

## ASSOCIATION OF "ANCIENS" OF THE SERA <sup>1</sup> {A.A.S} CONSTITUTION

### ARTICLE 1 : NAME

#### Section 1

The name of the Organisation shall be the "Association of 'Anciens" of the SERA (A.A.S.) Session européenne des responsables d'armement.

#### Section 2

The Association shall be organised as a private Association, not for profit. The headquarters are located within the Ecole militaire, with the Institut des hautes études de la défense nationale (IHEDN), 1 place Joffre, 75007 Paris.

### ARTICLE II : GOALS

The main goals of the Association are :

- a. to elaborate further on a common European identity between members ;
- b. to be a basis through which members can rely on each other with regard to mutual assistance in the field of European armament-cooperation ;
- c. to promote the existence of the A.A.S. as a means throughout Europe by which necessary relationships will be facilitated, therefore ensuring better possibilities for cooperation ;
- d. to sustain and keep alive the notion of membership of a special grouping of people in the field of European armament cooperation.

### ARTICLE III ; MEMBERSHIP

#### Section 1-

There shall be three types of membership of the A.A.S., namely "Active", "Retired" and "Honorary" as defined in Sections 2, 3 and 4 of this Article. Only Active members shall have the right to vote.

#### Section 2 - Active

Any individual recognised by the Directorate of SERA as a graduate of the SERA and considered as carrying out professional duties as an active member of the armed forces or of the civilian component of government service or of the defence industry, is eligible to become an Active member of the A.A.S. All graduates of the SERA at the date of their entrance in the A.A.S. shall, without additional action on their part, automatically become Active members of the A.A.S., subject to the provisions of Article IV below. Each Active member shall be entitled to cast one vote on all matters on which votes are taken. Members are considered as carrying out professional duties as long as they have not notified the contrary.

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<sup>1</sup> SERA stands for : Session européenne des responsables d'armement

### Section 3 – Retired

Retired membership of the A.A.S. is available to those SERA graduates no longer professionally active in the armed forces, in government service or in the defence industry, upon their request to the A.A.S. Secretary (see below Article V, section 6).

### Section 4 - Honorary

Honorary members may be elected by majority vote at the Annual General Meeting (AGM). Nominations for such honorary membership must be proposed by an active member of the A.A.S. and supported by at least two further Active members. Notice of nomination must be given in the agenda notice to be issued in accordance with section 1 of Article VI below. A record of these honorary members shall be kept in a book of honour in the A.A.S. President's Office.

### Section 5 - Termination of Membership

Membership in the Association shall terminate by death, or by voluntary withdrawal in writing to the President of the Association, or on expulsion by a majority vote upon the recommendation of any two of the Officers of the A.A.S., as defined in Article V.

## ARTICLE IV : DUES

### Section 1 Entrance subscription

Each Active member of the A.A.S. shall pay an entrance subscription of 100 Euros (or equivalent in local currency) the aim of which is to make possible some organisational and administrative activities. This amount may be revised each year. This amount has to be paid by each member at the time he/she joins the A.A.S.

### Section 2 - Other contributions

Other expenses of the A.A.S. may be supported by voluntary contributions of members or donations. In the event of unforeseen expenses which cannot be covered in this manner, exceptionally an additional assessment can be approved by majority vote in accordance with Article VII.

## ARTICLE V : ORGANISATION

### Section 1 - Officers of the A.A.S. - Executive Committee

The Officers of the A.A.S. shall be the President, the Executive. Vice-President, the Vice-Presidents, the Treasurer and the Secretary as shall be from time to time elected in accordance with the provisions of Sections 2 to 6 below.

These Officers, all of whom must be Active members, will form the Executive Committee which will undertake the organisation and the management of the activities of A.A.S.

### Section 2 - President

President of the A.A.S. is elected by vote during the AGM, for a 2-year period, renewable for one further 2-year term. He/She shall preside at meetings of the A.A.S. He/She shall also, at the AGM of A.A.S. and at such other times as he/she shall deem proper, communicate to the A.A.S. such matters and make such suggestions as may, in his opinion, tend

to promote the welfare and increase the usefulness of the A.A.S., and shall perform such other duties as are necessary to the office of President.

### Section 3 - Executive Vice-President.

An Executive Vice President shall be elected from amongst the Vice-Presidents as described in Section 4 below by vote at the AGM to assist the President. He/She shall be the current Deputy in charge of the matters of A.A.S. and shall perform such functions as are delegated or directed by the President. He/She shall act as president in the event that the President is, for any reason, unable to perform the duties of the office. The Executive Vice-President shall be elected for a 2-year period, renewable for one further 2-year term.

### Section 4 - Vice-Presidents

A Vice-President should be elected by the Active membership of each nation, for a 2-year period, renewable for one further 2-year term. Each Vice-President, as a point of contact for the A.A.S., will guide and assist the activities of the A.A.S. in his own country as required or requested and shall meet upon call of the A.A.S. President.

