

# INTERNATIONAL INSTITUTE OF SPACE LAW

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## BY-LAWS

### **ARTICLE 1 – Adoption and Amendment of the By-Laws**

Article VI, Section 3 of the Statutes of the International Institute of Space Law (hereinafter referred to as “Statutes”) provides that the By-Laws shall be adopted by the General Assembly on the recommendation of the Board of Directors. These By-Laws were approved by the Board of Directors, following the requirements set out in Article VI, Section 3 of the Statutes, and were submitted for adoption to and were duly adopted by the General Assembly on 3 October 2012 in Naples, Italy.

These By-Laws shall be read in conjunction with the Statutes. In the event of any conflict between the By-Laws and the Statutes, the Statutes shall prevail. The Board of Directors shall decide on matters not specifically provided for in the Statutes or the By-Laws.

These By-Laws may be amended in accordance with Article IX of the Statutes.

### **ARTICLE 2 – Fiscal Year**

The fiscal year of the Institute shall extend from 1 August until 31 July.

### **ARTICLE 3 – Membership**

#### **3.1. Membership Committee**

The Board of Directors shall appoint a Membership Committee, composed of at least three and not more than five Members, which may include Members of the Institute who are not elected to the Board of Directors. The Members shall serve for three years and may be re-appointed.

#### **3.2 Format and procedure of nominations**

Nominations for Membership of the Institute shall be on the nomination forms available on the Institute’s website and shall meet the requirements set in Article III of the Statutes. The nominations, accompanied by a Curriculum Vitae (CV) in MS Word format, shall be submitted to the Chair of the Membership Committee not later than February 1st for the Spring meeting of the Board of Directors, and August 1st for the Fall meeting of the Board of Directors.

### **3.3 Evaluation and election**

All nominations shall be evaluated by the Membership Committee according to the criteria listed in Article III of the Statutes. The Committee shall submit a written report with its recommendations to the Executive Secretary not later than four weeks before the meeting of the Board of Directors. The Board shall decide on the nominations at its meetings.

### **3.4. Transition from Prospective Membership to Individual Membership**

Prospective Members who have had that status for at least two years may apply for individual Membership if they fulfil the requirements by submitting an application to the Membership Committee using the same procedure set forth in By-Law 3.2.

### **3.5 Contact person of Institutional Members**

Institutional Members shall indicate on their nomination form who shall serve as their contact person(s) for purposes of communications with the Institute. A maximum of three contact persons may be designated for each Institutional Member.

## **ARTICLE 4 – Membership Dues**

### **4.1. Individual Membership dues**

On a proposal by the Board of Directors, the General Assembly shall establish the amount to be paid for individual Membership for the following Calendar Year.

### **4.2. Institutional Membership dues**

On a proposal by the Board of Directors, the General Assembly shall establish the amount to be paid for Institutional Membership for the following Calendar Year.

### **4.3 Exceptions**

Prospective Members shall be exempt from the payment of Membership dues.

The Board may decide, with the approval of the General Assembly, to grant a reduction in membership dues to employees of Institutional Members who wish to join as individual Members.

### **4.3. Payment**

Dues shall be paid per calendar year. The Treasurer shall send out a call for payment of dues in the first quarter of the year, and a reminder in the second quarter.

Dues shall be paid according to the instructions provided by the Treasurer. Cheques shall only be accepted against payment of an extra fee to cover the bank charges, as determined by the Treasurer.

Members elected before 1 July shall be required to pay the dues for that calendar year. Members elected on or after 1 July shall be required to pay as of the following calendar year.

#### **4.4. Notice of termination by the Institute**

A Member of the Institute deemed to no longer be in good standing pursuant to Article III Section 7 of the Statutes shall receive a final communication from the Treasurer. If outstanding dues are not settled within four weeks after that communication, the Membership may be terminated by decision of the Board of Directors in accordance with Article III Section 9 of the Statutes.

### **ARTICLE 5 – General Assembly**

#### **5.1. Attendance and right to vote**

All Members of the Institute, except those who have been suspended, as well as persons who have been invited by the Board of Directors and/or the General Assembly, may attend the General Assembly.

