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STATUTES AND CRITERIA OF SELECTION OF
AFRICAN IRON AND STEEL ASSOCIATION HEADQUARTERS*

prepared by
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* The views expressed in this paper are those of the author and do not necessarily reflect the views of the Secretariat of UNIDO.

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**SELECTION CRITERIA
AND FUNDAMENTAL ELEMENTS
OF THE SEAT AGREEMENT RELATED
TO THE AFRICAN IRON AND STEEL ASSOCIATION**

In the light of the seat agreement signed between the African countries and some international organisations or inter-state organisations and considering the nature of the Association, Each candidate wishing to host the African Iron and Steel Association seat has to satisfy a number of criteria. That are the elementary conditions for a logic achievement of the activities of the Association.

These criteria are related to various considerations in the following fields technical, material, operational, legal and in a particular way geographical.

I. TECHNICAL CRITERIA

1. The host country should have an experience of (15) fifté years at least in the iron and steel field and /or in the ferrous metal transformation field.
2. The host country may be provided will an experience in the field of research and training as far as iron and steel industry is concerned.
3. Moreover, it may be provided with institute(s) or center(s) related to research and training.

II. MATERIAL CRITERIA

1. Office :

The Government of the host country has to provide the Association with the adequat offices in relation to the number of personnel.

moreover the host country has to provide these offices with necessary equipment and a minimum part of furniture in conformity with the equipment of national offices of same standards.

If the office of the headquarters are not sufficient to hold the General Assemblies and other meetings of the Association then the Government of the host country must supply a conference hall with an appropriate equipment.

2. Accomodation :

In case of need, the host country should provide all the necessary assistance to the staff of the association in order to find flats at reasonable rents.

III. PRIVILEGES AND IMMUNITIES

The host country should allow to the staff of the Association, the delegates and other personnel related to the association all the privileges and immunities according to custom.

1. Free access and residence :

The staff of the Association, their families, the members of the organisation office, the delegate and hosts participating in the activities of the Association will have free access and right of residence in the receiving country according to the regulations in force.

The necessary visas will be delivered on the demand of the concerned persons according to a simplified procedure for an efficiency reason.

2. Privileges and immunities of the Association :

a) The Association should be benefit of the immunity that guarantees its real estate and properties and funds against any perquisition, acquisition, confiscation or dispossession except for a precise case of public interest admitted by law and the international practices.

The Association is provided with the inviolability of its properties and in case of need it is able to open and to administer a banking account in foreign currency.

b) The Association is free of taxes, charges and duties of any kind that exist in the host country or will be applied in the future.

c) In general, the Association should be benefit of all the privileges and immunities of the host country and that are accorded to similar institutions on the international level.

3. Privileges and immunities for the personnel of the Association :

The personnel of the Association should be benefit of the following privileges and immunities :

a) The personnel can not be pursued, arrested or detained because of oral or written declarations or actions related to their occupation. This immunity which is guaranteed during their presence in the Secretariat will remain afterwards.

b) The personnel belongings of the personnel and the movables that are given to them by the Association can not be subject to seizure.

c) The salaries, remunerations and after rewards paid by the Association are free of taxes.

- d) The Secretariat personnel and their families have the same right and undertake same procedures of repatriation as those undertaken by diplomatic corps in case of crisis.
- e) The personnel of the Association and who are not citizens of the host country have the right to transfer without any restriction, their personnel belongings, the foreign currency that originates from their salaries or from other lawful origin.
- f) The personnel of the Secretariat and who are not citizens of the host country should have the furniture and other goods necessary to their installation.

This privilege will be valid for one year only after the concerned employee started working in the Association. This period can be modified according to an agreement signed between the Association and the host country and according to the classification of the employee.

The Association imports are free of taxes and are not limited in time.

- g) The highest responsible of the Association (Secretary General) should be benefit of the immunities and privileges mentioned in the Article 105. alinea 2 of the United Nations Charter.

IV. OTHER SELECTION MATCHES OF THE HEAD QUARTERS

In addition to the privileges to be granted to the Association as far as material comforts and immunities are concerned, the following considerations should be taken into account :

1. Easy access by air, ship or road to the town where the headquarters is based.
2. Direct or transit airline connections between the country where the headquarters is based and other african countries.
3. Adequate international telecommunication network (telephone, telex, radio, etc..) between the country. Where the headquarters is based and other african countries.

V. GEOGRAPHICAL CRITERIA

Considering the specific nature of Africa which has all its independent countries grouped within one organized institution and with the reserve that the country standing for the establishment of the headquarters complies with the technical, material, operational and legal regulations, as specified in sections I, II, III and IV above. top priorities, when selecting the headquarters will be based on the principles which regulate the african organization, i.e. a certain balance, as far as possible, between the five geographical regions specified by the O.U.A.

DRAFT ARTICLES

CHAPTER I

ESTABLISHMENT, NATURE AND REGULATIONS
OF THE "AFRICAN IRON AND STEEL ASSOCIATION" (AISA)

CHAPTER II

SCOPE OF WORK AND AISA OBJECTIVES

CHAPTER III

AISA MEMBERS

CHAPTER IV

ORGANS OF THE AFRICAN IRON AND STEEL ASSOCIATION

CHAPTER V

AISA MEANS OF REVENUE
AISA BUDGET

CHAPTER VI

ATTRIBUTIONS AND PREROGATIVES

CHAPTER I

ESTABLISHMENT, NATURE AND REGULATIONS

OF THE

"AFRICAN IRON AND STEEL ASSOCIATION"

ARTICLE 1

An association, hereafter called "The African Iron and Steel Association" known as AISA has been established and is opened to any private or state company based in an AOU (OUA) member country, engaged in industrial mining, iron and steel or metallurgical work and which complies with the association objectives and regulations.

