

## **Name**

### **Art. 1**

An international association with a scientific aim is established with the name: “Association Bosnia and Herzegovina 2005”. Founded on 17 September 2003 in Sarajevo and Geneva, the project to initiate the Association Bosnia and Herzegovina 2005 emerged in autumn 2002 in informal discussion among the co-founders and Wolfgang Petritsch, chair of the Association’s Senior Advisory Board.

## **Seat**

### **Art. 2**

The seat of this Association is Versonnex 19, 1207 Geneva, Switzerland. It can be transferred to any other place by a majority decision of the International Executive Committee.

## **Objectives**

### **Art. 3**

The objectives of this non-profit making Association is:

- To start up and maintain an international network for exchanging information and expertise;
- To improve co-operation and collaboration among the members of the Association;
- To invite stakeholders to a joint venture that will facilitate a diversity of understandings of state-building in Bosnia and Herzegovina – and possibly beyond – and reflect the different approaches and focus of each one;
- To put scholarship and debate at the service of Bosnia and Herzegovina’s future development by identifying the lessons (not) learnt, best and worst practices, and moving beyond mere diagnosis to indicate policies that may shape what could be the very last stage of the foreign intervention in Bosnia and Herzegovina. This specifically involves the targeted and strategic transfer of responsibilities and authority into local ownership.

It is envisaged that these objectives will be achieved through the project “Bosnia and Herzegovina 2005: Dayton and Beyond,” including the following activities:

- A first step, in early 2004, will consist of developing a common conceptual and analytical framework, which will allow the scholars and practitioners involved in the endeavor to work on their individual contributions while encouraging different approaches;
- In a second step, these different approaches will be applied to specific topics as contributions to the conference and the book;

- The Association will organize an international conference “Ten Years After Dayton and Beyond,” to present and discuss the results of our common work. This conference will very probably be held in Geneva in October 2005;
- After the conference, the Association will publish a book comprising selected essays.

#### **Art. 4**

It is envisaged that after completion of these activities, the Association will either be dissolved or be given, in accordance with the modalities outlined in these statutes, new objectives that shall be in general agreement with the initial objectives mentioned in this article. The determination that the Association has achieved its goals and should either be dissolved or receive new objectives can be made by majority decision of the Executive Committee.

#### **Art. 5**

“Bosnia and Herzegovina 2005: Dayton and Beyond” is constituted as a specific project undertaken by the Association, with its own organizational structure but under the overall umbrella of the Association and accountable to its International Executive Committee. The project shall be implemented by a project team – corresponding to the three first members of the Executive Council – consisting of the three founding members of the Association, acting as Director and Deputy Directors. These three project leaders can be replaced by majority vote of the International Executive Committee if that vote also includes a majority of the project team.

### **Membership**

#### **Art. 6**

- 6.1. The number of members is unlimited.
- 6.2. The Association will consist of at least ten members. If the total number of members drops below ten, the Association will automatically be dissolved.
- 6.3. The Association has three categories of members. These members are natural or legal persons constituted according to laws and customs in their country of origin:
  - 6.3.1. members of the International Executive Committee;
  - 6.3.2. members of the Senior Advisory Board;
  - 6.3.3. regular, associate members, and corresponding organizations.

Members of the International Executive Committee are co-opted on the basis of their expertise and activity related to Bosnia and Herzegovina, usually demonstrated by an active role and/or by their publications. The International Executive Committee includes diplomats, international civil servants, association executives, professors and directors of foundations, and similar interested parties. Members pay a symbolic annual fee, but as trustees it is expected that they will further the interests of the Association Bosnia and Herzegovina 2005 in their particular sphere of activity. These members may represent their own interests but also those of their corresponding organizations if they have a mandate to do so. In this case, the corresponding organization will be considered a partner of the project.

Members of Senior Advisory Board are senior figures from public life with a strong connection to the Balkans. It will support the Association's work by providing access to resources (networking, fundraising, etc.) and by advising the International Executive Committee on the strategic direction of the project.

Regular members, associate members, and corresponding organizations are individuals, organizations, foundations, enterprises interested in the aims and activities of the Association. Associate membership and corresponding organizations are subject to the approval of the Executive Council of the Association.

