

INTERNATIONAL INSTITUTE OF SPACE LAW

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STATUTES

ARTICLE I - Name and Registered Office

The name of the Association shall be the International Institute of Space Law (IISL), hereinafter referred to as the Institute. It has its registered office in Leiden, The Netherlands, and may have its place of business elsewhere.

ARTICLE II - Purposes and Objectives

The purposes and objectives of the Institute shall include:

- a) The promotion of further development of space law and expansion of the rule of law in the exploration and use of outer space for peaceful purposes;
- b) The fostering of development of professional standards and professional ethics in the field of space law;
- c) The holding of meetings, colloquia and competitions on juridical and social science aspects of space activities, thereby providing fora for individuals from different legal systems and regions of the world to engage in the free expression and exchange of ideas relevant to space law and space policy;
- d) The preparation or commissioning of studies and reports;
- e) The publication of books, proceedings, reports and position papers;
- f) The granting and presentation of awards and certificates;
- g) The cooperation with appropriate international organizations and national institutions in the field of space law; and
- h) The conduct of such other activities as may be considered desirable in fostering the development of space law and studies of legal and social science aspects of the exploration and use of outer space for peaceful purposes.

ARTICLE III - Membership

1. The Institute has the following Members:

a) Individual Members

Individuals distinguished by their contributions to or of proven interest in the field of space law or other social science aspects related to space activities may be nominated for Individual Membership to the Institute by a Director or by three Individual Members in good standing of the Institute..

b) Institutional Members

Corporate entities and other institutions actively engaged or otherwise interested in the field of space law or other social or scientific aspects related to space activities, may be nominated for Institutional Membership of the Institute by a Director or by three individual Members in good standing of the Institute.

c) Prospective Members

Young professionals and other individuals who have demonstrated an interest in space law may be nominated for Prospective Membership of the Institute by a Director or by three individual Members in good standing of the Institute.

The By-Laws shall determine the procedure for transition from Prospective Membership to Individual Membership.

2. Admission of Members

The decision to admit a Member shall be made by the Board of Directors upon the recommendation of the Membership Committee.

3. Payment of Annual Dues

All Members of the Institute shall pay annual Membership dues, as set out in the By-Laws.

4. Amount of Annual Dues

The General Assembly, on a proposal by the Board of Directors, shall establish the amount of annual Membership dues.

5. Members in Good Standing

Members of the Institute are in good standing when they are less than or equal to two years in arrears of Membership dues. The Board may terminate the Membership of Members who

are in default of their Membership dues for more than two years, in accordance with Section 7 of this Article.

6. Waiver of Annual Dues

On cause shown and only in exceptional circumstances, the Treasurer, in consultation with the President, may reduce or waive the Membership dues for a particular Member.

7. Termination of Membership

I. Membership is terminated:

- a) Upon the death of a Member, or in the case of a legal person, when it ceases to exist;
- b) By notice of termination by the Member;
- c) By notice of termination by the Institute;
- d) By removal.

II. Notice of termination of Membership by the Member may be given only at the end of a financial year, in writing to the Executive Secretary, and with at least four weeks notice. If notice of termination is not given in a timely manner, the Membership continues until the end of the next financial year.

The Membership terminates with immediate effect:

- a) If it cannot reasonably be required of the Member to continue the Membership;
- b) Within four weeks after a decision to restrict the rights of the Members or to increase their obligations has become known or has been communicated to a Member (except when this concerns a change in the financial rights and obligations);
- c) Within four weeks after a decision to convert the Institute into another legal form or to merge it has been communicated to the Members.

III. Notice of termination of the Membership by the Board on behalf of the Institute is possible only at the end of the current financial year. The Board shall give written notice, with a notice period of at least four weeks. If notice of termination is not given in a timely manner, the Membership continues until the end of the following financial year.

The notice may, however, result in immediate termination of the Membership if it cannot be reasonably expected of the Institute to continue the Membership.