ARTICLE 2

The AISA is an artificial person by international law, having full powers to achieve their objectives, as part of their duties and by virtue of the present regulations. It is a non governmental organization, its activities are not to be intermingled with political or ideological actions and it should not interfere with internal problems of any member company.

It should remain neutral with regard to the relationships that these member companies might maintain with each other or with other state institutions or international organizations.

ARTICLE 3

The AISA operates according to the present regulations and in strict compliance with the laws and regulations in force in the country where the AISA headquarters are based.

ARTICLE 4

The AISA is a non-profit association aiming towards cooperation, exchanges and promotion solely.

ARTICLE 5

The working languages, as used by the AISA and by member-companies are, even standing : english, arabic and french. All the documents and the reviews issued by the AISA, including its publications and reports, should be written into these three languages.

ARTICLE 6

The AISA headquarters is to be based at..... It might be transferred to any other member country of the OUA upon decision made by the General Assembly, at an extraordinary meeting.

ARTICLE 7

The Administration Board only can make the decision to open agencies, branch offices representing the AISA wherever it proves necessary, namely, near international or local organizations based in Africa.

CHAPTER II

SCOPE OF WORK
AND
AISA OBJECTIVES

ARTICLE 8

The AISA scope of work covers all mining, production and processing operations connected with iron and steel industries, as specified by the definitions, standards classifications, and usual practices universally approved and implemented.

ARTICLE 9

The AISA aims to promote and stimulate all over african countries :

- The development of iron ore mining and processing industries as well as metallurgical, iron and steel industries on the one hand.
- and, processing and consumption of iron and steel products and sub-products, on the other hand.

In this respect, the general mission of the AISA is to serve as a liaison and a promoter with a view to set up, on a continuous basis, a large and profitable cooperation between its members within the three following areas :

- . Exchange of informations
- . Technical and technico-economical studies
- . Training.

ARTICLE 10

As far as information exchange relations are concerned, the AISA has to achieve the following objectives :

- stimulate and strengthen technical, economical and commercial cooperation, assistance and exchanges.
- serve as a focal point to initiate close relationships between member companies by submitting considerations or tendencies to one point which would result in partnership activities related to projects of common interest.
- Stimulate a joint cooperation and assistance between member companies and, should the case arise, preside over their coordination.
- Be through the secretariat general and its organs a privileged structure in order to concentrate on active consultancy and transfer of knowledge and experiences between member companies which would be collaborating on the one hand, and between member companies and state or non-state organizations which would be liable to give some assistance in this field, on the other hand.

5. Provide upon request, assistance services to member companies which are facing organization, management or production problems by putting at their disposal their own experts or those of other member companies or international organizations which have the same objectives.
6. Assist member companies in obtaining, trading or exchanging at the most advantageous prices, raw materials, iron and steel/metallurgical products or semi-products required for their development.
7. Assist, upon request, in the recruitment of qualified personnel.
8. Act for ensuring the best informations to member-companies by putting at their disposal any technical, economical, commercial or financial indications : all statistics, parameters or projections which would provide them with informations on the state and development of iron and steel industries within Africa and elsewhere, on the development of iron and steel/metallurgical processes and technologies, on the market state forecasts of raw materials products and sub-products whether at local or international levels.

For this purpose, AISA will have to :

- a) Issue all the reports, publications or reviews of the specialized press news which are liable to provide member companies with permanent and reliable informations excerpted from very specialized sources.
- b) Publish a high class review which thanks to its valuable contents, would be more than a liaison organ between member companies.

The said review will include, among other articles :

- Articles, studies and communications related to any technical, economical and commercial subject regarding the development of iron and steel industries all over the world and any new or developed technologies or production processes.
- Complete informations together with any statistics or data on iron and steel industries forecasts, on raw material market and iron and steel products or semi-products in Africa.
- Informations on the activities of the Association member companies, on their cooperation and exchange relationships, on their job advertizements and equipment, spare parts or raw material requirements, on their development projects and additional cooperation as required

- Informations on cooperation of the Association with local or international organizations, their specialized agencies and with the african governments who are interested in the establishment, development or revamping of iron and steel industries in their countries.

ARTICLE 11

As regards the studies, AISA will be responsible for :

1. Ensuring adequate structures in order to be able to act as a consulting organ for member companies with a view to help them implement their promotion projects. For this purpose, the association makes provisions for :
 - All feasibility studies of the planned projects.
 - All engineering studies
 - All the rationalization and modernization studies related to industrial units management.
 - All productivity studies.
 - All juncture, forecast and diagnostic studies related to the state and progress of the iron and steel industries in Africa and all over the world.
2. Provide assistance to member companies when selecting new types of technologies and designing new production and maintenance management systems.
3. Submit to the companies envisaging new projects proposals adapted to the type of products required by african countries integrating an optimum use of local raw materials.
4. Convince member companies to cooperate in order to achieve standardization of production and technical specifications.
5. Act for a gradual elaboration of an inter-companies data bank and an integrated industrial management system.

