operate with the United Nations agencies and other regional agencies, that are concerned with the promotion of better understanding of refugee, complementary protection, statelessness and migration law issues.

### **1.3. Interpretation**

1.3.1 In this constitution:

“Judge” includes any person who:

- a. exercises judicial authority in making decisions of law, or law and fact, in relation to claims to recognition of refugee status (including exclusion, cessation and cancellation), complementary protection status, statelessness, deportation, detention, exceptional humanitarian circumstances, family unity and migration law, whether on appeal or on judicial review/cassation; or
- b. as quasi-judicial decision makers, whilst not exercising judicial authority, however enjoys, or ought to enjoy, independence from the executive arm of government in the exercise of their authority to make such decisions of law or law and facts in claims of the same nature as set out in Article 1.3.1.(a)

“Migration law” means international and related domestic law, practices and norms coming into application when the nationals of one state, or stateless persons, move into, or transit across, areas under the control and/or jurisdiction of another state.

## **PART 2: MEMBERSHIP**

### **2.1 Types of Membership**

2.1.1 Full Membership in the Association is open to:

- a. judges as defined in Article 1.3.1 above;
- b. any retired judge (as defined) with at least three years standing as a member or with exceptional abilities or circumstances in the opinion of the Management Board.

2.1.2 Associate membership is open to persons who are not eligible to become full members of the Association. Those persons should indicate their interest to become an associate member to the President, Secretary or their appropriate Chapter President or Chapter Secretary and provide: evidence of their past independent professional and/or academic endeavours that are consistent with the objects of the Association, and that they will be an asset to the Association by their participation in the future. Such indications of interest will only proceed further when an invitation to make a formal application is sent to them by the President. Any such invitation will be made after the President has consulted with the relevant Chapter President.

2.1.3 Associate members shall not be entitled to vote in any proceedings of the Association or attend meetings where attendance by full members only is deemed appropriate by the President or a Chapter President, in the case of Chapter meetings or procedures.

### **2.2 Honorary Life Membership**

2.2.1 Honorary life membership, including voting rights, may be granted, on the recommendation of the President and subsequent approval at a General Meeting, to the past Presidents and other full members who are considered to have given long and exceptional service to the Association.

### **2.3 Eligibility for Membership**

2.3.1 All members, and applicants for full membership, as indicated in Article 2.1.1, must:

- a. support the objects of the Association;
- b. meet the membership and application obligations, as prescribed under Article 2.6, including payment of the membership fees, or other contributions.
- c. in the case of applicants for full membership have obtained prior approval from three Board Members namely the President, and the relevant Chapter President, plus at least one other Board Member, as being qualified to be a full member;

2.3.2 All associate members, and those invited to become associate members under Article 2.1.2, must meet the same obligations as set out in Articles 2.3.1.a and b.

2.3.3 The President, a Chapter President or the Secretary may make such reasonable inquiries as are considered necessary to confirm that an applicant for membership is qualified to become a member or associate member

2.3.4 A person considered not to be qualified to be a full member may appeal that decision to the Supervisory Council. The appeal notice will be sent to the Secretary of the Association and the Chair of the Supervisory Council setting forth the grounds on which it is believed the applicant considers he or she is qualified and the matter shall be considered by the Supervisory Council, pursuant to Article 3.10.3, at its next meeting or by email exchange.

## **2.4 Cessation of Membership**

2.4.1 A member or associate member may resign at any time by giving notice in writing to the Secretary.

2.4.2 Membership of the Association ends:

- a. on a member's death;
- b. on termination by the member or associate member;
- c. on termination by the Management Board, which may occur if a full or associate member ceases to meet the obligations of membership as laid down in Article 2.6. An appeal against such a termination can be made to the Supervisory Council. The appeal notice will be sent to the Secretary of the Association and the Chair of the Supervisory Council setting forth the grounds on which the member considers he or she does meet the requirements, and the matter shall be considered by the Supervisory Council, pursuant to Article 3.10.3, at its next meeting or by email exchange.

## **2.5 Liability of Members**

2.5.1 No member or associate member shall be liable, by reason of membership or associate membership in the Association, or their participation in the Association, for any debt or obligation of the Association in the absence of any express promise or agreement in writing to accept such liability.

