



**STATUTES
(Revised)**

of the

**INTERNATIONAL SOCIETY for MILITARY ETHICS
INTERNATIONALE GESELLSCHAFT für MILITÄRETHIK
SOCIÉTÉ INTERNATIONALE d'ETHIQUE MILITAIRE**

Association Loi 1901 (France)

adopted by the
General Assembly at the 7th Annual Meeting
held in BRUSSELS
on Thursday, 1st of June 2017

Euro-ISME Statutes (revised)

CHAPTER I

Name – Duration – Registered Office– Language – Internal Provisions

Article 1

The Association shall be called «The International Society for Military Ethics in Europe (Euro-ISME)» in English, «La Société Internationale d'Éthique Militaire en Europe (Euro-ISME)» in French and "Die Internationale Gesellschaft für Militäretik in Europa (Euro-ISME)» in German.

Article 2

2.1. The Association is established for an unlimited period of time.

2.2. The Association is governed by the French law of 1 July 1901 and Decree of 16 August 1901. The Board of Directors following approval by the General Assembly may decide to convert the Association's status into a European Association should this status be created/established.

2.3. The registered office of the Association will be located at the following address: 2, Rue Poisson, at 44100 Nantes, France. The registered office of the Association may be transferred to another place on a decision of the Board of Directors. Subsequent ratification by the General Assembly is required.

2.4. The Association is a non-governmental politically independent not for-profit organisation. It is guided by the principles of the United Nations Charter (UNC), the Universal Declaration of Human rights (UDHR) and the International Humanitarian Law (IHL).

2.5. The working languages of the Association are English, French and German. However, a member may write and speak in another language if he prefers so, under the precondition that a translation into one of the working languages is available.

2.6. The **internal provisions** shall regulate various elements not covered by the statutes, particularly those concerning the internal administration of the Association. They are established by the Executive Director(s) and require approval by the Board of Directors.

CHAPTER II

Objectives - Means - Governing Bodies

Article 3

The **Objectives of the Association** are:

- to establish a European **forum for discussion and exchange** of ideas on **professional responsibility and military ethics**;
- to promote **comprehensive and systematic analysis** in the field of military ethics and of the law of armed conflict, in accordance with the principles of human rights;
- to initiate **research on ethical traditions** in Europe and worldwide, as well as on behavioural norms that guide and limit the conduct of the military;
- to enhance the **quality of ethics education** in European armed forces and the armed forces of partner countries who request advice;
- to support educational institutions and military command in analysis and topical studies on behaviour on operations and their impact on military ethics;
- to promote the **harmonization of ethical principles and standards of conduct** in relation to the creation of a **shared culture** of responsibility and ethical thinking in Europe;
- to share knowledge about these topics with **other continents via a global network of International Societies for Military Ethics**.

Article 4

To this end the nature of the **Association's activities include** :

+ **research and scientific analysis, comparative analysis etc...**

+ fora of debate: international congresses, colloquies, seminars, meetings, round tables, etc.;

+ advice for education and training in civil and military educational institutions and training centres

+ publication of essays, discussion papers and training programmes

This non-exhaustive listing only exemplifies core activities and does not exclude other activities

Article 5

The **assets of the Association** consist of:

+ the subscription fee paid by its members;

+ the subsidies which may be granted to it under the prevalent legislation

+ any donation or bequest it may receive;

+ any other revenues resulting from the pursuit of the objectives of the Association.

Article 6

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

+ the General Assembly is the electoral college and the chamber of reflection of the Association;

+ the Board of Directors is the strategic managing body of the Association;

+ the Managing Board is the administrative body, charged with the daily management of the Association, in accordance with the directives from the Board of Directors.

CHAPTER III Membership- Rights – Obligations

Article 7

7.1. Full Individual Members are admitted on the basis of their competence in the matters within the scope of the objectives of the Association. Anyone who works in ethical, moral and religious science with a connotation to European Culture, or in civil and military educational institutions or training centres situated in Europe, or is simply interested in those matters can become a **Full Individual Member**, regardless of their citizenship and residence.

