

# Resolutions for Assembly Meeting 8th September 2017

## Constitution

- (i) Wherever the word "organization" or "organizations" appear amend to "organisation" or "organisations".
- (ii) Wherever the words "Comité Maritime International" first appear in an Article they be spelt out in full and at all other places the abbreviation "CMI" be used; noting that in Articles 22 and 31 the correct description of the Charitable Trust is the "CMI Charitable Trust".
- (iii) Wherever the word "Comité" appears amend it to read "CMI".
- (iv) Wherever paragraphs were lettered and followed by a closed bracket (without an opening bracket before the letter) amend such sub-paragraphs so that they are all bracketed by both an opening and a closing bracket around the letter.
- (v) Amend the word "authorized" to "authorised".
- (vi) Amend the word "Chairman" to "Chair" and "Chairmen" to "Chairs" wherever they appear.
- (vii) Wherever the word "he" appears insert "or she".

### Article 1

After the words "Comité Maritime International" insert the words:

- (a) ", which may be abbreviated to "CMI". The name of the organisation may be used in full or in its abbreviated form."

#### Explanation:

*It was felt that English, rather than American spelling, was more appropriate throughout the document and therefore it is recommended that organisation be spelt in the more usual English spelling "organisation". It was thought necessary to mention the abbreviated form "CMI", if only because of its widespread use in practice. It was also thought appropriate throughout the document, in order to make it more user friendly and readable that the full description of Comité Maritime International could throughout the document be shortened to CMI after its first reference in an Article. Similarly the word "Comité" which is used in the current Constitution should be abbreviated to "CMI".*

### Article 2

- (a) Delete the word "Domicile" in the heading and replace it with "Statutory Seat".
- (b) Delete the present wording: "The juridical personality of the Comité Maritime International is established under the law of Belgium of 25th October 1919, as later amended. The Comité Maritime International is domiciled in the City of Antwerp, and its registered office is at Everdijstraat 43 B-000Antwerp. Its address may be changed by decision of the Executive Council, and such change shall be published in the Annexes du Moniteur belge".

Replace with the following:

"The Comité Maritime International is incorporated in Belgium as an *Association internationale sans but lucratif (AISBL) / Internationale Vereniging*

*zonder Winstoogmerk (IVZW) under the Belgian Act of 27 June 1921 as later amended. It has been granted juridical personality by Royal Decree of 9 November 2003. Its statutory seat is at Ernest Van Dijckkaai 8, 2000 Antwerpen. Its statutory seat may be changed within Belgium by decision of the Executive Council".*

*Explanation:*

*The replacement wording is a more accurate summary of the status of the CMI, and statutory seat is a more appropriate description under Belgian law of what English language lawyers would refer to as the registered office. The Belgian law of 25 October 1919 having been repealed the reference to the Belgian legislation needed to be updated.*

**Article 3**

- (a) Insert the title "Part II - Membership and Liability of Members";
- (b) Delete the title of Article 3 "Membership and Liability" and insert "Voting Members";
- (c) Delete "I";
- (d) Insert the words at the commencement of paragraph (a): "Subject to Article 28,"
- (e) Insert "(b)" before the second paragraph in Article 3;
- (f) Insert "(c)" before the third paragraph in Article 3(a);
- (g) Amend sub-paragraph (b) to be re-lettered "(d)".
- (h) Insert "(e)" before the fourth paragraph in Article 3(a);
- (i) Delete the word "The" at the commencement of paragraph (e) and commence with the word "National" instead of "national".
- (j) Delete the words "to be" and "annually" in paragraph (e) and insert the words "on the CMI Website or as may otherwise be determined by the Executive Council."

*Explanation:*

*Article 28 deals with the voting rights of members which are in default.*

*As membership details are now updated on a regular basis on the CMI website, and in the Yearbook, it was thought unnecessary to refer to an annual publication.*

**Article 4**

- (a) Delete the heading "Part II - Assembly".
- (b) Delete the heading "Composition" and insert "Titulary Members".
- (c) Delete "c)".
- (d) In the final paragraph of Article 4 delete the words "to be" and "annually" and insert the words " on the CMI Website or as may otherwise be determined by the Executive Council".

