



The ELSA Lawyers Society

THE ELSA LAWYERS SOCIETY

STATUTES

Adopted by the 1st ELS Assembly Meeting in Vienna, 4-5 March, 1991
Amended by the 4th ELS Assembly Meeting in Malta, 8-9 October 1994
Amended by the 5th ELS Assembly Meeting in Nottingham, 9 September, 1995
Amended by the Extraordinary ELS Assembly Meeting in Warsaw, 25 March, 2000
Amended by the 10th ELS Assembly Meeting in Lund, 21 October, 2000
Amended by the ELS Assembly Meeting in Copenhagen, 20 September, 2003

WHEREAS The ELSA Lawyers Society (hereinafter “ELS”) is an independent and apolitical organisation of former active individual members of the European Law Students’ Association (“ELSA”) and lawyers who support the aims of ELSA;

RECALLING that the aim of ELS is to bring together lawyers and other members all over Europe who have been part of or who have supported the ELSA network and structure or who wish to do so now and in the future; to enhance the exchange of knowledge and experiences and to create and maintain personal contacts amongst lawyers in Europe;

STATING that ELS encourages its members to debate, participate, share their experiences and learn in order to broaden international cooperation;

REAFFIRMING that ELS is established upon the spirit and aims of ELSA, whose Statutes and Standing Orders the members of ELS respect;

EXPRESSING that ELS strives as an independent organisation to support ELSA at all levels of the organisation by contributing to its positive and qualitative growth, by means of fundraising, marketing and other activities;

NOW THEREFORE the members of ELS adopts and accepts the following statutes to execute and regulate the above central principles and aims;

SECTION 1 – NAME AND DOMICILE

Article 1 Name

The organisation shall be known as “The ELSA Lawyers Society”, abbreviated to “ELS”.

Article 2 Domicile

ELS has its domicile in Stockholm, Sweden.



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SECTION II – AIMS AND FIELDS OF ACTIVITY

Article 3 Main activities

In order to achieve and fulfil the aims and central principles set out in the Preamble, ELS is established and functions as an independent association, which maintains its own administration, fundraising, marketing and activities. ELS may involve itself in any activities that promote the said aims, following the decisions made by the ELS Assembly Meeting (the “AM”) or, if mandated so to do, by the ELS Executive Committee (the “Executive”). The main fields of activity shall, however, include the following:

- a) the creation, updating and distribution of a Directory of names, addresses, telecommunication data, professions or positions, areas of specialisation in law and other data on all members;
- b) fundraising for ELSA and ELS; and
- c) marketing various aspects and projects of ELSA and ELS;
- d) to provide social and professional benefits.

SECTION III – LANGUAGE

Article 4 Language

The official language of ELS is English. Any other language may be used at events or in communication if they are purely national or if all parties involved agree thereon.

SECTION IV – FINANCE

Article 5 Funding of activities

The activities of ELS shall be funded by membership fees, possible levies, revenues from sales and advertisements, fundraising from private and public corporations and organisations and donations. Contributions of funds to ELS may not be accepted if they are tied to conditions contrary to the aims of ELS.

Article 6 Use of funds

All monies raised shall only be used to finance ELS activities and its aim to support ELSA.



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Article 7 *Safe-keeping and reporting of ELS funds*

The membership fees and other funds raised by ELS shall be kept in a safe and profitable way and be administered by the Executive, who shall present a financial report at each AM.

Article 8 *Official ELS currency*

The official currency used by ELS is Euro (“EUR”). Other currencies may be used, if accepted by the Executive or if using another currency facilitates activity on a purely national level.

Article 9 *Funds raised by ELS*

All funds raised by members of ELS for ELSA and/or ELS, whether on an international, national or local level, shall be reported to the Executive without delay.

Article 10 *Financial year*

The financial year of ELS is the calendar year (January 1st to December 31st).