ARTICLE 12

As far as training is concerned, AISA will have to :

1. Encourage and assist member companies in their personnel training on a general level, namely training of high supervisory level personnel.
2. Promote a scientific training method based on the implementation of modern techniques supported by reliable didactic and audio-visual equipment.
3. Induce inter-companies exchanges by repeating meeting between high supervisory level personnel and managers as well as seminars conferences and symposiums on various subjects concerning training.
4. Take the initiative to launch refresher or finishing training courses within specialized organizations.
5. Obtain from international or local organizations, foundation training allowances for training or specialization courses.

ARTICLE 13

AISA will see that profitable relationships be maintained with all international organizations, jointly acting with them in view of development and closer North-South and South-North cooperation.

ARTICLE 14

AISA will cooperate with local Unions and organizations developing similar activities together with scientific associations and agencies liable to provide member-companies with adaptation possibilities to advanced technologies and discoveries recorded in the development of iron and steel industries

On that account, it is entitled to undertake in conjunction with said organizations and associations any surveys, investigations or studies which would enable member companies to cope with technological work progress and innovations which are a must for their production process.

ARTICLE 15

Should such be the case and at the formal request of the parties concern AISA could settle by arbitration any disputes or contests which might arise either between member-companies and other partners in the course of their cooperation or business relations.

CHAPTER III

AISA MEMBERS

SECTION 1
MEMBERSHIP

ARTICLE 16

AISA includes active members which constitute its main component and others known as associate members. Whether active members or associate members, these are state or private artificial persons which exert their legal prerogatives within the general assembly and Board of Directors through representatives duly mandated for this purpose. Each member is entitled to be represented within the Association by one delegate only.

ARTICLE 17

Is considered as active member any company or organization designated in the first article of the present regulations providing that such company or organization complies with the following conditions :

- Bear the nationality of a member state of the OUA or hold a 50% share of the capital belonging to this same nationality unless the company or organization concerned be included or associated to an inter-african group or complex.
- Account for an annual turn over :
 - * At least equal to ...Millions of US Dollars as far as processing companies are concerned.
 - * At least equal to.....Millions of US Dollars as far as iron and steel or by-products producing companies are concerned.
 - * At least equal to.....Millions of US Dollars as far as iron and steel processing or metallurgical constructing companies are concerned.
 - * At least equal to.....Millions of US Dollars as far as companies or foundations trading iron and steel/metallurgical products or sub-products are concerned.

The turn over which will be considered is the average turn-over recorded by the three balance sheets related to the last three years preceeding the request for membership with the AAFA.

ARTICLE 18

Any organization, agency, engineering or research departments, including companies or foundations partly engaged in iron and steel industrial activities could qualify for membership providing that the AISA Administration board deem that they are sufficiently engaged in such or such aspect of this industry to positively contribute to the development of the Association.

Is also considered as associate member any company or organization designated in the present regulations but holding a turn over amount exceeding the minimum amount required for aspiring to membership qualifications. Membership is granted to the extent of the third of the total number of AISA members. If the number of applicants outnumbers such a limitation, there will be a selection by lot. As regards associate members, the nationality specified in the above-mentioned article is only recommended. It is not a must and it rests with the Board of Directors to make a decision in this respect.

ARTICLE 19

Upon decision of the Board of Directors the quality of observer is conferred by the AISA to any organization concerned by similar objectives or to any specialized or local institution whose participation in the meetings is thought advisable as it might start or develop with them privileged cooperation relations.

Moreover, the general assembly and the board of directors are authorized to share their discussions with any third person unconnected with the association but whose experience, qualifications as expert or background in iron and steel are liable to constitute a valuable contribution to the work success.

SECTION II

GRANTING OF MEMBERSHIP

ARTICLE 20

Any applicant for the capacity of active member or associate member of AISA is to submit his application to the General Secretary of the Association.

Application should include a request for membership together with vouchers in support bearing the applicant's nationality or his share capital and specifying the nature of his activities and objectives, his production capacities and the amount of his average turnover related to the last three financial years. The applicant's file is presented by the General Secretary at the session of the Administration meeting which takes place immediately after deposit of the application.

The Board of Directors votes in without appeal, by the majority of its members the requests for membership which have been submitted. Should the members vote in the negative, the reasons why the motion has been voted down should be stated by the Board of Directors and communicated necessarily to the applicant.

ARTICLE 21

The applicant whose request has been rejected might ask the board of directors to review his application at the following session providing new valuation elements are introduced.

In case of a second rejection, the applicant is possibly authorized to renew his request within one year's notice if the reasons which motivated the previous negative vote by the Board of Directors are no longer justified.

If the latter still maintains its refusal it is up to the applicant to refer to the AISA General Assembly. His request for inquiry should be therefore compulsorily entered in the agenda of the next General Assembly. The General Assembly takes a decision by the majority regarding the candidacy after the General Secretary has read the report stating the reasons for rejection by the Board of Directors and any opposed arguments or new developments set forth by the applicant. Any applicant whose appeal to the General Assembly has been rejected cannot undertake any other membership proceedings before a period of 3 years.

ARTICLE 22

As soon as a decision has been given concerning a request for membership, the General Secretary informs the organization concerned of such a decision by sending them a written notice. Granting of AISA membership is subject to a prior payment of a fee called membership fee within one month following said notification. Should the organization concerned fail to pay such a fee, it will automatically lose its membership capacity.

AISA membership requires that all members pay their annual subscriptions within the time specified and that they comply scrupulously with the present regulations.