Termination of Membership by the Institute shall take place only if:

- a) A Member has ceased to fulfil the requirements for Membership as stated in these Statutes, or
- b) A Member does not fulfil his/her/its obligations vis à vis the Institute

c) It cannot be reasonably expected of the Institute to continue the Membership.

IV. Removal shall only take place if a Member acts in breach of the Statutes, Bylaws or decisions of the Institute or when the Member's actions or conduct prejudice the Institute unreasonably. Removal is carried out by the Board, which shall notify the Member as soon as possible of the decision and the reasons on which it is based. The decision of the Board shall be taken with a two-thirds majority of the votes cast. The Member shall have the right to appeal to the General Meeting through the Executive Secretary within four weeks after having received notice of the decision. During the period for appeal and pending the appeal, the Member shall be suspended. The decision of the General Assembly on removal shall be taken with a two-thirds majority of the votes cast.

V. If the Membership is terminated in the course of a financial year, the annual dues remain due in full, unless the Board decides otherwise.

ARTICLE IV - General Assembly

1. Annual and Other Meetings

Every year the Board of Directors shall convene at least one General Assembly meeting of the Institute, normally within six months after the end of the fiscal / financial year.

The President shall chair the General Assembly meetings.

Besides the abovementioned General Assembly meeting, General Assembly meetings may be convened by the Board of Directors whenever desirable. A General Assembly meeting may also be requested in writing by at least ten percent (10%) of the Members with the right to vote who are in good standing, and the Executive Secretary shall send notice of the requested meeting to all members within four weeks of receipt of the request.

There shall be neither less than four weeks nor more than six weeks notice of General Assembly meetings to all Members. The notice shall include the subjects to be discussed.

General Assembly meetings may be held as virtual meetings if the Board so decides, in which case adequate means of electronic communications shall be set up, so that Members may take part in the discussions and the decision-making in an informed and effective manner.

2. Attendance and Voting Rights

Each Member who/that has not been suspended has the right to attend the General Assembly meeting; Individual Members and Institutional Members may vote on all matters that are addressed. Prospective Members have the right to attend meetings of the General Assembly, but do not have the right to vote.

Each Individual Member and each Institutional Member has one vote.

Except where the Statutes or the By-Laws prescribe otherwise, the General Assembly shall adopt resolutions and take other decisions by a simple majority vote. If the votes on business matters are equally divided, the proposal shall be dismissed. If the votes on the election of persons are equally divided, the drawing of lots decides. If during an election between more than two persons none obtains an absolute majority, a revote shall be held between the two persons having obtained the largest number of votes, if necessary after an intermediate vote.

Each Member in good standing may have his or her vote cast by another Member in good standing who has been authorised thereto in writing or by other reliable communications systems and has notified the Executive Secretary, at least two weeks prior to the concerned meeting. A Member may act as authorised representative of no more than two Members.

3. Parliamentarian

The General Assembly shall elect a Parliamentarian for a period of three years, one year prior to the first General Assembly in which he or she is to serve as such. The Parliamentarian shall advise on rules and procedures when needed and shall perform tasks as specified in the By-Laws.

4. Annual Reports

At the General Assembly, (a) the President shall present the annual report of the Board on the activities of the Institute containing an outline of the events and accomplishments of the preceding year and setting out its plans as to future policy, activities and projects of the Institute, and (b) the Treasurer shall present the Institute's accounts for the past financial year, including a balance sheet and a statement of income and expenditure with explanatory notes and tentative estimates for the current financial year. The General Assembly shall approve the report of the Treasurer.

5. Committees of the General Assembly

In addition to the Audit Committee and the Election Committee, the General Assembly may by resolution create permanent or ad hoc committees, appoint Chairs of such committees, and invest in such committees such powers and responsibilities as the General Assembly may deem advisable. Chairs of such committees shall invite an appropriate number of Members in good standing to serve on their respective committees. If a committee Member does not regularly participate in the committee's work, the Chair may terminate the Member's committee Membership and invite a new Member as a replacement. In this event, the Chair shall report the change to the General Assembly. The Chair of each committee shall report to the General Assembly.