## **2.6 Members' Obligations**

2.6.1 Members, and applicants, will all make timely payment of the membership fees, or other contributions applicable for their type of membership and region, as are determined by the Management Board and/or Chapter Councils.

2.6.2 No member, group of members, associate members, committee or forum may organise any conference, seminar, meeting or produce or publish any materials in any format using the name of the Association without the prior authorisation of the President, in consultation with a relevant Chapter President.

2.6.3 No member, group of members, associate members, committee or forum shall incur debt in the name of the Association without the prior express authorisation of the Management Board, or where expressly delegated, a Chapter President and the relevant Chapter Council.

2.6.4 No member, group of members, associate members, committee or forum shall use the name of the Association in a misleading or deceptive manner or in a manner tending to bring the Association into disrepute.

## **PART 3: GOVERNANCE**

### **3.1 Governance**

3.1.1 The governance, responsibilities, management and supervision of the Association fall into the following categories:

- a. the General Meeting;
- b. the non-executive Supervisory Council;
- c. the Management Board;
- d. the regional Chapter Councils; and
- e. an executive director as and when appointed.

### **3.2 General Meetings**

3.2.1 There are two types of general meetings of members:

- a. General Meetings are those held in conjunction with the World Conferences of the Association held every two or three years;
- b. Special General Meetings – being any general meeting called for a specific purpose in accordance with this Constitution.

### **3.3 Control**

3.3.1 Ultimate control of the Association is vested with the members in the General Meetings of the Association. The General Meetings delegate, in the manner set out below, control and management to the Management Board and supervision of the management, between General Meetings, to the Supervisory Council.

### **3.4 Business of General Meetings**

3.4.1 The following business is on the agenda of all General Meetings of the Association:

- a. the presentation by the President of an overview report of the activities of the Association since the previous General Meeting;

- b. the approval of the audited accounts of the Association, including accounts of the Chapters. All these accounts to be prepared at least biannually;
- c. the appointment of the auditors for the period to the next General Meeting;
- d. the election of the President , the Vice President, the Secretary and the Treasurer, and following this;
- e. formal appointment of the other members of the Management Board;
- f. the election of twelve members of the Supervisory Council of the Association;
- g. the Association's budgets (including Chapters' budgets) and overall planning for the period until the next General Meeting;
- h. the adoption, subject to the provisions of this Constitution, of such rules for the transactions of its business as it deems desirable;
- i. discussion on any suggested amendments to the Constitution ; and
- j. such other business as may properly come before it.

### **3.5 Notice and Conduct of General Meetings**

3.5.1 General Meetings shall be held in conjunction with World Conferences of the Association that will be held every 2 to 3 years.

3.5.2 Notice of General Meetings shall be communicated to all members not less than 45 days before the date of any General Meeting, and shall specify the business of the meeting; however, other business may be introduced by direction of the President, Supervisory Council Chair or with the approval of the meeting. Where the President considers there are special circumstances electronic attendance for some members can be allowed, with the approval of the meeting.

3.5.3 The President shall preside at a General Meeting.

### **3.6 Special General Meetings**

3.6.1 The Management Board or Supervisory Council may convene a Special General Meeting and notify full members of any proposed resolution by email, mail or other form of communication to each member of the Association, at a date no sooner than two months from the notice. Such meetings will be held at the Association's "seat" of Haarlem, Netherlands, or other workable location, and may operate in combination with appropriate group meeting technological facilities that allow international participation by members. Each member shall have the opportunity of signifying (including by electronic means) their acceptance, rejection or abstention of such resolution by reply, within a notified time limit.

3.6.2 Additionally, the Management Board shall convene a Special General Meeting on a date no later than two months after a request, signed by at least 30 full members in writing, to the Secretary. If such request is not complied with within four weeks of the request, those requesting it may



convene the meeting themselves by giving notice of it to all full members. If the meeting is not to take place in conjunction with a World Conference, notice to all full members about the meeting may be by e-mail, mail, or other communication. The venue and operation of such a meeting will be in accordance with the provisions of Article 3.6.1.