Institutional Members shall inform the Executive Secretary as to who shall express their vote at the General Assembly and shall send the name and contact details in writing to the Executive Secretary at least two weeks prior to the General Assembly.

With the exception of suspended Members and Prospective Members, each Member in good standing is entitled to one vote at the General Assembly.

#### **5.2. General Assembly requested by the Members**

A request for a special General Assembly, pursuant to Article IV Section 1(c) of the Statutes, shall be made by at least 10% of the Members in good standing, and communicated in writing to the Executive Secretary, together with the subjects to be discussed. The Board shall set a date, place and time for the meeting not later than eight weeks from the receipt of the request. The Members shall be given notice of such a meeting at least four weeks in advance.

#### **5.3. Presiding at meetings**

If, in accordance with Article V Section 1(c) and (d) of the Statutes, neither the President nor a Vice President as nominated by the President is able to preside at meetings of the General Assembly, the President may appoint another Director to preside at a particular meeting. If the President is unable to appoint or has not done so in a timely manner, a Vice-President, or if necessary another Director, appointed by a majority of the Members of the Board present, shall preside and have the powers of the President for the purpose.

#### **5.4. Decision-making by the General Assembly**

Voting on motions at the General Assembly shall be by a show of hands. Voting on matters relating to persons shall be by written ballot. The President or Executive Secretary shall inform the meeting of the views of those not present who have notified their view in writing on a matter. Such written views shall be treated as votes on matters relating to persons and on motions unless the motions have been amended.

## **5.5 Rules of procedure and Parliamentarian for meetings of the General Assembly**

The General Assembly shall follow Robert's Rules of Order (latest edition).

The General Assembly shall elect a Parliamentarian to advise the President and other officers, committees, and Members on matters of parliamentary procedures during General Assembly meetings. He/she shall be a consultant, usually a professional who is knowledgeable of Robert's Rules of Order, and shall be elected for a specific term or for a given session of the General Assembly.

## **5.6. Minutes of meetings of the General Assembly**

The Executive Secretary shall keep minutes of the General Assembly meetings. Draft minutes shall be available to the Members at the latest twelve weeks after the meeting, and shall be approved by the next General Assembly.

## **5.7. Committees of the General Assembly**

Unless otherwise expressly provided herein, the General Assembly shall seek and consider the advice of the Board on the scope and terms of reference for committees created by the General Assembly pursuant to Article IV Section 3, in order to ensure the harmonious functioning of other committees of the Board and the Board itself.

Committee Members shall be from different regions of the world.

In the event that any Member or chair of the committee is unable to carry out his/her duties, the Board, in consultation with the chair and/or the other Members of the committee, may take suitable remedial actions to ensure the effective functioning of the Committee and continuation of such remedial actions are subject to ratification by the General Assembly at its next meeting.

Committees shall submit a written report to the Executive Secretary at the latest six weeks prior to the General Assembly. The Executive Secretary shall make such reports available to the Members of the Institute.

### 5.7.1. Audit Committee

The General Assembly shall elect the Audit Committee of not less than three and not more than five Members who are not Members of the Board of Directors. The Committee shall select its Chair. Members of the Audit Committee shall be elected for a term of three years and may be re-elected.

The Treasurer shall submit all necessary information to the Audit Committee at the latest six weeks prior to the General Assembly. The Audit Committee shall submit its written report to the Executive Secretary at the latest three weeks prior to the General Assembly. The Audit Committee's report shall be appended to the Treasurer's report, with any clarification as necessary by the Board for approval by the General Assembly.

### 5.7.2. Election Committee

The General Assembly shall elect the Election Committee of three Members who are not Members of the Board of Directors. The Committee shall select its Chair. Members of the Election Committee shall be elected for a term of one year and may be re-elected.

Election procedures and timelines are set out in Article 9 of these Bylaws.

### **5.7. Documents for the General Assembly**

The Executive Secretary shall make the documents and reports for the General Assembly available to the Membership via the Institute's website or other reliable communications systems as they become available. A paper version shall be available upon request and may be subject to payment of a mailing fee.

