



**AVOCATS SANS FRONTIÈRES,
ACRONYM: "ASF"
1000 BRUSSELS
IDENTIFICATION NUMBER: 7695/92
STATUTES**

TITLE I – Name, registered office

Article 1. The non-profit association will be known as "Avocats Sans Frontières" ("ASF") in French, "Advocaten Zonder Grenzen" ("AdZG") in Dutch, and "Anwälte Ohne Grenzen" ("AOG") in German.

Article 2. The duration of the association is unlimited. The registered office is located in Belgium, at 1000 Brussels, 72 rue de Namur, within the Brussels judicial district.

The Board of Directors has the authority to take any decision to transfer the registered office within the Brussels judicial district.

TITLE II – Purpose

Article 3. The association is active in the field of law, justice and legal institutions. The purposes of the association are the promotion and the protection of human rights, particularly - but not exclusively - the rights relating to a fair trial and to the exercise of the rights of the defence. The association initiates, develops and takes part in all forms of international cooperation activities and carries out its actions with a particular view to protect and ensure the effective exercise of the rights of the most vulnerable groups and victims, to prevent conflicts, and to promote the respect of human dignity and the social, cultural, economic and political advancement of all people.

The association brings together, without discrimination or exclusion, lawyers and any natural or legal person, who wishes to be active in the field of justice in the widest sense and who desires to contribute to the achievement of the purpose of the association. The association may employ any human and material resources, whether national and international, enabling the association to fulfil its mission.

The association is entitled to undertake all actions that relate directly or indirectly to its purpose or that contribute to the achievement of such a purpose. It has access to the courts of law, both as plaintiff or a defendant, in its own name or on behalf of all or part of its members, in order to defend its own interests or those of its members, or to defend or promote its purpose. The association can also initiate proceedings for a request for collective reparation (class action) in order to defend the interests of people who have sustained damage of a common origin.

TITLE III – Members

Article 4. The association has at least seven members. Members are natural or legal persons who adhere to the purpose of the association and who demonstrate their support by paying a membership fee.

The title of honorary member can be granted by the Board of Directors to those people who have performed a significant service for the association or who have contributed decisive assistance for its creation or development.

Article 5. Any person who has, following an express demand to this effect, been admitted by the Board of Directors in accordance with the conditions set by the Board of Directors, is granted membership.

Except in case of resignation, membership of the association is terminated if the member fails to pay the annual membership fee.

Article 6. A register is held, listing all the members of the association. This register can be consulted at the registered office.

Article 7. Members are free to resign from the association at any time by notifying the Board of Directors of their resignation by letter or mail with acknowledgement of receipt.

Any member who does not pay the membership fee within the month following a reminder notice by letter or mail with acknowledgement of receipt, shall be deemed to have resigned.

The dismissal of a member may only be decided by the general assembly acting on a two thirds majority vote of those present or represented, as laid down in Article 12 of the Law of June 27 1921.

The Board of Directors may suspend, until a decision is taken by the general assembly, members who have committed a serious breach of the Statutes or the law, or who have damaged the interest or the good name of the association.

Article 8. Members, resigning, suspended or dismissed members, as well as the heirs and beneficiaries of deceased members, have no right whatsoever to the association's funds.

In their capacity as private individuals, they may neither claim nor request any statements, the presentation of any accounts, the affixing of any seals, inventories or the reimbursement of any membership fee already paid out.

Article 9 The association is liable for any commitments made in its name, without any member or director being held personally liable.

TITLE IV – General assembly

Article 10. The general assembly consists of all members. It must preferably consist of a majority of lawyers.

The general assembly is chaired by the chairman of the Board of Directors or, in his absence, the longest serving deputy chairman, or in his absence the longest serving director.

Article 11. The general assembly has the powers attributed to it by the law and these Statutes. It has the following powers:

- any amendments to the Statutes, the transfer of the registered office and the winding-up of the association;
- the appointment and dismissal of directors; and, if need be, of the statutory auditors;
- the approval of the activity report;
- the approval of annual accounts and the balance sheet, as well as the discharge given to the directors and to the statutory auditors;
- the approval of the program of activities and the provisional budget;
- the approval of motions that may be submitted by the Board of Directors or by at least ten members or by one twentieth of the members;
- the dismissal of members.

