

STATUTES OF THE UNION INTERNATIONALE DES AVOCATS (International Association of Lawyers)

ARTICLE 1 – Name

There is incorporated by the subscribers to these Statutes a not-for-profit association governed by the Law of 1 July 1901 and the Decree of 16 August 1901 having as its corporate name:

UNION INTERNATIONALE DES AVOCATS
or UIA
(hereinafter “the UIA”).

ARTICLE 2 – Universality

The UIA affirms its universal character in bringing together bars, lawyers throughout the world and their professional associations, while respecting the diversity of legal systems and cultures as well as respecting and defending human rights. It will take all measures necessary to advance within the UIA respect for gender equality, a principle to which the UIA is committed.

ARTICLE 3 – Mission and Objects

3.1 Mission

UIA, as a global and multi-cultural organization, facilitates professional development and international exchange of information and ideas, promotes the rule of law, defends the independence and freedom of lawyers worldwide, and emphasizes friendship, collegiality and networking among members.

3.2 Objectives

UIA's objectives, free from all political and religious considerations, are:

- i. To provide benefits for members including cross-border information and idea exchange, legal training, and development of productive personal and professional relationships.
- ii. To advance on a global basis the fundamental principles of the legal profession including the peaceful resolution of disputes.

- iii. To promote the rule of law.
 - iv. To defend lawyers' independence and freedom to practice their profession.
- 3.3 In furtherance of those objects, the UIA may use all appropriate means, in particular by organising events (notably scientific and training events); intervening with national and international organisations; concluding partnership agreements; editing and distributing publications; borrowing funds and creating subsidiaries.

ARTICLE 4 – Registered Office

- 4.1 The registered office of the UIA is situated in Paris.
- 4.2 The registered office may be transferred by decision of the General Assembly.
- 4.3 The registered office may be transferred to another place in the same city by decision of the Executive Committee, ratified subsequently by the General Assembly.

ARTICLE 5 – Membership

- 5.1 The UIA [has/comprises]:
- a) individual members;
 - b) collective members;
 - c) associate individual members;
 - d) associate collective members; and
 - e) honorary members.

ARTICLE 6 – Members

6.1 *Individual members*

Lawyers who practise their profession in compliance with their national laws and in accordance with the principles set out in Articles 2 and 3 above may become individual members of the UIA.

6.2 *Collective members*

The following may become collective members of the UIA, provided their officers are freely elected and they support the principles expressed in Article 3 of these Statutes:

- national organisations (bars, law societies or others) to which lawyers are required to belong, as well as those to which lawyers must not necessarily belong but which are broadly representative;

- national organisations composed of individual bars and professional associations.

6.3 ***Associate individual members***

The following legal professionals may become associate individual members of the UIA, provided that their activities are not incompatible with the principles governing the legal profession:

- teachers of law;
- judges;
- legal professionals who are principally engaged in the practice of law and who hold suitable legal qualifications;
- law students.

6.4 ***Collective associate members***

The following may become associate collective members of the UIA:

- international legal associations which are broadly representative;
- national and international associations of legal professionals, also as defined above.

6.5 ***Honorary members***

The General Assembly may, on the recommendation of the Executive Committee, confer honorary membership on any persons (individual or judicial), by reason of the interest which they have shown in the UIA and their particular contribution to its growth and influence.

ARTICLE 7 - Acquisition and loss of membership

- 7.1 Membership is granted by the Executive Committee following acceptance of a formal application.
- 7.2 Membership may be lost by resignation, death or expulsion.
- 7.3 Any member who has not paid the whole of his membership fee by the end of the fiscal year is deemed to have resigned.
- 7.4 Any expulsion must be decided by the Executive Committee, and be for good cause, where a member has not complied with his obligations under the Statutes or has acted in breach of the UIA's objects. The member must first have been asked to provide, orally or in writing, an explanation.
- 7.5 A refusal to admit to, or a decision to expel from, membership is subject to a right of appeal to the Governing Board.

