

SHAPE OFFICERS' ASSOCIATION CONSTITUTION

ARTICLE 1: NAME AND AUTHORITY

The name of this organization shall be the "SHAPE Officers' Association", abbreviated SOA, and, as an officially recognized morale and welfare activity, constitutes an integral part of SHAPE, operates under its authority and is governed by pertinent administrative directives, most specifically, ACE Dir. 5-1, dated 3 October 1997, and SHAPE Supplement thereto, dated 10 September 2008.

ARTICLE II: PURPOSES

Section 1

The purposes of the Association are:

- A. To preserve and foster the spirit of fellowship among its members and to provide an organization that brings current and former SHAPE personnel together to exchange views and experiences.
- B. To support and propagate the mission and objectives of SHAPE and, more generally, NATO.
- C. To provide SHAPE and NATO authorities with access to a repository of relevant, current and past experience.
- D. To be a resource available to the SOA membership as needed and requested by appropriate authority for additional support, such as mentoring, and other special projects as identified.

Section 2

The Association shall not be used for purposes other than those listed in Section 1 above.

ARTICLE III: MEMBERSHIP

Section 1 - Eligibility

Membership in the Association is open, subject to the conditions below (Section 2) to:

- A. Military officers who are serving, or who have served, geographically at SHAPE, Belgium.
- B. Civilians of officer grade as in 1 A above.
- C. The survivor (e.g., widow/widower or equivalent) of a member.
- D. Other military or civilian of assimilated officer rank who have, or have had, some close nexus to SHAPE.

- E. Current members who do not meet the new criteria for membership, but who met the conditions for membership under earlier versions of the constitution, will retain their membership.

Section 2 – Election/Membership

Membership shall be on an annual basis. No one shall be deemed to be a member unless his/her application for membership has been accepted by the Executive Committee and dues paid. To become or remain a member of the Association, an email address must be furnished and kept current. The lack of a current (*i.e.*, deliverable) email address will terminate any and all obligations of the Association vis-à-vis such member, and effect termination of membership. Any member more than one year in arrears will be considered as having resigned from the Association. Further, should continued membership result in possible discredit to the Association, on the vote of the Executive Committee, and confirmed by the President, membership will be terminated with immediate effect and no refund of dues paid.

Section 3 – Honorary Membership

Senior officers and/or civilians may be extended honorary membership upon recommendation of the President and approval of the Executive Committee by vote. Honorary members are not required to pay annual dues. Honorary membership does not entail any right to vote on Association business. The survivor of a member will be offered honorary membership if he or she requests it.

ARTICLE IV: GENERAL ASSEMBLY

The General Assembly shall constitute an annual forum, supplemented by a virtual forum, at which members have the opportunity to publicly address their remarks or questions. The General Assembly shall elect the President and Chairman of the Association and confirm the appointments/re-appointments of officers of the Executive Committee.

ARTICLE V GOVERNANCE OF THE ASSOCIATION

Section 1 – Officials and Governing Body

The Association will be governed and administered by a President and an Executive Committee. The officials of the Executive Committee shall be a Chairman, a Co-Chairman, a Secretary, Treasurer, Assistant Treasurer, Data Base Manager, Web Manager, Project Manager and Public Affairs Officer. The Dean of the NMRs or a representative of the NMR echelon will be invited to advise the Executive Committee. By decision of a majority of the members of the Executive Committee, membership on the Executive Committee may be offered to volunteers, provided the volunteer is a member of the Association. All officials shall serve without remuneration.

Section 2 – The Association President

The President will be nominated by the Executive Committee and elected by the membership preferably from among former SHAPE Supreme Commanders, Deputy Supreme Commanders or Chiefs of Staff. The President will normally exercise powers through the Chairman of the Executive Committee and will, where possible, preside at the annual meeting. The President, or on his behalf the Chairman of the Executive Committee, is responsible to the Installation Commander for the management of the Association and for the keeping of its accounts.

Section 3 – Executive Committee

The Executive Committee shall be responsible for the Administration and organization of all SOA activities. These will include: the annual symposium, conferences/guest luncheons and any other activities as it may decide. The Executive Committee is empowered to make decisions in all matters dealing with the day-to-day operation of the Association.