3.6.3 Notice of a Special General Meeting, shall be no less than 30 days before the date of the meeting.

3.6.4 The President shall preside over Special General Meetings.

### **3.7 Voting at General Meetings and Special General Meetings**

3.7.1 *Voting at General Meetings:* Each full member may be present at, participate in and vote at every General Meeting. No proxy votes will be accepted.

3.7.2 Except as otherwise provided for in this constitution, all decisions of any General Meeting are taken by a simple majority of votes cast in person.

3.7.3 In the case of an equality of votes, on any resolution of a General Meeting requiring a simple majority, the President may cast a decisive vote, otherwise the resolution is defeated.

3.7.4 *Voting at Special General Meetings:* This shall be carried out adopting the same methodology and procedures as provided in Article 3.6.1. Except as otherwise provided for in this constitution, all decisions of any Special General Meeting, are taken by simple majority of the full members who have cast their votes. The President may cast a decisive vote, as in Article 3.7.3.

### **3.8 The Supervisory Council**

3.8.1 The Supervisory Council, which is a non-executive body, shall consist of no more than twelve councillors elected by the General Meeting and not more than three further members co-opted by the elected Supervisory Councillors, however provided that no more than two members from the same country may serve as councillors at any one time and in the total composition of the Supervisory Council a regional and membership balance should be maintained where possible.

### **3.9 Tenure of Councillors**

3.9.1 Councillors shall hold office for a term to expire at the end of the General Meeting following their election.

3.9.2 Any Councillor may be dismissed on a resolution to that effect made in a General Meeting or Special General Meeting. No dismissed Councillor will be eligible for any other office in the Association. Their continued membership or otherwise should also be resolved at the same time.

3.9.3 In the event of casual vacancies on the Supervisory Council, the remaining elected Councillors may co-opt replacement Councillors who will remain in office until the next General Meeting.

### **3.10 The role of the Supervisory Council**

3.10.1 The Supervisory Council has, during the time between General Meetings, overview and supervision of the Management Board, including:

- a. formally appointing Chapter Presidents, who have been validly elected by Chapter members, to be Board Members; and
- b. deciding upon requests for approval of certain Management Board resolutions, as set out in Article 3.10.2, proposed during that time.

3.10.2 The following resolutions of the Management Board require prior approval of the Supervisory Council:

- a. to establish and/or incorporate any further regional or sub-regional Chapters of the Association, or to any disestablishment or amalgamation;
- b. to determine the place or places of the business of the Association;
- c. any borrowing on behalf of the Association or any Chapter;
- d. the appointment of a replacement Secretary or Treasurer, to fill casual vacancies arising between General Meetings (see Article 3.14.5).

3.10.3 The duties of the Supervisory Council also include the determination of appeals made under Articles 2.3.4 or 2.4.2.c. These appeals will be made according to fair and expeditious procedures established by the Supervisory Council.

### **3.11 Meetings of the Supervisory Council**

3.11.1 The Supervisory Council shall meet at least once during each year, at a physical meeting or otherwise by international conference call/video links (or any combination thereof) and shall hold such other meetings as it may consider necessary.

3.11.2 A chair of the Supervisory Council shall be appointed by the Councillors from amongst them at the first meeting immediately following their appointment at a General Meeting. The Council Chair will remain in that office until the next General Meeting. A chair may resign from the role at any time. By a majority resolution of the Councillors, a chair can be dismissed and a new chair can be appointed by the same process.

3.11.3 The Secretary of the Association shall, at the request of the Council Chair, when reasonably required, call Council meetings at such times and in such places as the Chair may direct, or as may be requested in writing (including electronically) by a majority of the members of the Council.

3.11.4 The Council shall invite the President to present an annual overview report of the Management Board and to participate in all meetings where approval of a Management Board decision is on the agenda. Council may also invite other persons who are not members of the Council to attend Council meetings.

3.11.5 Where circumstances prevent a meeting in person or by electronic communication, and particularly when urgency is needed, the Supervisory Council may meet by way of written resolution emailed, mailed or otherwise communicated to each Councillor, and each Councillor signifying their acceptance or rejection of such resolution, within the time prescribed in the resolution.