## **ARTICLE 6 – Board of Directors**

### **6.1. Presiding at meetings**

In the absence or disability of the President, a Vice President as nominated by the President shall perform the duties of the President in accordance with the provisions of Article V Section 1 of the Statutes. If however neither the President nor any of the Vice Presidents can preside a meeting of the Board, the President may appoint another Director to preside at a particular meeting. If the President is unable to appoint or has not done so in a timely manner, a Vice-President, or if necessary another Director, appointed by a majority of the Members of the Board present, shall preside and have the powers of the President for the purpose.

### **6.2. Decision-making by the Board of Directors**

The Board of Directors shall endeavour to take decisions by consensus, but, if necessary, voting at the Board of Directors shall be by a show of hands, except when voting on matters related to persons, which shall be by written ballot. The President or Executive Secretary shall inform the meeting of the views of those not present who have notified their view in writing on a matter. Such written views shall be treated as votes on matters related to persons and on motions unless the motions have been amended.

### **6.3 Rules of procedure for meetings of the Board of Directors**

The Board of Directors shall follow Robert's Rules of Order (latest edition).

### **6.4. Minutes of meetings of the Board of Directors**

The Executive Secretary shall keep minutes of the meetings and of all actions taken by the Board. Such minutes, after adoption by the Board of Directors, shall be deposited with the Secretariat of the Institute and any Member of the Institute in good standing may inspect them by sending a written request to the Executive Secretary. Draft minutes shall be available to the Board of Directors at the latest twelve weeks after the meeting.

## **6.5 Committees**

Members of committees created by the Board of Directors pursuant to Article VI Section 4 of the Statutes shall serve for a term of three years and may be re-appointed. Committees shall submit a written report to the Executive Secretary at the latest four weeks prior to the Board Meeting. The Executive Secretary shall make such reports available to the Board of Directors, which shall report to the General Assembly.

The Board shall appoint a Moot Court Committee, an Awards Committee, a Directorate of Studies, a Membership Committee, a Publications Committee, and may appoint other Committees as needed for its various conferences, meetings and activities.

Each Committee shall be governed by Terms of Reference decided by the Board of Directors.

## **6.6 Assistants**

The Board may create the position of Assistant to the Officer(s) (Assistant Executive Secretary or Assistant Treasurer or other Assistants) as necessary to assist them in carrying out their respective functions and shall determine the terms and conditions of such appointments. The concerned Officer in consultation with the other Officers may appoint assistants, generally for a term of two years. The concerned officer shall be in charge of supervising the assistant and shall keep the Board informed of the performance of the assistant.

Assistants may be invited to attend meetings of the Board of Directors as observers.

## **ARTICLE 7 – Responsibilities of the Members of the Board**

### **7.1. Responsibilities of all Board Members**

All Board Members shall endeavour to attend all meetings of the Board of Directors and all General Assemblies and shall actively contribute to the realisation of the purposes and objectives of the Institute.

While maintaining the highest ethical standards, they shall act in the best interest of the Institute and treat all information discussed in meetings with due confidentiality.

### **7.2. Responsibilities of the President**

The President shall fulfil the Purposes and Objectives of the Institute on a daily basis, particularly in accordance with Article II, Article IV section 1(b), Article V, section 1(c) and Article VI, Section 2(b) of the Statutes.

### **7.3. Responsibilities of the Vice-Presidents**

The Vice-Presidents shall assist and give advice to the President on the day-to-day activities of the Institute and act on behalf of the President in his or her absence, in accordance with Article V Section 1(d) of the Statutes.

#### **7.4. Responsibilities of the Executive Secretary**

The responsibilities of the Executive Secretary include:

- (a) Maintaining the list of Members of the Institute;
- (b) Maintaining all necessary records;
- (c) Making arrangements for meetings of the Board;
- (d) Taking the minutes of the meetings of the Board, and the General Assembly;
- (e) Keeping copies of the minutes of the meetings and with the approval of the Board, making suitable arrangements for the custody of the records of the Institute;
- (f) In accordance with the decisions of the Board, making arrangements for the annual and special meetings of the General Assembly of the Institute;
- (g) Coordinating the committees established by the Board;
- (h) Conducting the routine correspondence of the Institute;
- (i) Communicating with Members of the Institute, including the preparation and distribution of the Institute's Newsletter.

