

**STATUTES OF THE
“ALLIANCE OF LAWYERS
FOR HUMAN RIGHTS”**

AS MODIFIED ON THE 4 MARCH 2013

Preamble

The Alliance of Lawyers for Human Rights was founded in May 2009, on the initiative of a number of lawyers and high-ranking individuals with professional expertise in the defence of human rights, with the objective of galvanising the effectiveness of organisations striving to protect Human Rights and Children's Rights.

In order to adapt the founding statute of the association, dating from 27 April 2009 and modified by the General Assembly of 15 February 2010 and 23 June 2010 to reflect the development of the association, the existing updated version was created, subject to the approval of the Honorary General Assembly on the date of 3 January 2012.

STATUTE I PURPOSE AND COMPOSITION

ARTICLE 1 ESTABLISHMENT AND NAME

By consent of the undersigned parties and all public and private entities adhering to the present statutes, an association has been established according to the general principles of law applicable to contracts and agreements, outlined in the legislation of 1 July 1901 and the edict of 16 August 1901.

The Alliance has complied with the requirement to submit an official statement to the prefecture of the Paris Police, on the 6 May 2009, published in the Official Journal of 30 May 2009 N° 22 – 141st year.

The registered name of the association is "The Alliance of Lawyers for Human Rights" (hereafter "the Alliance").

ARTICLE 2 PURPOSE, MODES OF ACTION AND DURATION

Article 2.1 Purpose

The purpose of Alliance's existence is to contribute to the defence of Human Rights and Children's Rights in the widest sense (which includes civil, political, economic, social, cultural and environmental rights), by:

- providing without demand for payment access to the legal expertise of Alliance members to individuals in vulnerable circumstances and/or whose legal rights have been violated, either directly or indirectly through their representation by NGOs, associations and other institutions committed to the defense of Human Rights and Children's Rights.
- the promotion of these rights in France and overseas

Article 2.2 Means of action

Article 2.2.1 Specific legal advice

The Alliance offers free legal assistance to NGOs, associations and all national and international institutions that act specifically in favour of vulnerable individuals (notably French nationals overseas and foreigners in France) by way of individual written consultations, for any matter selected by the Alliance that complies with its criteria of interest, priorities and available resources and expertise, with regard to the objectives of promoting the defence of Human Rights and the Children's Rights that have been assigned to the Alliance.

Article 2.2.2 General advice and training

The Alliance advises, equips and educates public and private actors committed to the defence of human rights by providing for the training of diplomats and NGOs.

To deliver this general advice the Alliance principally engages its member law firms and where there is need, any other competent person.

The Alliance is empowered to develop any means of assistance, training, education and awareness-raising measures.

To achieve these aims the Alliance may act with recourse to any of the following provisions:

- a permanent structure whose purpose is to ensure the implementation of projects conforming with its social objective;
- publications;
- studies, legal consultations and comparative analyses of objectives achieved by its members;
- a website;
- the organisation of conferences and periodical seminars.

Article 2.3 Duration

The Alliance is an association with an unlimited duration which is, from the date of the acceptance of its declaration by the prefecture of the Paris Police, in conformity with Article 5 of the legislation of 1 July 1901.

ARTICLE 3 HEADQUARTERS

The Alliance Headquarters are set as "Maison du Barreau" at 2 rue de Harlay, 75001 Paris.

They may be transferred to another location on the decision of the Governing Board in accordance with the foreseen conditions of article 6.2 of this statute.

ARTICLE 4 FINANCES AND ACCOUNTS

The assets of the Alliance are composed of:

1. the contributions of its members, according to the rate established by the general assembly, of subsidies which may be granted by any entity, public or private, intended to facilitate the achievement of its objectives;
2. donations, contributions and all sponsorship authorised by the current text and by the conditions of organisational activities;
3. loans or advances from authorised organisations or members of the association;
4. interest and revenue from property and wealth that it possesses;
5. any sum of money given in provision of the remuneration of incidental activities and services offered by the association

ARTICLE 5 COMPOSITION

Article 5.1 The members of the Alliance

The Alliance is composed of individuals and entities who are considered to be either founding members, honorary members, beneficiary members or active members and partners.