SECTION III

MEMBERSHIP WITHDRAWAL

ARTICLE 23

AISA memberships is withdrawn in one of the following cases :

- Voluntary resignation written to the President of the Association, with the authority of his General Secretary.
- Missing of one of the conditions for qualifying for membership duly verified after hearing full arguments on both sides. the General Secretary and the organization concerned.
- Bankruptcy or dissolution of the latter.

ARTICLE 24

AISA membership can be suspended as a result of a sanction imposed on a regular member for failing to pay the amount of the annual subscription during two successive financial years or to comply with the present regulations.

Decision to withdraw membership falls within the competence of the Board of Directors. It is pronounced by the majority. It should be approved by the General Assembly and by the same majority, during the following session.

ARTICLE 25

Any active member who records during three consecutive financial years a drop of his average turn over below the minimum amount specified is not required to leave ispo facto the association providing he addresses a request stating precisely that he be maintained as an associate member.

ARTICLE 26

If one of the cases in point mentioned in article 23 above occurs it is the duty of the General Secretary to report it to the Board of Directors. The latter acknowledges the facts as indicated in the minutes of meeting which is read to the General Assembly at the next session.

ARTICLE 27

If one of the two cases in point mentioned in article 24 above occurs, the exclusion proceedings are started and appli cable as per the disciplinary regulations which should be voted by the Board of Directors and approved by the General Assembly.

SECTION IV

RE-GRANTING OF MEMBERSHIP

ARTICLE 28

Excepting cases of bankruptcy or dissolution, any organization having lost its membership capacity with the AISA, in accordance with article 23 above, is authorized to re-obtain it by addressing a new request for membership within one year's notice as from the date of confirmation of its withdrawal.

Re-granting of membership requires however, that all the causes which entailed membership withdrawal be eliminated and that the applicant be bound to meet all the commitments that he had agreed upon with the AISA and which he did not fulfill during the period prior to the membership withdrawal.

ARTICLE 29

Any member who has been excluded from the AISA, in compliance with the provisions of article 24 above, is authorized to apply for a re-integration within a 2 year's notice, as from the confirmation of the sanction by the General Assembly.

Re-integration is however, subject to :

- Prior payment of the annual subscription fees if the exclusion was due to non-payment of these fees, as well as payment of membership duty.
- Presentation at the Board of Directors meeting of written apologies for moral prejudice caused to the AISA especially if the exclusion was due to a serious infringement of the present regulations.

ARTICLE 30

The AISA will irrevocably exclude any former member whose membership has been withdrawn for 3 times, as per article 24.

SECTION V
SUBSCRIPTIONS

ARTICLE 31

The subscriptions to be paid by active members are higher than those paid by associate members. The subscription scale for both categories of subscriptions is based on calculation parameters to be determined by the General Assembly upon proposal of the Board of Directors. The said scale is subject to revision every three years.

ARTICLE 32

The subscriptions are yearly subscriptions. They are paid in one instalment during the first 6 months of each financial year except for cases where membership or re-integration intervene during the following six months : In such a case, the due sum is demandable immediately.

ARTICLE 33

In case of membership withdrawal, the subscriptions already paid for the current financial year are not to be re-imbursed by the AISA.

ARTICLE 34

Only members who have updated the payment of their subscriptions have the right to vote within the General Assembly of the AAFA and are eligible for the Board of Directors.

ARTICLE 35

Organisations standing as observers are exempted of any kind of subscription or participation fee to AISA meetings to which they are invited. They attend without any restriction the meetings of the General Assembly and Board of Directors without being however authorized to vote.

CHAPTER IV
ORGANS OF THE AISA

ARTICLE 36

The AISA is composed of the following organs :

- . The General Assembly
- . the Board of Directors.

SECTION I

THE GENERAL ASSEMBLY

A/. CONSTITUTION OF THE GENERAL ASSEMBLY

ARTICLE 37

The General Assembly includes all the regular active and associate members admitted to the AISA.

The president of the Board of Directors is compulsorily the President of the General Assembly.

B/. PREROGATIVES OF THE GENERAL ASSEMBLY

ARTICLE 38

The General Assembly calls ordinary and extraordinary meetings to sit and consult together.

ARTICLE 39

When the General Assembly calls an ordinary meeting to sit and consult together, the General Assembly has full powers to :

1. Define the strategic perspectives and long term objectives according to which the actions of the General Assembly will have to be based.
2. Appoint, individually and by the majority the members of the Board of Directors.
3. Look through the annual report presented by the Board of Directors.
4. Pass censure on the management of board of directors as per provisions of article 40. paragraph 3 below and possibly, assign a new board of directors.
5. Pass censure on faulty behaviour of the Board of Directors and, possibly, nominate a new board of directors as specified in Article 61 below.

6. Look through the working accounts and balance sheet against the light of the auditor's report.
7. Review the amount of membership duties as provided for in article 22, paragraph 2 above or the subscriptions scale on proposal of the Board of Directors.
8. Assign, dismiss or re-appoint the auditor, as proposed by the board of director.
9. Exert his right to recourse in accordance with article 21, paragraph 5 above.
10. Approve the exclusion decisions taken by the board of directors in compliance with article 24, paragraph 2 above.
11. Approve by the absolute majority or failing this, by the relative majority at the second vote :
 - the disciplinary regulations applicable to the AISA members or, should such be the case, any further modifications.
 - the AISA internal regulations or, should such be the case, any further modifications.
12. Examine any other matter related to management or running order which neither falls within the authority of the Board of Directors nor of the Extraordinary General Assembly.