- 7.6 The procedures for notifying decisions to refuse membership or of expulsion, and for appeals from such decisions, are set out in the Internal Regulations of the UIA.
- 7.7 Members who have resigned or been expelled have no right to share in the assets. The UIA shall be under no obligation to refund any subscriptions already paid.

ARTICLE 8 – Resources

The resources of the UIA come from:

- subscriptions paid by the members;
- sponsorship;
- public or private grants or subsidies;
- all other sources permitted by law.

ARTICLE 9 - UIA Bodies

The bodies of the UIA are:

- the General Assembly;
- the Governing Board;
- the Executive Committee.

ARTICLE 10 - General Assembly

- 10.1 The General Assembly is the sovereign body of the UIA. The President of the UIA or, failing him, the Immediate Past President or the President-Elect chairs its meetings.
- 10.2 The General Assembly is composed of all the members of the UIA and meets validly regardless of the number of members present in person or by proxy.
- 10.3 The General Assembly meets once a year in regular sessions, and can also meet in extraordinary sessions wherever necessary, as determined by the Executive Committee.
- 10.4 Notice of any meeting, signed by the President and setting out the agenda decided by the Executive Committee, shall be sent to members of the UIA by ordinary post or electronic mail at least 30 days before the date of the meeting.
- 10.5 Only individual members and collective members who have paid their subscriptions three months before the date of a meeting of the General Assembly may vote at that meeting. Associate individual members, associate collective members and honorary members do not have a right to vote.

- 10.6 Each individual member who has paid his subscription three months before the date of the meeting of the General Assembly has one vote.
- 10.7 The total number of votes held by collective members of the UIA who have paid their subscriptions three months in advance of the date of the meeting of the General Assembly shall equal the number of votes held by the individual members who have paid their subscriptions three months before the date of the meeting, according to the following formula:
- half of the votes granted to the collective members will be divided equally among all collective members with the right to vote; and
 - the other half of the votes granted to the collective members will be divided amongst them in proportion to the amount of membership subscriptions they have paid to the UIA.

ARTICLE 11: Powers of the General Assembly

- 11.1 The General Assembly:
- approves the annual accounts of the UIA;
 - supervises the activities of the other bodies of the UIA;
 - elects, on the recommendation of the Governing Board, the Vice-President of the UIA;
 - elects, on the recommendation of the Executive Committee, the other members of that Committee;
 - appoints the honorary presidents and honorary members;
 - appoints the statutory auditor [“Commissaire aux comptes”];
 - adopts charters and ratifies resolutions which are submitted to it by the Governing Board;
 - decides on any changes to the Statutes;
 - if applicable, approves the dissolution of the UIA and the appointment of liquidators.
- 11.2 In general, the General Assembly decides all matters which are not within the competence of any other body of the UIA.

ARTICLE 12 - Proceedings of the General Assembly

- 12.1 The General Assembly can discuss and decide only those matters mentioned in the agenda sent with the notice of meeting.
- 12.2 Decisions are taken by a simple majority of the votes cast. In the case of a tie, the vote of the President will prevail.
- 12.3 However, decisions relating to amendments of the Statutes or the dissolution of the UIA require a two-thirds majority of the votes cast.
- 12.4 Voting shall be by show of hands unless one-third of the voting members present in person or by proxy demand a secret ballot. The President also can decide to conduct a secret ballot.
- 12.5 Proxy voting is permitted. Each proxy holder must be a member of the UIA and have the right to vote at the General Assembly. No member can hold more than three proxies.
- 12.6 Where necessary, the President of the UIA can decide to suspend a meeting of the General Assembly and to adjourn it for a maximum period of eight (8) days, without need for a new notice.
- 12.7 The proceedings of the General Assembly are to be recorded in minutes to be signed by the President and the Secretary of the meeting. Any extracts made from such minutes must be certified by two members of the Executive Committee.

ARTICLE 13 - Governing Board

- 13.1 The Governing Board must meet at least twice a year, on notice from the President of the UIA.
- 13.2 The President of the UIA or, failing him, the Immediate Past President or the President-Elect, chairs meetings of the Governing Board.
- 13.3 The Governing Board shall also meet if requested to do so by ten of its members having the right to vote, who must specify the reasons for and purpose of their request. This request must be submitted to the registered office of the UIA, for the attention of the President, who shall convene a meeting of the Governing Board within three months.
- 13.4 Notices of meetings of the Governing Board containing the agenda are to be sent to members by post or electronic mail at least 30 days before the date of the meeting.