Members are expected to contribute their knowledge, their activity and their dedication through active participation in the life of the Association, including by the acceptance of functions and responsibilities in the various organs of the Association or through participation in scientific boards and commissions of experts. All Full Individual Members speak strictly for themselves alone and with complete freedom.

7.2. The status of **Associate Member** can apply to :

+ all persons who are scientifically and professionally involved with the issue of military ethics and are interested in regular information on the progress of science or best practice in this field,

+ members of associated Associations and societies or members of specific subgroups of Euro- ISME

+ members of other regional chapters of the International Society for Military Ethics.

Associate Members are not required to pay any subscription fees. Their membership is normally limited to three years (renewable afterwards by the Board of Directors on a yearly basis). They do not have full membership rights and no entitlement to regular benefits of Euro-ISME. They cannot be elected to the statutory organs of the Association.

7.3. Institutional Members are companies, corporations, government agencies, military or civil scientific institutions who make a major contribution to support Euro-ISME. They shall be able to promote the achievement of the Association's goals and to participate in society's activities in the same way as ordinary full individual members. **According to a sliding scale of annual fees**, they shall be represented in the decision-making bodies by one, two or three delegates with voting power.

Article 8

Members may be admitted to the Association:

+ individually, by decision of the Managing Board, upon a written application, addressed to the Secretary General or the Executive Director(s).

Article 9

9.1. Any member, be it an individual member or an institutional member may resign from the Association by communicating the decision in writing to the Executive Director(s).

9.2. Membership is lost by exclusion or death of the member or by abrogation of recognition by the Board of Directors..

9.3. In the case of serious misconduct, the Board of Directors may, by a majority of two thirds of the votes of those present, suspend or exclude a member from the Association, but not before the member concerned has had the opportunity to defend his case before the Board. The Internal Rules and Regulations, drafted by the BoD and approved by the AGM, give further details of the procedure to be followed.

Article 10

Full Individual and Corporate Membership of the Association is subject to the payment of a subscription, the amount of which is fixed by the General Assembly on the recommendation of the Board of Directors. *Full Individual Members* are required to pay their annual subscription into the account of the Association. Members who, after two reminders from the Treasurer, have not paid their subscription are considered to have resigned.

Article 11

11.1. On the recommendation of the Board of Directors the General Assembly may elect as **honorary members** persons who have made an outstanding contribution to the Association's activities. Honorary members are elected for life and shall have the same rights and privileges as regular members. They shall not be required to pay the annual subscription.

11.2. In conformity with the foregoing procedure a past President, a past Vice-President, a past Secretary General, past Executive Director(s) and past Treasurers may be elected Honorary President, Secretary General, Executive Director(s) or Treasurer.

11.3. The Board of Directors may in specific cases, and by a majority of two thirds of the votes of those present, suspend or exclude an honorary member from the Association, but not before the member concerned has had the opportunity to defend his case before the Board.

CHAPTER IV

Governing bodies of the Association

SECTION 1 - General Assembly

Article 12

The General Assembly consists of all members of the Association. Its meetings shall be held during and at the place of the international congresses of the Association, in principle every year, unless the Board of Directors decides otherwise. **Every Individual Member and every accredited Representative of Institutional Members has a voting right.** Members shall be invited to participate in the General Assembly by a notice from the Secretary General or the Executive director(s) which shall include the agenda for that assembly, save that failure to comply with this formality shall not have effect on the validity of the deliberations of the General Assembly in question.

Article 13

13.1. The General Assembly shall elect from amongst the **Full Individual and accredited Representatives from Institutional Members** of the Association the President, up to three Vice-Presidents, the Secretary plus **not more than 7 other members** to form the **Board of Directors**. Their **term of office shall be for three years** and appointments are renewable.

