

ASSOCIATION INTERNATIONALE DES JURISTES DU DROIT DE LA VIGNE ET DU VIN (A.I.D.V.)
INTERNATIONAL WINE LAW ASSOCIATION (I.W.L.A.)

Rules of the Association

1. Formation – name

The persons agreeing to comply with the Rules set out herein hereby form a non-profit Association governed by the French Act of 1 July 1901 and the French Decree of 16 August 1901, called “*Association Internationale des Juristes du Droit de la Vigne et du Vin (A.I.D.V.)*” in French and International Wine Law Association (I.W.L.A.) in English.

2. Objects

The objects of this Association are to study international vine and wine law in all its aspects, and in particular:

- to cooperate with national and international associations and organisations -- including in particular the *Organisation Internationale de la Vigne et du Vin (OIV)* and the World Intellectual Property Organization (WIPO) -- involved in the production, marketing, promotion, distribution and sale of all products of the vine and wine, as well as in the protection of designations of origin, geographical indications and other intellectual property rights, as well as any and all other rules and regulations which can concern products of the vine and wine;
- to study the laws concerning production, marketing and sales promotion, distribution and sales of products of the vine and wine, both internationally and on a national or regional level;
- to study, to discuss, to promote and to support (or oppose) any legislative proposals, proposed measures or initiatives in the field of vine and wine law and in all related fields;
- to enhance knowledge of the laws and regulations in the field of vine and wine law and all related fields amongst its members and the general public, as well as to support scientific work of students and academics in said fields;
- and, in general, to do everything necessary to directly or indirectly fulfil the objects set out above.

3. Duration – registered office – official languages - written notices – funding

The Association is created in perpetuity.

The Association’s financial year runs from the first of January to thirty one December.

The Association’s registered office is in Paris, at the OIV’s premises at 11 Parvis de l’UNESCO, 21000 Dijon, France. The Association’s registered office may be transferred elsewhere in France by decision of the Board of Directors.

The Association’s registered office may be transferred outside France, on a proposal by the Board of Directors approved by a decision of the General Meeting of Members.

French and English are the two official languages of the Association. All internal documents (such as these present Rules, the minutes of Board meetings and of General Meetings of Members) and all official documents published by the Association (such as press releases, proposals and motions) will be written in these two languages.

In the case of any inconsistency between the French and English versions of the present Rules, the French version will prevail.

All notices mentioned in the Rules set out herein shall be in writing.

The terms “written” or “in writing” as used in these Rules shall mean any communication by post (whether registered or not), by facsimile, by e-mail or other electronic means.

Where there is any doubt concerning the reception of a communication to or from the Association, the burden of proof to establish the receipt of the message by the intended recipient lies with the sender.

The Association’s funding shall be by way of all means that are not prohibited by applicable laws and regulations, including in particular by membership fees, subsidies, donations and bequests.

4. Members – categories – membership fees

The Association is composed of members and honorary members.

The Association may accept as members both natural persons (at least 18 years old) and legal persons.

Honorary members are members who have rendered significant services to the Association and who are appointed by a General Meeting of Members, on a proposal by the Board of Directors, and are exempted from paying membership fees.

Members are persons who pay an annual membership fee as determined by the General Meeting of Members from time to time.

The annual membership fee for legal persons is higher than the annual membership fee for natural persons and allows legal persons to appoint five natural persons as their representatives to participate in the Association's activities. However, legal persons have only one vote in the General Meeting of Members.

The annual membership fee for students and retirees shall be lower than the standard annual membership fee for members.

The amount of the annual membership fees shall be determined each year by the General Meeting of Members, on a proposal by the Board of Directors.

If the financial situation of the Association so requires and/or in order to meet specific expenses, a General Meeting of Members, on a proposal by the Board of Directors, may request the payment of additional membership fees.

5. Members - admittance criteria - rights

Any person satisfying the conditions of admission can apply for membership in writing with the Secretary General by completing and lodging a membership form together with the applicable annual membership fees.

On lodging an application for admission to membership, the candidate acknowledges that they support the objects of the Association and agree that they will comply with these Rules, with which they are deemed to be acquainted.

The Executive Committee reserves the right to refuse membership to candidates.

In case of a refusal by the Executive Committee to admit a candidate to membership (which refusal must be communicated in writing by the Secretary General to the candidate), the candidate has the right to appeal in writing to the Board of Directors, which will make a final decision, also communicated in writing by the Secretary General to the candidate.

