



**INTERNATIONAL ASSOCIATION
OF YOUNG LAWYERS**

BY-LAWS

**International Association of Young Lawyers
(A.I.J.A. or AIJA)**

Registered office: Avenue de Tervueren 231, 1150 Brussels

CHAPTER I

NAME – REGISTERED OFFICE – LANGUAGE – OBJECT – DURATION

Article 1 – Name and Language

(1) The not-for-profit association, called “Association Internationale des Jeunes Avocats”, in abbreviated form A.I.J.A. (or AIJA), was incorporated under the laws of Luxembourg on 1 July 1962. This association transferred its registered office to Belgium by decision of the General Assembly of 28 August 2010, while maintaining its legal personality. Consequently, the association has been governed by Belgian law since the date of publication of the articles of association in the Annexes to the Belgian Official Journal.

(2) The official language of A.I.J.A. is French. English is the working language of A.I.J.A. and will be used for all internal and external communication, with the exception of those documents that need to be drafted in French for Belgian legal purposes.

Article 2 – Object

(1) The association’s object is to encourage exchanges and to promote solidarity and mutual respect between young lawyers from all countries, to defend the interests of young lawyers and to examine issues of interest to them, to contribute to the creation of groupings of young lawyers in the countries and regions where no such groupings exist as yet, to participate actively in the development of the legal profession and in the harmonisation of its professional rules and to contribute to the full and effective implementation, in all circumstances and in all places, of the right of all lawyers to practise freely their profession and the right of everyone to be assisted, advised and represented by a freely chosen lawyer and to receive a fair trial before an impartial and independent court within a reasonable period of time.

(2) The object shall be achieved in particular:

- a) via meetings, conferences and congresses within the association or in cooperation with other associations or institutions;
- b) by establishing the closest possible contacts with national and international bar associations and associations of lawyers and, where applicable, with the public authorities; and
- c) via courses, seminars, and publications intended to enhance the quality of work and by organising further training for young lawyers in all areas of law.

(3) The association may, in addition, participate in any activities that might contribute to the accomplishment of its object and may, for that propose, join or engage with other associations, companies and groupings, having an activity compatible with the rule specified in article 3.

Article 3 – Activities

(1) The Association Internationale des Jeunes Avocats shall refrain from any activities or discussions of a political or religious nature.

(2) Through its activities and long-term legacy, in a manner consistent with its means and the global reach of its operations, the association shall endeavour to (i) deliver positive value to the wider community and the environment as a whole, (ii) support initiatives aimed at fostering corporate sustainability and (iii) contribute to sustainable development.

(3) The association acknowledges diversity, equity and inclusion (“DEI”) as essential principles. The association shall act with the purpose to eliminate discrimination and promote equal opportunities for all its members irrespective of disability, gender identity or gender expression, race, ethnicity, religion or belief, geographical origin, cultural or social-economic background, sex and sexual orientation, marriage or civil partnership, pregnancy or parenthood. The association shall endeavour that DEI is preserved, fostered, and promoted throughout its activities and that a fair representation of all participating jurisdictions is achieved in its activities and governing and representative bodies.

Article 4 – Duration

The duration of the association shall be unlimited.

Article 5 – Registered office

(1) The association shall have its registered office in Brussels, at 231 Avenue de Tervueren (Belgium, in the judicial district of Brussels).

(2) The registered office of the association may be transferred to any other location in Belgium by a decision of the general assembly.

(3) The association’s registered office may only be transferred abroad by decision of the general assembly under the conditions specified for an amendment to the articles of association.

(4) The association’s activities may be carried out anywhere in the world. Meetings of the association’s governing bodies shall be held either at the association’s registered office or in any other venue in Belgium or abroad, or virtually through appropriate electronic means.

CHAPTER II

MEMBERS – MEMBERSHIP FEES – RESIGNATIONS – EXPULSIONS

Article 6 – Members

The association shall be composed of individual members, collective members, supporting members, future members (also referred to as “future lawyers”) and honorary members, who shall have the rights and obligations allocated to each category of membership, as set out in the articles of association.

Article 7 – Admission criteria individual members

(1) The number of individual members shall be unlimited, but with a minimum of ten.