Explanation:

*As membership details are now updated on a regular basis on the CMI website, and in the Yearbook, it was thought unnecessary to refer to an annual publication.*

**Article 5**

- (a) Delete the heading "Meetings and Quorum" and insert "Provisional Members".
- (b) Delete "d)".
- (c) In the first sentence insert the words "by the Assembly" after "Provisional Members" in the first sentence.
- (d) In the final sentence delete the word "The" at its commencement, and delete the words "to be" and "annually" and insert the words " on the CMI Website or as may otherwise be determined by the Executive Council".

Explanation:

- (i) *It was thought helpful and to be a clarification for readers to insert the words "by the Assembly".*
- (ii) *As membership details are now updated on a regular basis on the CMI website, and in the Year book, it was thought unnecessary to refer to an annual publication.*

**Article 6**

- (a) Delete the heading "Agenda and Voting" and insert "Members *Honoris Causa*".
- (b) Delete "e)".
- (c) In the first sentence delete the words "but without payment of subscriptions".
- (d) In the last sentence delete the words "to be" and "annually" and insert the words " on the CMI Website or as may otherwise be determined by the Executive Council".

Explanation:

- (i) *As Titulary Members no longer pay subscriptions there is no need to have the words "but without payment of subscriptions" contained in this Article.*
- (ii) *As membership details are now updated on a regular basis on the CMI website, and in the Yearbook, it was thought unnecessary to refer to an annual publication.*

**Article 7**

- (a) Delete the heading "Functions" and insert "Consultative Members".
- (b) Delete "f)".
- (c) Insert the words "by the Assembly" after "may be elected" in the first sentence.
- (d) Delete the words "to be" and "annually" and insert the words " on the CMI Website or as may otherwise be determined by the Executive Council".

Explanation:

*As membership details are now updated on a regular basis on the CMI website, and in the Year book, it was thought unnecessary to refer to an annual publication.*

**Article 8**

- (a) Delete the heading "Part III - Officers".
- (b) Delete the heading "Designation" and insert "Expulsion of Members".
- (c) Delete "II".
- (d) Insert the word "of" after the word "reason".
- (e) In sub-paragraph (i) delete the word "of" before the word "default".
- (f) In sub-paragraph (ii) delete the word "of" before the word "conduct" and delete the words "as expressed in the Constitution".
- (g) In sub-paragraph (iii) delete the word "of" before the word "conduct".
- (h) In sub-paragraph (b)(i) insert "by" after the word "made".
- (i) In sub-paragraph (b)(i) delete "A" and insert "(a)".
- (j) In sub-paragraph (b)(i) delete the word "by".
- (k) In sub-paragraph (b)(i)(a) delete "B" and replace with "(b)" and delete "by".
- (l) In sub-paragraph (c) delete "sub-paragraph II(b)(i)(A) of this Article" and insert "Article 8(b)(i)(a)".
- (m) In paragraph (c)(i) delete "Article 7(b)" and insert "Article 11(b)".
- (n) In sub-paragraph (c)(ii) insert the words "by the Member Association or Titulary Member" after the word "Assembly".
- (o) In sub-paragraph (e)(ii) delete "paragraph II(a)(i) of this Article" and insert "Article 8(a)(i)".
- (p) In sub-paragraph "f)(ii)" delete "paragraph II(a)(ii) and (iii) of this Article" and replace with "Article 8(a)(ii) and (iii)".
- (q) Delete sub-paragraph g).

Explanation:

- (i) *The changes proposed to this new Article are largely drafting changes, renumbering paragraphs and necessary by reason of the creation of new Articles in the Constitution which require internal references to be amended. The additional words added to the proposed new sub-paragraph (c)(ii) are simply to clarify by whom such a motion could be laid before the Assembly.*
- (ii) *Subparagraph "g)" is being deleted because a new Article 14 (see below) is being proposed. It was not clear whether sub-paragraph "g)" was intended to deal with amendments to the Constitution generally or simply the expulsion provisions. To clarify that aspect the proposed new Article 14 has been drafted.*

## Article 9

- (a) Delete the heading "President" and insert "Limitation of Liability of Members".
- (b) Delete "III".

## Article 10

- (a) Insert the heading "Part III - Assembly".
- (b) Delete the heading "Vice Presidents" and insert "of the Assembly" after "Composition".
- (c) Delete the word "and" after "Comite Maritime International" in the first sentence, insert a comma, and at the end of that sentence insert the words "and the Immediate Past President".
- (d) Delete the second paragraph of this article " Each Member Association and each Consultative Member may be represented in the Assembly by not more than three delegates".