6. Audit Committee

The General Assembly shall elect an Audit Committee of at least three Members in good standing, one of whom shall be designated as the Chair, who shall not be Members of the Board of Directors. At least one of the Committee Members shall have relevant experience in financial matters. The Audit Committee has oversight responsibility for ascertaining that the

Institute's financial reports represent the true picture and are backed by adequate records and are consistent with the estimates/purposes presented to the General Assembly. The Audit Committee shall report its findings to the Board. The report shall be submitted to the General Assembly for approval. If in the opinion of the Committee such inspection or audit requires special accounting knowledge, it may arrange for the assistance of an expert at the reasonable expense of the Institute.

The Treasurer shall provide the Audit Committee with all the relevant information it desires, present to the Audit Committee evidence of the funds and assets, if it so requires, and make the books and documents of the Institute available for inspection. Based on Audit Committee's recommendations, the General Assembly may adopt and implement such steps, actions or additional procedures as deemed appropriate.

7. Rules of Procedure

Rules governing procedure for all meetings of the General Assembly shall be those as specified in the By-Laws.

ARTICLE V - Board of Directors

1. Composition

The Board of Directors shall be elected by the General Assembly and shall be composed of twenty-one members, five of whom shall serve as Officers, i.e. the President, two Vice-Presidents, Executive Secretary and Treasurer. The abovementioned Officers are charged with the day-to-day management of the Institute.

Individual Members and representatives of Institutional Members, if in good standing, may serve on the Board of Directors. Only Individual Members may serve as Officers.

The President, who shall meet the qualifications established in the By-Laws, shall be the highest-ranking Officer of the Institute. Except where the Statutes or By-Laws prescribe otherwise, the President shall chair all conferences and meetings of the Institute and shall perform all duties pertaining to the office.

In the absence or disability of the President, one of the two Vice-Presidents shall perform all duties of the President.

The Vice-Presidents shall actively assist the President in the performance of his/her responsibilities, and shall carry out duties assigned to them by the General Assembly, the Board of Directors or the President.

The Executive Secretary shall keep the minutes of all proceedings and record the same in a permanent record. He/she shall give notice of all meetings, notify Members of election matters, notify officers of election, send the names of newly-elected Members to the Treasurer and perform such other duties as his/her office may require.

The Treasurer shall be the custodian of all funds of the Institute. The Institute's funds shall be deposited into the Institute's account by the Treasurer, and shall be disbursed upon submission of appropriate bills or statements by the Treasurer.

2. Power of Representation

The Board of Directors represents the Institute. Power of representation is also vested in two Officers acting jointly, one of whom must be the President or a Vice-President.

3. Terms of Office

The Board Members and Officers shall be elected for a three-year term of office and they may be re-elected. If the Board consists of less than twenty-one Members, it nonetheless retains its powers. The Board shall convene a General Assembly meeting as soon as possible, during which the filling of the vacancy (or vacancies) shall be addressed.

4. Vacancies

If in the period between two General Assembly meetings a vacancy occurs in the Board of Directors, the Board may appoint a temporary Director to fill that vacancy until the expiration of the relevant term, subject to the confirmation of that appointment by the next General Assembly meeting.

5. Ethical Responsibilities

In all affairs of the Institute, the Board Members shall maintain the highest ethical standards, avoiding conflicts of interest, self-dealing, financial irregularity, and the appearance of impropriety.

6. Dismissal

A Board Member, even if elected for a certain term, may at all times be dismissed or suspended by the General Assembly for gross negligence of duties, wilful violation of the provisions of the Statutes or the By-Laws of the Institute or any conduct, which results in a serious damage to the reputation of the Institute. A decision to dismiss shall be taken by a two-thirds majority of the votes cast at the General Assembly meeting, with due regard for principles of fairness and justice.