SECTION V – MEMBERSHIP

Article 11 *Eligible persons*

A person is eligible to become a member of ELS if (s)he accepts these Statutes, supports the aims of ELS and wishes to support ELSA and:

- a) is a former member of ELSA whether on an international, national or local level; or
- b) has been recommended for membership by two (2) ELS members.

Article 12 *Application, rights and obligations of membership*

To obtain membership in ELS an application in a form set by the Executive shall be submitted by the applicant to the Executive. Following acceptance by the Executive and fulfilment by the new member of any applicable payment or other obligations in accordance with Article 17 of these Statutes and the relevant AM decisions, the new member shall have all the rights and obligations attached to such form of membership in accordance with Articles 16 and 17 of these Statutes and the relevant AM decisions.

Article 13 *Acceptance of new members*

The Executive shall accept all new applicants into membership, unless there is a valid and compelling reason to refuse. Rejected applications for membership may be reviewed by the AM, if submitted by the applicant.

Article 14 *Exemptions from Article 11*



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If a person, who does not fulfil the requirements in Article 11 above wishes to join ELS, (s)he may apply for an exempt ruling to the Executive. The Executive may make the exempt ruling, if there is a valid reason given and the applicant accepts these Statutes, supports the aims of ELS and wishes to support ELSA. Any such ruling by the Executive is subject to the approval of the next AM.

Article 15 *National ELS groups*

Members of ELS in one and the same country may organise themselves into a national ELS group in order to facilitate communication, to organise national or local events or projects or for other similar reasons. In such a case the Executive shall be continuously be informed of the establishment , structure and activities of such a group.

Article 16 *Membership rights*

The rights of a member are:

- a) to vote in the AM;
- b) to receive all official ELS communication aimed at the membership, including among other things invitations to events and the Directory;
- c) to receive ELSA publications as decided by the AM; and
- d) any other rights as decided by the AM.

provided, however, that members that are not required to pay any membership fees (except for honorary members) shall have no voting rights in the AM.

Article 16a *Suspension of membership rights*

1. If a member does not pay any applicable membership fee in full in accordance with Article 17, his/her rights under Article 16 shall be suspended as of one month after the date of having been reminded by the Executive in writing by mail (as indicated by the post mark), by fax (as indicated on the fax transmission report) or by email (as indicated on the sent mail) on the address most recently received by the Executive from the member in question. The reminder by the Executive shall state the (potential) consequences of suspension and of termination of membership as provided for in these Statutes.
2. Notwithstanding the above, any applicable voting rights shall be suspended immediately as of the date on which any applicable membership fee has become due and payable, unless the Executive has received satisfactory evidence that payment has been made but has not yet been received.
3. Any suspension shall immediately come to an end once payment of any outstanding membership fees has been received by the Executive.

Article 17 *Membership obligations*

1. Members shall have the following obligations:



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- a) To pay any applicable membership fees as invoiced by the Executive in accordance with the relevant AM decision;
 - b) To abide by these Statutes and the decisions made by the AM and the Executive
2. The AM shall determine the membership fees payable by the members. The AM may establish categories of membership for which no membership fees are payable.

SECTION VI – TERMINATION OF MEMBERSHIP

Article 18 Termination events

Membership shall terminate by:

- 1) a notice of termination by a member to the Executive in a form set by the Executive, which shall take immediate effect thereupon;
- 2) a notice of termination by the Executive due to default of payment of any due and payable fees connected to the applicable form of membership in accordance with the terms of such membership. The notice shall take effect as of the following financial year provided that a final reminder shall have been sent to such member within two months after the reminder set out in Article 16a, and further provided that such member will remain in default of such payment during the remaining part of the financial year.
- 3) Dismissal as provided for in Article 20 of these Statutes.

Any unpaid membership fees for the year of termination shall remain due and payable and any paid membership fees shall not be (partially) refunded.

Article 19 Reconsideration of termination by AM

Notwithstanding termination in accordance with Article 18.2 above, the AM may decide not to terminate such a member's membership upon a proposal by another member seconded by a third member or the Executive. Prior to such vote the member shall be offered the opportunity to be heard by the AM or the Executive in person or by any means of telecommunication.