5.1.1. Founding members

The founding members include:

- President of the Bar, Mr. Christian CHARRIÈRE-BOURNAZEL;
- President of the Bar as empowered by the Order of Lawyers of the Paris Bar
- Mr. François ZIMERAY, Ambassador for Human Rights in the Ministry of Foreign Affairs at the time of the creation of the Alliance;
- Noëlle Anne (Noanne) TENNESON, former lawyer at the Paris Bar.

They are considered life members of the Alliance whose membership is not subject to the payment of a contribution.

They are eligible members of the Governing Board and are each entitled to a vote in the deliberations of its assembly.

5.1.2 Honourable members

Individuals or entities are made honorary members by decision of the Governing Board by reason of their pre-eminence and involvement in the defence of Human Rights and/or services rendered to the Alliance and thus who affirm the ethics and public image of the Alliance.

Their membership is not subject to payment of a contribution.

They are each entitled to a vote in the deliberations of the assembly of the Governing Board and may be invited to sit on the board in an advisory capacity.

5.1.3. Beneficiary members

Individuals and entities are made beneficiary members where they provide significant financial support to the Alliance, by decision of the Governing Board.

Their membership is not subject to payment of a contribution and does not confer the right to vote at the general assembly. Beneficiary members may be invited to sit on the Governing Board in an advisory capacity.

5.1.4. Active members

"Active members" are law firms or individual lawyers who:

- are decided by the Governing Board
- pay an annual contribution of which the amount is determined by the general assembly
- offer to the Alliance the services of their lawyers, associates, members of staff and jurists

They are eligible of the Governing Board and each entitled to a vote in the deliberations of its assembly.

5.1.5. Partners:

The "partners" are composed of NGOs, associations and national and international institutions who act in the domain of the protection of Human Rights and/or Children's Rights in their widest sense as decided by the Governing Board.

The partners may be consulted regarding any subject that the Governing Board decides.

Article 5.2 Membership requirements

Article 5.2.1 All members of the Alliance are committed to:

- abide by the present constitution,
- never use the Alliance or the name of the Alliance for individual profit or gain of any type,

- never use the Alliance to a political end contrary to the Alliance's principle of neutrality,
- never use the Alliance to a personal end contrary to the social objectives of the Alliance
- respect and promote Human Rights and Children's Rights in their widest sense,
- oppose and never enact any form of discrimination, whether racial, social or religious

Article 5.3 Loss of membership

The loss of membership status is affected by:

- death of a member ;
- resignation in writing submitted to the address of the Governing Board ;
- revocation of membership by the decision of the Governing Board, after having first furnished reasons that correspond with any of the following :
 - an act deemed to provide "serious grounds" for revocation ;
 - failure to abide by the present constitution;
 - failure to pay the annual contribution (after receiving a request to pay, in writing and with acknowledgment of receipt, and remaining non-compliant after of one month of delayed payment)

The Governing Board's decision to revoke membership must be made with the consent of a majority of two thirds (2/3) of present or represented members. It is a requirement that the party whose membership is in question be excluded from participation in the vote.

STATUTE II GOVERNANCE AND ACTION

ARTICLE 6 THE GOVERNING BOARD

Article 6.1 Composition of the Governing Board

- 6.1.1. The Alliance is governed by a board of directors whose members are elected by the general assembly, selected from amongst its existing members, within the limits defined by articles 5.1.2. regarding the honorary members, 5.1.3. regarding the "beneficiary" members, and 5.1.5. regarding the "partner" members and conditional to the free exercise of their civil rights.
- 6.1.2. The general assembly determines the number of members to be elected from within the Governing Board, which is to be comprised of between three (3) and fifteen (15) members.

