
Statutes of the Association

Civitas Maxima

Statutes

Only the French version of the present statutes is legally binding.

Form, name, objectives, registered office, duration

Article 1 – Formation

Under the name Civitas Maxima (hereafter the « **Association** »), an association governed by the articles 60 and complying with the Swiss Civil Code shall be formed.

Article 2 – Registered office

The Association's registered office is located at:

13 rue du Rhône, CP 5134, 1211 Genève 11.

The registered office can be transferred to any other location in the French-speaking part of Switzerland by decision of the General Assembly.

(Article 2 was modified by the General Assembly on 11 December 2013).

Article 3 – Objectives

Civitas Maxima is a non-profit Association.

The objectives of the Association are:

- a. To assist and legally represent victims of international crimes in order to preserve the proof and to obtain, further, the prosecution and judgment of the suspected authors of those crimes either before the International Criminal Court, or before another national or international prosecution authority.
- b. To establish a legal and factual file for each represented victim and to preserve this file until it is transmitted to a national or international prosecution authority.
- c. To promote awareness, in Switzerland and on an international level, of the critical necessity that criminal justice be fair, effective and impartial and not motivated by political interests.

Article 4 – Activity

The Association can undertake every legal activity, which is appropriate to reach its objectives.

With this aim, the Association will:

- Select situations in which political or other circumstances prevent victims from seeking justice for international crimes committed against them or their relatives.

- Cooperate with those victims on creating individual files and on identifying the responsible people for the committed crimes.
- To the best of its ability, obtain the prosecution and judgment of people responsible for those crimes either before the International Criminal Court or another national or international prosecution authority.
- Cooperate and network with every organisation and other concerned entities so that international criminal justice operates fairly, effectively and impartially with the victims and is not motivated by political interests

Article 5 – Duration

The Association is constituted for an unlimited period of time.

Members of the Association

Article 6 – Members

Anyone who, on the day of its creation, expresses a desire to become a member of the Association and accepts its objectives is a member.

The following people cannot become members of the Association under any circumstances:

- People who have been convicted of/attempted to commit/and or/ complicit in common criminal offenses or other offences provided for in titles 2, 11, 12, 17 and 18 of book two of the Swiss Criminal Code;
- People who are guilty of a tax crime according to 6th part, title 1 and 2 of the federal law for direct tax ;
- People who have been removed from a profession by disciplinary measure.

Article 7 – Admission

The admission of any new member is subject to compliance with the terms defined under article 6 (see above).

A new member shall be approved by the General Assembly. Admission requests shall be in writing and be addressed to the Association Committee, who forwards it to the General Assembly.

Refusal to approve does not require any explanation.

Article 8 – Resignation and Exclusion

Membership ceases:

- By resignation notified in writing to the Association Committee and sent at least four weeks before the ordinary Assembly;
- By exclusion ordered by the General Assembly for any serious issue: in particular if the concerned member acts against the Association's interests. The member shall be previously invited to explain his acts. The member can be excluded without explanation. The General Assembly's decision is made by a majority vote as defined in article 12 of the Statutes.

Organs of the Association – Administration

Article 9 – Organs of the Association

The Association's organs are:

- a) The General Assembly;
- b) The Committee;
- c) The external auditor.

General Assembly

Article 10 – General rules

The General Assembly is the Association's supreme authority. It is composed of all members of the Association.

It shall hold an ordinary meeting at least once a year. This meeting will be valid irrespective of the number of people attending it. It is convened by the Committee by simple letter and shall include the proposed agenda adopted by the Committee and sent to each member of the Association at least fifteen days in advance.

The General Assembly can only deliberate on subjects listed on the proposed agenda.

The General Assembly meets at the Association's registered office or in any other location fixed at the convening.

The General Assembly is presided over by the Director of the Association or alternatively by the person designated by the General Assembly.

An attendance list shall be drafted and signed by the members entering the meeting. It is certified by the Director and the Secretary of the General Assembly.

Deliberations of the assemblies shall be recorded in the minutes of the meeting, which shall include a summary of the debates, the text of the deliberations and the result of the votes. The minutes of the meeting are signed by the Director and the Secretary.

