

Constitution of the International Association for Comparative Semitics

(approved at the general meeting in Barcelona, 20 November 2004)

Art. 1 Name and location base

1. The Association has the name "International Association for Comparative Semitics", hereinafter to be called "the Association".
2. It has its seat in the city of Barcelona, Spain..
3. The Association is a non-profit organisation and a non-political institution.

Art. 2 The Purpose

1. The purpose of the Association is:
 - a) To serve as a platform for scholars working in Comparative Semitics.
 - b) To discuss all matters concerning this field.
 - c) To encourage and promote the study of this field in all their aspects on an international basis.
2. It aims to further these purposes by arranging:
 - a) To support and facilitate the organisation of a regular Meeting every two years.
 - b) To stimulate collaboration between its own members, as well as between them and members in other fields and associations.
 - c) For the Association to act as a representative body for the field of Comparative Semitics in relationship to national, international and private institutions and the general public.
 - d) To encourage publications and disseminate information of interest to its members.These purposes are all to be understood in the widest sense of the words and include all that is connected with them or will contribute to them

Art. 3. The Membership

1. The Association is comprised only of *ordinary* individual adult active members. Legally constituted bodies may also be form part of the AICS as *sponsors* and *supporters*.
2. A member is admitted after submitting to the Board an official application form, completed and signed, a detailed exemplar of his CV and publications, which demonstrate his occupation with Comparative Semitic studies, and after paying the annual fee due for the current year and associated expenses.
3. The Board examines the application and decides whom to admit, and their written decision will be sent to the applicant.
4. Only those individuals or legally constituted bodies who support the aims and activities of the Association may be admitted as members.
5. The Secretary of the Association will keep a register of members up-to-date.
6. Membership of the Association is personal or institutional, non-transferable and non-inheritable.

Art. 4. Suspension of Membership

The Board has the authority to suspend a member for a period of up to six months when a member has acted in a manner contrary to his obligations as a member or has caused by action or behaviour significant damage to the interests of the Association. During a period of suspension a member is deprived of the rights connected with membership.

Art. 5. Cessation of Membership

1. Membership will cease:
 - a) At the death of the member. In the case of a legally constituted body, its membership will cease when that body ceases to exist, or when its board has decided to liquidate it.
 - b) On the voluntary resignation of the member.
 - c) On enforced resignation by the Association.
 - d) By expulsion.

2.

a) Resignation by the member can only be effected by giving written notification. The Secretary has the duty of confirming receipt of that notification within a month.

b) A member may terminate membership immediately within thirty days after receiving notification of a decision to change the Association into another legal body or to merge with another body.

3. Enforced resignation of membership by the Association can be effected by the Board if a member has not or has not completely fulfilled the obligations of membership, including all financial obligations towards the Association. Such enforced resignation can imply the immediate termination of the membership, if the Association cannot be expected to allow membership to be continued. Notification of an enforced resignation shall always be conveyed in writing and this notice will contain the reasons for the enforced resignation.

4. Nullification of the membership, which includes expulsion of the member from the Association, may be pronounced only in cases where a member acts or has acted in conflict with the law, the articles and/or by-laws of the Association, or when the member has inflicted damages to the Association. Nullification, which is decided by the Board, will be notified to the member immediately by registered mail. If the Board has decided to expel a member, to suspend or to reject a request for application, that member is entitled to appeal to the General Assembly within six months after receipt of that notification. During this period the membership of the appellant is considered to have been suspended.

5. When a membership starts after the beginning of a year, or is terminated before the end of a year, the full contribution for that year will be due and has to be paid by the member.

Art. 6. The finances

1a) The financial resources of the Association may consist of:

annual membership fees;

donations and gifts;

subsidies and fees;

sponsor money;

funds acquired by legacy, last will and testament or codicil;

miscellaneous funds.

1b) Any legacy will be accepted by the Association only under the beneficiary acceptance privilege.

2. Every member will pay an annual contribution to the Association as evidence of his or her membership, the exact amount will be fixed by the General Meeting of members. In addition every member will be liable to pay for miscellaneous funds, which will be fixed by the General Meeting.

Art. 7. The Board

1. The Board has the duty of managing the Association in accordance with Art. 8.

2. The Board will consist of a minimum of three persons; the exact number of members of the Board will be decided by the General Meeting.

3. The members of the Board will be elected by members at the General Meeting on a proposal from the Board or a proposal signed by at least fifteen members

4. The Board appoints a Secretary and a Treasurer from among the members of the Board. The President will be chosen for this function by the General Meeting. These appointments may be cumulative.