Section 4 – Executive Committee Officials

A. The CHAIRMAN of the Executive Committee shall be recommended by the President and the Executive Committee and elected by the members present at the first General Assembly thereafter. The CHAIRMAN shall exercise the powers and perform the duties assigned by the President and the Constitution, and be the Chief Operating Officer of the Association; and as such, subject to the Constitution and direction of the President, shall generally supervise the management of its affairs. The CHAIRMAN shall have full power to enforce the provisions of the Constitution and the will of the membership. The CHAIRMAN shall appoint sub-committees as necessary and shall perform such other duties as are normally incident to the office.

B. The Co-Chairman will act as the Chairman's Deputy and act in the Chairman's absence.

C. The SECRETARY shall keep a record of the proceedings of all formal meetings of the Association and of the Committee and of all other matters of which a record shall be ordered by the Committee. The SECRETARY shall notify the officers, members of the Committee and all members of sub-committees, of their election or appointment and shall issue notices of the meetings. The SECRETARY will act as the coordinator for the Association newsletter and other matters directly involving SHAPE. The SECRETARY shall perform such other duties as may from time to time be assigned by the Constitution, the Chairman, or the Executive Committee or as are normally incident to the office.

D. The TREASURER/ASSISTANT TREASURER shall collect, control and manage all funds of the Association in accordance with the Executive Committee's decisions and following SHAPE financial regulations. The Treasurer/Assistant Treasurer shall make an annual report of the SOA's financial status. This report shall be presented to the General Assembly. The financial year will run from 1 January to 31 December.

Section 5 – Nomination of Members of the Executive Committee

Executive Committee members may be nominated by their corresponding Executive Committee officer, by the Chairman or they may volunteer.

Section 6 – Selection of Members of the Executive Committee

Once nominated, Executive Committee members require confirmation by a majority of the members present at the first General Assembly following their nomination. Pending confirmation, they may act as full Executive Committee members. If necessary, an Interim Executive Committee may also be appointed by the President until such time as there is a meeting of the General Assembly that will confirm a nominated committee.

Section 7 – Tenure of Executive Committee Members

The tenure of the Chairman and that of the other committee members will be for an initial period of two (2) years. The Chairman and other members may offer themselves for reelection, to be confirmed at the annual General Assembly in accordance with Article IV.

Section 8– Executive Committee Meetings

The Executive Committee will meet upon written notice of the Secretary and will meet quarterly, with one of those meetings taking place prior to and in conjunction with the General Assembly meeting. A majority of the members of the Executive Committee shall constitute a quorum. On the request of at least two members, decisions shall be submitted to a vote and approval will require a simple majority.

ARTICLE VI: MEETINGS

Section 1 – General Assembly

There shall be a meeting supplemented by virtual forum of the Association membership at least once each calendar year. The meeting shall be held at SHAPE, Belgium, or at a location in any of the NATO member countries agreed by a majority of the membership voting.

Section 2 – Special Meetings

The Association may meet in special session upon the call of the Chairman of the Executive Committee or at the request of a majority of the Executive Committee.

ARTICLE VII: VOTING

Section 1 – Member’s Right to Vote

Each Association member, with the exception of any honorary member, shall be entitled to vote on matters put before the membership at a General Assembly or special session thereof. In connection therewith, members may submit to the Executive Committee written issues at any time or raise them at the annual General Assembly. All matters to be voted on are required to be placed on the agenda of the annual General Assembly, or special session thereof, thirty (30) days in advance. It is the right of the Executive Committee to decide, by majority vote, what matters are placed on an agenda.

Section 2 - Loss of Right to Vote

Any member who is in arrears of dues will not be entitled to vote on any matter.

Section 3 – Matters Requiring a Vote by the Membership

All matters concerning changes to the Constitution, change in the status of the Association, dues, locus of the annual meeting of the Association, or dissolution require being subjected to a vote at a General Assembly or special session thereof. Approval shall require a simple majority of those voting. The votes for matters requiring a general assembly vote will comprise the votes from members present at the meeting, proxy votes submitted by members in attendance and e-mail votes received by the SOA not later than the scheduled opening of the General Assembly or special session thereof where there is an issue subject to a vote by the membership.