ARTICLE 14 - Composition of the Governing Board

14.1 The Governing Board is comprised of:

- a) the members of the Executive Committee;
- b) the Presidents of Commissions and Working Groups;
- c) the Presidents of National Committees and National Representatives;
- d) the Honorary Presidents;
- e) the Counsellors to the President;
- f) the Congress Presidents who have already been appointed and the Presidents of the last two Congresses;
- g) the Regional Secretaries;
- h) the Presidents of the Sub-committees of the Executive Committee;
- i) the Deputies of members of the Executive Committee;
- j) three representatives from the International Bar Senate;
- k) the representatives of the UIA to international organisations; and
- l) the representatives sent by those organisations with which the UIA has entered into a long-term cooperation agreement.

14.2 Those who have the right to vote at [meetings of] the Governing Board [are]:-

- the persons mentioned at letters a), d), e), f), h), i), j) and k);
- the Presidents of Commissions and Working Groups, the Presidents of National Committees and National Representatives, as well as the Regional Secretaries, subject to the conditions set forth in the Internal Regulations.

ARTICLE 15 – Powers of the Governing Board

15.1 The Governing Board considers all matters which are submitted to it by the Executive Committee and are not specifically reserved to the General Assembly.

15.2 It has in particular the mission of defining the strategy of the UIA and its plans for development.

15.3 Moreover, the Governing Board:

- Ensure gender equality in the bodies of the association and report annually to the General Assembly on this issue;

- receives activity reports from the Presidents of Commissions and Working Groups, Presidents of National Committees, National Representatives and Regional Secretaries;
- adopts the budget of the UIA;
- provides an indicative vote for the General Assembly on the candidates who have been submitted to it by the Executive Committee for election of the Vice-President of the UIA;
- adopts the Internal Regulations of the UIA;
- adopts resolutions which are submitted to it by the Executive Committee;
- determines the official languages and working languages of the UIA;
- decides any appeal against decisions to refuse membership or expel members taken by the Executive Committee.

ARTICLE 16 – Proceedings of the Governing Board

- 16.1 The quorum for meetings of the Governing Board is the presence, in person or by proxy, of one-half of the members having the right to vote as set out in Article 14 above.
- 16.2 The Governing Board can discuss and decide only those matters mentioned in the agenda sent with the notice of the meeting.
- 16.3 Decisions are taken by a simple majority of the votes cast. In the case of a tie, the vote of the President will prevail.
- 16.4 Voting shall be by show of hands, unless one-third of the voting members present in person or by proxy demand a secret ballot. The President also can decide to conduct a secret ballot.
- 16.5 The indicative vote for the election at the General Assembly of the Vice-President of the UIA shall be conducted by secret ballot.
- 16.6 Each member of the Governing Board has only one vote, even if he or she is a member of the Governing Board in more than one capacity.
- 16.7 Proxy voting is allowed. Only members of the Governing Board with the right to vote in accordance with Article 14 above can hold a proxy. No member may hold more than three proxies.
- 16.8 The proceedings of the Governing Board are to be recorded in minutes signed by the President and secretary of the meeting. Any extracts made from such minutes must be certified by two members of the Executive Committee.

ARTICLE 17 - Governing Board Office

- 17.1 The Office of the Governing Board is comprised of:
- the Immediate Past President, the President-Elect and the Vice-President of the UIA;
 - a representative of the Honorary Presidents;
 - a representative of the Presidents of Commissions and Working Groups;
 - a representative of the National Representatives and Regional Secretaries;
 - a representative of the International Bar Senate;
 - a Deputy Secretary-General of the UIA who has been given responsibility for the work of the Office and convening its members.
- 17.2 Without prejudice to the provisions of Article 15, the Office of the Governing Board is to prepare the work programme of the Governing Board and, after that has been approved by the Executive Committee, ensure its fulfilment.