(2) All private individuals who undertake to comply with the association's objectives and articles of association and who satisfy all the other conditions specified below are eligible to become individual members:

- a) they must be younger than 45;
- b) they must be (i) a lawyer and a member of a bar association, or a similar official institution in the jurisdictions where no bar association exists, or (ii) hold a university degree in law allowing access to a bar association and practising law as an in-house counsel in private, public or non-profit companies, institutions or organisations ("in-house counsel"); and
- c) they must have paid their membership fees for the current year.

Article 8 – Admission criteria collective members

National, regional and local associations and groupings of lawyers and in-house counsel that undertake to comply with the association's objectives and articles of association and satisfy the two conditions specified below, are eligible to become collective members:

- a) they must represent young lawyers or in-house counsel of their jurisdiction, region or bar association; and
- b) their objectives and activities must be compatible with articles 2 and 3 of the articles of association.

Article 8bis – Admission criteria supporting members

(1) The following private individuals are eligible to become supporting members:

- a) individual members having reached the age limit and who want to remain members of the association, provided that they have paid their membership fees for the current year; and
- b) private individuals who satisfy all admission criteria for individual members (as set out in article 7(2) above), except for the maximum age criteria.

(2) In addition, private individuals who make a substantial donation to the association may be granted supporting membership status by a discretionary decision of the executive committee. These persons may be exempt from paying the annual membership fee.

Article 9 – Admission criteria future members

Private individuals are eligible to become future members provided they are registered as a law student with a recognised educational institution, which, upon successful completion of studies would allow access to a bar association and practising law, and who have paid their membership fees for the current year.

Article 10 – Admission procedure

(1) Persons or groupings wanting to become individual, collective, supporting members referred to in article 8bis(1)b) or future members of the association, shall submit an application using a form determined by the bureau.

(2) Unless decided otherwise by the executive committee, the individual members referred to in article 8bis(1)a) shall be automatically approved as supporting members on the date on which they lose their individual membership status in accordance with article 13(1).

(3) If they satisfy all the conditions laid down in the articles of association, persons or groupings other than those referred to in the previous indent, shall be provisionally approved as members subject to ratification by the next executive committee meeting to which the secretary-general shall submit all

membership applications. Unless decided otherwise by the executive committee, this ratification shall have retrospective effect from the date of receipt of the membership application.

(4) Decisions to withhold ratification do not need to be reasoned. They shall be notified by registered letter with acknowledgement of receipt or by any electronic means. An appeal may be lodged with the general assembly.

Appeals must be submitted by registered letter with acknowledgement of receipt or by any electronic means to the president within thirty (30) days from the date of notification of refusal.

Article 10bis – Admission criteria honorary members

Upon a proposal of the bureau, the general assembly may at its own discretion grant honorary membership to private individuals or legal entities which, by their activity, have shown that they support the association's principles and objectives.

Article 11 – Annual membership fees

(1) The annual membership fee for the various categories of members shall be determined by the general assembly for the coming year. The general assembly or the bureau can decide to waive or reduce the annual membership fee in specific circumstances or for specific groups.

(2) The annual membership fee for individual members may not exceed EUR 600.

(3) The annual membership fee for collective members may not exceed three times that of individual members.

(4) The annual membership fee for the supporting and future members may not exceed the annual membership as set for individual members.

(5) Membership fees are payable annually. They are automatically due in full, either (i) on 1 January of every year for all persons that are members on that date or (ii) on the date of admission of persons admitted during the year.

(6) Membership fees are non-refundable, irrespective of the date on which a member's membership status is lost.

Article 12 – Financial resources

The association's resources include in particular:

- a) membership fees, donations and the income generated by the association's activities, such as (but not limited to) meetings, events, publications and proceeds of the sale of goods;
- b) individual contributions to the operating costs of committees; and/or
- c) subsidies, sponsorships and grants received from States and any other private or public bodies.