3.11.6 A simple majority of the members of Council shall constitute a quorum.

### **3.12 Voting in the Supervisory Council**

3.12.1 Decisions of the Supervisory Council shall be by simple majority of those present or participating electronically.

3.12.2 In the event of an equality of votes, the Chair may cast a decisive vote, otherwise the resolution is defeated.

### **3.13 The Management Board**

3.13.1 The Management Board is responsible for overall administration and management of the Association and is authorised to have certain parts of its responsibility performed by the management of the regional Chapters.

3.13.2 The Management Board shall consist of:

- a. the President, Vice President, Secretary and Treasurer, as elected at each General Meeting;
- b. the Presidents of each Chapter, as validly elected by their Chapter members as per the Chapter constitutions. Formal appointment to the Management Board will be carried out at each General Meeting (or by the Supervisory Council if they are elected between General Meetings) , and their acceptance of the obligations to the Association under Article 3.19.;
- c. ex officio, the Immediate Past President;
- d. where applicable, the Chair/ Organiser of the next World Conference of the Association, appointed as per Article 3,15,1.g.

3.13.3 The Management Board shall:

- a. meet in person , electronically , or a mix of both, regularly to overview and direct all of the activities of the Association and ensure good consultation and co-operation with the Chapters in achieving the objects of the Association;
- b. keep, for a period of seven years, records of the financial position of the Association and all activities of the Association and keep the books, documents and other data carriers in such a way that the rights and obligations of the Association can be known from them at any time;

- c. within six months from the end of each financial year present an annual report, in overview format, of the past year's activities of the Association to the Supervisory Council and members;
- d. prepare and present the audited balance sheet and statement of income and expenditure to the end of the previous financial year, with explanatory notes, to each General Meeting;
- e. prepare for presentation by the President at each General Meeting an overview report of the activities of the Association since the previous General Meeting;
- f. after consultation with the Chapter Presidents and their Councils, at least four months before the commencement date of each financial year, fix the fees of all members and approve the payment and collection systems of each Chapter for the following year;
- g. set a fixed sum or proportion of members' fees, received by the relevant Chapter annually on behalf of the Association, that is to be remitted to the Treasurer;
- h. determine whether any further call for remittal of funds, from the net assets retained by the Chapters, needs to be made to meet any necessary obligations of the Association;
- i. in special cases, be authorised to grant full or partial discharge from the obligation to pay fees or contributions; and
- j. subject to approval at a General or Special General Meeting, to attach additional obligations to membership;
- k. upon a proposal from the President, employ (or dismiss) an Executive Director and agree the remuneration, tenure and terms of appointment or dismissal;
- l. make any other decisions that are in the interests of the Association and consistent with the terms of this constitution.

3.13.4 All decisions of the Management Board shall be made by simple majority of those voting and if there is an equality of votes the President may cast a decisive vote.

### **3.14 Tenure of Board Members**

3.14.1 Each Board Member holds office for a term beginning at the close of the General Meeting at which the Member is elected (or recognised in the case of an Immediate Past President) and ending with the close of the next General Meeting. In the case of a Chapter President, the term will begin on his or her election by the relevant Chapter members and formal appointment at a General Meeting or by the Supervisory Council.

3.14.2 The President and Vice President shall not hold either of these offices for more than the currency of two terms, or 6 years, whichever is the shorter period. However a former Vice President can later become a President. If it becomes apparent, for whatever reason, that the term of an incumbent President or Vice President will reach 6 years before the next General Meeting will be

held, the Management Board will seek a resolution, at a Special General Meeting of full members, to approve one period of extension of tenure of the President and/or Vice President. That Special General Meeting will be called in accordance with Article 3.6.1 and will take place before the expiry of the 6 year period. The business of the meeting will be to pass a resolution: either for the extension of the tenure of the incumbent President and /or Vice President until a date fixed for the next General Meeting, or for the purpose of electing a new President and/ or Vice President, if the incumbent President and /or Vice President should not be capable of continuing in office or wishes to resign effective from a time before or at the expiry date of the 6 year period.