### Explanation:

- (i) *As will be seen in Articles 15 and 21 it has been sought to clarify the status of the Immediate Past President and for that reason it is necessary to refer to the Immediate Past President as being a part of the Assembly.*
- (ii) *In view of the provisions contained in Article 13 limiting the votes which a Member Association is entitled to make (ie one vote) it was thought to be unnecessary to restrict Member Associations to having only three persons attending Assembly meetings.*

## Article 11

- (a) Delete the heading "Secretary-General" and insert "of the Assembly" after "Functions".
- (b) In sub-paragraph (f) delete the word "future" and at the end insert the words ", including the location for the holding of meetings, and in particular, meetings of the Assembly."
- (c) In sub-paragraph (g) delete the words "and decide the agenda".
- (d) Delete sub-paragraph h).
- (e) Sub-paragraph i) becomes sub-paragraph (h) and amend "rules of procedure" to "Rules of Procedure" and add to this paragraph "and make such additional Rules of Procedure as may be necessary when so doing to take account of any transitional issues that arise".
- (f) Sub-paragraph j) becomes sub-paragraph (i). Add to it "pursuant to Article 14", and delete "j)".

### Explanation:

- (i) *It is suggested that the Assembly makes decisions on both past and future activities of the CMI and therefore the word "future" should be deleted so that it is all activities that are subject to decisions by the Assembly in sub-paragraph (f).*
- (ii) *The practice, for many years, has been that the Executive Council decides the Agenda for all meetings, whether they be international conferences, Assembly*

*meetings or Colloquia etc, and thus reference to the Assembly deciding the Agenda, it is suggested, be deleted.*

- (iii) *The Constitution (and the new Article 8) deals with the expulsion of members and there is no reason to have any further provision within the Constitution on that topic.*
- (iv) *There are no provisions within the current Constitution or the Rules of Procedure dealing with any transitional issues that arise from changes that are made to the Constitution. As will be seen in relation to the changes proposed in relation to the Nominating Committee, and its membership, in Article 25, there is a necessity, if those changes are put into effect for transitional provisions and a new provision be added to the Rules of Procedure (see Rule 9 below). Accordingly the additional new words to paragraph (h) have been proposed.*
- (v) *The additional words to paragraph (i) are self-explanatory in the light of the proposal concerning Article 14.*

#### **Articles 12**

- (a) Delete the heading "Treasurer" and insert "of the Assembly" after "Meetings and Quorum".

#### **Article 13**

- (a) Delete the heading "Administrator" and insert "of the Assembly" after "Agenda and Voting".
- (b) Insert the following at the commencement of the fourth paragraph: "Unless otherwise provided in this Constitution and subject to Article 8(f)(ii) and Article 14," and delete "All" and replace with "all" immediately after that insertion.
- (c) In the fourth paragraph delete the words "this Constitution or to". Delete "7(h) and (i)" and insert "11(h)". Delete the last sentence.

#### Explanation:

- (i) *There is no need to refer to amendments to the Constitution in this Article as a specific provision is now contained in Article 14.*
- (ii) *There is no need to have specific provisions which simply repeat the requirements of Belgian law as to filing amendments to the Constitution and other matters.*

#### **Article 14**

- (a) Delete the heading "Executive Councillors" and insert "Amendments to the Constitution".
- (b) In the first sentence delete the words "to these provisions" and insert "to the Constitution". After the words "may be" delete the words "adopted in compliance with Article 6 Proposals of such amendments" and insert "proposed by the Executive Council or by a simple majority of Member Associations such proposals".
- (c) In the second sentence delete the words "60" days and insert "six weeks".
- (d) In the second paragraph insert, as the final sentence "Their effectiveness and entry into force shall be subject to Belgian law".