Article 13 – End of membership

(1) Individual membership status is lost when a member no longer satisfies one of the conditions specified in (a) and (b) of article 7(2), or as a result of the member's resignation or expulsion. Except in the case of expulsion, the loss of membership status and the related rights, in particular the right to vote and eligibility, shall automatically become effective on the opening of the general assembly following – or coinciding with – the member's 45th birthday or any other event following which individual membership status is lost.

(2) Any mandate in respect of official functions or elective office shall automatically expire at the general assembly following – or coinciding with – this member’s 45th birthday or other event as set out in article 13(1) above, except however for members of the bureau whose functions and rights within the association (except for the right to be elected or re-elected) shall be maintained until the end of their mandate.

(3) All members shall be free to withdraw from the association by notifying their resignation to the secretary-general.

(4) Individual members that are not up to date as regards the payment of their membership fees may not exercise their voting rights. The other rights as member of the association, including the related benefits, shall also be suspended until they have paid all outstanding amounts due.

(5) Unless decided otherwise by the executive committee, members shall be deemed to have resigned on 1 January if they have not paid their membership fees for the two previous years.

(6) Any member whose behaviour is contrary to the objectives or spirit of the association may be expelled. A member’s expulsion shall be pronounced by the general assembly on a proposal of the bureau or of at least 1/5 of members.

The convocation letter must explicitly include the member’s expulsion as an agenda item.

The general assembly shall adopt expulsion decisions by a majority of 2/3 of the members present or represented and entitled to vote.

A member whose proposed expulsion is to be discussed by the assembly shall have the right to be heard.

Expulsions shall be notified as specified in article 10(4).

(7) As of the moment the bureau becomes aware of the behaviour as set out in article 13(6), the bureau has the power to suspend the membership for the limited period up until the general assembly meeting, resolving upon the proposed expulsion.

CHAPTER III ADMINISTRATION

The Bureau

Article 14 – Composition

(1) The association shall be administrated by a bureau composed of five members: the president, the first vice-president, the secretary-general, the treasurer and the immediate past president.

(2) The first vice-president’s nationality must be different from that of the president: he or she must, in addition, have participated during the two years preceding his or her election in the work of the executive committee with the right to vote or in an advisory capacity in one of the capacities provided for in article 16, paragraph (3) or paragraph (4)(a) to (e) inclusive.

He or she shall be elected by the ordinary general assembly by an absolute majority of the votes, including only individual members, during the first round and, failing that, by a relative majority during the second round. He or she shall be elected for a term of office of one year, after which he or she shall automatically become president for one year.

(3) The immediate past president shall automatically be a member of the bureau for a period of one year.

Former presidents shall automatically become advisors to the bureau.

(4) The secretary-general and the treasurer shall also be elected by the general assembly, for a term of office of two years. They shall be eligible for re-election.

(5) The president shall chair meetings of the bureau, the executive committee and the general assembly.

In the event of his or her absence or an impediment he or she shall be represented by the immediate past president or, otherwise, by another member of the bureau.

(6) The secretary-general shall prepare and keep the minutes of the meetings of the association's various official governing bodies. He or she shall ensure strict compliance with the articles of association.

(7) Acting by delegation of the bureau or the president, as applicable, the treasurer shall collect the income and pay the expenses of the association in accordance with the annual budget approved by the general assembly. He or she shall keep the association's accounts and prepare its budgets and annual accounts.

(8) The bureau may appoint deputies to the secretary-general and the treasurer and special delegates for specific tasks. They shall serve in an advisory capacity for a term of office of one year, unless the bureau decides on the length of their term otherwise. Up to two deputies may be appointed and serving at the same time.

(9) The bureau may appoint delegates to assist it in the performance of its tasks. These delegates, and any officer or chair of any body of the association as decided by the bureau, shall constitute with the bureau the extended bureau.

(10) The bureau's decisions shall be adopted by a simple majority of its members having voting rights, present or represented by a proxy during a meeting, which can be held in person or remotely/virtually notably through electronic means, or by means of unanimous written resolutions. In the event of a split vote the president shall have the casting vote.

Article 15 – Powers of the bureau and president

(1) The bureau shall have full powers to bind and represent the association in judicial and extrajudicial proceedings.