ARTICLE 18 - Executive Committee

- 18.1 The Executive Committee shall meet at least 4 times a year on notice from the President of the UIA or at the request of one-quarter of its members.
- 18.2 The President of the UIA or, failing him, the Immediate Past President or the President-Elect, chairs its meetings.
- 18.3 Notices containing the agenda are to be sent to members of the Executive Committee by post or electronic mail at least 30 days before the date of the meeting.
- 18.4 When necessary, the members of the Executive Committee can be asked to sign a written resolution (whether by post or electronic mail). The draft resolution must be sent at the same time to all members of the Executive Committee with a statement of the date by which they must respond. If the proposal receives the written approval of the majority of the members of the Executive Committee. This shall have the same effect as a decision taken at a meeting.

ARTICLE 19 - Composition of the Executive Committee

- 19.1 The Executive Committee is comprised of at least sixteen (16) members, including:
- the President of the UIA;
 - the Immediate Past President;
 - the President-Elect;
 - the Vice-President;
 - the President of the Congress taking place that year;
 - the Secretary-General;
 - the Financial Director.

- 19.2 19.2 The exact functions of its other members shall be determined by the Executive Committee upon the proposal of the President, who shall endeavour his/her best efforts to achieve gender equality in the composition of this body.
- 19.3 In order to ensure the universal character of the UIA, it is desirable that the President, the Immediate Past President and the President-Elect come from different countries.
- 19.4 The Executive Committee may name deputies for certain of its members. These deputies can be invited by the President to participate in meetings of the Executive Committee.
- 19.5 The Executive Committee may also add, on a temporary basis, any person who it believes would be useful in carrying out its work.

ARTICLE 20 – Powers of the Executive Committee

20.1 The Executive Committee:

- carries out the decisions of the General Assembly and Governing Board;
- ensures the effective day-to-day functioning of the UIA;
- presents the annual accounts and proposes a budget;
- determines the amount of the different categories of membership fees and their manner of implementation;
- adopts such regulations as are useful for the efficient operation of the UIA and submits them for approval by the Governing Board;
- appoints deputies for its members;
- may appoint persons to be in charge of specific projects and specify the duration of such projects;
- on proposal by the President, appoints each year the Counsellors to the President and assigns them specific duties;
- chooses the cities in which the UIA's Congresses will be held, appoints the Presidents of those congresses and ensures that the Congress Organisational Regulations are correctly followed;
- draws up the list of Commissions and Working Groups and appoints their Presidents;
- may create sub-committees on an ad hoc basis to deal with specific problems or questions, and appoints their Presidents;
- appoints National Representatives and Regional Secretaries of the UIA; and
- approves the formation of National Committees of the UIA, and their internal regulations.

- 20.2 Generally, the Executive Committee may take such actions and enter into such agreements as are useful for the effective operation of the UIA.

ARTICLE 21 - Proceedings at Executive Committee meetings

- 21.1 The quorum for a valid meeting of the Executive Committee is half its members, provided that where a deputy is present in place of a member, the deputy is counted in the calculation of the quorum.
- 21.2 The Executive Committee may not discuss or decide points which are not contained in the agenda sent with the notice of meeting. However, if a significant issue arises between the date of the notice and the date of the meeting, the Executive Committee can rule on that issue after having taken a formal decision to amend the agenda accordingly.
- 21.3 Decisions are taken by a simple majority of members present. In the case of a tie, the vote of the President will prevail.
- 21.4 The Deputies of members of the Executive Committee shall not vote, except where they are acting in place of the member of the Committee for whom they are the deputy.
- 21.5 Decisions will be taken by a show of hands. The President may nonetheless decide to call a secret ballot on a particular point of the agenda.
- 21.6 The discussions of the Executive Committee shall be recorded in minutes signed by the President and the secretary of the meeting. Any extracts made from such minutes must be certified by two members of the Executive Committee.