Neither the Executive Committee, nor the Board of Directors is required to provide the reasons for its decision.

Each member of the Association, having paid all due membership fees, shall be entitled to

- (a) receive all communications sent by the Association to its members;
- (b) attend all General Meetings of Members and Extraordinary Meetings of Members and to vote in these meetings;
- (c) have a right of access to all minutes and other official documents of the Association (with the exception of confidential personal or legal data concerning persons or the Association);
- (d) verify and correct their personal data as used by the Association.

6. Loss of membership

Membership may be terminated or lost through resignation, death or expulsion.

A member wishing to resign shall communicate their resignation, in writing, to the Secretary General. Their resignation shall have immediate effect. The membership fee for the current year shall not be reimbursed by the Association.

A member who has not paid their annual membership fee within the period specified in a written notice to that effect sent by the Secretary General shall be deemed to have resigned at the expiry of that period. The effective resignation by that member shall be communicated to them in writing by the Secretary General and shall have immediate effect.

A member can be expelled by the Board of Directors, on a proposal by the Executive Committee, for serious misconduct (whether or not within the Association). The expulsion shall be communicated in writing by the Secretary General to the member in question.

Prior to being expelled, the member must be invited in writing by the Secretary General to provide an explanation in writing of their misconduct to the Executive Committee and, if appropriate, a proposal for redress, either in person (the presence of at least two members of the Executive Committee being required), or in writing.

If the member in question fails to provide to the Executive Committee a response satisfactory to the Executive Committee, the Executive Committee shall communicate its written proposal for expulsion to the Board of Directors (with a copy being sent by the Secretary General to the member in question).

Any person having lost their membership, for whatever reason, shall as soon as possible be removed by the Secretary General from the Association's list of members.

7. Board of Directors

The Association shall be managed by a Board of Directors consisting of a minimum of twelve members and a maximum of forty-two members.

The Past Presidents of the Association shall be automatically members of the Board of Directors in the capacity of Vice Presidents, and Presidents of the Regional Sections shall be automatically members of the Board of Directors, while the other members are elected by the General Meeting of Members.

The members of the Board of Directors are elected for a three year term, which is renewable. In case a legal person is elected as a member of the Board of Directors, it shall appoint a natural person as its representative.

In case of a Board vacancy, caused by a resignation (including the status of being considered to have resigned), death or expulsion, the Board of Directors may co-opt a temporary substitute member. This cooptation must be ratified by the next General Meeting of Members in order to become final. The term of the person so coopted ends at the end of the term of the person whose place the coopted person is filling.

8. Executive Committee – powers and obligations of its members – internal regulations

The Board of Directors elects amongst its members an Executive Committee, consisting of:

- a President, elected for three years, which term is not immediately renewable;
- one or more Vice Presidents, elected for three years, whose term is renewable;
- a Secretary General and, if need be, an Assistant Secretary General, elected for three years, whose term is renewable;
- a Treasurer and, if need be, an Assistant Treasurer, elected for three years, whose term is renewable.

The Executive Committee shall manage the day to day business of the Association.

The President has the power to represent the Association in all civil acts. In particular, he or she is the legal representative of the Association in court proceedings.

The President can, for a specific act or function or task, in the context of the management of the Association's day to day business, delegate their power to another member of the Executive Committee or of the Board of Directors.

External service providers, such as a bookkeeper and/or chartered accountant of the Association, shall report to the President.

The President organises and supervises the functioning of the Executive Committee and the distribution of tasks amongst the members of the Executive Committee and Board, in accordance with their functions and skills.

Decisions of the Executive Committee shall be made by consensus. In case where a consensus cannot be achieved, the President shall submit the matter to a vote of the Executive Committee. Where the votes are equally divided, the President shall have a deciding vote.

On the basis of a delegation of powers for such tasks by the President, the Secretary General – with the assistance of the Assistant Secretary General – shall manage and maintain current the Association's membership list and website, both in conformity with applicable law and the directives of the French CNIL (*Commission Nationale de l'Informatique et des Libertés*), shall call meetings and send payment requests and reminders in case payment terms established by the Executive Committee are not respected, shall draft and send the minutes and all other written documents provided under the present Rules, shall assist the Treasurer and Assistant Treasurer in collecting the membership fees, and shall keep in safe custody at the seat of the Association all administrative documents, archives, lists, correspondence and minutes of the Association, whether on paper or electronic, and shall ensure the complete and perfect handover thereof to their successor.

