

INTERNATIONAL LAW ASSOCIATION

CONSTITUTION OF THE ASSOCIATION

(adopted at the 77th Conference, 2016)

1 Definitions

In this Constitution the following words and expressions shall have the following meanings:-

“Branch”	a branch of the Association established in accordance with Article 8 below;
“Conference”	a conference held in accordance with Article 10 below;
“the Executive Council”	the executive council of the Association described in Article 6 below;
“the Full Council”	the full council of the Association described in Article 7 below;
“A Council”	either the Executive Council or the full Council as defined herein;
“Headquarters Member”	those members elected by the Executive Council in accordance with Article 4.1.4 below.

2 Name

The name of the Association is "The International Law Association" ("the Association"). Its seat is in London.

3 Objects and Powers

3.1 The objectives of the Association are the study, clarification and development of international law, both public and private, and the furtherance of international understanding and respect for international law.

3.2 In furtherance of such objects but not otherwise the Association may:-

3.2.1 employ any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their surviving spouses and other dependants;

3.2.2 bring together in conference individuals as well as representatives of voluntary organisations, Government departments, statutory authorities and international organisations;

- 3.2.3 promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results of such research, surveys and investigations;
- 3.2.4 arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 3.2.5 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- 3.2.6 undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association;
- 3.2.7 procure to be written and print, publish, issue and circulate, including through its website or otherwise online, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other printed or electronic media as shall further such objects;
- 3.2.8 purchase, take on lease or licence or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Association;
- 3.2.9 make regulations for any property which may be so acquired;
- 3.2.10 sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association;
- 3.2.11 accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;
- 3.2.12 procure contributions to the Association by personal or written appeals, public meetings or otherwise;
- 3.2.13 invest the money of the Association not immediately required for such objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- 3.2.14 enter into contracts;

3.2.15 do all such other lawful things as are necessary or desirable for the attainment of such objects.

4 **Members**

4.1 The members of the Association shall be:-

4.1.1 honorary members elected by a Council;

4.1.2 individuals elected by a Branch;

4.1.3 organisations, whether corporate or unincorporated, elected by a Branch or the Executive Council; and

4.1.4 persons or organisations whether corporate or unincorporated elected by the Executive Council (to be known as "Headquarters Members").

4.1.5 a Branch, if it is a corporate body, but only on the basis stated in paragraphs 4.5, 8.7 and 10.2 below.

4.2 Each member organisation, elected as aforesaid, may appoint two individuals (the "Appointed Representatives") being members of that organisation to represent it.

4.3 Each member organisation may appoint a deputy to replace either of its Appointed Representatives if either of the Appointed Representatives is unable to attend any particular meeting of the Association.

4.4 Individual members who are engaged in full time study at a school, university, college or other education establishment may be designated student members while they continue their studies.

4.5 Members of the Association have the right to attend conferences and to vote on the affairs of the Association in accordance with and to the extent stated in paragraphs 8.7 and 10.2 only, and not otherwise.

5 **Officers and Assistants**

5.1 At each Conference, the Association shall elect a president ("the President"), who shall hold office until the commencement of the next Conference, and shall, on vacating office become *ex officio* a vice-president of the Association ("the Vice-President" and if more than one "the Vice-Presidents").

- 5.2 The Executive Council shall elect the following additional Officers and such other Officers and Assistants as the Executive Council shall from time to time decide (together "the Officers") provided, subject to Article 5(3), that 3 months' notice of the proposal to make an election at a meeting of the Executive Council shall have been given in writing by the Secretary General to the presidents of branches and to members of the Executive Council. Nominations for such election may be made by branches and by members of the Executive Council not later than one month prior to such meeting of the Executive Council and shall be circulated by the Secretary General to the presidents of branches and members of the Executive Council as soon as reasonably possible:
- 5.2.1 An executive chair of the International Law Association ("the Chair");
- 5.2.2 such number (not exceeding 4) of vice-chairs of the International Law Association as the Executive Council may from time to time elect ("the Vice-Chairs");
- 5.2.3 a treasurer ("the Treasurer");
- 5.2.4 a director of studies ("the Director of Studies"); and
- 5.2.5 a secretary-general ("the Secretary-General").
- 5.3 The Officers shall hold office for a term of four years subject to the right of the Executive Council to terminate that period of office at any time by a two-thirds majority of those present and entitled to vote at a meeting of the Executive Council. Upon the expiration of a term of office any Officer shall be eligible for re-election provided that no person shall be elected to serve more than a maximum of three full four-year terms in that office. All Officers shall serve until their successors have taken office. In the event of a vacancy occurring before the termination of an existing Officer's mandate, the Executive Council may fill that vacancy until the end of the period of the previous holder's mandate without complying with the requirements of Article 5.2.
- 5.4 At least three of the Officers, designated by the Chair after consultation with all the Officers, shall constitute the Trustees of the Association for the purposes of the law regulating charities in the United Kingdom.