ARTICLE 22 - Office of the Executive Committee

- 22.1 The Executive Committee may delegate day-to-day management of the UIA to an office ("the Office of the ExCo") comprising the President, the Immediate Past President, the President-Elect, the Vice-President, the Financial Director and the Secretary-General.
- 22.2 The Office of the ExCo also has the function of preparing for the meetings of the Executive Committee and implementing the decisions taken by the Executive Committee.
- 22.3 The Office of the ExCo shall meet as many times as is necessary, at the request of the President, with minimum notice of 15 days or without notice by conference call or video conference.
- 22.4 Where necessary, the President may consult the Office of the ExCo, and the Office of the ExCo may consult the Executive Committee, by way of written circular.

ARTICLE 23 – President

- 23.1 The President manages the UIA and represents it vis-à-vis third parties and before courts of law.
- 23.2 In case of unavailability, the mandate of the President shall be exercised by the Immediate Past President or, failing that, by the President-Elect.
- 23.3 The procedure for election of the Vice-President of the UIA (expected to succeed to the President) is set out in the Internal Regulations.

ARTICLE 24 – Terms of Office

- 24.1 The terms of office of the President, President-Elect, Immediate Past President and Vice-President run over one year.
- 24.2 They each take office at the time of the closing ceremony of the annual Congress following the General Assembly at which they were elected. Their terms of office end at the closing ceremony of the next Congress after that at which they took office.
- 24.3 The terms of office of the Counsellors to the President end when the term of office of the President who has nominated them ends.
- 24.4 The term of office of a Congress President runs from the date of appointment by the Executive Committee to the closing ceremony of the Congress over which he presides.
- 24.5 All other terms of office run for an initial period of two years, and are renewable a maximum of three times, for one year at a time.
- 24.6 A term of office cannot be renewed on expiry of the initial period of two years unless, during that initial period, the individual has performed his responsibilities in conformity with the Internal Regulations of the UIA.
- 24.7 Where a vacancy arises in the Executive Committee by reason of the death, incapacity or resignation of a member, the Committee may appoint an interim substitute until the next General Assembly.
- 24.8 No one can hold an office on behalf of the UIA without being a member (individual or associate individual member).
- 24.9 The Executive Committee ensures that cumulative offices are avoided. In no event may one member simultaneously hold more than two offices.
- 24.10 Appointments may be revoked by the body which made the nomination/election if the office holder has not carried out his assigned responsibilities.
- 24.11 The procedure for revocation is set forth in the Internal Regulations of the UIA.

ARTICLE 25 - International Bar Senate

- 25.1 The President of the UIA shall call, at least once a year, to a meeting of the International Bar Senate:-
- the leaders of the collective members and associate collective members of the UIA or their representatives;
 - the leaders of bars and other professional organisations, national or international, which are not members of the UIA, or their representatives;
 - other prominent persons.
- 25.2 The mission of the Senate is to consider all subjects relating to the legal profession throughout the world.
- 25.3 The mechanics for organising the Senate are set out in the Internal Regulations of the UIA.

ARTICLE 26 – Finances

- 26.1 The financial year of the UIA begins on 1 January and terminates on 31 December each year.
- 26.2 The accounts, before being submitted to the General Assembly, must be audited by a statutory auditor appointed for six years by the General Assembly. His term of office is renewable.

ARTICLE 27 - Dissolution and Liquidation

- 27.1 In case of dissolution of the UIA decided by two-thirds or more of the votes cast at a meeting of the General Assembly, one or more liquidators may be appointed in the General Assembly, and the assets, if any, are to be treated in accordance with Article 9 of the law of 1 July 1901 and the decree of 16 August 1901.
- 27.2 Absent the appointment of one or more named liquidators, the liquidation is to be carried out by the Office of the ExCo which is in place at the time the dissolution resolution is adopted.
- 27.3 The net assets after liquidation must be paid over to a non-profit institution with objects similar to the UIA, which is to be chosen by the General Assembly at the time the resolution to dissolve is adopted.

ARTICLE 28 - Final Provisions

Any matter is not expressly dealt with in these Statutes or in the Internal Regulations of the UIA shall be governed by the law of 1 July 1901 and the decree of 16 August 1901.