13.2. Candidates for the aforementioned elections shall be presented to the General Assembly by the Board of Directors, in principle together with the agenda for the assembly involved. Individual members of the Association may also present candidates to the General Assembly, on condition that the recommendation is in writing, accompanied by the written consent of the candidate concerned, a short motivation letter, and is delivered to the Executive director(s) or the Secretary of the Association not later than 7 days before the assembly will take place.

Article 14

14.1. The General Assembly shall **take note of the report** on the management of the Association since the last General Assembly, submitted to it by the Board of Directors. This report shall include a record of the activities since the last General Assembly, as well as a balance sheet and financial accounts concerning the past period.

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

Article 15

The General Assembly may, in conformity with the procedures there unto provided in article 28, vote to amend these statutes or that the Association be voluntarily dissolved.

Article 16

16.1. Decisions of the General Assembly are reached by a simple majority vote of the members present. The foregoing is, however, without prejudice to the qualifying majority required for the special purpose of article 28.

16.2. If the General Assembly agrees, the vote may be taken by raising hands.

On request of at least twenty members present, elections are made by secret vote. In case of a tie, the President shall have a casting vote.

16.3. Upon specific request of any member, the Executive Director(s) or the Secretary shall forward to him/her a copy of the decisions of the latest or any other General Assembly.

CHAPTER IV

Governing bodies of the Association

SECTION 2 - The Board of Directors

Article 17

17.1. The Board of Directors shall consist of the **President, the Vice-Presidents, the Secretary and not more than 7 other members**, all elected by the General Assembly, as well as the **Executive Director(s) and the Treasurer, who are appointed** by the Board of Directors.

17.2. The Board of Directors shall appoint to hold office, for the period from the last to the next General Assembly:

- + from amongst the members of the Association, the Executive Director(s) and the Treasurer;
- + from amongst the Vice-Presidents, a Senior Vice-President to act as President in case of absence of the President;
- + the Presidents of the Specialised Commissions;
- + the members of the Audit Committee to be established under article 19.4.

17.3. In the event of resignation, dismissal or death of the President, a Vice-President, the Secretary, an Executive Director or the Treasurer, the **Board of Directors may fill the vacancy** thus created from amongst the members of the Association for the remainder of the term of office. In anticipation of such Board of Directors decision, the powers vested in the resigned or deceased person shall be exercised by the Senior Vice-President if it concerns the President, by (one of) the Executive Director(s), if it concerns the Treasurer, and by the oldest Vice-President if it concerns the Senior Vice-President.

17.4. In the event of resignation or death of another member of the Board of Directors or of a holder of any of the offices mentioned under paragraph 17.2., the Board of Directors may fill the vacancy created from amongst the members of the Association for the remainder of term of office.

Article 18

18.1. The Board of Directors, being the general strategic management of the Association, sets the main direction for the activities and gives guidance on the daily management of the Association.

18.2. The Board of Directors shall meet at least annually on invitation by the President. The President may delegate this power to the Executive Director(s) or to the Secretary. Its decisions are taken by simple majority vote of the members present. The foregoing is, however, without prejudice to the qualifying majority required for the special purpose of articles 9.3. and 28. In the event of a tie, the President shall have the casting vote.

18.3. Unless they are already members of the Board of Directors, in which case they have the full voting powers attached to that office, the following may, on invitation by the President, attend and take part in the deliberations of the Board of Directors in a consultative capacity only: the Presidents of the Specialised Commissions and any other expert that the Board of Directors may see fit.

18.4. The Board of Directors may establish specialised committees and seminars and assign to them their objectives and fields of study.

18.5. Upon specific request of any member, the Executive director(s) or the Secretary shall forward to him/her a copy of the decisions of the latest or any other Board of Directors Meeting.

Article 19

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

19.2. The Board of Directors shall provide the Managing Board and all other holders of offices of the Association with appropriate directives.