The General Assembly shall have the following inalienable powers:

- a) amendment of the statutes, upon proposal of the Committee;
- b) approval and amendment of the internal regulations;
- c) admission and exclusion of the Association's members;
- d) elections and revocation of the Committee's members, the President of the Committee, the Managing Committee and the external auditor;
- e) approval of the annual report and the annual accounts;
- f) approval of the annual budget;

- g) decisions on subjects proposed by the Committee or reserved to it according to the statutes or the law;
- h) dissolution of the Association.

The Director appoints the Secretary.

Each member has a voice at the General Assembly.

Every member who is prevented from attending or who cannot participate at the Assembly may be represented by giving his voting power to another member according to the model of a proxy that will be attached to the letter of convening.

Each member present cannot act as proxy for more than two people.

(Article 10 was modified by the General Assembly on 11 December 2013 and on 27 March 2014).

Article 11 – Ordinary General Assembly

The ordinary General Assembly shall meet at least once each year to approve the accounts, within six months following the end of the fiscal year. The General Assembly can also be appointed in extraordinary meetings by the Committee or upon demand of at least one-fifth of the Association's members. In this case, the General Assembly shall be convened at the latest within sixty days following the demand.

The annual ordinary General Assembly is informed of the Committee's annual report which includes the management, activities, situation of the Association and the financial report.

It also includes the external auditor's report.

The ordinary General Assembly approves or rebalances the yearly accounts and informs the Committee's members and the treasurer.

It elects the new members of the Association and of the Committee and ratifies provisional nominations.

It allows actions and operations that exceed the Committee's powers.

Generally, the ordinary General Assembly deliberates on all questions reported in the agenda which are not the task of the General Assembly with a special majority (as defined below).

No quorum shall be required for its deliberations. Decisions are taken by majority of those present or represented members.

Article 12 – General Assembly with a special majority

The General Assembly with a special majority (as defined below) is the only body competent to amend the Statutes, rule on the dissolution of the Association and decide on the devolution of its assets, and/or rule on a merger with other associations.

Decisions shall be taken by a majority of two thirds of those present or represented members, with a quorum condition: at least half of its active members representing at least half of the votes.

(Article 12 was modified by the General Assembly on 11 December 2013).

Committee and Managing Committee

Article 13 – Committee

The Committee is made up of at least three, but no more than fifteen who are elected for one year by the General Assembly and renewable each year for one year.

(Article 13 was modified by the General Assembly on 11 December 2013).

Article 14 – Committee member's compensation

The position of committee member is not paid. No part of the net income of the Association shall be allocated or distributed to a director or a Committee member as compensation for his membership of the Committee.

Committee members act voluntarily and can only be compensated for their effective and travel costs by presenting the relevant bills.

The people paid by the Association shall only have a consulting vote at the Committee.

Article 15 – Meetings and deliberations of the Committee

The Committee meets upon convening of the Director or of half of its members at least every six months, or as often as required by the interests of the Association.

A quorum of one third of its members is required for the Committee to be held.

Decisions shall be taken by a majority of those members present. In the event of a tie, the President of the Committee shall have the casting vote.

Deliberations shall be recorded in the minutes of the meeting. This document must be approved by the President of the Committee, and signed by the Director and the Secretary of the meeting.

The Committee's decisions can also be in the form of a circular decision, signed by a majority of the Committee's members, pursuant to the proposition having been submitted to all its members.

(Article 15 was modified by the General Assembly on 11 December 2013 and on 27 March 2014).

Article 16 – Powers of the Committee

The Committee develops the strategy and the principal orientation of the Association. It also provides any advice to the Association to pursue the objectives set up in the Statutes and, if necessary, makes recommendations to the General Assembly.

The Committee reviews the budget and the accounts of the Association.

The Committee can assign tasks to members or to a third party contributing to the operation of the Association and to the accomplishment of its objectives. Those tasks can be compensated.

(Article 16 was modified by the General Assembly on 27 March 2014).

Article 17 – Managing Committee

The General Assembly chooses among its members, for a period of one year, a Managing Committee composed of:

- a Director,
- a Treasurer,
- a Secretary.

Article 18 – Powers of the Managing Committee and its members

The Managing Committee is responsible for carrying out the day-to-day operations of the Association. Convened by the Director, it shall meet as often as required by the interests of the Association. The Managing Committee carries in particular the following tasks:

- a) Leadership and management of the business of the Association ; and
- b) Conclusion of mandate contracts for the needs of the Association.

