

**STATUTES
OF THE
MIDS ALUMNI ASSOCIATION**

Dated 14 March 2022

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PREAMBLE

- A. The MIDS Alumni Association (hereafter the “**Association**”) was created by the alumni of the Geneva LL.M. in International Dispute Settlement (“**MIDS**”) with the support of the MIDS Administration, with the objective of fostering and maintaining connections between MIDS Alumni, creating professional opportunities, and positively contributing to the development of the field of international dispute settlement.
- B. The Association is intended as a collaborative structure, in which all Members can contribute for the common benefit of the Members.
- C. The Association is intended to be as representative as possible of the wide diversity of the MIDS Alumni and provide equal opportunities to all to contribute to, and become involved in, its projects and activities.
- D. The Association values integrity, collaboration with and support for one another, responsibility, and respect.

I. DEFINITIONS

In these Statutes, the following terms shall have the meaning ascribed to them below:

“**Alumni**” means individuals who are in possession of a MIDS degree or have participated in the MIDS programme for a semester or more as part of an exchange or double degree program approved by the MIDS Committee and/or the MIDS Administration.

“**Association**” means the MIDS Alumni Association.

“**Co-Chair**” means the two Members jointly presiding over the Executive Committee.

“**Executive Committee**” means the committee responsible for running the Association and its activities.

“**Founders**” means the members of the first Executive Committee of the Association and comprises Rahul Donde, Nicolas Torrent, Ankita Godbole, Lukas Montoya and Christine Sim.

“**Global Events Coordinator**” means the member of the Executive Committee responsible for the coordination and organisation of events.

“**Member**” means a member of the Association as defined in Article 6 of the present Statutes.

“**MIDS Administration**” means the administrative body of the MIDS, which coordinates all administrative matters regarding the functioning of the MIDS.

“**MIDS Committee**” means the ruling body of the MIDS, which oversees all matters regarding the structure and functioning of the MIDS programme.

“**MIDS**” means the Geneva LL.M. in International Dispute Settlement.

“**National Chapters**” means Representations of the Association at a country level as described in Part VII of the present Statutes.

“Regional Desk Coordinator” means the member of the Executive Committee in charge of coordinating the Regional Desks.

“Regional Desks” means Representations of the Association at a regional level as described in Part VII of these Statutes.

“Secretary” means member of the Executive Committee responsible for the administrative coordination of the Association.

“Statutes” means the present statutes.

II. NAME, DURATION, REGISTERED OFFICE, PURPOSE, MEANS AND RESOURCES

Article 1. Name and Duration

1. A not-for-profit association within the meaning of Articles 60 et seq. of the Swiss Civil Code (“CC”) is hereby created under the name “MIDS Alumni Association”.
2. The Association is created for an indefinite period of time.

Article 2. Registered office

1. The Association’s registered office is in Geneva (Switzerland).

Article 3. Purpose

1. The Association is created to:
 - a. Foster and maintain ties between the Alumni;
 - b. Promote the work of the Alumni in the field of international dispute settlement;
 - c. Contribute to advance the field of international dispute settlement;
 - d. Facilitate the entry of the Alumni in the professional world;
 - e. Facilitate access to international dispute settlement education at the MIDS notably through funding scholarships in collaboration with the MIDS Administration; and
 - f. Represent the interests of Alumni, including vis-à-vis the MIDS Committee and the MIDS Administration.

2. The Association can support not-for-profit associations or organisations pursuing the same goals.
3. The Association has no profit purposes. The Executive Committee performs its functions on a voluntary basis.

Article 4. Means

1. The Association may pursue all lawful activities required to achieve its purposes.

Article 5. Assets

1. The assets of the Association may come from donations, legacies, sponsorship, partnerships, public subsidies, membership and event related fees, revenues generated by the Association's assets, as well as any other eventual income and revenue authorised by the law.
2. The income and assets of the Association shall be used exclusively for the promotion of its not-for-profit purposes.

