

- Sec.
- 22105. Restrictions.
- 22106. Principal office.
- 22107. Records and inspection.
- 22108. Service of process.
- 22109. Liability for acts of officers and agents.

**§ 22101. Organization**

(a) FEDERAL CHARTER.—The American Society of International Law (in this chapter, the “corporation”) is a federally chartered corporation.

(b) PERPETUAL EXISTENCE.—Except as otherwise provided, the corporation has perpetual existence.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1300.)

HISTORICAL AND REVISION NOTES

<i>Revised Section</i>	<i>Source (U.S. Code)</i>	<i>Source (Statutes at Large)</i>
22101(a) .....	36:341.	Sept. 20, 1950, ch. 958, §§1, 5 (related to perpetual succession), 10, 64 Stat. 869, 871, 872.
22101(b) .....	36:345 (related to perpetual succession). 36:350.	

This section is substituted for the source provisions for consistency in the revised title and to eliminate executed and unnecessary words.

**§ 22102. Purposes**

The purposes of the corporation are—

- (1) to foster the study of international law; and
- (2) to promote the establishment and maintenance of international relations on the basis of law and justice.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1300.)

HISTORICAL AND REVISION NOTES

<i>Revised Section</i>	<i>Source (U.S. Code)</i>	<i>Source (Statutes at Large)</i>
22102 .....	36:342 (1st sentence).	Sept. 20, 1950, ch. 958, §2 (1st sentence), 64 Stat. 870.

**§ 22103. Governing body**

(a) EXECUTIVE COUNCIL.—(1) The executive council is the governing body of the corporation. However, the council is subject to the directions of the corporation at its annual meetings and at any other meeting called under the constitution, bylaws, or regulations of the corporation.

(2) The council consists of a president, an honorary president, a number of vice presidents and honorary vice presidents as provided in the constitution, a secretary, a treasurer, and at least 24 additional individuals.

(b) ELECTION AND TERMS.—The officers of the corporation and one-third of the other members of the council shall be elected at each annual meeting of the corporation. However, the constitution may authorize the council—

- (1) to elect the secretary and the treasurer of the corporation for specified terms; and
- (2) to fill vacancies until the next annual meeting.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1300.)

HISTORICAL AND REVISION NOTES

<i>Revised Section</i>	<i>Source (U.S. Code)</i>	<i>Source (Statutes at Large)</i>
22103 .....	36:343.	Sept. 20, 1950, ch. 958, §3, 64 Stat. 870.

The words “The number of members of the executive council shall initially be forty-four, and the members of the said council shall initially be the persons whose names and addresses are set forth in section 341 of this title” are omitted as obsolete.

**§ 22104. Powers**

The corporation may—

- (1) adopt and amend a constitution, bylaws, and regulations for the management of its property and the regulation of its affairs;
- (2) adopt and alter a corporate seal;
- (3) choose officers, managers, and agents as the activities of the corporation require;
- (4) make contracts;
- (5) acquire, own, lease, encumber, and transfer property as necessary to carry out the purposes of the corporation;
- (6) borrow money, issue instruments of indebtedness, and secure its obligations by granting security interests in its property;
- (7) publish a journal and other publications;
- (8) sue and be sued; and
- (9) do any other act necessary and proper to carry out the purposes of the corporation.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1300.)

HISTORICAL AND REVISION NOTES

<i>Revised Section</i>	<i>Source (U.S. Code)</i>	<i>Source (Statutes at Large)</i>
22104 .....	36:345 (less perpetual succession). 36:351.	Sept. 20, 1950, ch. 958, §§5 (less perpetual succession), 11, 64 Stat. 871, 872.

In this section, the text of 36:351 is omitted as executed and obsolete.

In clause (1), the words “apply, and administer” are omitted as unnecessary. The words “not inconsistent with the laws of the United States of America or any State in which the corporation is to operate” are omitted as unnecessary.

In clause (2), the word “use” is omitted as unnecessary.

In clause (3), the word “activities” is substituted for “business” for consistency in the revised title.

In clause (4), the words “make contracts” are substituted for “contract and be contracted with” for consistency in the revised title and to eliminate unnecessary words.

Clause (5) is substituted for “take and hold by lease, gift, purchase, grant, devise, or bequest, in full title, in trust, or otherwise, any property, real or personal, necessary for attaining the objects and carrying into effect the purposes of the corporation” and “transfer and convey real or personal property” for consistency in the revised title and to eliminate unnecessary words. The words “subject however, to applicable provisions of law of any State (A) governing the amount or kind of real and personal property which may be held by, or (B) otherwise limiting or controlling the ownership of real and personal property by a corporation operating in such State” are omitted as unnecessary.