#### **Art. 7**

Membership is lost:

- a) by resignation of the member. Such resignation must be in writing and be sent to the Executive Council.
- b) by dismissal of the member
- c) by non paying the annual fees after the second reminder.

The decision to dismiss a member can only be taken when the member has acted against the articles of association, regulations, decisions and/or resolutions of the Association or when the member has caused serious damage to the Association.

Such dismissal is decided by the Executive Council, which has to send an explanatory notice to the member concerned by registered mail. The member has the right to lodge an appeal against the proposed decision. Such an appeal should be sent in writing to the President of the Executive Council within a month after receipt of the notice. The Executive Council will convoke a General Assembly within 3 months. The excluded member and the Executive Council have the same rights to explain to the members, by oral or written, the reasons for the dismissal and for the appeal. The dismissal can be revoked by a decision by simple majority of the members present or represented. During the confirmation procedure, the member is provisionally suspended.

## **General Assembly**

### **Art. 8**

The General Assembly consists of all the effective members – thus, members of the International Executive Committee, members of the Senior Advisory Board, as well as regular and the associate members – and has full power to achieve the objectives of the Association. Its authority includes, but is not limited to:

In particular, the following points, but not limited to, fall under its authority:

a) approval of budgets and accounts; b) election and dismissal of directors; c) modification of the articles of association; d) dissolution of the Association; e) appeal against the dismissal of members; f) determination of the annual fees.

### **Art. 9**

The Annual General Assembly convene *ipso jure* each year at the place mentioned in the convening notice. They will be organized in the framework of the seminar and / or conference organized by the Association. The convening notice including the agenda is sent by the Board of the Executive Council 20 working days before the Meeting.

### **Art. 10**

At any General Assembly, a member can be represented by another member who has a written proxy. No member can exercise more than two proxies at the same time. Any General Assembly is legally valid if 10% of the members, drawn from at least 3 countries, are present or represented.

If at any General Assembly less than 10 % of the membership is present or represented, a new General Assembly will be convened under the same conditions as above. This meeting will rule definitively and legally on the proposal irrespective of the number of members present or represented.

### **Art. 11**

The resolutions and decisions are adopted by majority of the members present or represented and all members are notified of the actions taken.

The resolutions and decisions of the General Assembly have to be recorded in a register signed by the president of the Executive Council, and kept in the head office for possible consultation by members.

### **Administration**

#### **Art. 12**

- 12.1. The Association is run by the Executive Council which is the working structure and coordinating body of the Association. The three co-founders will be the first members of the Executive Council; new and previous Executive Committee members will, later on, be elected and confirmed by the members of the International Executive Committee. For a transitional period, the Executive Council will function without election until such time that an election can be organized, at least in April 2004.
- 12.2. The three co-founders will act as project team leaders as outlined in article 4 and, for an interim period, also as president and vice-presidents of the Association. After the interim period, they will be confirmed or replaced by simple majority of the General Assembly for a period of two years.

#### **Art. 13**

The Executive Committee elects from among themselves a president, one or more vice-presidents and a treasurer.

#### **Art. 14**

The Executive Council has all powers of management and administration except those which are reserved for the General Assembly. Under its responsibility it can delegate any of its specific powers to one or more persons.

### **Working language**

#### **Art. 15**

The main working languages of the Association is English – although information may be received in many languages. Most publications will be produced in English, with “local language” (Serbian, Croatian, Bosnian) versions where there is a demand and if funds are available for translation.

**Budget and accounts**

**Art. 16**

The fiscal year begins on 1st January of each year and ends on 31th December of the same year.

The Executive Council must submit the accounts of the past fiscal year and the budget for the following year for approval to the Annual General Assembly.

Before presentation to the Annual General Assembly, the accounts must be approved by an external auditor.

**Art. 17**

The resources of the Association are:

- a) the annual fee according to the decision of the General Assembly;
- b) income from publications, colloquia, educational seminars and other activities;
- c) subsidies, donations, contributions;
- d) investments;
- e) other legal sources of income.

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Geneva, 22 October 2003