Explanation:

- (i) *The only references to amendments to the Constitution in the present Constitution were contained under Article 3(II)g). As mentioned earlier it was unclear whether that was only dealing with amendments relating to expulsion which were covered in paragraphs a) to g) under II of Article 3 or related to the Constitution generally. The proposed new Article 14 therefore suggests that what was previously in Article 3(ii)g) should be constituted within a specific article dealing with amendments to the Constitution generally. In addition, the provision which is contained in the second paragraph of Article 14 has been taken from the provision dealing with agenda and voting under Article 6 of the current Constitution.*
- (ii) *The notice period for transmitting proposed changes to the Constitution has been changed from 60 days to six weeks in order to make it consistent with other provisions relating to the notice of meetings and the like under the Constitution. As there are particular provisions under Belgian law relating to changes to the Constitution it was also thought appropriate to add the final sentence to this proposed Article.*

**Article 15**

- (a) Insert the heading "Part IV - Officers".
- (b) Delete the heading "Nominations" and insert ""Designation".
- (c) Add to the first paragraph the words "the governing body of the CMI within the meaning of the Belgian Act of 27 June 1921 as later amended and shall consist of the following members who are the directors of the CMI within the meaning of the Act", after the words "shall be".
- (d) In paragraph (b) delete the word "The" and insert "Two".
- (e) In paragraph (f) delete the word "The" and insert "Up to eight".
- (f) Delete paragraph (g).

Explanation:

- (i) *It was thought appropriate to refer to the particular provisions of Belgian law which identify the officers and governing body of an international not-for-profit association and which designate them as directors.*
- (ii) *As there are two Vice-Presidents it seemed to be appropriate to specify that number and similarly as there are eight Executive Councillors it seemed to be appropriate to identify that number. As the Immediate Past President is not elected to that office it seemed to be appropriate to exclude him as being one of the Officers, his or her role being identified more specifically in Article 21.*

**Article 16**

- (a) Delete the heading "Immediate Past President" and insert "President".

**Article 17**

- (a) Delete the heading "Part IV Executive Council".
- (b) Delete the heading "Composition" and insert "Vice Presidents".

**Article 18**

- (a) Delete the heading "Functions" and insert "Secretary-General".

- (b) Insert a new first paragraph "The Secretary-General shall undertake and be responsible for the tasks and duties assigned to him or her from time to time by the President or the Executive Council".
- (c) In the second paragraph insert after the words "organisation of" in the first sentence "the intellectual and social content, and" and also insert "Symposia" after the word "Seminars".
- (d) In the third paragraph delete the words "and to maintain liaison with other international organisations" and insert "the Secretary-General shall liaise with appropriate international bodies, especially consultative members of the CMI and may represent the CMI at any forum when so requested by the President or the Executive Council".
- (e) Delete the words "He shall have other duties as may be assumed by the Executive Council or the President".

Explanation:

*The amendments are designed to highlight that the Secretary-General's role is, essentially, to do whatever is assigned to him or her by the President or the Executive Council, as are the Treasurer and the Administrator (see Articles 19 and 20) but the essential difference that is intended for the role of Secretary-General as compared with the Administrator is that the Secretary-General has a prime responsibility in relation to the intellectual work that is done by the CMI and in particular that work which is done at the meetings, whether they be Conferences, Seminars, Colloquia or Symposia whereas the Administrator has a prime responsibility in relation to the organisation of such meetings.*

**Article 19**

- (a) Delete the heading "Meetings and Quorum" and insert "Treasurer".
- (b) Insert the following as the first paragraph "The Treasurer shall undertake and be responsible for the tasks and duties assigned to him or her from time to time by the President or the Executive Council. In particular,".
- (c) Insert "(a)", "(b)", "(c)", and "(d)" before the next four sub-paragraphs respectively.
- (d) Add to sub-paragraph (a) the words "in accordance with protocols prescribed from time to time by the Executive Council".
- (e) In sub-paragraph (b) delete the words "The Treasurer shall", and insert "for the CMI" after "records".
- (f) In sub-paragraph (c) delete the words "The Treasurer shall also".
- (g) In sub-paragraph (d) delete the words "The Treasurer shall".
- (h) Insert the following new paragraphs:

"(e) at the request of the Executive Council, open such bank accounts and other financial facilities, such as credit cards, as are necessary to facilitate the financial operations of the CMI, and take all steps necessary to manage the finances of the CMI including arranging the deposit of funds and payment of accounts.

In his or her capacity as Head Office Director, the Treasurer shall be:

(f) the line manager of the Administrative Assistant in Antwerp in relation to his or her office duties and in general to oversee the day by day business of the Secretariat of the CMI.