6 **The Executive Council**

- 6.1 The powers of the Association shall be vested in the Executive Council in the intervals between Conferences.
- 6.2 The members of the Executive Council shall be:-
- 6.2.1 the President, Vice-Presidents and Patrons;
- 6.2.2 the Officers;
- 6.2.3 the ex-Chairs and ex-Vice-Chairs of the Executive Council;
- 6.2.4 one to three Branch members elected by each Branch in accordance with the following formula: one member for a fully paid Branch membership of fewer than 100, two members for a fully paid Branch membership between 101 and 250, and three members for a fully paid Branch membership above 250; and
- 6.2.5 individuals co-opted by the Executive Council.
- 6.3 Members appointed in accordance with Articles 6.2.4 and 6.2.5 above shall be Members for a period not exceeding four years and shall be eligible for re-election or co-option again.
- 6.4 The Chair shall preside at any meeting of the Executive Council. In the absence of the Chair the Vice-Chair with the longest period in office shall preside.
- 6.5 If a Member appointed in accordance with Article 6.2.4 cannot attend a meeting of the Executive Council, then the president of the electing Branch may appoint a substitute to attend that meeting only.
- 6.6 A vacancy in the Executive Council may be filled by election by the electing Branch, if the former member was appointed in accordance with Article 6.2.4, or by co-option, if the former member was appointed in accordance with Article 6.2.5. For the purposes of this Article 6.6 a vacancy shall occur by reason of resignation, death or election of that member as an Officer or President.
- 6.7 Eight members of the Executive Council shall constitute a quorum.
- 6.8 The Executive Council may appoint a Finance and Policy Committee and other special or standing committees, and it shall determine their terms of reference, powers, duration and composition.

- 6.9 The Executive Council shall have regard to any general direction of the Full Council.
- 6.10 The Executive Council shall, subject to the provisions of this Constitution, have power to settle, adopt and issue standing orders and/or rules for the Association, including standing orders or rules for the conduct of Conferences.
- 6.11 The Executive Council shall have power to delegate to such person or persons being members of the Association, such powers as it may resolve from time to time and for such period and on such conditions as it may resolve, in furtherance of the objectives of the Association and the conduct of its business.
- 6.12 The Executive Council shall have the power to consult and decide, in the interval between meetings, by electronic means, as follows:
- 6.12.1 Consultation: The Chair and the Secretary-General may, at the request of any Officer, propose a decision in draft form, including decisions for the approval of constitutions of new Branches in accordance with paragraph 8.5. The proposal shall include all relevant documents, request responses from members of the Executive Council, and set a reasonable deadline which shall not be less than one full week for such responses.
- 6.12.2 Decisions: After consultation in accordance with paragraph 6.12.1, the Chair and the Secretary-General may solicit a decision by consensus, setting a further deadline of no less than one full week for agreement on a decision in final form. If no objection is received by the deadline from any member of the Executive Council, that decision shall be taken as passed. If any objection is received by the deadline, the matter shall either be subject to further consultation, or shall be put before the Executive Council at a meeting.
- 6.12.3 Decisions reached by consensus shall be included in the Minutes of the next Executive Council Meeting.
- 7 **The Full Council**
- 7.1 The members of the Full Council shall be:
- 7.1.1 the members of the Executive Council; and

7.1.2 the presidents and secretaries of all Branches.

7.2 The Full Council shall meet at least once during each Conference.

7.3 Twenty members of the Full Council shall constitute a quorum.

8 **Branches**

8.1 Regional Branches consisting of at least ten members of the Association may be formed with the consent of the Executive Council.