5. The General Meeting can suspend or dismiss a member of the Board at any time.

6. Every member of the Board will be elected for a term and according to a schedule of resignation to be fixed by the Board and specified in the by-laws. All resigning members are eligible for re-election.

7. Only with the previous consent in writing of the General Meeting, is the Board allowed to conclude a contract for the acquisition, sale or charging of registered property, and likewise to enter into an agreement of guarantee and bond for itself or a third party. This consent can be withheld only by the Association.

8. The Board also needs previous written consent of the General Meeting for entering into an agreement for a loan and an agreement for the rent of registered property. This consent cannot be withheld by the other party, nor by the Association.

Art. 8. Representation

1. The Board of Management, as well as the President together with the Secretary, can represent the Association in civil matters and in court. The Board can or may appoint two of its members to represent the Association, of whom one has to be the President, the Secretary or the Treasurer.
2. For proxy authority concerning banks and financial institutions the same rule applies, that all orders for transfer and other documents have to be signed by two Board members, of whom one has to be the President, the Secretary or the Treasurer.
3. The above stipulations do not infringe on what is stated in the previous article.

Art. 9. The Financial Year

The financial year, as well as the general administrative year of the Association, will coincide with the calendar year.

Art. 10. The Biennial General Meeting

1. A General Meeting of the members (herein after "The General Meeting") will be held every two calendar years. In this meeting the Board will make its biennial general report and financial report, including at least a balance and a profit and loss account, and it will report on the management of the Association and its policies during the previous year.
2. The Meeting will appoint from among its members a controlling committee, consisting of three members, who are not Board members. The controlling committee will inspect the books of the Association and the financial statements mentioned under 1 above, and report to the Meeting about its findings and conclusions. In case the inspection requires special accounting qualifications, the controlling committee can request professional assistance at the expense of the Association.
3. The Board is obliged to provide all necessary information to this committee, and if requested to show all cash and bank deposits of the Association and to produce the invoices, books and bank statements.
4. After the reports of the Treasurer and of the controlling committee (and if necessary of the professional accountant) are presented, the Meeting will decide on a proposal to accept these reports. Approval and acceptance of the management policies, the annual report and the financial statements constitutes agreement with the management conducted in the previous two year and a discharge of the Board of its responsibilities for that period of time.
5. If the proposal to accept these reports is rejected, the Meeting will appoint a Special Committee of three members, who will conduct a new examination of the financial statements. This Special Committee has the same authority as the Controlling committee and will report to a General Meeting within six months.
6. The Biennial Meeting will be open to non members of the IACS, who will be able to attend the discussion sessions. These external participants will have to pay the fees fixed in this connexion by the General Meeting of the ordinary members.

Art. 11. Announcement of a General Meeting

1. The ordinary members attending the Biennial General Meeting will suggest the general suitable date and decide the subject of discussion of the next meeting and distribute the concrete aspect of the subject to be developed by each member. The Board will announce the precise date at least six months in advance, by written notification to all members. This announcement and the invitation to a General Meeting must be accompanied by a definite program of points for discussion and other proposals, according to the suggestions made by the members on this point. Except for the Annual General Meeting mentioned in art. 10, General Meetings may be held as often as the Board deems desirable.
2. A General Meeting will also be organised whenever this is requested in writing by at least one tenth of the members stating the reasons for their request. After receiving such a request the Board is obliged to announce a General Meeting within three months. If the Board fails to grant the request, the applicants are authorized to announce a General Meeting in the same way that the Board would have used.

Art. 12. Decisions of the General Meeting

1. Only members have the right to attend and vote at a General Meeting. Every member has

one vote. In addition every member is authorised to cast a proxy vote for another member if he or she has received written authority to do so. No member may however vote for more than one other member.

2. All decisions will be recorded by the Secretary in the minute book, of which an extract will be presented to the members at the next General Meeting. Normally voting is by a show of hands in the case of ordinary business; voting on matters concerning individuals should be by ballot paper. Acceptance of a proposal by acclamation is possible if made by the President and with the consent of the Meeting.

3. So far as these articles do not prescribe otherwise, all matters will be decided by a simple majority vote. If an equal number of votes are cast for and against a proposal, the proposal is deemed not to have been accepted.

4. For elections the person chosen is the one who has received more than half of the total vote. If no one has an absolute majority a second ballot will be held involving the two candidates who have received the highest number of votes. The one receiving the higher number during this second ballot will be deemed to have been elected.

5. Only votes properly cast are valid; abstentions are not valid. Abstentions and other invalid ballots are significant only in determining a quorum.