ARTICLE 40

Examination of the annual reports of the Board of Directors and auditor, as well as the AISA working accounts and balance sheets results either in their adoption or censorship.

- In case of adoption, the quitus is to be delivered at the Board of Directors meeting.
- Censorship results by a two-third majority vote; there follows an immediate nomination of a new board of directors without prejudice to the disciplinary or judicial consequences that might otherwise be entailed if the verified faults or errors due to mismanagement prove to be caused by fraudulent transactions infringing the AISA reputation or patrimony

ARTICLE 41

When the General Assembly sits and consults together during an extraordinary session, it has plenary power to :

1. Transfer the AISA headquarters.
2. Modify or change the present regulations.
3. Dissolve the AISA.
4. As per article 50, paragraphe 4 below, settle any deadlock resulting from a cancellation of the ordinary session of the General Assembly.
5. Appoint a new board of directors following automatically the expiration of the former, as per article 70, paragraph 3 below.

In accordance with the provisions of article 70, paragraph 3 mentioned above, the Board of Directors and President have to submit to the Extraordinary General Assembly a complete report on the adjacent parts of the specific problem being the subject of the agenda.

C/. CONVENING MANDATES AND MEETINGS

ARTICLE 42

Convening to the General Assembly is to be addressed individually to each member, at least twenty one days prior to the opening of the session.

Date and place of the meeting should be stated precisely. Convenings should include the agenda of the meeting as fixed by the Board of Directors as well as any document or report required for the General Assembly discussions.

ARTICLE 43

The President of the Association runs the work of the General Assembly and ensures discipline all round the sessions.

In the absence of the President, the latter is to be replaced by the first vice-president or, in lieu of, by the second vice-president

ARTICLE 44

Each member of the AISA is allowed one vote. In case of absence, he has the option to delegate his powers to any other member after having given him a written authorization in order to be his substitute and vote on his behalf at the next session.

Each member cannot be allowed more than 3 mandates. The mandates are valid only for the specific session of the General Assembly in view of which they were purposely granted.

ARTICLE 45

At the opening of the session, the members who have been given a mandate should present their power of attorney to the President.

The President then proceeds with a verification of the quorum and proposes to the General Assembly the rapporteur of the session who has been selected. Then, he reads the agenda.

ARTICLE 46

The session committee includes the President, the vice-presidents if present, the General Secretary and the Rapporteur.

ARTICLE 47

The General Secretary is responsible for the material organization and management of the administrative and technical secretariat.

The Rapporteur is particularly responsible for ensuring that the meetings are correctly and precisely issued.

ARTICLE 48

The minutes of the meetings of the General Assembly should state precisely all the facts, details or points which were the subject of discussions.

It should include the decisions and resolutions voted by the General Assembly; they are entered into a special book duly bearing for authentication, the President and Rapporteur's signatures.

The above mentioned book is considered as the official document reporting the decisions made at the ordinary and extraordinary sessions of the General Assembly. It should be made available to any member or non member of the AISA providing it is read on the spot.

- Copies of the minutes of the meetings and of the decisions and resolutions which have been adopted should be transmitted by the Secretary General to each member of the General Assembly within 15 days following the closing of the session.

D/. QUORUM AND VOTE OF THE ORDINARY GENERAL ASSEMBLY

ARTICLE 49

The ordinary session of the General Assembly is held during the first quarter of each financial year, upon convening of its President.

ARTICLE 50

- If the quorum is not achieved, the session opening is delayed by twenty four hours. Failing this, the session is further delayed : not beyond a 60 days period.
- By the end of the postponement period, and if the quorum is still insufficient, the General Assembly will be considered as sitting regularly and validly consulting together providing that it gathers half of its members, regardless of their being active or associate members.
- Failing such a new quorum, an absence reporting minutes of meeting is written by the President who cancels the session.

ARTICLE 51

Unless another majority is specifically required by the present regulations, the decisions and resolutions of the General Assembly are voted by the relative majority of its members, all qualifications considered.

In case of an even poll, the casting vote will be that of the President.

THE EXTRAORDINARY GENERAL ASSEMBLY

ARTICLE 52

The General Assembly convenes an extraordinary session only to discuss one of the subjects specified in article 41, above.

ARTICLE 53

The Extraordinary General Assembly is called by the President of the Association.

1. Either at the request of 2/3 of the active members and 1/3 of the associate members of the AISA.
2. Either at the request of 2/3 of the board of directors members regardless of their being active or associate members.
3. Either at the auditors request if his controls and verifications disclose serious cooking of accounts or other financial mismanagement of the Association.
4. Or, further to a deadlock, as stipulated in article 50. paragraph 4 above.
5. Or, further to the automatic withdrawal of the Board of Directors as specified by article 70 paragraph 3 below.

ARTICLE 54

The Extraordinary General Assembly sits on a regular basis and consults validly together if a quorum of the 2/3 of active members and 1/3 of associate members is achieved. Failing this, the session is twenty four hours delayed and, if necessary, re-postponed by twenty four hours.

If the required quorum is still not achieved, it gets reduced to 2/3 of the AISA members, all members considered.

If this new quorum is not achieved, an absence reporting minutes of meeting is written by the President who cancels the session with no further actions.

ARTICLE 55

Except for a dissolution of the AISA which requires a vote by the majority of 2/3 of active members and 1/3 of associate members, the extraordinary general assembly takes its decisions or resolutions by the absolute majority of the members attending, regardless of their capacity.