(2) Within the framework of the annual budget approved by the general assembly and in accordance with the policy guidelines drawn up by the executive committee, the bureau shall be responsible for the administration and management of the association's funds in the latter's interests.

(3) The association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the signature of the president acting alone, or a bureau member designated by the president, acting alone. In addition, the association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the bureau.

The Executive Committee

Article 16 – Composition

(1) The bureau shall be assisted by an executive committee composed of forty-eight (48) members elected by the general assembly from among the association's individual members having voting rights. Sixteen (16) members shall be elected every year for a term of office of three years. They shall be eligible for re-election.

(2) Upon the proposal of the bureau, the executive committee may appoint, from among the individual members having voting rights, a national representative for each country or jurisdiction represented in the association. They shall be appointed for a term of office of one year and shall be eligible for re-election.

(3) Other than the 48 elected executive committee members, the following persons shall participate in executive committee meetings, with the right to vote:

- a) the bureau members;
- b) the national representatives.

(4) The following persons may attend executive committee meetings in an advisory capacity:

- a) former presidents;
- b) the chairs and co-chairs of the committees;
- c) the presidents and vice-presidents of the commissions;
- d) the deputies and delegates appointed by the bureau;
- e) the chairs and co-chairs of the organising committee and coordinators of future congresses;
- f) one delegate per collective member; and
- g) guests invited by the bureau.

Article 17 – Meetings

(1) The executive committee shall meet, in-person or remotely/virtually, when convened by the president or secretary-general, as often as is necessary in the interests of the association. The president must convene the executive committee if requested to do so by one fifth of its members.

(2) The persons entitled to vote at executive committee meetings may only be represented by another person having the right to vote and holding a written power of attorney.

Article 18 – Establishment of committees and commissions

(1) The executive committee may, upon proposal of the bureau, set up committees and commissions.

(2) The committees shall assist the bureau in managing the association.

(3) The committees shall examine legal and professional issues and may be requested to lead plenary discussions at congresses, coordinate courses and seminars and prepare publications.

(4) The committees' chairs and co-chairs shall be appointed by the bureau for a renewable one-year term of office.

(5) The commissions' presidents and vice-presidents shall be appointed by the bureau for a two-year term of office (unless the bureau decides on the length of their term otherwise).

CHAPTER IV GENERAL ASSEMBLIES

Article 19 – Convocation and agenda

(1) The ordinary general assembly shall meet at least once every calendar year on the date and in the place determined by the bureau.

- (2) The bureau may decide, and specify so in the convening notice, that a general assembly meeting will be held in a hybrid format, i.e. also by electronic means such as via an electronic streaming platform as determined by the bureau, subject to mandatory requirements under applicable law.
- (3) In exceptional circumstances, as granted by the bureau and mentioned in the convening notice, the general assembly meetings may be held entirely by electronic means, subject to the additional requirements imposed by applicable law.
- (4) The members of the office of the general assembly (which is at least the chairperson of the general assembly) cannot participate via electronic means of communication and shall meet physically.
- (5) The bureau shall submit to the assembly the accounts for the previous financial year and the budget for the coming financial year.
- (6) The president shall present the association's situation. The general assembly may only vote on items that are on the agenda. Therefore, it is possible to discuss any subject whatsoever, but without organising a vote on it.
- (7) 1/20 of the association's individual members may request the bureau to place a specific item on the agenda of the general assembly, provided that discussion of the said item belongs to the powers of the general assembly, by submitting a written request to the president three months before the date of the ordinary or extraordinary general assembly meeting. Such a request may also be made by 1/5 of the members of the executive committee.

Article 20 – Convocation by members

(1) The bureau may convene the general assembly in the form of an extraordinary general assembly. It must convene such a meeting when requested to do so by 1/5 of the individual members or 1/3 of the members of the executive committee, such a request must be submitted in writing and indicate the proposed agenda, which shall be restricted to subjects authorised by the articles of association. In such a case the bureau must convene the general assembly, which must meet within three months from receipt of the request.

Article 21 – Rights of members

All the association's members shall be convened to general assemblies. Only individual members shall be entitled to vote. The collective and supporting members shall participate in an advisory capacity. Each collective member may be represented by a maximum of three delegates.