(g) authorised to give, and be responsible for, all formal and informal notifications of amendments to the Constitution of the CMI; official notifications of the appointment and termination of officers of the Executive Council; and all other notifications required by the laws of the Kingdom of Belgium from time to time. And in this regard, the Treasurer shall, if necessary, appoint and liaise with a practising Belgian lawyer to ensure compliance with all formal and legislative prerequisites in relation to the Executive Council, the Assembly, and the CMI in general."

Explanation:

- (i) *The amendments are designed to highlight that the Treasurer's role is essentially to do whatever is assigned to him or her by the President or the Secretary-General but also to identify specific tasks with greater particularity, (especially for the role as Head Office Director which has passed to the Treasurer since the Administrator ceased to be a Belgian), such as payments to creditors and reimbursement of expenses to CMI officers and others who incur expenses on behalf of the CMI.*
- (i) *The various traditional responsibilities of the Treasurer have been identified in sub-paragraphs (a) to (d) which in the current Constitution are elaborated on in (e), the Head Office Director role in (f) and (g) and in the additional proposed paragraphs (e) to (g).*

**Article 20**

- (a) Delete the heading "Part V International Conference".
- (b) Delete the heading "Composition and Voting" and insert "Administrator".
- (c) Insert the following two opening paragraphs:

"The Administrator shall undertake and be responsible for the tasks and duties assigned to him or her from time to time by the President or the Executive Council.

The Administrator shall have particular responsibility for the formal administrative preparations for meetings of the CMI, and to that end, shall:".
- (d) Delete the opening word "To" in each of sub-paragraphs (a) to (f).
- (e) In subparagraph (a) insert "Symposia" after "Conferences".
- (f) In subparagraph (c) insert "(such as the liaison with the host Maritime Law Association for the booking of venues and associated social activities)".
- (g) Delete the word "annual" in subparagraph (f). In the same sub-paragraph amend the word "Article" to read "Articles" and add after "3" the following ", 4, 5, 6 and 7".
- (h) Delete sub-paragraph (g).
- (i) Add a new sub-paragraph immediately after sub-paragraph (f):

"The Administrator may represent the CMI at any forum when so requested by the President or the Executive Council".

Explanation:

- (i) *The Administrator, like the Treasurer and the Secretary-General should perform whatever role is assigned to him or her by the Executive Council or the President from time to time but essentially his or her role is to attend to the administrative*

*preparations for meetings and effectively to perform the role that a company secretary would perform in relation to the circulation of agendas, minutes and dealing with the membership of the CMI.*

- (ii) *Because the Administrator is not presently located in Antwerp it was thought inappropriate to require the Administrator to be responsible for the day to day business of the Secretariat and it is for that reason that the Treasurer's title was changed a few years ago to read "The Treasurer (and Head Office Director)" and to be the person to whom the administrative assistant in Antwerp reports. Hence the deletion of subparagraph (g).*

## **Article 21**

- (a) Delete the heading "Part VI Finance and Governing Law".
- (b) Insert the heading "Part V - Executive Council".
- (c) Delete the heading "Financial Matters and Liability" and add "criteria for election and terms of office of the Executive Council" to "Composition" in the title of this article.
- (d) Delete the first paragraph "There shall be eight Executive Councillors of the Comité Maritime International who shall have the functions described in Article 18" and insert:  
  
"The Executive Council shall comprise the Officers of the CMI as described in Article 15."
- (e) Insert the words "by the Assembly" after "elected".
- (f) In the 3rd paragraph, insert the word "elected" after "Each" and, after the words "shall be elected", insert "to his or her specific office in the Executive Council".
- (g) In the 3rd paragraph after the words "for one additional term", insert:  
  
"to each such office, except that (as provided in Articles 18, 19 and 20) there shall be no such limit on the number of re-elections of the Secretary-General, Administrator or Treasurer."

### Explanation:

- (i) *There is no need to identify the number of Executive Councillors because that has been covered by the amendment to Article 15, which also provides flexibility if, at some future occasion, the Assembly were to decide that fewer Executive Councillors should be appointed than the current 8. That might be decided if it was felt that subscriptions were not adequate to meet the expenses of such a large Executive Council.*
- (ii) *No changes have been made to the period that each Executive Councillor is entitled to serve and the additional provision proposed at the end of Article 22 merely confirms what has been set out earlier in Articles 18, 19 and 20 to the effect that the Secretary-General, Administrator or Treasurer could serve more than 2 terms.*

## **Article 22**

- (a) Delete the heading "Governing Law" and insert "of the Executive Council" after "Functions".