### Section 5 - Treasurer

The Treasurer shall be elected by vote at the AGM for a 2-year period, renewable for one further 2-year term. The Treasurer shall keep an account of all money received and shall make such disbursements as are duly authorized by the AGM, the President or the Executive Vice-President. He/She shall deposit all sums received in a reputable banking institution as approved by the President of A.A.S., and shall make a Financial Report in writing, to accompany the Annual Report. Funds may be drawn only upon the signature of the Treasurer, or of the President, and prior approval by one other A.A.S. Officer in case of withdrawals of more than 500 Euros. The funds, financial books and records in his possession or under his control shall, at all times, be subject to audit and inspection by the A.A.S. At the expiration of his term of office, the Treasurer shall deliver to his successor all books, records, money and other property ; in the absence of the elected Treasurer, such delivery shall be made to the President. A Deputy Treasurer shall be appointed from among the other existing Officers of the A.A.S. as an understudy in case of absence or incapacity.

### Section 6 - Secretary

A Secretary, to assist the A.A.S. President, shall be elected by vote at the AGM. The Secretary shall give notice of and attend all meetings of the A.A.S. and all committees to keep record of their proceedings. He/She is to undertake all correspondence, except that pertaining to the Treasurer's duties, carry into execution all orders, votes and resolutions and keep a list of all members of the A.A.S. He/She registers the requests from active members to become retired members and notify this change of their membership to them. The Secretary shall be elected by vote at the AGM for a 2-year period, renewable for one further 2-year term.

## ARTICLE VI - MEETINGS

### Section 1 - Annual

The A.A.S. shall hold an AGM to discuss the affairs of the Association and to elect new Officers when necessary. At least 2 months notice of the AGM shall be provided to each Active, Retired and Honorary member. The agenda for the meeting shall be circulated to each Active, Retired and Honorary member at least one month before the meeting. Any Active member may propose a subject for inclusion on the agenda. No major business is to be transacted unless the subject has been included-on the agenda. The Chairman of the AGM shall be the President or, in his absence, the Executive Vice-President or, in the latter's absence, such other Officer of the A.A.S. as may be nominated by the President.

## Section 2 - Extraordinary

Extraordinary General Meetings (EGM) of the Association may be called by the President or by any 2 Vice-Presidents. At least one month's notice should be provided to all Active, Retired and Honorary members, and the notice should indicate the subjects to be discussed at the EGM.

## ARTICLE VII - VOTING

### Section 1

All decisions shall be by a majority of the votes cast, subject to Sections 3 and 4 below.

### Section 2 - Proxy voting

In accordance with Section 2 of Article III above, all Active members of the A.A.S. are-entitled to one vote on all matters on which a vote is to be taken. Active members who are unable to attend AGM or EGM may nonetheless vote by delegating their vote in writing to any Active, Retired or Honorary member who attends the meeting. Any such member intending to exercise such a proxy vote during a meeting shall alert the Secretary to this fact before the start of the meeting and shall be required to produce written authority for the proxy vote.

### Section 3 - Quorum

In order for either an AGM or EGM to be quorate at least 30 Active members from at least five nations must attend or be represented by a proxy voter. On certain specific matters, a higher quorum will be required as set out in Section 4 below.

### Section 4 - Constitution

The Constitution may be altered, amended or repealed in whole or in part, at the AGM in accordance with the following provisions :

- a) Proposals to alter, amend or repeal the Constitution must be submitted in writing to the President. and must be endorsed either by 10 Active members of the A.A.S. from at least 3 different nations or by at least 3 Officers of the A.A.S.
- b) Notice of the proposal to alter, amend or repeal the Constitution shall be included on the agenda issued in accordance with the provisions of Section 1 of Article VI above.
- c) Decisions on proposals to alter, amend or repeal the Constitution shall be by a majority of the votes cast, subject to at least 50 Active members attending the AGM or being represented by proxy voters, from at least five nations. If there is not this quorum, an EGM will be called with one month's notice. Decisions of the EGM shall be then by majority of the two thirds of the active members attending or represented by a proxy voter.

## ARTICLE VIII - LIMITATIONS ON LIABILITIES

Nothing herein shall constitute members of the A.S.S. as partners for any purpose. No member, or agent, or employee of this A.A.S. shall be liable for the acts of failure to act on the part of any member, agent, or employee of the A.A.S.

Neither shall any member, or agent, be liable for acts or failure to act under this Constitution excepting only acts or omissions to act arising out of this wilful misfeasance.

## ARTICLE IX - DISPOSAL OF FUNDS

The A.A.S. shall use- its funds and other assets only to accomplish the objects and purposes specified in this Constitution and no part of these funds and assets shall go to, or be distributed to the members of the A.A.S. Upon dissolution of the A.A.S, the assets shall be distributed to one or more regularly organised and qualified charitable, educational, scientific or philanthropic organisations to be selected by Officers of the A.A.S.

## ARTICLE X - NATIONAL ASSOCIATIONS

### Section 1

National Associations of "Anciens" may be established in accordance with the wishes of the membership of each country.

### Section 2

The National Associations shall have the objectives stated in Article II above and shall endeavour to bring together as many "Anciens" of all nationalities who happen to be residing -in the country concerned.

### Section 3

In accordance with Section 3 of Article V above, each National Association shall elect a Vice-President, preferably in government service, with whom the A.A.S. can communicate.

### Section 4

Other than as stated above, National Associations are completely independent but their relationship with the A.A.S. shall be as close as the membership of the National Associations wish.