#### **7.5. Responsibilities of the Treasurer**

The responsibilities of the Treasurer include:

- (a) Collecting Membership dues and receiving donations and other monies received for, or arising from the work of the Institute;
- (b) Maintaining the financial records of the Institute;
- (c) Operating appropriate bank accounts on behalf of the Institute;
- (d) Preparing appropriate budgets and financial reports;
- (e) Paying bills incurred by the Institute or its officers in the carrying out the purposes of the Institute, from monies held by the Institute.

#### **7.6. Insurance**

The Institute shall maintain appropriate liability insurance coverage for the Officers and other Members of the Board of Directors.

### **ARTICLE 8 – Qualification criteria for Members of the Board**

#### **8.1 Qualification criteria for the position of President**

To qualify for the position of President, a candidate shall be an Individual Member, shall have served on the Board for at least two terms, be committed to the Purposes and Objectives of the Institute and be a recognized expert in the field of space law.

## **8.2 Qualification criteria for the position of Vice-President**

To qualify for the position of Vice-President, a candidate shall be an Individual Member, shall have served on the Board for at least one term and be dedicated to the Purposes and Objectives of the Institute.

## **8.3 Qualification criteria for the position of Executive Secretary**

To qualify for the position of Executive Secretary, a candidate shall be an Individual Member and have previous experience in maintaining records and other secretarial work and be committed to the Purposes and Objectives of the Institute.

## **8.4 Qualification criteria for the position of Treasurer**

To qualify for the position of Treasurer, a candidate shall be an Individual Member and have previous experience in financial accounting and be committed to the Purposes and Objectives of the Institute.

## **8.5 Qualification criteria for the position of Member of the Board**

To qualify for the position of Member of the Board, a candidate shall be an Individual Member or a designated representative of an Institutional Member, shall have significant experience in the juridical or social science aspects of space activities, and be committed to the Purposes and Objectives of the Institute.

# **ARTICLE 9 – Elections**

## **9.1. Candidates for Elections**

Nominations for candidates shall be submitted to the Chair of the Election Committee using special nomination forms made available on the Institute's website, accompanied by a Curriculum Vitae (CV) in MS Word, at the latest on May 15th. The Committee shall draw up a list of all qualifying candidates. The list, the forms and the CVs of all candidates shall be made available to the Members of the Institute by the Executive Secretary on June 15th.

## **9.2. Voting**

Voting shall take place between June 15th and July 15th.

Voting may take place by mail and/or by electronic means, to be decided by the Board of Directors in each case.

For the purpose of voting, the Members of the Institute shall be encouraged to consider the following factors necessary for a proper functioning of the Board:

- (a) The competence and professional reputation of the candidate
- (b) The need for representation from the different regions of the world;
- (c) The need for rotation as well as for continuity.



The Election Committee shall count the votes and determine the election results, which it shall submit to the Executive Secretary who shall communicate them to the Members.

In the event of a tie, the Committee shall call a new vote among those Candidates at the latest on August 30th, and voting shall be conducted from August 30th until September 15th.

The Committee shall count the votes and determine the results, which it shall submit to the Executive Secretary who shall communicate them to the Members.

## **ARTICLE 10 – Communications**

For the purposes of the Institute's Statutes and By-Laws a 'reliable communication system' is defined as postal mail or other communication system, including electronic mail, which provides or can provide a permanent copy to the recipient and can allow verification of traceability to the transmitting end.

If the Board of Directors decides to hold a virtual meeting electronically pursuant to Article VI, Section 2d of the Statutes, such a meeting shall be conducted by a technology that allows all persons participating to hear each other at the same time and, if a videoconference, to see each other as well.

The Institute shall publish two newsletters per year and shall also maintain an active presence on the social media.