III. MEMBERS

Article 6. Members

1. Members of the Association (the "**Members**") shall consist of individuals who have registered for membership in accordance with Article 7 and:
 - a. are in possession of a MIDS degree **or** have participated in the MIDS programme for a semester or more as part of an exchange or double degree program approved by the MIDS Committee and/or MIDS Administration; and
 - b. have not lost their membership according to Article 8.

Article 7. Beginning of membership

1. The Founders are the initial Members of the Association.
2. Individuals who fulfil the criteria in Article 6 can become Members of the Association by registering in the manner determined by the Executive Committee. The assent of the General Assembly is presumed.
3. Members shall provide the Executive Committee with the information required to be included in the Alumni database and shall be responsible for keeping such information up-to-date.

Article 8. End of membership

1. Membership ceases:
 - a. Upon the resignation of the Member addressed to the Executive Committee at least 3 months before the end of the calendar year;
 - b. Upon death of the Member; or
 - c. By expulsion as decided by a two third majority of the General Assembly on recommendation of the Executive Committee.

2. The decision to expel a Member shall be validly notified to that Member by email at the address provided by that Member upon registration with the Association. An expelled Member may appeal the expulsion decision before the General Assembly by submitting an application to the Secretary of the Executive Committee within 30 days from the notification of such decision. The expulsion shall be decided by secret ballot.
3. A Member who has resigned or been expelled has no right to the Association's assets. Any fees due for the current year remain due from the expelled Member and if paid, shall not be reimbursed.

Article 9. Membership fees

1. The General Assembly decides on the principle of membership fees, whether they are mandatory or voluntary, their amount and periodicity and exemptions if any.

Article 10. Privacy

1. Members consent to the processing of their personal data in view of discharging the purposes of the Association. Commercial use of Members' data is prohibited. The Association shall only collect the personal data necessary to discharge its obligations towards the Members and in the promotion of its purpose.
2. Members are responsible for keeping their personal data up-to-date, which will be used by the Association for all communications, and shall promptly notify the Executive Committee of any change.

IV. ORGANISATION AND GOVERNANCE

Article 11. Bodies of the Association

1. The bodies of the Association are:
 - a. The General Assembly;
 - b. The Executive Committee;
 - c. The External Auditor, if any; and
 - d. Operational teams, if any.

V. THE GENERAL ASSEMBLY

Article 12. Principles

1. The General Assembly is the supreme authority of the Association within the meaning of article 64 et seq. CC.
2. It is composed of all the Members.

Article 13. Powers

1. The General Assembly delegates to the Executive Committee the power to administer and represent the Association.
2. The General Assembly holds the following inalienable powers:
 - a. Approval and amendment of the present Statutes;

- b. Nomination, surveillance and revocation of external auditors;
- c. Approval of annual reports and audited accounts;
- d. Admission, expulsion of Members from the Association;
- e. Nomination, surveillance, discharge and revocation of Executive Committee members;
- f. Decision on the dissolution or merger of the Association; and
- g. Management of all matters that are not the responsibility of other Association bodies.

Article 14. Meetings

1. Ordinary meeting of the General Assembly: The ordinary meeting of the General Assembly shall be held at least once a year, in person and/or by videoconference.
2. Extraordinary meeting of the General Assembly: Extraordinary meetings of the General Assembly may be called by the Executive Committee and must be called at the request of at least 20% of all Members, in accordance with article 64 para. 3 CC.
3. Convocation: The Executive Committee shall convene the meetings of the General Assembly with a one-month notice prior to the opening of the meeting. The agenda of the meeting must be sent with the invitations. The invitations may be sent by e-mail. The Executive Committee can solicit the help of the MIDS Administration to reach all Members.
4. Quorum: The General Assembly is validly constituted regardless of the number of Members present.
5. The Chair: One of the Co-Chairs, designated prior to the General Assembly, and in his/her absence the other Co-Chair or the Secretary, shall chair the meetings of the General Assembly.