- (b) In paragraph (c), insert "reports of such Committees, Sub-Committees and Working Groups shall be submitted to the Executive Council and/or the Assembly as requested by the President;".
- (c) In paragraph (d), insert "reports of such persons shall be submitted to the Executive Council and/or the Assembly as requested by the President;".
- (d) In paragraph (j), delete "5" and insert "11", and insert "Symposia" after "Seminars".
- (e) In paragraph (k), insert "Symposia" after "Seminars".
- (f) Delete the final paragraph and insert "(n) To pay an honorarium to the Secretary-General, Administrator and Treasurer if it considers it appropriate to do so".

Explanation

- (i) *In relation to paragraphs (c) and (d), the practice for some years has been that reports of Standing Committees and International Working Groups are presented to either or both of the Executive Council and the Assembly and it would seem to be appropriate when referring to these Committees to make that clear and transparent.*
- (ii) *The final paragraph is to be deleted as it is already provided for in sub-paragraph (c).*
- (iii) *The current Article 22 provides for the Administrator and the Auditors being entitled to receive compensation. It has been the practice for many years to provide an honorarium to the Secretary-General and the Treasurer, in addition, and it was thought appropriate to formalise this as part of the functions of the Executive Council in paragraph (n).*

**Article 23**

- (a) Delete the heading "Part VII Entry into Force and Dissolution" and insert "of the Executive Council" after the heading "Meetings and Quorum".
- (b) In the 1st line of the 1st paragraph, delete the words "not less often than" and insert "at least".
- (c) In the 3rd paragraph, delete the words "in person".
- (d) In the 3rd paragraph, insert the word "lawful" before the word "quorum".

**Article 24**

- (a) Delete the heading "Arrears of Subscriptions".
- (b) Add the following final sentence "His or her expenses in so attending shall be met in the same way as thought of Executive Councillors".

Explanation:

*In view of the proposal that the Immediate Past President is not identified in Article 15 as a member of the Executive Council, but he or she does have the option to attend all meetings of the Executive Council it was clearly appropriate for him or her to have their expenses in so attending met in the same way as other Executive Councillors.*

## Article 25

- (a) Delete "Finance and Governing Law" from the heading Part VI and insert the heading "Nominating Procedure".
- (b) Delete the heading "Nominations" and insert "Nominating Committee".
- (c) In paragraph (a), delete the word "elected" and insert "appointed".
- (d) After "and" in the first sentence insert "Immediate"; delete "Presidents" and insert "President" after "Past".
- (e) In paragraph (b), insert "of the CMI (provided that a Past President may resign from the Nominating Committee at any time upon giving written notice to the President)".
- (f) In paragraph (c), delete the words "One member elected by the Vice Presidents," and insert:

"Two members proposed by Member Associations through the procedures of the Nominating Committee, *mutatis mutandis*, and thereafter nominated by the Nominating Committee for election by the Assembly;"
- (g) In paragraph (d), insert the word "further" after "One", and amend "Councillors" to "Council".
- (h) In the 3rd line of the paragraph immediately after paragraph (d), insert the words "or she" after "he".
- (i) Insert the following paragraph:

"All members of the Nominating Committee other than the President and Immediate Past President (who respectively shall hold office *ex officio*) shall hold office for a term of 3 years and shall be eligible for re-appointment or re-election for one additional term".

### Explanation

- (i) *It is thought to be more appropriate that only the Immediate Past President and not all Past Presidents serve on the Nominating Committee.*
- (ii) *There is no provision in the current Constitution for the resignation of a Past President and it was thought appropriate to clarify that position.*
- (iii) *It is considered that it would be more democratic and transparent if rather than the two Vice Presidents electing a member to the Nominating Committee, National Maritime Law Associations make recommendations to the Nominating Committee from which two members would then be elected by the Assembly.*
- (iv) *It was also thought appropriate to provide for a term of office for all members of the Nominating Committee except the ex officio President and Immediate Past President.*

## Article 26

- (a) Insert the title of this article "Nomination Procedures"
- (b) In paragraph (a):
  - (i) insert "in which event", after "additional term".