The Executive Committee shall at all times have access to all such administrative documents of the Association. The President, the Secretary General and the Assistant Secretary General will each have complete and independent access to the Association's website and to the external access/service provider(s) responsible for the website and/or domain name, each as authorised administrators entitled to modify and update the contents and the functioning of the website.

On the basis of a delegation of powers for such tasks by the President, the Treasurer – with the assistance of the Assistant Treasurer – shall, with the help of the Secretary General or Assistant Secretary General, collect the membership fees and in general all revenues of the Association, shall make all the Association's payments, where necessary with the prior authorisation of the Board of Directors or the General Meeting of Members in conformity with these Rules, shall liaise with any external bookkeeper and/or chartered accountant of the Association as well as with its bank, shall keep the books and accounts and shall prepare the annual accounts with any external bookkeeper and/or chartered accountant and shall be accountable to the Board of Directors and the General Meeting of Members for the financial management of the Association, as provided under these Rules. He or she shall also keep in safe custody all financial documents of the Association, in conformity with the law, and shall ensure the complete handover thereof to their successor.

The Executive Committee shall at all times have access to all such accounts and financial documents of the Association.

The Executive Committee manages the day to day business of the Association and has the power to independently take decisions and make all necessary payments, up to an amount equivalent to fifteen percent of the Association's annual income, provided it reports its management to the Board of Directors at the next Board meeting.

Above that amount, as well as with regard to any decision outside the management of the Association's day to day business, the Executive Committee shall submit requests for authorisation to make such payments and to take substantive decisions to the prior vote of the Board of Directors.

The members of the Executive Committee and of the Board of Directors shall not receive any payment for the performance of their functions.

Only costs (disbursements) incurred in the normal course of carrying out their work for the Association may be reimbursed and only after such expenditures have first been audited by the Executive Committee. Such costs shall not in any case include salaries of personnel of the members of the Executive Committee or the Board of Directors, or of their firms, organisations or companies.

In case a member of the Executive Committee or of the Board of Directors finds themselves in a conflict of interest, having a personal stake in a matter discussed by the Board of Directors or the Executive Committee, they shall immediately inform the other members of the Board of Directors. The Board of Directors will decide the matter, if necessary. The person concerned by the conflict of interest cannot participate in the related discussions of the Board of Directors and cannot vote.

On a proposal by the Executive Committee or, if need be, at its own initiative, the Board of Directors can establish internal regulations (which shall be in writing). Any such internal regulations are intended to address only issues of internal management of the Association falling under the Board of Director's competence and which are not addressed by these Rules.

9. Meeting of the Board of Directors – powers

The Board of Directors shall meet at least twice a year, which Board meetings are called by the President, or as requested by at least one third of its members. The notice or request calling the meeting must be in writing, sent to all members of the Board of Directors at least two weeks before the intended date, except in case of urgent notices from the President to convene a meeting, as described below.

The agenda for the Board meeting must accompany each notice or request of a Board meeting. Members of the Board of Directors may request that topics or questions be added to the agenda, provided they send their request to the Secretary General and the Assistant Secretary General at least one week before the Board meeting. The Secretary General or the Assistant Secretary General will as soon as possible send a modified agenda, in writing, to all of the members of the Board of Directors.

The quorum for a valid meeting of the Board of Directors shall be at least one third of its paid-up members (whether present in person or by proxy).

Meetings of the Board of Directors shall be held at the venue stated in the notice calling the meeting. Members who cannot attend in person and have so requested in writing prior to the meeting may attend by videoconference, by conference call or through any other means of electronic communication accepted by the President.

In urgent matters or for specific decisions (as opposed to regular Board meetings), the President can call a meeting of the Board of Directors to be held entirely by way of the exchange of emails or through any other electronic means of communication that the President may determine. For specific decisions, the notice calling the meeting will be sent to all Board members in the same way as for ordinary meetings of the Board of Directors. Only in urgent matters can the notice calling the meeting be sent with less than two weeks notice, but such notices shall nevertheless be sent as far as possible in advance, and the short notice must be ratified by the Board of Directors.

The President chairs meetings of the Board of Directors. Decisions are taken by a majority vote of the attending and represented members of the Board of Directors.

Where the votes of the Board on any issue are equally divided, the President shall have a deciding vote.

The President, or the majority of the Board members attending (whether present in person or by proxy), may decide to have the votes cast by secret ballot in writing.

With regard to the acceptance of the minutes of a previous meeting of the Board of Directors, only the Board members who participated in the said previous meeting in person shall have the right to vote on the acceptance of said minutes.