- 6.1.3. Each elected governing director may nominate, during the first meeting of the Governing Board following his/her election a substitute who will be called upon to replace him/her in case of an inability to attend a general meeting.
- 6.1.4. The members of the board are elected by a simple majority of consent for a duration of three (3) years.
- 6.1.5. The mandate of a governing director is subject to unlimited renewal.
- 6.1.6. In the case of a vacancy, the Governing Board may arrange the provisional replacement of its members. A definitive replacement is then affected at the following meeting of the general assembly. The members thus elected exercise their functions up until the date at which the mandate of the replaced members would have expired.
- 6.1.7. The governing members are obliged to personally attend the sessions of the Governing Board. In the case of an inability to attend, the member must be represented by a substitute that he/she elects.

Article 6.2 Meetings and decisions of the Governing Board

- 6.2.1. The Governing Board meets at least once in a six-month period, and at any time that it is summoned by the President of the Board or at the request of two (2) of its members.
- 6.2.2. It deliberates over the decisions included in the agenda by the President and any decisions which are included in the agenda at the request of one (1) of its members.
- 6.2.3. The presence of one third of the members of the Governing Board is required for the validation of its decisions. If no decision is reached on a matter, it will be resubmitted at a new session with minimal delay. The Governing Board may then reach a final decision without regard to the number of members present or represented.
- 6.2.4. All members of the board who are absent or unable to fulfil their duties may provide to another member the power to represent him/her. The number of powers within the rights of exercise of a single person is unlimited.
- 6.2.5. Decisions are reached by a majority of votes. In the case of an equal division of votes, the vote of the President will be decisive.
- 6.2.6. The Governing Board may be advised, without a definitive influence, by both paid staff members and volunteers of the association, the honorary members and the beneficiary members of the association and any external party that the Governing Board deems relevant. They will not be present however at the time the decision is made.
- 6.2.7. The decision-making power granted to the President to bring a matter before the court requires a majority of two thirds of members present or represented.

- 6.2.8. Meeting minutes are kept, which are signed by the President, who may delegate this power for a period not exceeding two years, and by the Secretary General. They are drawn up on numbered pages and preserved at the Headquarters of the Alliance.
- 6.2.9. All members of the Governing Board who benefit from a salary from within the association lose their right to vote.

Article 6.3 Principle of free performance of responsibilities

6.3.1. The members of the Governing Board may not receive any remuneration for the performance of responsibilities conferred upon them, with exception regarding the role of secretary general, within the authorised legal limits, in order to maintain a disinterested management of the AADH.

6.3.2. The Governing Board deliberates on the level and conditions of the secretary general's remuneration, in his or her absence. This decision is taken by the two-thirds majority of the entirety of present or represented members. A convention shall be established and handed to the treasurer.

Article 6.4 Powers of the Governing Board

The Governing Board is invested with all powers of management, direction and governance of the Alliance in all circumstances, subject to the powers expressly and legislatively reserved for the general assembly.

Specifically:

- It prepares, authenticates and submits the provisional budget, strategic plan, annual accounts and annual report of the Alliance, for the approval of the general assembly;
- It ensures the conformity of strategic and operational plans with the social objectives of the Alliance. It defines the terms of the Alliance's social objectives and assures that projects of all levels are managed according to the same methods and that a global coherence is maintained across all levels of the Alliance;
- It determines the conditions for recruitment and remuneration of its personnel in accordance with article 6.2.9 above mentioned;
- It is kept informed by the President and deliberates over all engagements of the Alliance.

Article 6.5 Managing committee

6.5.1 Composition:

The Governing Board chooses from within its members, for a period of three (3) years, the individuals composing the managing committee, including;

- A President;
- A General Secretary;
- A Treasurer.

The President of the Bar empowered by the Order of the Paris Bar is by right and by this constitution the Honorary President.

As is deemed necessary, he may be accorded the following assistance:

- An assistant secretary general
- An assistant treasurer

6.5.2 Responsibilities:

6.5.2.1 Collective responsibilities:

The primary function of the managing committee is to facilitate the preparation and administration of the sessions of the Governing Board. In this capacity, it prepares their meeting agenda, the content of which may be put to a vote within the managing committee. It must be adopted by the consent of a simple majority of present members, the President having a pre-eminent vote in cases of dispute as to its content.