- (ii) after the word "he", insert "or she".
- (iii) after "Executive Council", insert "or the Nominating Committee"
- (c) At the end of paragraph (b), delete the full stop and insert "or, where applicable, to serve on the Nominating Committee".
- (d) In the 2nd paragraph after paragraph (b) delete "45 days" and insert "six weeks".
- (e) In the 3rd paragraph after sub-paragraph (b) add the following sentence at the end:  
  
"In the absence of any such nominations from Member Associations, the only nominations for election by the Assembly shall be the nominations of the Nominating Committee."
- (f) In the final paragraph:
  - (i) after the word "nominations" in the 1st line, insert "to the Nominating Committee".
  - (ii) after the immediately succeeding words "for election", insert "by the Assembly".
  - (iii) in the last sentence in the paragraph, delete the words "one-hundred twenty days" and insert "fourteen weeks".

Explanation

- (i) *The addition of references to the Nominating Committee in paragraphs (a) and (b) are dependent on the Article 25 provisions being approved which provide for nominations to be made by the Nominating Committee in respect of two members to be appointed to the Nominating Committee having been proposed by Member Associations.*
- (ii) *A period of six weeks is identified as being the same period that the agenda is required to be sent to National Maritime Law Associations for the Assembly meeting.*
- (iii) *The period of 14 weeks has been preferred to a period of days (120) and is considered an appropriate lead-in period for these procedures.*

**Article 27**

- (a) Insert the title "Part VII - International Conferences" and delete from the former title "Entry into Force and Dissolution".
- (b) In the 1st paragraph:
  - (i) Delete the words "upon dates and" and "likewise"
  - (ii) Delete the word "Assembly" and replace with "Executive Council".
- (c) In the 3rd paragraph:
  - (i) delete the word "ten" and insert "its";
  - (ii) after the word "delegates", insert "present";
  - (iii) after the word "and", insert "by" and delete the word "the" before "Titulary Members";

- (iv) after the words "Titulary Members", insert the "present".
- (d) In the 4th paragraph, delete the word "the" and replace it with "an" before the words "International Conference".
- (e) Insert the final paragraph: "Clerical mistakes, or errors arising from an accidental mistake, omission or oversight, or an amendment to provide for any matter which should have been but was not dealt with at an International Conference can be corrected by a resolution at a subsequent Assembly meeting".

**Article 28**

- (a) Insert the title "Part VII - Finance".

**Article 29**

- (a) Delete the title "Financial Matters and Liability" and insert "Fees and Expenses".
- (b) Delete the 1st sentence.
- (c) Insert the words "The Secretary-General" at the beginning of the first paragraph. After "Administrator" insert "and Treasurer"; after "shall receive" insert "such *honoraria*"; after "as" insert "may be"; after "auditors" insert "shall receive such fee as may be approved by the Executive Council".
- (d) In the 2nd paragraph, after the words "; Executive Council", insert "the Immediate Past President;"
- (e) In the 3rd paragraph delete the word "The" at the commencement and insert "President or the" before "Executive Council".
- (f) Delete the last paragraph.

Explanation

- (i) *The first paragraph is reflective of Article 22(n) where provision is made for the Executive Council to pay such honorarium. It is convenient to refer to all such payments under this Article (including the auditors).*
- (ii) *The inclusion of the President in the final paragraph is to reflect the longstanding practice.*

**Article 30**

- (a) Insert the title "Part IX - Final Provisions".
- (b) Insert the title "Liability".

**Article 31**

- (a) Insert the title "Dissolution and Procedure for Liquidation".
- (b) Delete the words "one hundred eighty days" and insert "six months".

Explanation

*As we have moved from days to weeks in relation to other time periods in the Constitution it was thought appropriate, also, to move to months rather than days in this provision.*

## Article 32

- (a) Insert the title "Governing Law".
- (b) Insert a full stop after the words "Belgian law" and delete the words ", including the Act of 25 October 1919 (Moniteur belge of 5th November 1919), as subsequently amended, granting juridical personality to international organizations dedicated to philanthropic, religious, scientific, artistic or pedagogic objects, and to other laws of Belgium as necessary shall be resolved by reference to Belgian law."