Any member of the Board of Directors who is absent can be represented by another member of the Board of Directors who attends the meeting of the Board of Directors in person by giving to such other member a written power of attorney, provided always that no member of the Board of Directors shall have more than three votes (including their own vote).

Any member of the Board of Directors who, without prior written excuse, does not attend – or is not represented by proxy -- at two consecutive meetings of the Board of Directors can be deemed by the Board of Directors to have resigned from the Board of Directors. In such a case, the Board member who is considered to have resigned will be notified in writing by the Secretary General, with the resignation having immediate effect on the Board of Directors making its decision on such deemed resignation.

The President is entitled to invite guests to meetings of the Board of Directors, such guests only having an advisory role. A guest is a person of whom the participation in one, more or all meetings is considered useful by the President, because of that person's competence or specific qualities.

The Board of Directors has the widest powers legally possible to execute or authorise any acts or operations consistent with the objects of the Association and which are not within the sole competence of the General Meeting of Members.

The Secretary General or Assistant Secretary General, on behalf of the Board of Directors, is responsible for calling a General Meeting of Members and giving notice thereof to all members.

The Board of Directors supervises the management of the day to day business of the Association by the Executive Committee, the latter reporting to the Board of Directors.

The Board of Directors authorises the President, with power of delegation to the Treasurer, to purchase, sell or hire whatever is reasonably necessary for the proper functioning of the Association, without prior authorisation, up to an amount equivalent to fifteen percent of the Association's annual income. For purchases, sales or hiring exceeding said amount, the prior authorisation of the Board of Directors must be obtained.

The Board of Directors, on a proposal by the Executive Committee, may appoint members of special committees for special projects of the Association, such as the organisation of annual conferences, special scientific or educational projects, preparing the creation of a new Regional Section or any other project outside the scope of the management of the Association's day to day business.

Proposed decisions of the Board of Directors relating to the acquisition, sale or exchange of real estate necessary for the Association's purposes, the taking out of mortgages on real estate, leases longer than nine years, the sales of goods and loans, must be first approved by a General Meeting of Members.

The Secretary General or the Assistant Secretary General shall draft minutes of meetings of the Board of Directors. The minutes shall detail the names of the members of the Board of Directors who participated in or were represented at the meeting, the topics discussed, the discussions, all resolutions having been voted on as well as the results of the vote.

The minutes, both in French and in English, shall be sent to all members of the Board of Directors, either by sending these to them directly by notice in writing, or by placing them on the Association's website in a secure space reserved for the members of the Board of Directors only, within two months of the meeting.

10. General Meeting of Members

General Meeting of Members consist of meetings of all members of the Association, called as set out below, who have paid all due membership fees (with the exception of honorary members, exempted from membership fees).

There shall be a General Meeting of Members at least once a year, called by the Secretary General or Assistant Secretary General on behalf of the Board of Directors, or at the request of at least one third of the Association's members. The notice or request calling for the General Meeting of Members shall be sent to all members at least four weeks prior to the General Meeting of Members and shall include the agenda.

The quorum for General Meetings of Members is at least twenty members of the Association attending in person or represented by proxy.

Any member of the Association may request that topics or questions be added to the agenda provided they address their request to the Secretary General and the Assistant Secretary General at least two weeks before the meeting. The Secretary General or Assistant Secretary General will as soon as possible send a modified agenda, in writing, to all members of the Association.

Only topics and questions that are listed on the agenda shall be discussed during the General Meeting of Members.

The Board of Directors is entitled to invite guests to General Meetings of Members, who will only have an advisory role. A guest is a person of whom the participation in the General Meeting of Members is considered useful by the Board of Directors, because of that person's specific qualities or competence.

The President, assisted by the members of the Executive Committee, chairs the General Meetings of Members. The President presents their report on the general situation of the Association and on the management, submitting it for the approval of the General Meeting of Members.

The Treasurer presents the books and accounts over the past financial year and the budget for the coming financial year and submits it for the approval of the General Meeting of Members.

The General Meeting of Members takes decisions by majority vote of the members attending in person or by proxy. Each member of the Association has one vote. Any member who is absent can be represented by another member who attends the meeting in person by giving to such other member a written power of attorney, provided always that no member shall have more than five votes (including their own vote). Where the votes of members are equally divided, the President shall have a deciding vote.

The Board of Directors may decide to have the votes cast by secret ballot in writing.

With regard to the acceptance of the minutes of a previous General Meeting of Members, only the members of the Association who participated in the said meeting in person shall have the right to vote on the acceptance of said minutes.