Section 4 – Absentee (Proxy) Voting

Absentee voting by members will be via written proxy forms to be presented when the vote is taken or via an e-mail vote by the member. The e-mail must arrive not later than the day of the vote to be counted.

ARTICLE VIII: ADMINISTRATION AND ORGANISATION

Section 1 - Responsibility

Responsibility for the establishment, administration, and operations of the Association rests with the Executive Committee.

Section 2 - Location

The seat of the Association shall be located at the Supreme Headquarters Allied Powers Europe and its main business office shall be within the Public Affairs Office.

Section 3 – Chapters

Regional or national chapters can be established by application to the Executive Committee. Chapters will be responsible for their own internal organization and finances.

ARTICLE IX: FINANCE

Section 1 - Accounting

Receipts in the form of an e-mail shall be given by the Association Secretariat to all members on payment of dues. Membership cards will be sent via e-mail along with the receipt. All sums received shall be duly entered in the Cash Book by the Treasurer/Assistant Treasurer.

Section 2 - Contracts

Authorized officials of the Association are limited with regard to rights to contract. Specifically, only contract for goods may be entered into, and prior to any contract being entered into, there is to be an assurance of availability of funds. Contracting for things other than goods is to be accomplished through the SHAPE Community Services Fund (SCSF) contracting office.

Section 3 - Disbursing

All payments shall be made by the Treasurer/Assistant Treasurer.

Section 4 – Audit

All books shall be audited in accordance with applicable SHAPE directives.

ARTICLE X: ASSOCIATION DUES

Section 1 – Members Dues

Members are required to pay dues on an annual basis. The amounts of these dues shall be as determined by the Executive Committee and approved by vote of the General Assembly. Dues will be adjusted when decided by the Executive Committee and approved by the General Assembly.

Section 2 – Payment of Dues

Dues are to be paid on a yearly basis and are due in January of each year.

ARTICLE XI: GUESTS

Members may invite guests to SOA functions when the Executive Committee decides that guests may attend. Members will take responsibility for their personal guests. On the occasion of an Annual Dinner, invitations to guests have to be coordinated with the Executive Committee prior to the registration deadline.

ARTICLE XII: CONSTITUTION AMENDMENTS

The Constitution may be amended by the majority vote of the voting members.

ARTICLE XIII: DISSOLUTION OF THE ASSOCIATION

Dissolution of the association must be approved by a simple majority vote of the General Assembly. In case of dissolution of the Association, the General Assembly will vote on two decisions (1) the assets to be donated and to which appropriate organization or fund, as proposed by the Executive Committee and (2) the effective date of the dissolution allowing time for dispensation of funds. The donation will be made in accordance with Host Nation laws and applicable regulations.”

Amendments to the Constitution:

On 25 September 1971

On 24 September 1977: Article III, Sections 1 & 2

Article IV, Section 3

On 22 September 1979: Article III, Sections 1 & 2

Article IV, Section 3

Article VII, Sections 1, 3 & 5

On 8 October 1983: Article III, Section 1 - Eligibility (Para b.)

Article VII, Section 5 - Tenure of Committee members

On 9 October 1993: Article IV. Association Dues (Adjustment of dues)

On 12 October 1996: Article II, Section 1. Rewording of objective #3.

Article III, Section 1. Eligibility. Para B: Delete "Senior".

On 11 October 1997: Complete revision

On 18 January 2009: Complete revision

On 11 May 2011: Complete revision – Approved by 51st GA on 14 October 2011

ANNEX SHAPE OFFICERS' ASSOCIATION CONSTITUTION

Officials of the Association

(as of 14 October 2011)

The Association President General (ret) James L Jones

The Executive Committee

Chairman	vacant
Co-Chairman	Günter Bretschneider, LTC (ret), NATO Civilian
Secretary	Allan Jeavons, NATO Civilian (ret.)
Treasurer	Véronique Leroy, NATO Civilian
Assistant Treasurer	Christiane Hermant, NATO Civilian
Data Base Manager	Jean-Marie Boulet, Cdt (ret)
Web Manager	Jürgen Walter, NATO Civilian (ret)
Project Manager	Scott Sunquist, NATO Civilian (ret)
SHAPE Public Affairs Officer	Dariusz Kacperczyk, LTC