8.2 The Executive Council may dissolve any Branch, or in the case of a Branch which is a corporate body may terminate its membership of the Association, where the membership of the Branch has become less than ten or if contributions are more than three years in arrears. Any Branch which has been dissolved or whose membership has terminated in this or any other way shall cease to operate or hold itself out as a Branch of or associated with the Association, and shall if necessary change its name to make clear that it is no longer a Branch of or associated with the Association.

8.3 Branches are regional. They may be composed of countries within a geographical area, a single country or a geographical area within a country. The members of a Branch may be nationals of the country or countries in their respective region, whether residing or not in such country or countries, and other persons ordinarily resident there and any organisation member which has sufficient interests or presence there.

8.4 A Branch may expel any of its members from the Branch in accordance with the procedure set out in its constitution and such member shall cease to be a member of the Association without prejudice to the position of Headquarters Members. Any expulsion by a Branch shall be reported to the Executive Council as soon as possible.

8.5 The constitutions of the Branches and any amendments thereto must be approved by the Executive Council.

8.6 Each Branch shall appoint a president and secretary and such other officers as are authorised by the constitution of the Branch.

8.7 Individual Members of Branches may attend Conferences and speak and vote there as individuals, each having one vote. The Association does not recognise

delegates or delegations as such. A Branch which is a corporate body has as such no right to attend or vote at a conference.

- 8.8 Branches are not authorised to enter into contracts on behalf of the Association and the Association shall not be bound by any contract entered into by a Branch. The Association shall not be liable for the contracts, debts, torts, civil wrongs or any other acts or omissions of a Branch whether in connection with a Conference organised by a Branch or otherwise.

9 **Patrons**

The Executive Council may appoint persons who have rendered distinguished service to the Association as Patrons who shall be ex-officio members of the Executive Council.

10 **Conferences**

- 10.1 Conferences of the Association shall be held at such times and places, and on such bases as shall be decided by the Executive Council in consultation with the Branch organising the Conference. Conference agendas shall be examined and settled in consultation between the Branch organising the Conference and the Executive Council prior to the Conference.

In addition to individual Members of Branches (paragraph 8.7 above), individual Headquarters Members, Honorary Members and Appointed Representatives (or deputies of Appointed Representatives) of member organisations may attend, speak and vote at Conferences, each having one vote.

- 10.2 There shall be paid to the Branch of the Association organising the Conference, by every individual Member and every Appointed Representative or his or her deputy attending that Conference as well as by any non-Member who may be permitted to attend and for each person accompanying such Member, Appointed Representative, deputy or non-Member, such fee as shall be determined by the Branch organising the Conference in consultation with the Executive Council ("the Conference Fee").

- 10.3 A report of each Conference shall be published as soon as possible after the Conference in accordance with guidelines laid down from time to time by the Executive Council.

11 **Contributions**

11.1 Each Branch member shall pay a subscription to the Branch of such amount as the Branch shall from time to time determine.

11.2 Each Branch shall pay to the Treasurer an annual subscription of such amount and at such time as the Executive Council shall determine in respect of each Branch member.

11.3 The Executive Council may set reduced subscription fees for new Branches or for Branches situated in the less developed countries, and may waive or reduce the fees payable to the Treasurer in respect of student members, on such conditions as it decides.

11.4 Headquarters Members shall pay such annual subscription as the Executive Council shall determine.

11.5 Only Members who have paid their Conference Fees shall be entitled to attend a Conference as Members. Members who are in arrears with their subscriptions may not vote on any resolutions put before that Conference.

12 **Official Languages**

The official languages of the Association shall be English and French. Each Member may write or speak at any Conference or Meeting of the Association or any of its Committees in either of the official languages.

13 **Expenditure**

No expenditure shall be made, and no liability incurred, in excess of the available funds of the Association.

14 **Amendment of the Constitution**

The Constitution of the Association may be amended at any Conference by a vote of two-thirds of the members present, three months' previous notice having been given in writing to the Executive Council of the motion to amend the terms, provided that no alteration shall be made which would have the effect of causing the Association to cease to have the status of a charity at law.