6.5.2.2 Individual responsibilities:

The members of the managing committee are invested with the following powers, which they exercise under the supervision and delegation of the Governing Board:

- **The Honorary President** presiding over the Governing Board
- **The President** supervises the execution of the decisions of the counsel and ensures the proper administration of the association that he represents in law and in all actions of public life. He/she may be replaced by an acting representative where it is justified by special circumstances by delegated power.
- **The General Secretary** maintains the records of the association under the authority of the President. He/she convenes the meetings of the Governing Board and the general assembly. He/she keeps the meeting minutes.

The General Secretary is equally responsible for ensuring compliance with the present constitution. He/she may examine on his/her own initiative, or upon referral by any

person with sufficient invested interest, any issues which may arise (disagreement between members, unauthorized decisions, noncompliance with statutes, conflicts of interest).

He/she implements any measures to bring to an end, within a reasonable time period, any of the scenarios outlined above and may consult any person of his/her choosing. He/she may decide to refer a case to the Governing Board if he/she deems that a decision to revoke membership as outlined in article 5.3 of the present constitution may be necessary.

- **The Treasurer** maintains the accounts of the Alliance, recovers any outstanding debts, pays any expenses, deploys any funds in accordance with the instructions of the Governing Board or in its absence, of the order of the President. He/she must authorize the deployment of all bank and cheque accounts of the Alliance. He/she prepares a statement of accounts twice a year, at the request of the members of the Governing Board.

ARTICLE 7 THE GENERAL ASSEMBLY

Article 7.1 Composition of the general assembly

The general assembly is composed of founding members, honorary members, and active members who are accorded a decisive vote within the assembly.

Article 7.2 Ordinary General Assembly

- 7.2.1. The ordinary general assembly meets at least once a year in the six months following the end of the financial year. The assembly may equally be summoned at the request of the President or the general assembly or at the request of at least one quarter of the association's members.
- 7.2.2. The ordinary general assembly elects the governing board, puts to a vote the internal regulations, amount of the annual contribution and more generally all all questions submitted for inclusion in the agenda by the governing board. Moreover it receives the reports of the governing board concerning the management, activities and financial reports of the association.
- 7.2.3. The ordinary general assembly does not meet validly unless at least half of its members are present or represented. If this requirement is not met, the general assembly is summoned, with the same meeting agenda, within a period of 15 days. At the time of this second meeting, the deliberations of the assembly are recognised as valid regardless of the number of members present or represented. The deliberations of the general assembly are decided by a majority vote on the part of its members present or represented, within a limit of three (3) votes per present member.

Article 7.3. – Extraordinary general assembly

- 7.3.1. The extraordinary general assembly is the only body with the power to modify the constitution, announce the dissolution of the association and subsequently rule upon the distribution of its assets, and make decisions concerning a merger of the association with any other.
- 7.3.2. The extraordinary general assembly does not meet validly unless at least half of its members are present or represented. If this requirement is not met, the general assembly is summoned with the same meeting agenda within a period of 15 days. At the time of this second meeting, the deliberations of the assembly are valid regardless of the number of members present or represented. The deliberations of the extraordinary general assembly are decided by a majority vote of three quarters of members present or represented, within a limit of three (3) votes per present member.

Article 7.4. – Summoning of the general assemblies

At least fifteen days (15 days) before the fixed date of the general assembly the General Secretary summons all members of the Alliance, in writing by registered post or by normal mail. The meeting agenda set by the Governing Board must be included in the letters of notice.

ARTICLE 8 DISSOLUTION

In the case of the dissolution of the Alliance, the general assembly nominates one or more liquidators and is empowered to decide, within the constraints of the law, the distribution of the remaining available funds after the settlement of any liabilities in favour of an entity with a corresponding objective to that of the Alliance.

Prepared in Paris on 4th March 2013 in duplicate.

E. KLEIMAN, President

P. SERVAN- SCHREIBER, Treasurer