The Secretary General or the Assistant Secretary General shall draft minutes of the General Meeting of Members. The minutes shall detail the names of the members of the Association who participated in or were represented at the General Meeting of Members, the topics discussed, the discussions, all resolutions having been voted on as well as the results of the vote.

The minutes, both in French and in English, shall be sent to all members of the Association, either by sending these to them directly by notice in writing, or by placing them on the Association's website in a secure space reserved for the members of the Association only, within two months of the meeting.

11. Extraordinary Meeting of Members

Extraordinary Meetings of Members consists of meetings of all members of the Association, called as set out below, who have paid all due membership fees (with the exception of honorary members, exempted from membership fees).

Extraordinary Meetings of Members are convened only either in order to consider and, if appropriate, to approve a modification of these Rules or the dissolution of the Association, called by the Secretary General or Assistant Secretary General on behalf of the Board of Directors, or at the request of more than one half of the Association's members. The notice or request calling for the Extraordinary Meeting of Members shall be sent to all members and shall include the agenda.

The quorum for Extraordinary Meetings of Members is at least thirty members of the Association attending in person or represented by proxy.

If no quorum is reached, a second Extraordinary Meeting of Members shall be convened, with the same agenda, at least two weeks prior to the date of the second Extraordinary Meeting of Members. This second

Extraordinary Meeting of Members can be held entirely through the exchange of e-mails or through any other means of electronic communication accepted by the Board of Directors.
No quorum is required for such second Extraordinary Meeting of Members.

The President, assisted by the members of the Executive Committee, chairs the Extraordinary Meetings of Members.

These Rules can only be amended or the dissolution can only be declared, whether in the first or in the second Extraordinary Meeting of Members, with at least a two thirds majority of the votes of the members attending in person or by proxy.

At Extraordinary Meetings of Members, each member of the Association has one vote. Any member who is absent can be represented by another member attending the meeting in person by giving to such other member a written power of attorney, provided no member shall have more than five votes (including their own vote).

Where the votes of members are equally divided, the President shall have a deciding vote.

The Board of Directors may decide to have the votes cast by secret ballot in writing.

With regard to the acceptance of the minutes of a previous Extraordinary Meeting of Members, only the members of the Association having participated in said meeting in person have the right to vote on the acceptance of said minutes.

The Secretary General or the Assistant Secretary General shall draft minutes of the Extraordinary Meeting of Members.

The minutes shall detail the names of the members of the Association having participated in were represented at the Extraordinary Meeting of Members, the topics discussed, the discussions, all resolutions having been voted on as well as the results of the vote.

The minutes, both in French and in English, shall be provided to all members of the Association, by sending these to them directly, by notice in writing, within two months of the meeting.

12. Regional Sections

The Board of Directors can found Regional Sections or accept the founding of Regional Sections at the initiative of members of the Association. Regional Sections shall remain under the authority of the Association.

The Presidents of Regional Sections are automatically member of the Board of Directors of the Association.

In order to be a member of a Regional Section, a person must also be a member of the Association, having paid all their membership fees (with the exception of honorary members, exempted from the payment of membership fees). Members of the Association who are members of a Regional Section shall continue to be subject to these Rules and the authority of the Association, which will supersede any and all rules or regulations of, or decisions by a Regional Section.

Regional Sections can request the payment of additional membership fees from their regional members in order to finance their regional activities, provided they are themselves established pursuant to the laws of their applicable local jurisdiction as a non-profit association, foundation or organisation, independent from the Association and have their own bank account.

The Association may not demand payment by the Regional Sections of, and has no right to, the regional membership fees collected by the Regional Sections.

If necessary or opportune at a regional level, Regional Sections may collect the annual membership fees for the Association from their members, provided they shall transfer these collected membership fees in their entirety to the Association within the period required by the Board of Directors of the Association.

13. Dissolution

The dissolution of the Association shall require a vote at an Extraordinary Meeting of Members to be carried by at least two thirds of the total members of the Association.

If the Association is so dissolved, one or more liquidators shall be appointed by the Extraordinary Meeting of Members and the assets, if applicable, shall be disposed of in conformity with article 9 of the French Act of 1 July 1901 and articles 14 and 15 of the French Decree of 16 August 1901, in accordance with the procedures decided at the Extraordinary Meeting of Members.

14. Competent court

The competent Court for any and all legal actions concerning the Association is the Court of the local jurisdiction where the Association has its registered office.