Article 22 – Convocation notices

The notices convening the meeting shall contain the agenda and be sent by the bureau via circulars one month before the date of the general assembly meeting. Notices may also be sent electronically.

The agenda of the ordinary general assembly shall include the following main items:

- a) the immediate past president's report;
- b) the secretary-general's report;
- c) the treasurer's report;
- d) the report of the statutory auditor(s);
- e) approval of the accounts and a discharge of the bureau's activities and those of the statutory auditor(s);
- f) approval of the budget and establishing membership fees for the coming year;
- g) the report of the general coordinators of the congress and, if applicable, a vote on the proposed resolutions;

- h) election of the first vice-president and, as the case may be, of the secretary-general or the treasurer;
- i) the partial renewal of the executive committee, appointment of the statutory auditor and, if applicable of honorary members; and
- j) speech by the new president.

Article 23 – Representation at general assembly meetings

(1) Individual members having voting rights may be represented at the general assembly by another individual member having the right to vote and holding a written power of attorney, be it in paper form and/or in electronic form, as determined by the bureau.

(2) The power of attorney shall be drawn up in the specimen form determined by the bureau, this must in particular offer the principal the option to issue mandatory instructions for all items on the agenda, the content of which is known in advance, such as the election of the first vice-president and amendments to the articles of association.

(3) In order to be valid, the power of attorney must include the name of the proxy and the signature of the principal or any other form of electronic identification as determined by the bureau. Powers of attorney may only be transferred if the principal has expressly granted a power of substitution to the proxy.

(4) Only powers of attorney sent at least 10 days before the date of the general assembly to the association's postal address, date as per postmark, or by e-mail to the address indicated on the power of attorney or through any other electronic means as determined by the bureau, shall be valid.

(5) Subject to article 25(7) below, an individual member may not vote by power of attorney for more than one other individual member.

Article 24 – Voting rights and majority

(1) For both deliberations and elections, each individual member with voting rights shall be entitled to one vote.

(2) Decisions shall be adopted by a majority of the votes cast irrespective of the number of individual members with voting rights present or represented unless a specific majority is required by applicable law or pursuant to the articles of association. Abstentions and invalid votes do not count as votes cast. To determine the majority (including in a secret vote), blank or invalid votes shall be considered as abstentions and abstentions shall not be counted as votes cast for the calculation of the majority of votes. For the election of the executive committee members, only the votes by which a vote is cast for at least one candidate and up to as many candidates as there are seats to be filled shall be valid.

(3) Voting shall be organised by a show of hands, by secret vote and/or through electronic means, as determined by the bureau. A secret vote must be held at the request of five individual members with voting rights and may be organised through electronic means if so determined by the bureau at the general assembly.

(4) Insofar as the bureau has made a provision to this effect in the notice convening the general assembly:

- a) each individual member with voting rights shall be entitled to vote by electronic means using an electronic voting system made available by the association to the members with voting rights during the time period prior to the general assembly as established by the bureau;
- b) each member may participate in the general assembly from a distance by electronic means made available by the association to the members; and/or

- c) each individual member with voting rights may cast his or her vote, either directly at the general assembly and/or remotely by electronic means using an electronic voting system made available by the association to the members with voting rights.

In such cases, the terms and modalities relating thereto shall be established by the bureau and approved by the executive committee, subject to mandatory legal requirements, of which the members shall be informed at the latest by the time the notices convening the general assembly are circulated to the members.

(5) If the number of candidates does not exceed the number of vacancies to be filled, the bureau shall declare the nominated candidate(s) as tacitly elected.

(6) For the election of executive committee members, the statutory auditor(s) and members of the bureau, except however for the election of the first vice-president, candidatures must be deposited with a member of the bureau, or sent to an email address communicated by the bureau, two days before the election, by no later than 18:00 (in the time zone in the place where the general assembly is to be held. Should the general assembly exceptionally be held only by electronic means, the applicable time zone will be Central European Time (CET)). To be admissible, each candidature must be submitted in writing or electronically and signed by the candidate and by five other individual members with voting right.