SECTION II

BOARD OF DIRECTORS

A/. COMPOSITION, PRESIDENCY, DURATION, MANDATES

ARTICLE 56

Alternative a non democratic

The AISA Board of Directors is exclusively composed of 14 active members elected by a relative majority of the members representing the General Assembly. all capacities included.

Alternative b

The most logical. democratic but with a drawback : too much emphasis on the division of the AISA into active members and associate members.

The AISA Board of Directors includes active members and four associate members elected respectively by a relative majority by each of the two kinds of members composing the General Assembly.

Alternative c

The most democratic which does not stresses distinctly the division between active and associate members.
Actually. such a division is erased.

The AISA Board of Directors includes fourteen active members and four associate members elected by a relative majority by all the members of the General Assembly. all capacities included.

ARTICLE 57

The Board of Directors elects the President and the two Vice-Presidents from among its members. by an absolute majority of the members attending and for a two years term of office. Failing this. a second vote will be carried out requiring a relative majority only.

ARTICLE 58

Presidency and first presidency of the Board of Directors fall to active members exclusively. Second vice-presidency is compulsorily attributed to an associate members.

ARTICLE 59

The President and the Vice-Presidents of the Board of Directors are by right. President and Vice-President of both the AAFA and its General Assembly.

ARTICLE 60

The Board of Directors is elected by a relative majority and for a four year's mandate by the AISA Ordinary General Assembly.

ARTICLE 61

Half of the Board of Directors are yearly re-elected. Initial replacement should be carried out by lot.

Active as well as associate members are both subject to re-election.

The Board of Directors members are re-eligible.

ARTICLE 62

Each member of the Board of Directors is allowed one vote. In case of absence, he has the right to delegate in writing, his powers to any other member of the Board of Directors to the end that he enters into his rights and vote on his behalf.

Each member of the Board of Directors cannot be entrusted with more than one mandate.

The mandates are valid only for the session in view of which they have been granted.

ARTICLE 63

The Board of Directors membership is withdrawn further to one of the cases provided for in articles 23 and 24 above.

Membership withdrawal also occurs further to two consecutive absences of the member concerned if the latter has failed to delegate to any member of the Board of Directors the power to enter into his rights.

The case in point stated in the previous paragraph does not imply expiration of membership with the AISA of the organization concerned and its capacity as member of the General Assembly.

ARTICLE 64

If vacancy of one of the Board of Directors member occurs during a mandate, the president, further to a report of the general secretary fills it without delay. He will assign it, as the case arises, either to the active member or associate member who has obtained a casting vote by other non-elected candidates, during the last re-appointment of the Board of Directors.

B/. ATTRIBUTIONS

ARTICLE 65

The AISA Board of Directors is entrusted with the following attributions and prerogatives.

1. Conduct the AISA general policy and ensure by every possible means its success.
2. Elect the President and the two Vice-presidents of the Association in accordance with the provisions of Articles 57 and 58 of the present regulations.
3. Appoint, and if necessary, replace the ordinary or extraordinary General Secretary.
4. Submit to the general secretary the quitus for management purposes.
5. Fix the agenda of the ordinary and extraordinary general assembly.
6. Propose to the general assembly the auditor selected and eventually, his re-integration or replacement.
7. Approve the working accounts and balance sheet closed at the end of each financial year.
8. Approve the yearly work program related to the next financial year as well as the working accounts and estimates required for this implementation.
9. Adopt the annual work progress report, working accounts and balance sheet related to the previous financial year with a view to submit them to the general assembly.
10. Examine the applications for membership with the AISA or requests for re-integration within the Association in compliance with the instructions and procedures stated in section II of chapter II above.
11. Grant, by the absolute majority, the capacity of associate member, in pursuance of Article 18, mentioned above.
12. Exclude, by the absolute majority, members falling in the case provided for in Article 24, above.

13. Adopt, by the absolute majority or, failing this, by the relative majority at the second vote :
 - The disciplinary regulations applicable to the AAFA members or, if necessary, any further modifications.
 - The AISA organization chart or, as the case arise, any further modifications.
14. Submit for approval, to the general assembly :
 - The disciplinary regulations applicable to the AAFA members or, if necessary, further modifications.
 - The AISA internal regulations or, eventually, its further modifications.
15. Submit to the general assembly a possible revision proposal of the amount or the AISA membership duties or the scale of the yearly subscription fees
16. Implement, in case of need, provisions of Article 15 above by designating, from among its members, representatives who will be conferred the power to act as an arbitration and conciliation authority.
17. Submit to the general assembly any possible revision proposal of the amount of the AISA membership duties or the scale of yearly subscription fees.

C/. CONVENING AND CONSULTING

ARTICLE 66

The Board of Directors meeting is held in extraordinary or ordinary sessions, on convening by the president.

It sits and consult together in ordinary sessions three times per year.

It sits and consults together in extraordinary sessions in the case where a top priority subject in the interest of the AISA has to be discussed at very short notice.

In any case, an extraordinary meeting of the Board of Directors is convened, imperatively :

1. Either on the President's initiative.

2. Or. at the request of half of the members. all capacities included.
3. Or. at the auditor's request as far as the reason stated by him is connected with his accounting audit and verifications and that it is deemed consequential by the President.

ARTICLE 67

Convenings to be Board of Directors meetings are sent individually to each member at least, within twenty one days notice, prior to the session opening. in case of an ordinary session and, at least, within ten day's notice in case of an extraordinary session.