ARTICLE VI - Responsibilities and Powers of the Board of Directors

1. Responsibilities

The Board of Directors is responsible for the efficient and effective management and supervision of the activities and affairs of the Institute in accordance with its Statutes, By-

Laws and the decisions of the General Assembly. In this regard, the Board of Directors shall carry out all necessary activities of the Institute, including:

- a) Carrying out the purposes and objectives of the Institute as set forth in Article II of these Statutes;
- b) Implementing resolutions and directives adopted by the annual and other General Assembly meetings of the Institute;
- c) Creating standing committees with appropriate terms of reference and powers for their functions;
- d) Creating ad hoc committees and working groups for specific purposes and functions;
- e) Appointing Members of the Institute to fill vacancies occurring in the Membership of the Board of Directors, in accordance with the Statutes;
- f) Supervising the correspondence of the Institute and providing for the safekeeping of its archives;
- g) Establishing a secretariat as appropriate, designating its duties and supervising all its activities;
- h) Arranging for meetings and colloquia;
- i) Arranging for the publication of books, proceedings, reports and other papers;
- j) Deciding on the bestowal of medals, certificates, prizes and awards;
- k) Preparing budgets and supervising accounts;
- l) Accepting donations and legacies, and funds from private sources, and contributions from national and international organizations, governments, institutions, and agencies;
- m) Deciding on the reports of the President and the Treasurer, to be presented at the General Assembly and other meetings, and responding to Audit Committee observations on accounts and proposing any corrective measures as deemed necessary.

2. Meetings and Quorum

The Board of Directors shall meet at least twice a year and may pass resolutions and take decisions at a meeting only if at least twelve Directors are present and/or represented, including the President or the acting President.

The President shall chair the meetings of the Board of Directors.

Each Member of the Board of Directors may have his or her vote cast at the Board meeting by another Board Member who has been authorised thereto in writing or by other means of

reliable communications systems and notified the Executive Secretary, at least two weeks prior to the meeting. A Board Member may act as authorised representative of no more than one other Board Member.

The Board may also pass resolutions or take decisions without holding a physical meeting, provided that all Board Members are given reasonable opportunity to cast their vote by mail or other reliable communication system(s), or by a virtual meeting held electronically pursuant to the procedural rules, included in the By-Laws, for virtual meetings and made known in advance.

When a matter is to be decided by a virtual meeting held electronically, the same number of participants shall be required for a valid decision of the Board.

Rules governing procedure for all meetings of the Board of Directors shall be those specified in the By-Laws.

The Board of Directors shall endeavour to take decisions by consensus.

Except where the Statutes and the By-Laws provide otherwise, resolutions and decisions of the Board that have been put to a vote are considered validly passed when a majority of the votes has been cast in favour of the proposal. If the votes are equally divided, the President shall cast the decisive vote.

3. By-Laws

The business of the Institute shall be conducted in accordance with the Statutes and the By-Laws of the Institute. The By-Laws shall be adopted on the recommendation of the Board of Directors by the General Assembly. In the event of any conflict between the By-Laws and the Statutes, the Statutes shall prevail.

4. Committees and Assistants of the Board of Directors

The Board of Directors may by resolution create standing (permanent) or ad hoc committees, appoint Chairs of such committees, and mandate such committees with such powers and responsibilities as the Board may deem advisable. Chairs of committees shall invite and appoint such number as appropriate Members in good standing (at least one of which shall be a Board Member) to serve on their respective committees. If a Member does not regularly participate in the committee's work, the Chair may terminate the Member's committee Membership and invite a new Member as a replacement. In this event, the Chair shall report the change to the Board. The Chair of each committee shall report in writing to the Board in advance of the Board meetings.

The Board of Directors may appoint Assistants as needed.

ARTICLE VII - Special Positions

1. Honorary Directors

On the recommendation of the Board of Directors, outgoing Members of the Board who have made outstanding contributions to international cooperation in the peaceful uses of outer space, or to the development of space law, and who have served for several succeeding terms and have contributed substantially to the work of the Institute, may be elected for life as Honorary Directors by the General Assembly. Honorary Directors shall not be Members of the Board.