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

19.4. In the administrative domain, the Board of Directors shall keep a firm hand on the accounts and the budget. It shall check and establish the budget for each financial year on the basis of the relevant documents, submitted to it by the Managing Board. An Audit Committee, appointed by the Board of Directors, and consisting of two members of the Association, shall examine annually the accounts and through the Managing Board shall report its findings to the Board of Directors.

19.5. On the proposal of the Managing Board, the Board of Directors approves the organisation and the agenda of the General Assemblies. The Board of Directors approves the candidates for the statutory elections of the General Assemblies and prepares the reports to be submitted to the General Assembly.

CHAPTER IV Governing bodies of the Association SECTION 3 - The Managing Board

Article 20

20.1. The **Managing Board** shall consist of the President, the Vice-Presidents, the Executive director(s), the Secretary and the Treasurer.

20.2. The function of Executive director(s) is created on the decision of the Managing Board. The Executive director(s)'s role is to assist the President and the members of the board in all duties. Their mission is to propose, monitor and implement the policy of the Association, as well as all its actions and activities. Some tasks of the Treasurer also can be entrusted to the Executive director(s), upon express delegation of the Managing Board. Their functions and the nature and amount of remuneration are subject to a contract signed by the President after approval by the Managing Board.

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

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

20.5. Notwithstanding Article 9.3, only the Board of Directors may dismiss one or more members of the Managing Board.

Article 21

21.1. The Managing Board shall have all powers needed for the management and the administration of the Association. It shall implement the decisions of the Board of Directors. It shall be responsible for the management of the Association, for the conduct of routine business and for relations with the organisations the Association collaborates with. It shall prepare the accounts and the budget estimates, as well as other reports to be established or to be decided on by the Board

of Directors. It shall initiate activities aimed at the achievement of the objectives of the Association.

21.2. The Managing Board may delegate the daily management of the Association to the President. The President is authorised to delegate the executive matters of the management he considers appropriate to the Executive director(s) and/or the Secretary or any other member of the Managing Board. The Managing Board, within the limits of its competence, may also assign special tasks to any agent of its choice.

Article 22

22.1. Expenditures shall be initiated by order of the President and executed by the Treasurer. The President may delegate this authority to the Executive director(s) and the Treasurer of the Association.

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

22.3. Before the beginning of the financial year of the Association the Treasurer shall present the budgetary estimates for that year to the Managing Board, who, as soon as possible, shall submit them with its recommendations to the Board of Directors for approval.

22.4. All acts binding the Association shall be signed by the President, who may delegate this authority to the Executive director(s) or the Treasurer.

Article 23

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

Article 24

The Managing Board may temporarily assign **representatives of the Association** to other international organisations, such decision being subject to subsequent approval by the Board of Directors.

CHAPTER V General provisions

Article 25

Office holders of the Association, with the exception of the Executive director(s), may not as such receive on the account of the Association any remuneration for their services. Certain personal expenses, incurred in the exercise of their functions and in the interest of the Association, may be reimbursed, regard being had to the directives thereupon of the Board of Directors. The foregoing also applies to other members of the Association while representing the said Association.

Article 26

Minutes shall be kept of the meetings of the General Assembly, the Board of Directors and the Managing Board. The minutes shall be signed by the President or the Executive Director(s) or the Secretary. The financial report shall be signed by the Treasurer and countersigned by the Executive director(s). The said minutes shall be preserved in the archives of the Association and be submitted for approval at the next meeting of the body concerned.

Article 27

In legal matters not foreseen in these statutes the French Law of 1st of July 1901 will apply.

CHAPTER VI
Modification of the Statutes - Dissolution and liquidation of the Association

Article 28

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

28.2. The Managing Board is to notify the members of the Association at least three months in advance of the date of the General Assembly which is to be asked to vote on this proposal. However such a decision shall not affect the validity of the deliberations.

28.3. The General Assembly cannot validly deliberate or vote upon such a proposition unless at least 20 members are present. In case the quorum is not constituted, a new General Assembly shall be convened under the same conditions as set out above, which will rule definitively and validly on the proposal in question, whatever the numbers of members present.

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

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