(7) Candidatures for the office of first vice-president may be submitted by any means but must be received by no later than the 31 May before the election by the secretary-general who shall issue a receipt. To be admissible, each candidature must be submitted in writing or electronically and signed by the candidate and by five other individual members having voting rights and entitled to vote at executive committee meetings. If all the candidatures thus registered are subsequently withdrawn or lapsed, or if no candidature has been received by the 31 May deadline before the election, the candidatures for the position of first vice-president drawn up and signed as indicated in this paragraph shall be submitted within the same time limit as candidatures to the other elections.

(8) Only individual members having voting rights shall be eligible to stand for election to the bureau and the executive committee. That rule shall not apply to statutory auditors, who shall not be association's members.

Article 25 – Extraordinary general assembly – Amendment articles of association

(1) The extraordinary general assembly may only deliberate validly on amendments to the articles of association if 2/3 of the association's individual members having voting rights are present or represented, in person and/or by electronic means

(2) If this quorum is not reached at the first meeting, a second meeting may be convened and may deliberate validly irrespective of the number of members present or represented at that meeting, in person and/or by electronic means. The second meeting may not be held less than fifteen days after the first meeting, in person and/or by electronic means.

(3) Amendments of the articles of association may only be adopted if they are supported by a majority of 2/3 of the votes cast, in person and/or by electronic means, in accordance with the provisions of the articles of association.

(4) However, if the amendment concerns the object of the association or the association's dissolution, the above rules shall be amended as follows:

- a) amendments may only be adopted by the general assembly, if they are supported by a majority of 4/5 of the votes cast, in person and/or by electronic means, in accordance with the provisions of the articles of association; and

- b) the second meeting shall only be validly constituted if at least half of the individual members having voting rights are present or represented, in person and/or by electronic means.
- (5) The extraordinary general assembly may coincide with an ordinary general assembly.
- (6) The notice convening the meeting must contain the text of the proposed amendments.
- (7) For the deliberations on amendments to the articles of association an individual member may not vote by power of attorney for more than one (1) other individual member.

Article 26 – Resolutions

Members shall be notified by circular, sent by post, email or any other electronic means as determined by the bureau, of the resolutions adopted by the general assembly.

Article 27 – Dissolution

In the event of the association's dissolution, the general assembly shall appoint one or more liquidators with responsibility for the liquidation of the association's assets. The allocation of the net assets shall be determined by the general assembly and shall correspond as closely as possible to the association's object.

Article 28 – Applicable law

For all the matters not covered in the articles of association, the law of the association's seat shall apply.

Article 29 – Internal regulations

Without prejudice to the provisions of article 24(4), final paragraph, the general assembly, the executive committee and the bureau may establish internal regulations for their work.

Article 30 – Term of offices

Unless expressly decided otherwise, the terms of offices provided for in the articles of association when expressed in year(s), shall be understood to run from the period between one annual ordinary general assembly, or if it is later, from the date of appointment, up to another ordinary general assembly.

CHAPTER V GENERAL PROVISIONS

Article 31 – Financial year

The association's financial year shall start on 1 April and end on 31 March.

Article 32 – Accounts and budget

- (1) The association's accounts shall be kept in accordance with Belgian accounting principles.
- (2) The bureau will submit to the general assembly a balance sheet and statement of income and expenditure account for the previous financial year as well as the budget for the coming financial year.
- (3) In addition, the organisers of all the association's official events shall present the related budgets and accounts to the bureau, which shall be represented by the treasurer or the deputy treasurer.

Article 33 – Statutory auditor(s)

(1) The annual accounts shall be audited by two members of the association or by a professional firm of accountants or by both. The statutory auditor(s) shall be appointed by the general assembly for a period of one year. They shall be eligible for re-election. They shall submit their report on the association's accounts to the general assembly.

(2) By 19.00 at the latest on the eve of the general assembly (in the time zone of the place where the general assembly is to be held. Should the general assembly exceptionally be held only by electronic means, the applicable time zone will be Central European Time (CET)), the individual members having voting rights shall be given access, by the secretary-general or another person designated by the latter, to the balance sheet, the budget and the list of candidates for the various position to be filled in accordance with the notice convening the meeting.