In clause (6), the words “instruments of indebtedness” are substituted for “bonds”, and the words “secure its obligations by granting security interests in its property” are substituted for “secure the same by mortgage”, for consistency in the revised title. The

words “for the purposes of the corporation” and “therefor” are omitted as unnecessary. The words “subject in every case to all applicable provisions of Federal or State laws” are omitted as unnecessary.

In clause (8), the words “complain and defend in any court of competent jurisdiction” are omitted as unnecessary and for consistency in the revised title.

**§ 22105. Restrictions**

(a) PROFIT.—The corporation may not operate for profit.

(b) STOCK AND DIVIDENDS.—The corporation may not issue stock or declare or pay a dividend.

(c) POLITICAL ACTIVITIES.—The corporation or an officer or member of the executive council as such may not contribute to, support, or assist a political party or candidate for elective public office.

(d) DISTRIBUTION OF INCOME OR ASSETS.—The income or assets of the corporation may not inure to the benefit of, or be distributed to, a member of the corporation or an officer or member of the executive council, except on the dissolution or final liquidation of the corporation.

(e) LOANS.—The corporation may not make a loan or advance to an officer or member of the executive council. Members of the council who vote for or assent to making a loan or advance to an officer or member of the council, and officers who participate in making the loan or advance, are jointly and severally liable to the corporation for the amount of the loan or advance until it is repaid.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1301.)

HISTORICAL AND REVISION NOTES

Revised Section	Source (U.S. Code)	Source (Statutes at Large)
22105(a) .....	36:342 (2d sentence words before 1st comma).	Sept. 20, 1950, ch. 958, §§2 (2d, last sentences), 7, 64 Stat. 870, 871.
22105(b) .....	36:347 (1st sentence words before 2d comma).	
22105(c) .....	36:342 (last sentence).	
22105(d) .....	36:342 (2d sentence words after 1st comma).	
22105(e) .....	36:347 (1st sentence words after 2d comma, last sentence).	

In subsection (b), the words “shares of” are omitted as unnecessary.

In subsection (d), the words “inure to the benefit of” are substituted for “inure to” for consistency in the revised title.

**§ 22106. Principal office**

The principal office of the corporation shall be in the District of Columbia. However, the activities of the corporation are not confined to the District of Columbia but may be conducted throughout the United States.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1301.)

HISTORICAL AND REVISION NOTES

Revised Section	Source (U.S. Code)	Source (Statutes at Large)
22106 .....	36:344.	Sept. 20, 1950, ch. 958, §4, 64 Stat. 871.

The words “the activities of the corporation are not confined to the District of Columbia but may be conducted throughout the United States” are substituted for “The corporation . . . shall have the right to conduct its activities in the said District and at any other place or places in the United States” for consistency in the revised title and to eliminate unnecessary words.

NATIONAL HEADQUARTERS

Pub. L. 86–208, Aug. 25, 1959, 73 Stat. 431, provided: “That the American Society of International Law, incorporated by the Act entitled ‘An Act to incorporate the American Society of International Law, and for other purposes’, approved September 20, 1950 (Public Law 794, ch. 958, Eighty-first Congress, second session (64 Stat. 869)) [now this chapter], is authorized to use the real estate described as lot 805 square 2512, situated in the city of Washington, District of Columbia, as the national headquarters of such society.”

**§ 22107. Records and inspection**

(a) RECORDS.—The corporation shall keep—

(1) correct and complete records of account;

(2) minutes of the proceedings of its members, executive council, and committees having any of the authority of its executive council; and

(3) at its principal office, a record of the names and addresses of its members entitled to vote.

(b) INSPECTION.—A member, or an agent or attorney of the member, may inspect the records of the corporation for any proper purpose, at any reasonable time.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1301.)

HISTORICAL AND REVISION NOTES

Revised Section	Source (U.S. Code)	Source (Statutes at Large)
22107 .....	36:348.	Sept. 20, 1950, ch. 958, §8, 64 Stat. 872.

The word “records” is substituted for “books and records” for consistency in the revised title and with other titles of the United States Code.

**§ 22108. Service of process**

The corporation shall have a designated agent in the District of Columbia to receive service of process for the corporation. Notice to or service on the agent, or mailed to the business address of the agent, is notice to or service on the corporation.

(Pub. L. 105–225, Aug. 12, 1998, 112 Stat. 1301.)

HISTORICAL AND REVISION NOTES

Revised Section	Source (U.S. Code)	Source (Statutes at Large)
22108 .....	36:346 (last sentence).	Sept. 20, 1950, ch. 958, §6 (last sentence), 64 Stat. 871.

The words “at all times” are omitted as unnecessary. The words “to receive” are substituted for “authorized to accept”, and the words “is notice” are substituted for “shall be deemed notice”, for consistency in the revised title and to eliminate unnecessary words.

**§ 22109. Liability for acts of officers and agents**

The corporation is liable for the acts of its officers and agents acting within the scope of their authority.