ARTICLE 68

Convenings should indicate the date and place of the meetings. They should include the agenda and any other relevant documents being subject of the discussions

ARTICLE 69

The President of the AISA conducts the dicussions and ensures discipline all round the meetings.

In case of absence, he is replaced by the first vice-president or, failing this, by the second vice-president.

ARTICLE 70

The Board of Directors sits regularly and his consulting is considered as valid if half of its members and half of its associate members are attending. Failing this, the session is to be twenty four hours delayed and, if necessary, twenty four hours longer.

If the quorum is not yet achieved, it gets reduced to half of the Board of Directors members, regardless of their capacities.

If this new quorum is not yet achieved, an absence reporting minutes of meeting is written by the President who cancels the session. An extraordinary session of the Board of Directors is scheduled within thirty days, during which the agenda of the cancelled ordinary meeting will be discussed. The quorum required will number half of the Board of Directors members, all capacities included.

Should such a new quorum fail, the president will have to prepare a new absence reporting minutes of meeting. The failure thus acknowledged entails compulsorily the forfeiture of the Board of Directors.

It will be therefore the President's duty to call an extraordinary session of the general assembly within the next twenty one days with a view to appoint a new Board of Directors.

ARTICLE 71

The general assembly has the right to impose censorship on the faulty behaviour of the Board of Directors the ordinary session of which will have to be cancelled as per provisions of paragraph 2 of the preceding Article. In such a case and, as a result of censorship, a reprimand is voted by an absolute majority. If same reprimand is voted by a 2/3 majority, a new Board of Directors is immediately elected.

ARTICLE 72

Excepting when another majority is expressly required by the present regulations, the decisions or resolutions made by the Board of Directors are voted by a relative majority of the members attending, regardless of their capacity.

In case of an even poll, the president has a casting vote.

D/. MEETINGS

At the opening of the session, members of the Board of Directors who have been given a mandate should immediately submit their power of attorney to the President.

The President then proceeds with a verification of the quorum.

ARTICLE 74

The Board of Directors bureau includes the president, the Vice-presidents and the general secretary who acts as a rapporteur.

Once the bureau is composed and installed, the President reads the agenda of the meeting.

ARTICLE 75

The General Secretary is responsible for ensuring material organization and ruling the technical and administrative activities of the Board of Directors secretariat. He will be particularly responsible for ensuring that the minutes of the meetings are correctly and precisely issued.

ARTICLE 76

Besides the observers admitted to the meetings and acting within the scope of their attributions, and individuals unconnected with the AAFA, as specified in Article 19 above, the Board of Directors is entitled to hear, during the session, any AISA member whose intervention would be required either in the interest of the Association of the organization he will be representing.

ARTICLE 77

The minutes of the meetings of the Board of Directors should be reporting precisely all the facts, details or points which were the subject of discussions. Including the decisions and resolutions passed by the Board of Directors, it should be entered into a special book, duly bearing for authentication, the President and the Rapporteur's joint signatures.

The said Book will serve as an official case book collecting all the decisions taken during the ordinary or extraordinary meetings of the Board of Directors. It should be made available to any AISA member or non-member who wishes to consult it, providing it is used on the spot.

Copies of the minutes of the meetings and decisions and resolutions passed should be addressed to each Board of Director member, at the suit of the general secretary and within fifteen days following the closing of the session.

SECTION III
THE GENERAL SECRETARY

ARTICLE 78

The General Secretary is the AISA central executive. He is entrusted with a double mission :

- use every possible means to implement the decisions and resolutions of the Board of Director and of the general assembly and ensure punctually. their follow-up on the one hand,
- and, ensure the good running order of the AISA technical and administrative services in view of their efficiency. on the other hand.

ARTICLE 79

The General Secretariat is supervised by the AISA General Secretary. Under his authority, it stimulates, encourages coordinates and controls all the activities of the whole departments and committees which compose its structures.

ARTICLE 80

The General Secretary is selected and, as the case arise. replaced by the Board of Directors as per article 65 - 3 above.

ARTICLE 81

Any member of the Association might propose to the AISA President one or several candidates standing for General Secretary providing that they present documents in proof of their professional qualifications or experience or any other satisfactory vouchers.

The President submits the candidatures he has received to the Board of Directors. indicating possibly, the candidature he has given his preference.

ARTICLE 82

The General Secretary is appointed for a four years mandate which can be renewable.

He is responsible to the Board of Directors who has the authority to remove him and, if necessary, dismiss him for serious inefficiency.

ARTICLE 83

The general secretary's duties are as follows :

1. Achieve the objectives of the general assembly as a result of its decisions and resolutions
2. Carry out the instructions, decisions and resolutions adopted by the Board of Director.
3. Exercise his powers through official channels, and his disciplinary authority over all the AISA personnel.
4. Be responsible for ruling technical and administrative activities, including management of the AISA branches and the AISA current affairs.
5. Assign and supervise the AISA personnel, in compliance with the AAFA internal regulations.
6. Ensure distribution of all specialized official reports, publications or press reviews so that permanent and reliable informations be made available to the AISA members.
7. Issue and distribute the AISA quaterly review.
8. Elaborate, publish and update the directory of the AISA members.
9. Organize symposiums, conferences or any other meeting liable to strengthen the AISA impact improve and diversify initiative and encouragement potentialities.

10. Prepare the Board of Directors work by :

- . Elaborating the draft agenda of said board of directors and submit it to the president's approval.
- . Setting up the annual work program planned for the next financial year as well as the working accounts and budget forecasts required for its implementation.