Article 12. At least one general assembly must be held annually, at the latest during the month of June. The association may convene an extraordinary general assembly at any time upon decision of the Board of Directors or upon request of one fifth of the members. Where the request for convocation emanates from the members, the general assembly must be convened by the Board of Directors no later than two months after the request is received at the registered office.

Article 13. Each meeting shall take place on the day and at the time and place stated in the convocation to the meeting. All members must be convened by ordinary mail or by electronic mail at least eight days prior to the meeting.

The items on the agenda along, if necessary, with a summary of the proposals, are listed in the convocation to the meeting. Any proposal or motion signed by at least ten members, or by a number of members representing at least one twentieth of the members, shall be placed on the agenda. Except in the hypothesis provided for in Articles 8, 12, and 20 of the law of 27 June 1921, or with respect to the motions mentioned above, the Assembly may decide with a majority of the two thirds of the present or represented members to validly deliberate on matters not listed on the agenda and make a decision with the same quorum.

Article 14. Each member has the right to be present at the assembly. Each member has one vote. Each member may be represented by a proxy holder who must himself be a member. Each member may only hold two proxies.

Article 15. The assembly may only validly deliberate on the winding-up of the association or any amendment of the Statutes in accordance with Articles 8 and 20 of the Law of 27 June 1921.

Article 16. Without prejudice to Article 15, resolutions shall be taken by a simple majority of the vote present or represented except in those cases where Statutes or the law state otherwise. In the event of a tie the chairman or director who replaces him shall have the casting vote.

Article 17. Decisions taken by the general assembly are recorded in the minutes that must be signed by the chairman and one director.

The minutes are kept at the registered office. Any third party with a legitimate interest may request extracts of the minutes, signed by the chairman of the Board of Directors and by one director.

TITLE V – Administration

Article 18. The association is administered by a board consisting of seven up to fifteen directors, all of whom must be members of the association, elected for the general assembly for three years, and who may be re-elected. The Board of Directors must consist of a majority of lawyers.

Any person hired as an employee, a workman or a long term volunteer in one of the resident missions of the association may not be a director. The same applies to persons holding a political mandate at the European, federal, regional or community level, or exercising an important function in a political party.

A third of the Board of Directors is renewed every year. Any candidate for a position of director must express his will by means of a written motivation, sent to the Board of Directors, at least 14 days prior to the general assembly, which the former brings to the knowledge of the members at the latest during the assembly. The election is preceded by a short oral personal presentation before the general assembly. The election takes place by secret ballot and equals admission as member. An internal regulation of the Board of Directors may further describe these modalities, as well as the transitional rules concerning the election of the first two Boards of Directors following entry into effect of said regulation.

Board members may be removed from office at any time by the general assembly.

Article 19. Any director, who resigns during the exercise of his mandate, remains liable for any acts accomplished under his supervision, until he is discharged by the general assembly. Three consecutive absences at the meetings of the Board of Directors, without notice, will amount to resignation.

If a mandate becomes vacant, a director may temporarily be appointed by the Board of Directors, until a decision is made at the following general assembly.

Article 20. The Board of Directors shall select from among its member a chairman, one or more vice-chairman, a treasurer and a secretary.

Should the chairman be prevented from fulfilling his duties the latter shall be taken over by the longest serving vice-chairman or, in his absence, by the longest serving director.

Article 21. The Board of Directors shall meet when convened by the chairman of two directors.

The manager of the association has the right to attend the meetings of the Board of Directors without voting right, unless he is personally concerned by the deliberation.

Each director has the right to be represented by another director. A director may not hold more than two proxies. The Board of Directors may only pass motions if five directors are present. If this quorum has not been reached, a second meeting may be convened no sooner than 24 hours later, by means of a written notice, mentioning that decisions can be taken if at least three directors are present.

