

# INTERNATIONAL INSTITUTE OF SPACE LAW

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## BY-LAWS

### Article 1 - Name and registered office

The name of the Institute 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 place of business at 94 bis, avenue de Suffren, 75015 Paris, France.

### Article 2 - Adoption and Amendments of By-Laws

Pursuant to Article VII, Section 5 of the Statutes of the Institute, the ordinary affairs of the Board of Directors and of the Institute shall be conducted in accordance with the By-laws of the Institute. These By-laws shall be adopted by the Institute at an annual or special meeting by a majority vote of members present and voting upon a recommendation of the Board of Directors.

These By-laws may be amended at any meeting of the Board of Directors by a two-thirds majority vote of the voting members of the Board, subject to confirmation of the amendment at the next annual meeting of the Institute, by a simple majority of members of the Institute present at that meeting. All members of the Institute shall be informed of the intention to present such an amendment for confirmation at least seven days prior to the next General or annual meeting.

The Executive Secretary of the Institute shall be informed in writing of any proposals for the amendment of the Statutes or By-laws of the Institute, other than those made by the Board, at least twelve weeks prior to the annual meeting, and any such proposal must be supported in writing by at least twenty individual fully paid-up members of the Institute

### Article 3 - Quorum

At least twelve of the voting members of the Board of Directors present at its meeting, including the President or Acting President shall constitute a quorum. Where, in exceptional cases, a matter must be decided by mail or other reliable communication systems, the same number of replies shall be required for a valid decision of the Board.

## **Article 4 - Meetings and voting**

### **4.1. Presiding at meetings**

The President of the Institute shall preside at meetings of the Institute and of the Board of Directors. If unable to do so, the President may appoint one of the Vice-Presidents, and, if neither of them is able to do so, may appoint another Director to preside at a particular meeting. If the President is unable to appoint or has not done so in time, 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.

### **4.2. 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, the President or Executive Secretary informing the meeting of the views of those not present who have notified their view in writing on a matter. Such written views, whenever possible will be treated as votes on the matter under discussion.

### **4.3. Minutes of meetings**

The Board of Directors shall cause minutes to be kept of its meetings and of all actions taken by the Board. Such minutes shall be deposited with the Secretariat of the IISL and any member of the Institute in good standing may inspect them at any reasonable time.

### **4.4. Nominating Committee**

A Nominating Committee, appointed by the President in consultation with the Board, shall make recommendations to the annual meeting as to elections of the Officers and other Directors of the Board. A person may be elected to the Board of Directors even though his or her name is not included in the list of recommendations made by the Nominating Committee. The Board and members attending shall be informed of the recommendations of the Nominating Committee, which shall be made available at the latest two business days prior to the annual meeting. In making its recommendations the Nominating Committee shall have regard to the distinction of the contributions made to space law by potential nominees, as well as to the provisions of Article VI Sections 2 and 3 of the Statutes of the Institute.

### **4.5. Audit Committee**

The President, in consultation with the Board of Directors shall invite at least two members, none of whom may be members of the Board of Directors, to be part of the Audit Committee responsible for auditing the Annual report including a balance sheet and a statement of income and expenditure with explanatory notes, to be presented by the Board of Directors to the annual General Assembly of Members. The General Assembly of Members shall appoint the Committee for a term of three years. In the event that a vacancy occurs in the Audit Committee, the Board may appoint a member of the Institute to fill that vacancy until the next General Assembly, at which meeting the General Assembly will appoint the member.

The Annual Report will reflect the Institute's financial activities during its fiscal year, which will run from 1 August until 31 July.

The Audit Committee shall report its findings to the General Assembly of Members. The Report of the Audit Committee shall be available to members attending the annual Colloquium of the Institute not later than two business days prior to the annual meeting of the General Assembly of Members and shall be submitted for approval to that meeting.

## **Article 5 - Responsibilities of the Officers of the Institute**

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

The responsibilities of the Executive Secretary of the Institute include:

- (a) Maintaining the list of members of the Institute;
- (b) Maintaining all necessary records, including financial records;
- (c) Making arrangements for meetings of the Board;
- (d) Taking the minutes of the meetings of the Board, and the annual and other meetings of the Institute;
- (e) Keeping copies of the minutes of the Board of Directors' 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 other meetings of the Institute;
- (g) Making arrangements for coordinating the Colloquia and other specialised sessions of the Institute;
- (h) Coordinating the Institute's involvement in the preparation of and making arrangements for any moot court or other competition involving or run by the Institute;
- (i) Conducting the routine correspondence of the Institute;
- (j) Communicating with members of the Institute, including the preparation and distribution of the Institute's Newsletter.

### **5.2 Responsibilities of the Treasurer**

The responsibilities of the Treasurer of the Institute include:

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

### **5.3 Insurance**

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

## **Article 6 - Membership**

### **6.1. Membership Committee**

The President of the Institute shall refer an application for membership in the Institute to a membership committee, which s/he shall appoint, and the Board shall be informed of the report of that committee prior to deciding on the election of the applicant.

### **6.2. - Membership dues**

#### 6.2.1. Annual dues

All members of the Institute shall pay annual membership dues, as set forth in Article IV of the Institute's Statutes. These dues are expressed in terms of units.

#### 6.2.2. Value of dues units

The Board of Directors will establish the value of the unit in which membership dues are expressed. The Board of Directors may modify the value of the unit and decide when and how the modification will take effect.

#### 6.2.3. Individual membership

The annual membership dues payable by an individual member of the Institute shall be one unit of contribution dues.

Honorary Directors, if not otherwise members of the Institute, are exempt from the requirement to pay annual membership dues.

#### 6.2.4. Corporate or institutional membership

Corporate or institutional members of the Institute shall pay five or more units of contribution dues per year, the level of contribution being selected by the corporate or institutional member in agreement with the Board of Directors.

The number of contribution units paid by the corporate or institutional member will allow it to nominate one or more, but not more than three, representatives to the Board of Directors to vote at the General or annual meeting.

### **6.3. Good standing**

A member of the Institute remains in good standing in the Institute provided that membership dues are not in arrears, and that a current mailing address, including where applicable a reliable communication system address, has been received by the Executive Secretary.

#### **6.4. Termination of Membership**

The Board of Directors may terminate the membership of the Institute of any member whom or which they judge to have violated the principles of the Statutes. Such decisions shall be taken by a two-thirds majority vote at a meeting of the Board of Directors.

#### **Article 7 - Committees**

In addition to the Nominating Committee, the Audit Committee and the Membership Committee, the Board may by resolution create other committees and appoint persons to such committees, and invest in such committees such powers and responsibilities as the Board shall deem advisable.

#### **Article 8 - 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.