2. Presidents Emeriti

On the recommendation of the Board of Directors, an outgoing President who has served in that capacity over several terms and has made outstanding contributions to international cooperation in the exploration and use of outer space for peaceful purposes, or to the development of space law, and has contributed substantially to the development and the activities of the Institute may be elected in exceptional cases for life as President Emeritus by the General Assembly. Presidents Emeriti shall not be Members of the Board.

3. Past President

An outgoing President may serve one three-year term as Past President. The Past President shall not be a Member of the Board.

4. Privileges

Honorary Directors, Presidents Emeriti and Past Presidents may attend the meetings of the Board of Directors as observers and receive documents related to these meetings. They may provide consultation to the Board of Directors on matters relating to the management of the Institute.

5. Advisory Council or Advisory Counselors

The Board of Directors may appoint an Advisory Council or Advisory Counselors from outside the Institute.

ARTICLE VIII – Elections

1. Election Committee

Each year, on a proposal by the Board, the General Assembly shall elect an Election Committee, which shall be responsible for conducting the election of Board Members whose terms of office are to begin following the next General Assembly.

The Committee shall be composed of three Members who are not Board Members, are in good standing and do not have any conflict of interest.

2. Candidates for Board positions

Candidates for Board positions shall be nominated by a Member in good standing, shall be supported by the signatures of five Members in good standing, and shall confirm that they accept to be nominated.

Members may sign the candidacies of more than one candidate.

Candidates shall specify whether they stand for a Board position or a specific Officer's position, and shall submit information in a format prescribed by the Election Committee and any additional information the Committee may request.

Candidates may only stand for one open position. The number of candidates per position is unlimited.

3. Voting

The election committee shall draw up the list of qualifying candidates, supervise the election process and count the votes. It may, if necessary, seek support of Members of the secretariat who are not parties to the election, for counting or other duties.

Voting shall take place by mail and/or other reliable communications systems, from eight weeks prior to the General Assembly until four weeks prior to the General Assembly.

Members in good standing may cast as many votes as there are open positions. They may cast fewer votes, but may only vote for one candidate for any given vacant position. If they cast more votes than allowed, or cast votes for multiple candidates for a given position, their vote shall be invalid.

For each position, the candidate with the most votes shall be elected. In case of a tie, a re-election between the persons concerned shall be conducted, the details of which are established in the By-Laws.

ARTICLE IX - Amendments to the Statutes and By-Laws

The Statutes and By-Laws may be amended at a General Assembly meeting where at least ten percent (10%) of the Members in good standing are present or represented, by the decision taken on the proposal of the Board of Directors and by a majority of the votes cast.

The resolution of the Board of Directors to propose an amendment to the Statutes or By-Laws shall be adopted by a two-thirds majority of the votes cast.

A proposal to amend the Statutes or By-Laws may also be submitted by at least ten percent (10%) of the Members in good standing. The Executive Secretary of the Institute shall be informed in writing of any proposals for the amendment to the Statutes or By-Laws of the

Institute, other than those made by the Board, at least six weeks prior to the General Assembly meeting.

A notice of at least four weeks shall be given to all Members regarding the convening of the meeting and shall contain an announcement that an amendment to the Statutes or By-Laws will be proposed at that meeting, with a clear statement of the proposed amendment.

The amendment of the Statutes shall be effective only after a notarial deed has been drawn up. Each of the Members of the Board is authorised to have the deed of the amendment of the Statutes executed.

Article X - Dissolution

1. Decision about Dissolution

The Institute may be dissolved at a General Assembly meeting where at least ten percent (10%) of the Members in good standing are present or represented, by a decision taken on the proposal of the Board of Directors and by a majority of the votes cast. The dissolution of the Institute must be on the agenda of the General Assembly meeting and notice of at least twelve weeks prior to the General Assembly shall be given to all Members of the Institute.

2. Distribution of Assets

In the event of the dissolution of the Institute, unless the General Assembly decides to use the credit balance or assets of the Institute differently, such credit balance or assets shall be offered to an international institution having objectives comparable to or consonant with those of the Institute.