Article 15. Decision making and voting rights

1. Voting rights: Each Member shall have an equal voting right at the General Assembly.
2. Power of attorney: Members may vote in person or by proxy through another Member, provided that proof of authorization to vote on behalf of another Member is provided to the Executive Committee one week in advance of the date on which such vote is to be cast.
3. Process: Voting takes place by a show of hands or through an electronic voting system. Upon request of at least one-fifth of the Members, voting may take place by secret ballot.
4. Majority of votes: All decisions shall require a simple majority of all votes expressed (including votes by proxy), insofar as the present Statutes do not provide for a different majority. In case of a tie vote, the Executive Committee has the casting vote.
5. Decisions by circular: Proposals to which all Members have adhered in writing are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.
6. Conflict of interest: In accordance with article 68 CC, Members may not vote for decisions relating to a matter or a legal proceeding regarding the Association where they, their spouse, parents or relatives in direct line are a party to the matter. For avoidance of doubt, in accordance with Swiss law, the election of the Executive Committee, or other such elections, is an internal administration act to which all Members can participate, including those who seek election.
7. Minutes: The meetings of the General Assembly and its decisions shall be recorded in the form of minutes.

VI. THE EXECUTIVE COMMITTEE

Article 16. Principles

1. Role and powers: The Executive Committee is the executive body of the Association. It has the right and the duty to manage the affairs of the Association and to represent it in accordance with the Statutes (art. 69 CC). In particular, the Executive Committee shall take all necessary measures to achieve the purposes of the Association, ensure the correct application of the present Statutes and any other internal regulations, administer the property, assets and resources of the Association, manage the accounts, and convene and organise the General Assembly.

2. Pro-bono: Executive Committee members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. For activities that exceed the usual scope of the function, each Committee member may receive appropriate compensation, subject to prior approval by other Committee members of the scope of these activities and the principal of compensation thereof.

Article 17. Appointment of the Executive Committee

1. The Executive Committee members are appointed by the General Assembly.

Article 18. Composition

1. The Executive Committee shall be composed of 5 members.
2. The General Assembly shall elect two Co-Chairs, a Secretary, a Regional Desk Coordinator and a Global Events Coordinator. Wherever possible, the elections shall reflect the diversity of the Alumni and notably, geographical origins, gender and institutions.
3. At least one member of the Executive Committee with signatory powers must be a Swiss citizen or a citizen of a member State of the EU or EFTA and have his/her domicile in Switzerland, as required by the cantonal practice on tax exemptions for public utility institutions and Regulation No. 12 of 8 July 1994 of the Swiss Federal tax administration.

Article 19. Term

1. The Executive Committee members are appointed for a 2-year term, renewable once. The Secretary shall ensure the proper transfer of projects and ongoing affairs to the newly-elected Executive Committee for a period of 6 months subsequent to the taking of office.

Article 20. Removal and resignation

1. Removal: Executive Committee members may be removed by the General Assembly for just cause, in particular if the Executive Committee members have violated their obligations towards the Association or if the Executive Committee members are not in a position to exercise their functions adequately or in case of death.
2. Resignation: Executive Committee members may resign at any time by submitting a written declaration to either of the Co-Chairs, specifying when the resignation shall take effect.
3. Vacancy during the term of office: In the event of dismissal or resignation during the term of office, the Executive Committee may appoint a provisional replacement member of the Executive Committee, until the next meeting of the General Assembly.

Article 21. Operational teams

1. The Executive Committee can establish an operation team to assist with the performance of its duties and help the Association achieve its purposes.
2. Operational team members are selected from the Members, upon expression of interest. The Executive Committee decides on such appointments or revocation thereof by simple majority of its members.
3. The operational team members' appointment is not subject to any duration constraints.
4. Operational team members shall use their best efforts to ensure that they complete the tasks that they agree to undertake. Without prejudice to Article 22, they do not have authority to represent or legally bind the Association and must refer to the Executive Committee for any contractual matters.

Article 22. Delegation and Representation

1. Delegation: The Executive Committee is entitled to delegate certain of its tasks to one or more of the Executive Committee members, including to Operational teams (Article 21), and to third parties.
2. Representation: The Association is validly represented and bound by the collective approval of two Executive Committee members and/or any other officer or representative designated for this purpose by the Executive Committee by a power of attorney.