3.14.3 Except as otherwise provided in Article 3.14.2, a Board Member is eligible to be re-elected.

3.14.4 If any Board Membership office is not filled at the General Meeting, the previous holder of the office shall, unless he or she notifies the meeting to the contrary, continue in office until a successor is elected by any General Meeting.

3.14.5 The Management Board, with the prior approval of Supervisory Council, may fill any casual vacancy, in the positions of Secretary or Treasurer, between General meetings, for a term to close of the next General Meeting.

3.14.6 Any Board Member may be dismissed on a resolution of such nature made in a General Meeting or Special General Meeting. No dismissed Board Member will be eligible for any office in the Association. Their continued membership or otherwise should also be resolved at the same time.

### **3.15 The role of the President**

3.15.1 The President is the chief executive officer of the Association, carries out the duties set out in this Constitution and shall have direction and supervision of the work of the Association and:

- a. presides at all General Meetings, Special General Meetings and meetings of the Management Board;
- b. works in close co-operation with the Presidents of the Chapters to ensure sound world-wide operation and joint achievement of the objects of the Association;
- c. along with the Secretary, appoints and assists the Office manager and oversees all its office activities;
- d. shall have direction and control of the work of any Executive Director;
- e. after consultation with Chapter Presidents, appoints the members and chairpersons of committees of the Association;
- f. arranges, and has overall direction of, World Conferences held approximately every two or three years;
- g. may appoint, after consultation with the Management Board, a Conference Chair/Organiser who shall perform such duties as may be agreed upon and who shall hold office until the close of the subject conference; and

- h. recommends for approval by a General Meeting, the nomination of honorary life membership of a member who has given long and exceptional service to the Association.

### **3.16 The role of the Vice-President**

3.16.1 The Vice-President performs the duties of, and exercises the authority of, the President when the President has died, is absent, has become incapacitated or when the office of President is otherwise vacant; and, such other duties as may be requested by the President.

### **3.17 The role of the Secretary**

3.17.1 The secretary is responsible, in consultation with Chapter Secretaries, for:

- a. the keeping all records of the Association as set out in Article 3.13.3.b;
- b. the maintenance of the website of the Association and its compliance with all necessary regulatory controls and conditions in a timely manner;
- c. the supervision over the office activities of the Association;
- d. the managing of applications for membership and keeping all the membership records of the full Association; and
- e. performing such other duties as may be resolved by the Management Board.

### **3.18 The role of the Treasurer**

3.18.1 The Treasurer is responsible, in consultation with Chapter Treasurers, for:

- a. the supervision and administration of the funds of the full Association and the preparation, maintenance and auditing of the books of account of the Association;
- b. the supervision of all the banking arrangements, receipt of fees and other income and the authorisation of disbursements in accordance with budgets approved by the Management Board and/or General Meeting;
- c. the planning and supervision of the fund-raising activities of the full Association with direction from the President and the support of all other Board Members and Chapter Presidents; and
- d. the performance of such other duties as may be resolved by the Management Board.

### **3.19 The Regional Chapters**

3.19.1 The Association has four Chapters at this time, namely: Africa, the Americas, Asia /Pacific and Europe.

3.19.2 The Chapters operate as integrated, but subsidiary, parts of the Association.

3.19.3 The governance and operational documents of the established four Chapters of the Association have been approved by past General Meetings in terms fully consistent with the 1997 Constitution. However, the amendments set out in Parts 1, 2 and Article 3.19 of this Constitution, from the date of its ratification resolution, shall be deemed applicable in the constitutional documentation of the four Chapters in place of existing provisions in those constitutional documents of a like nature. All other governance and procedural provisions in those constitutional documents will continue to be considered as approved and consistent with this Constitution.

3.19.4 Any significant changes to the Constitutions or Governance documents of any Chapter must be consistent with this Constitution and approved by the Management Board and where necessary the Supervisory Council of the Association.

3.19.5 As members of the Management Board, the Presidents of the Chapters have the responsibility to support and assist the Management Board in pursuing the Objects of the Association and coordinating the overall activities of the Association including fund raising, recommending Board Members and councillors for election and new applicants for membership.