6. The verdict of the President during the meeting concerning the outcome of an election is binding. If immediately after that verdict is announced the validity is questioned there will be a new election if ten percent of the members so desire. Any legal consequences of the original election will be annulled by this new election.

Art. 13. Management and minutes

1. The Board will administer the affairs of the Association; it will embody all the powers thereto provided that those powers are not granted by law or by these articles to one of the other bodies of the Association.

2. The President will preside over meetings of the Board. In his absence one of the other Board members may serve as chairman.

3. The Secretary or a member of the Association appointed by the President will take minutes of what is discussed during the General Meeting, and these minutes will be presented as an agenda item of the following General Meeting.

Art. 14. Changes in the Articles of Association

1. Changing the constitution can take place only after a decision of a General Meeting, and only if a proposed change of the constitution has been announced as one of the items on the agenda. The notice for calling such a Meeting must be no less than three months.

2. Those who have called a General Meeting in order to put forward a proposal for changing the constitution must make a copy of the proposal available in a suitable place accessible to the members at least three months before the Meeting and until after the Meeting has concluded, and it must contain the proposed changes verbatim.

3. For a decision taken in a General Meeting about changing the constitution to be valid it is required that at least half of the total amount of members be present or be represented, and by a majority of at least two thirds of the voting members.

4. In the absence of a quorum a change in the constitution can be decided upon at a new Extraordinary Meeting, to be held thirty days after the first Meeting, by a majority of at least two thirds of the votes of the members present or represented.

5. What is stipulated in art. 14 is not applicable if all the members are present or represented at the General Meeting and the decision to change the constitution is taken unanimously.

Art. 15. Notarial Deed

1. Any change to the constitution will take effect only after a notarial deed of that change has been drawn up.

2. The Secretary is obliged to have an authentic copy of the changes as well as a complete text of the changed constitution deposited at the offices of the Chamber of Commerce in which the Association has its base location.

Art. 16. Liquidation

1. The Association may be liquidated by a decision of a General Meeting. Such a decision must be taken by at least two thirds of the vote in a Meeting at which at least half of the members are

present or represented. The Association may also be liquidated under circumstances stipulated by Spanish law.

2. In the absence of a quorum, liquidation may be decided upon at a new Meeting, which is to be held at least thirty days after the first Meeting, by a majority of at least two thirds of the votes of members present or represented.

3. When such a Meeting is called, the proposal for the intended liquidation of the Association must be announced as an agenda item. The notice for calling such a Meeting must be no less than thirty days.

4. If a decision to liquidate is taken without the appointment of liquidators, the liquidation will be executed by the Board in accordance with Spanish law.

5. Any credit balance should be used for purposes to be determined by the General Meeting. These purposes must be, as much as possible, in agreement with those described in art. 2. The liquidators will transfer the credit balance to be used accordingly.

6. After liquidation the Association will continue to exist as long as this is required for the settling of its assets. During this period the terms of the constitution and regulations will remain in force as much as possible. Any documents and announcements issued by the Association must have "in liquidation" added to its name.

7. The books, documents and other sources of information belonging to the Association must be kept for seven years after liquidation by either an individual person or a legally constituted body, to be appointed by the liquidators.

Art. 17. By-laws

1. The General Meeting may formulate further provisions regarding membership, introduction of new members, the level of annual subscriptions and conference fees, the duties of the Board, the organisation of meetings, the way in which votes are cast, the management and use of any Association building and all further matters which require regulation under the by-laws.

2. A change to these by-laws can take place by a decision of the General Meeting, either on a proposal from the Board or by a written proposal requested by at least 10 percent of the members of the Association. The General Meeting can only decide on any change after the Board has had sufficient opportunity to consider matters arising from a proposal that is not from them.

3. The by-laws must not contain any provisions which deviate from or contradict the law or the constitution, unless the deviation is permitted by the law and the constitution.

Art. 18. Concluding article

The Board will decide all matters for which no provision is made by either the law, the constitution or the by-laws.

Please note:

The first year of the Association is from 19 November 2004 through 31 December 2005.

The present address of the Association is: Institut Universitari del Pròxim Orient Antic, Universitat de Barcelona, GRanVia de les Corts Catalanes, 585, 08007 Barcelona, Spain.

Foundation Act

The undersigned scholars from the field of Semitic studies, gathered in Barcelona through invitation of the University Institute for the Ancient Near East, have decided to organise themselves into a research group, under the name of INTERNATIONAL GROUP FOR COMPARATIVE SEMITICS, in order to further and develop studies in this branch of Semitics.

Barcelona, Novembre 20, 2004

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[Original signed by the founding Members]

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