Article 20 Events of dismissal

If a member

- a) grossly violates these Statutes, the aims or the activities of ELS;
- b) no longer wishes to support ELSA in any way, whether actively or passively, or
- c) recklessly causes considerable harm to another member or to ELSA;

(s)he may be dismissed by the AM upon a seconded proposal made by a member or the Executive. Prior to such vote the member shall be offered the opportunity to be heard by the AM or the Executive in person or by any means of telecommunication.



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SECTION VII – THE ASSEMBLY MEETING

Article 21 Supreme power of ELS

The supreme decision-making and regulatory power of ELS is vested in the AM, which represents the members.

Article 22 Voting powers in AM

Each member has one (1) vote in the AM, subject to Article 16 above.

Article 23 ELSA observers

ELSA International may send one or more delegates to observe the AM.

Article 24 List of voting members

At the beginning of the AM a list of all voting members shall be produced by the Executive. The Executive shall assure itself of the identities of the voters present or by proxy, announce the established list of votes and revise the list as necessary during the AM.

Article 25 Presence of Executive members, guests and observers

The members of the Executive shall be present in the AM, unless there is a compelling reason for the absence of one or more of those members. The Executive may also invite special guests or observers to the AM.

SECTION VIII – THE SUMMONING OF THE AM

Article 26 Convention of ordinary AM

ELS shall convene at least one ordinary AM each year.

Article 27 Procedure of convention

The Executive summons the ordinary AM by an invitation, which shall be communicated to the members at least sixty (60) days before the AM by post or electronic mail. The invitation shall contain the date, venue, participation fee and accommodation of the AM, as well as any other relevant information. The invitation shall also contain, or be followed by the Executive's proposed agenda at least thirty (30) days before the AM.

Article 28 Communication of reports and proposals



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The Executive shall communicate to the members its financial report, its activity report(s) and its proposals at least thirty (30) days before the AM by post or electronic mail.

Article 29 *Proposals to the AM*

If a member wishes to put forward one or more proposals to the AM, (s)he shall communicate such to the Executive at least forty (40) days before the AM subject to Article 67 of these Statutes. The Executive shall have the proposals distributed to the members in accordance with Article 27 and put the proposed item on the agenda of the AM.

Article 30 *Proposals at the AM*

The AM may debate and decide on any matter within the AM agenda, which shall be determined by the AM. In addition, the AM shall decide on any other proposal put forward, if the proposal is seconded by a member and if the AM has been given appropriate notice. In the absence of such notice the Chair of the AM may decide, time allowing, whether the proposal may be debated or not.

Article 31 *Opening of the AM*

The President shall open the AM and introduce the Executive and guests.

Article 32 *Tasks of the Chair*

The Chair of the AM has the right to decide on the procedure of the meeting in general and the voting procedure. In particular, the Chair shall:

- 1) see that appropriate minutes of the AM be kept and submitted for final production and distribution to the Executive;
- 2) see that the minutes of the AM contain all proposals put to a vote, all carried proposals and the results of the carrying votes together with possible dissenting opinions, all relevant speeches and a note of their makers, as well as any other relevant records;
- 3) submit to the Executive all proposals, reports, proxies and other documents that have been given to him/her. These documents shall be attached to the minutes, if relevant, at the Secretary-General's discretion;
- 4) assist and supervise the work of the AM officers and maintain good order in the AM. (S)he shall allow speakers audience, time and the speakers' list allowing;
- 5) allow debate and voting on any eligible proposals, time allowing and bearing in mind the regulations above; and
- 6) formally close the AM.

Article 33

If an AM is cancelled, the Executive shall immediately inform all members by electronic mail and known applicants and other invitees to the AM by telephone or facsimile of the cancellation.



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Article 34 *Extraordinary AM*

An extraordinary AM may be summoned for specific and explicit reasons by the Executive or by at least ten per cent (10%) of the members together. The summons together with a proposed agenda shall be communicated to the members no later than thirty (30) days before the meeting by post or electronic mail.