Article 23. Meetings

1. Meetings: The Executive Committee shall meet as often as required, but at least twice per year.
2. Process: Executive Committee members may validly participate in a meeting of the Executive Committee by video or telephone conference or any other form of communications equipment.
3. Convocation: A Co-Chair of the Executive Committee or the Secretary of the Executive Committee shall convene Executive Committee meetings at least 15 days in advance, unless unanimously agreed otherwise between its members. A Co-Chair may convene the Executive Committee with three days' advance notice, where justified by urgent circumstances.

Article 24. Decision making

1. Votes and majority: Each Executive Committee member shall have one vote. Decisions are taken by a simple majority of all votes expressed, as long as the present Statutes or other internal regulations of the Association do not provide for a different majority.
2. Decisions by circular: Decisions may also validly be taken by written resolution, including by email.
3. Minutes: Executive Committee meetings and decisions will be recorded in the form of minutes.

VII. REGIONAL DESKS AND NATIONAL CHAPTERS

Article 25. Establishment and recognition

1. Members may establish Regional Desks with the purpose of promoting the objectives of the Association, as long as they remain Members of the latter and regularly provide information about their activities to the Executive Committee via the Regional Desk Coordinator. The Regional Desk Coordinator designates the regions, which designation shall be subject to the approval of the Executive Committee.
2. Members of a particular State within a Region may establish a chapter of the Association (“**National Chapter**”) with the purpose of promoting the objectives of the Association, as long as they remain Members of the latter and regularly provide information about their activities to the Executive Committee via the Regional Desk Coordinator and the relevant Regional Desk.
3. A Regional Desk and National Chapter must be recognized by the Executive Committee prior to engaging in any activity. This recognition may be withdrawn by the Executive Committee if the actions of the Regional Desk and National Chapter depart from the purpose of the Association.

Article 26. Collaboration

4. National Chapters and Regional Desks may collaborate with other national and foreign university alumni associations whose origins and purpose are closely aligned with those of the Association, subject to the prior consent of the Executive Committee.

VIII. MISCELLANEOUS AND FINAL PROVISIONS

Article 27. Secretariat

1. The Executive Committee may create a secretariat to manage the day-to-day affairs of the Association. If created, the secretariat is headed by the Secretary.

Article 28. External auditors

1. Compulsory body: To the extent required by Swiss law, the General Assembly shall appoint an independent External Auditor who shall be in charge of (i) verifying the annual accounts of the Association and responsible for submitting a detailed report to the General Assembly and (ii) ensuring that the statutory rules of the Association (Statutes and internal regulations) are respected.
2. Optional body: The Association, which is not subject to the obligation to appoint an External Auditor, may nevertheless decide to appoint one (or more) external auditor(s), who would prepare a report to the General Assembly's attention.

Article 29. Bookkeeping

1. Accounts: The Executive Committee must prepare for each financial year, accounts as required by the applicable laws.
2. Fiscal year: The fiscal year begins on January 1st and ends on December 31st of each year. The first business year shall begin on the day of incorporation of the Association and shall end on 31 December 2022.

Article 30. Liability

The Association is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of all individual responsibility of its Members.

Article 31. Internal regulations

The Executive Committee may establish organisation rules of the Association through internal regulations.

Article 32. Dissolution

1. The Association may only be dissolved by a two-third (2/3) majority vote of all Members.
2. In such a case, the Executive Committee shall proceed with the liquidation of the Association to the extent that the General Assembly has not entrusted a special liquidator in this regard.
3. The assets of the Association shall first serve to pay its creditors.
4. Remaining assets will be entirely assigned to a not-for-profit entity, which pursues similar public interest and purposes to the ones of the Association and which is tax exempted.
5. In no event may the assets of the Association be returned to its founding members or Members, nor should they use some or all of the assets for their own benefit in any way.

The present Statutes have been adopted by the Founding General Meeting on 14 March 2022
in Geneva



Rahul Dondé
Co-Chair



Nicolas Torrent
Co-Chair



Ankita Godbole
Secretary



Lukas Montoya
Global Events Coordinator



Christine Sim
Regional Desk Coordinator