11. Draft and prepare :

- . The disciplinary regulations applicable to the AISA members or, if necessary, its further modifications.
- . The AISA internal regulations or, as the case arises, their further modifications
- . The AISA administrative and financial management regulations or, eventually, their further modifications.

12. Submit to the Board of directors approval, the above-mentioned drafts or, as required, their further modifications.

13. Draft a revision project of membership duties to be studied by the Board of Directors.

ARTICLE 84

The General Secretary is entitled to suggest to the Board of Directors the nomination of any specialized permanent committee that he deems required for carrying out his objectives. He has full powers to appoint staffs, ad-hoc committees or consulting groups which would be liable to strengthen the general secretariat drafting initiative and management abilities.

ARTICLE 85

The General Secretary is entitled to delegate his powers to the AISA high supervisory personnel without entailing complete withdrawal of his statutory obligations with regard to the Board of Directors.

ARTICLE 26

At each financial year closing, the Board of Directors submit to the general secretary his management quitus.

Should inefficiencies or failures to comply with the AISA regulations be recorded against the General Secretary, the latter will not receive the quitus.

Refusal to submit the quitus to the General Secretary does not result in his dismissal if said inefficiencies or failures do not prove to be very serious : In such a case, the person concerned will be admonished by the Board of Director but will be maintained in his position.

CHAPTER V

AISA MEANS OF REVENUE

AISA BUDGET

AUDITOR

A/. A.A.F.A. MEANS OF REVENUE

ARTICLE 87

The AISA means of revenue consist of :

- . The AISA membership duties.
- . Their yearly subscriptions
- . Revenues originated by services carried out by the AAFA in favour of its members or organizations with whom it is maintaining cooperation relationships.
- . Amount of subscriptions to the AISA quaterly review.
- . Participation fees to symposiums, seminars or conferences or any other meeting arranged by the AISA and aiming towards promotion and development of research work.

ARTICLE 88

The AISA funds are deposited at Banks agreed upon by the AISA

- . All the AAFA expenses are ensured by these funds.
- . Expenses are incurred in accordance with budget forecasts and provisions of the financial management regulations.

ARTICLE 89

In case of dissolution of the AISA the credit balance of its funds and definite amount of claims will be used to pay off the debts due.

The extraordinary general assembly will fix the definitive devolution of the net balance available.

B/. AAFA BUDGET

ARTICLE 90

The AISA sets up and works out its budget in accordance with the internal regulations related to its financial operations.

ARTICLE 91

The budget and working accounts pertaining to each financial year are prepared by the General Secretary and approved by the Board of Directors.

ARTICLE 92

Closing of the budget at the end of the financial year and drawing up of the balance sheet are prepared by the General Secretary and adopted by the Board of Directors before being submitted to the General Assembly approval.

ARTICLE 93

The AAFA budgetary year and balance sheet run from the first of January through thirty one December of each year.

C/. AUDITOR

ARTICLE 94

The auditor is appointed by the general assembly acting on the Board of Directors proposal and for a financial year duration.

His mandate is renewable.

Should he, for any reason whatsoever, happen to leave when on duty, the Board Director will have to proceed immediately with his replacement. At the next session, the General Assembly will maintain him in his position or replace him.

ARTICLE 95

The auditor controls the regularity of the budgetary and accounting procedures in force within the various departments. He checks if they comply with the AISA financial regulations.

When on duty, he is entitled to examine or consult all AISA accounting books, vouchers or any other documents and request any explanation or information concerning financial or budgetary management.

ARTICLE 96

The auditor informs the General Secretary of any management fault or irregularities recorded. In case of serious cooking, he advises, in writing, the AISA President until he can produce a detailed report on said irregularities and present it to the General Assembly during the next session.

ARTICLE 97

The auditor attends the Board of Directors meetings devoted to financial, budgetary and accounting questions. He should be available for members wishing to have precise information in this respect and he should stress to them the urgency of said situation which deserves immediate corrective actions

ARTICLE 98

At each financial year closing, the auditor presents to the general assembly a complete report on the AISA financial statements including all the budgetary and accounting data required for its evaluation.

CHAPTER VI

**ATTRIBUTIONS
AND
PREROGATIVES**

ARTICLE 99

The General Assembly constituted calls a single meeting during which it holds a plurality of attributions and prerogatives of both the ordinary and extraordinary general assemblies, as said attributions and prerogatives are specified in the present regulations.

ARTICLE 100

During its session, the General Assembly constituted approves by the majority selected :

1. The amount of AISA membership duties.
2. The scale of the annual subscriptions applicable to the AAFA members whether they are associate or active members.
3. Approve the present regulations

ARTICLE 101

As soon as it will have completed its mission has been assigned, as mentioned in Article 100 above, the General Assembly constituted leaves, giving way to the AISA General Assembly

The latter is compelled to sit immediately for an ordinary session in order to appoint the Board of Directors.

ARTICLE 102

The AAFA is established for an undetermined period.

Dissolution of the AISA can intervene only upon decision of the extraordinary general assembly ; such decision should be made by a 4/5 majority of its active members and a 2/3 majority of its associate members.

ARTICLE 103

Any modification or change of the present regulations cannot be made prior to a decision taken by the AISA Extraordinary General Assembly: such a decision should be made by a 2/3 majority of active members and 1/3 majority of associate members.

ARTICLE 104

The present regulations get in force immediately after approval of the AISA General Assembly constituted.