3.19.6 The President is an ex-officio member of all Chapter Councils.

3.19.7 It is the responsibility of each Chapter to:

- a. Receive members' fees with their applications and then invoice annually each member in the jurisdiction in which their members reside. Those fees may be collected in a currency or currencies to be determined by the Chapter Council;
- b. account to the Management Board for all income and expenditure annually;
- c. at least half yearly advise the Management Board on the Chapter's current membership and any changes thereto;
- d. remit periodically to the Treasurer, at times determined by the Management Board, the set amount, or proportion, of fees per member received by the relevant Chapter. Such payment, together with advice under Article 3.19.7.c, ensures evidence of membership is held in the records at the official seat of the Association.
- e. seek prior approval from the Management Board for any departure from the set amount or proportion of fees set by the Management Board annually; and
- f. after payment of the sum representing the set amount or proportion of fees payable to the Treasurer, and subject to any further call on the funds as may be made by the Management Board from time to time, retain the balance of the fees for the relevant Chapter as part of its revenue.

### **3.20 Executive Director**

3.20.1 Any Executive Director shall be appointed pursuant to Article 3.15.1.d and reports to the President.

## **PART 4: GENERAL PROVISIONS**

### **4.1 Governing law**

4.1.1 The Association shall be governed by the laws of The Netherlands. Any disputes as to the interpretation of this Constitution shall be determined by the courts of The Netherlands.

### **4.2 Representation of the Association**

4.2.1 Representation of the Association is made by two members of the Management Board one of whom will be the President, or the Vice President acting under Article 3.16, and the other will be one member of the Board (including potentially the Vice President as the second member).

### **4.3 Indemnification and defence of Board Members and Councillors**

4.3.1 The Association shall indemnify and save harmless any Board Member or Councillor against whom any suit, action or proceeding, whether of an administrative or legal nature, that is brought or threatened to be brought arising from any act or omission made in the course of conducting the affairs of the Association and that was undertaken in good faith and in the reasonable belief that the act or omission was in the best interests of the Association.

4.3.2 An indemnity given shall include the payment of any judgement and fine and interest thereon or any amount reasonably paid in settlement of any suit, action or proceeding, including reasonable legal expenses and costs incurred in defence of any proceeding.

4.3.3 An indemnification made under this Article shall be approved, in each case by the membership at a General Meeting or Special General Meeting.

### **4.4 Amendment of the Constitution**

4.4.1 This Constitution may be amended by a resolution approved by two thirds of the votes cast on that resolution at any General Meeting.

4.4.2 A proposal to amend the Constitution shall be in the form of a written resolution and be:

- a. endorsed by at least 30 members of the Association; and
- b. recommended by the full Management Board and Supervisory Council; and
- c. filed with the Secretary at least 90 days in advance of the General Meeting of the Association at which the proposal is to be considered.

4.4.3 Any proposed amendments to the Constitution shall be included with the notice of the General Meeting at which the proposal is to be considered.

4.4.4 An amendment to the Constitution of the Association shall take effect through the execution of a notarial deed and on a date fixed by the General Meeting or on the fulfilment of any conditions determined by the General Meeting.



#### **4.5 Dissolution**

4.5.1 The provisions respecting amendments of the Constitution set out in Article 4.4 apply *mutatis mutandis* to a proposal to dissolve the Association be it understood that no notarial deed is required to dissolve the Association.

4.5.2 Upon the dissolution of the Association, its net assets, if any, shall, upon the direction of a General Meeting, be given to one or more non-political and non-profit making international judicial or legal organisations which promote international legal co-operation and the Rule of Law with respect to claims to refugee status, and/or to any other complementary protection claims OR to an Agency of the United Nations.

#### **4.6 Transitional Provisions**

4.6.1 Those members who are Councillors under the 1997 Constitution, as at the date of this amended constitution being ratified, with the exception of the five officers, namely: President, Vice President, Immediate Past President, Secretary, and Treasurer, will automatically become members of the Supervisory Council. The first Chair of the Supervisory Council shall be appointed by the members of the Supervisory Council within 30 days of the date of the ratification resolution. The five officers elected under the 1997 Constitution provisions, along with the current four Chapter Presidents, will constitute the Management Board from the ratification date. All applicable tenures and terms of office have immediate effect.