Decisions by the Board of Directors shall be taken by an absolute majority of the members present or represented. In the event of a tie, the chairman or his substitute shall have the casting vote. Any internal regulation shall be decided upon a two-thirds majority.

Article 22. The Board of Directors has the most extensive powers with regard to the administration and management of the association. The only acts falling outside the powers of the Board of Directors are those which the Law and the Statutes reserve to the general assembly.

Article 23. The Board of Directors appoints and dismisses, itself or by proxy, any of the association's agents, employees or staff members.

Article 24. The Board of Directors may delegate the day-to-day management of the association, the implementation of its decisions or all or part of its tasks, to an executive bureau chosen among its members. It may also delegate the day-to-day management to a director. Moreover, the Board of Directors may be assisted by any committee it chooses, of which it determines the composition and the powers.

Article 25. Legal action undertaken on behalf of the association, as plaintiff or defendant are initiated or supported by the Board of Directors and, within the framework of the day-to-day management, by the manager or two directors.

Article 26. Vis-à-vis third parties, acts relating to the day-to-day management of the association must be signed by the manager, or jointly signed by two directors.

Vis-à-vis third parties, acts binding upon the association, other than those relating to the day-to-day management of the association among which the acts relating to the day-to-day management listed in Article 25, must be signed by two directors, acting and signing jointly, unless a special proxy has been given by the Board of Directors.

The treasurer, the secretary or the president has the authority to accept provisionally or definitely any liberalities on behalf of the association and to carry out all necessary formalities for their acquisition, to the extent that those formalities exceed the framework of the day-to-day management. The perception of operational allowances is part of the day-to-day management.

Article 27. Directors shall not, in the performance of their duties, assume any personal obligation and are only liable for the performance of their assignment. The latter shall not be remunerated.

TITLE VI. – Membership fee

Article 28. The Board of Directors shall set the amount of the annual membership fee, respectively of the members and the honorary members. The membership fee must be paid before the annual general assembly.

The amount of the membership fee may not exceed 250 Euros for natural persons and 5,000 Euros for legal persons.

TITLE VII. – Miscellaneous clauses

Article 29. The fiscal year start on 1 January and ends on 31 December.

Article 30. The general assembly may appoint one or more statutory auditors to verify the annual accounts of the association and to draw up the annual report. The general assembly shall fix the length of its term of office. If the association satisfies the criteria set by Articles 17 § 5 of the Law of 27 June 1921, the statutory auditor(s) shall be chosen among the members of the Institute of Statutory Auditors.

Article 31. In the event of a winding-up of the association, the general assembly shall appoint the liquidators, it shall define their powers and shall determine the allocation of the nets assets held by the association. In the event of a winding-up of the association, whether voluntary or following a judicial decision, regardless of the moment thereof and regardless of the cause thereof, the net assets of the association shall be dedicated to similar purposes to be determined by the general assembly.

Article 32. The following shall be filed without delay at the registry of the Court of First Instance of Brussels, and where applicable, shall be published in the annex of the Moniteur belge in accordance with Article 26 novies of the Law of 27 June 1921: any amendment to the Statutes; any decisions regarding the winding-up and the liquidation of the association, the appointment and the dismissal of the liquidator; the annual accounts of the association made in accordance with Article 17 of the Law of 27 June 1921; any update to the register of members; any acts relating to the appointment or dismissal of the directors, the statutory auditors and the persons having the authority to represent the association, including those entitled to represent the association with regard to the day-to-day management and the judicial representation. To the

extent provided for in Article 17 of said Law, the annual accounts shall also be filed without any delay with the National Bank of Belgium.

Article 33. All members are entitled upon request to inspect, at the registered office of the association, the documents listed in Article 32, any accounting documents and exhibits, any report from the statutory auditors, the minutes of the meetings of the general assembly and the Board of Directors.

Article 34. All matters not explicitly covered in the present Statutes shall be subject to the provisions of the law of 27 June 1921 governing non-profit organisations.