### Explanation

*The position has already been set out in Article 2 (and Article 1) and it was not thought necessary to refer to the other matters contained in this Article.*

## Article 33

- (a) Insert the title "Entry into Force".
- (b) Delete the following:

"The Comité Maritime International established in Antwerp in 1897 shall thereupon become an international organisation pursuant to the law of 25 October 1919, whereby international organisations having a philanthropic, religious, scientific, artistic or pedagogic object are granted judicial personality (Moniteur belge 5th November 1919). Notwithstanding the late acquisition of judicial personality, the date of establishment of the Comité Maritime International for CMI purposes permitted by Belgian law shall remain 6th July 1897."

### Explanation

*The position has already been set out in Article 2 (and Article 1) and it was not thought necessary to refer to the other matters contained in this Article.*

# Rules of Procedure

1. Amend the title by inserting ", as amended 2017" after "1996".
2. Rule 1
  - (a) Delete "CMI" where it first appears and insert "Comité Maritime International".
  - (b) Delete Article 3I and insert "Article 3(a)" before the words "of the Constitution".
  - (c) Delete "Article 4" in both places where it is referred to in the first paragraph and insert in both places "Article 10", immediately followed by "the Immediate Past President".
  - (d) In the second sentence delete "Article 8" and insert "Article 15" and immediately thereafter insert ", the Immediate Past President".
  - (e) At the end of the second paragraph delete "Article 20" and insert "Article 27".

Explanation:

*Because of the proposed exclusion of the Immediate Past President from being an Officer of the CMI but someone who has the option to attend Executive Council meetings it is appropriate to include him or her in Rule 1.*

3. Rule 2
  - (a) Delete "CMI" and insert "Comité Maritime International".
  - (b) After "Executive Council" insert "and the Immediate Past President".

Explanation

*See explanation to rule 2.*

4. Rule 3
  - (a) Delete "CMI" and insert "Comité Maritime International".

5. Rule 4
  - (a) Delete "Article 6" and insert "Article 13".
  - (b) Delete "Articles 7 or 21" and insert "Articles 14 or 28".
  - (c) In the penultimate sentence delete the word "proposal" and insert "nomination(s)".
  - (d) Delete "Article 15" and insert "Article 26".
  - (e) Delete the words "so proposed" and insert "nominated by the Nominating Committee".
  - (f) Insert a final sentence "If the Nominating Committee nominates more candidates than there are vacancies for any office, then the Assembly shall conduct an election in accordance with the procedures of this Rule."

Explanation:

- (i) *it was thought that the language of "nomination" is more appropriate than "proposal" when related to the Nominating Committee.*



- (ii) *the final sentence is for clarification so that in circumstances in which the Nominating Committee is unable to decide between more candidates than there are positions then the Assembly will need to conduct an election.*

6. Rule 6

- (a) Delete "CMI" and insert "Comité Maritime International" where it first appears.
- (b) Delete the word "the" after "prepare" and after "minutes of", and insert "Assembly" before "meeting".
- (c) Delete the word "meeting" and insert "meetings".
- (d) Insert "on the CMI website (where practical) in the two official languages of the CMI," after "published".
- (e) Delete the word "either" and replace the word "Newsletter" with "News Letter" after "CMI".
- (f) Insert "and/" after "News Letter".
- (g) Delete the word "the" before "Member Associations".

Explanation:

*It is hoped that the past practice, of many years ago, when the Assembly Minutes were produced in both English and French will be resumed and they will be published on the website as well as the more traditional vehicle, the News Letter.*

7. Rule 7

Delete the words "not less than 60 days" and insert "at least six weeks".

Explanation:

*This change is to make the periods of time for providing notice to MLAs more consistent throughout the Constitution and the Rules.*

8. Rule 8

- (a) Delete "CMI" at the end of the first paragraph and insert "Comité Maritime International".

9. Rule 9

Insert a new Rule 9 as follows:

**"Carry-over of terms when electoral process is changed**

Where the Assembly amends the Constitution by changing the manner in which the members of a Committee or body of the Comité Maritime International are to be elected, the Assembly may by resolution agree to permit the terms of office of members of such Committee or body, who were elected under the previous process specified under this Constitution, to be extended until the next Assembly meeting, and for such persons to carry out their functions on that Committee or body until their terms expire at the subsequent Assembly meeting."

Explanation:

*If, for example, the Constitution is amended so as to make provision for the Nominating Committee process to be applied in respect of persons who are proposed as a member of the Nominating Committee this Rule is intended to confirm that the Assembly, as a transitional matter may resolve that the current incumbents can stay in their role until that new process can be put in place before the next Assembly meeting.*