The Director represents the Association on his own in all acts of civil life and is empowered for this purpose.

With previous authorisation of the Committee, the Director can partially delegate his powers, under his own responsibility, to a member of the Committee. He informs the Managing Committee of the delegations.

The treasurer draws up the accounts of the Association or delegates this task to someone else. He proceeds, together with another member of the Managing Committee having the signatory power, to the payment and acceptance of all amounts.

He draws up a report on the financial situation of the Association and presents it to the annual General Assembly.

(Article 10 was modified by the General Assembly on 11 December 2013 and on 27 March 2014).

Scientific Committee

Article 19 – Nomination and powers

A Scientific Committee can be formed. This Committee shall be composed of distinguished lawyers, having recognised skills in international criminal law, humanitarian law and/or human rights.

Scientific Committee members are elected by the General Assembly for a two year period and their mandate is renewable. Scientific Committee members act voluntarily.

Scientific Committee members can be consulted individually by the Committee and/or the Director on every issue raised in concrete cases carried out by the Association in furthering its statutory objectives.

Once per year, Scientific Committee members receive a review of the Association's activities from the Committee.

Support Committee

Article 20 – Nomination and powers

The Support Committee can be formed. This Committee shall be composed of personalities from different backgrounds who adhere to the Association's objectives and accept to operate on different matters to ensure the Association's continuity.

The Support Committee members are elected for a two year period and their mandate is renewable. The Support Committee members act voluntarily.

Support Committee members may receive on demand, regular reports about the progress of the Association's activities from the Director.

Once per year members of the Support Committee receive a report about the progress of the Association's activities from the Director.

External auditor

Article 21 – Nomination and powers

The General Assembly chooses each year an external independent auditor, who examines the accounts and carries out occasional checks, but at least once per year.

Resources of the Association - accounting

Article 22 – Resources

The annual Association's resources come from:

1. donations and legacies of third parties ;
2. private subventions ;
3. resources created on an exceptional basis.

Article 23 – resource allocation

The Association's assets are exclusively and fully assigned to its public utility objectives as contemplated in article 3 of the Statutes.

Article 24 – Results and reserves

The results of the Association arising from savings on the annual resources may be allocated to the reserves. In no case shall they be distributed to the Association's members. This allocation shall be deliberated at the annual meeting of the General Assembly. The use of the reserves shall be decided by the Committee, but shall in all cases further the public utility objectives of the Association.

Accounts of the Association

Article 25 – Financial year

The financial year starts on the first of January and ends on the thirt-first of December of each year.

Exceptionally, the first financial year ends on the thirty-first of December 2013.

Article 26 – Accounting

Accounts shall be kept in order to produce a yearly income statement and a yearly balance sheet.

Each organ of the Association shall keep separate accounts that form a discreet chapter of the association's accounting.

Article 27 – External auditor

The external auditor chosen by the General Assembly audits the accounts according to the conditions set by law and the conditions provided by professional norms and rules.

Dissolution - Liquidation

Article 28 – Dissolution

Dissolution of the Association can be suggested by any Committee member, as well as by at least five members of the Association.

Dissolution can be ruled by decision of the General Assembly taken by a special majority pursuant to art.12 of the Statutes. Such a decision may be taken for any reason that seems adequate to the Association's members.

In case of dissolution, the General Assembly with a special majority chooses one or some liquidators in charge of the liquidation operations.

Article 29 – Liquidation

In case of dissolution of the Association, after all debts are paid, the potential asset balance shall be allotted to an institution pursuing similar goals of public utility and benefiting from tax exoneration. In no case shall it be distributed to the members, nor given to an institution that does not have a public utility purpose.

Title
7

Internal regulation – Formalities

Article 30 – Signature

The Association is validly committed by signature of the Director and another member of the Committee.

Article 31 – Responsibility

The commitments of the Association are covered solely by the corporate assets of the Association.

Any personal liability of the members is rejected.

Article 32 – Internal regulation

The provisions of the present statutes are completed by an internal ruling that rules on different points that are not settled in the statutes, in particular those relating to the organisation of the Association.

Article 33– Formalities

The Committee shall carry on the declaration and publicity formalities required by the law and rulings in force.

All powers are given for this purpose to the bearer of the original of these articles.

Statutes adopted in Geneva on 3 September 2012 and amended by the General Assembly on 11 December 2013 and 27 March 2014.