Article 35 *Organisation of the AM*

The Executive is ultimately responsible for organising the AM. The Executive may, however, delegate the practical arrangements to one or more ELS or ELSA members.

SECTION IX – DECISION-MAKING IN THE AM

Article 36 *Quorum*

The quorum of the AM is twenty per cent (20%) of the members or thirty-five (35) members, whichever is the lower.

Article 37 *Carried proposals*

A proposal submitted to the AM is carried when supported by more than one-half of the votes given, abstentions excluded, unless otherwise indicated in these Statutes. In case of parity of votes, the Chair of the AM has a casting vote.

Article 38 *Powers of the AM and the Executive*

1. The AM shall;
 - 1) elect the AM officers (a Chair for chairing the AM, a Vice-Chair to replace the Chair in his or her absence, a Secretary to take minutes of the AM, two Tellers to count the votes cast and a Nomination Committee of two persons for the purpose of registration of candidates for election for positions on the Executive, as Auditors or any other positions on which the AM shall decide);
 - 2) approve the agenda with possible amendments and to determine the nomination timetable for the election of the members of the Executive;
 - 3) approve the preceding AM minutes;
 - 4) approve the financial report on the accounts, the budget and the Auditor's report or, failing such approval, to decide on necessary measures to be taken;
 - 5) approve the Executive's activity report and activity plan;
 - 6) decide whether or not to relieve the Executive of responsibility for its undertakings in the preceding financial year(s);
 - 7) establish or amend (the conditions of) any forms of membership for the next financial year;
 - 8) approve any ruling made by the Executive pursuant to Article 14 above, if any;



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- 9) accept formerly rejected membership applications, if any;
 - 10) dismiss and exclude members, if necessary;
 - 11) elect the members of the Executive and the Auditors;
 - 12) vote on any other proposal and to debate on any other issues; and
 - 13) determine the appropriate time and the venue of the next AM, if possible.
2. Any other decisions shall be taken by the Executive, unless otherwise stated in these Statutes or decided by the AM.
 3. The Executive may transfer specific tasks to any persons elected by it, provided that such tasks shall be exercised under the responsibility of the Executive and further provided that the term of appointment of such persons may not exceed the term of the Executive.

Article 39 *Voting in the AM*

1. Voting in the AM shall be carried out by a show of hands. The voting may, however, be carried out by written and secret vote (ballots) at the request of at least two (2) voting members.
2. Voting by proxy is allowed provided the proxy is submitted to the Secretary-General prior to the AM and in written form containing inter alia the original signature of the represented member and the name of the member receiving the proxy. No member may hold more than two proxies.

SECTION X – THE MINUTES OF THE AM

Article 40 *Distribution of the AM minutes*

The Minutes of the AM shall be produced and a summary of those minutes (including the full text of the financial reports and the budget approved by that meeting) shall be distributed to all members and participants of the AM by the Secretary-General within eight (8) weeks after the meeting. A full copy of those minutes must be supplied by the Secretary General within three (3) weeks of the receipt by the Secretary General of a written request for same from a member or participant of the AM.

Article 41 *Approval of the minutes*

The minutes of the AM shall be approved by the following AM and then immediately signed by the Secretary-General. The minutes of the AM shall be considered official and valid upon their signature by the Secretary-General. The Secretary-General cannot refuse to sign the minutes.

Article 42 *Effectiveness of AM decisions*

All decisions taken in AM become effective immediately after the closing of the AM, unless otherwise decided by the AM or provided for in these Statutes.



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SECTION XI – THE EXECUTIVE

Article 43 Tasks of Executive

The supreme executive power of ELS is vested in the Executive, which shall execute decisions made by the AM, supervise all ELS activities, promote the aims and efficiency of ELS, represent ELS and attend to the daily management of ELS.

Article 44 Information by Executive

The Executive shall keep the AM and the membership informed of any news and developments within ELS. The Executive shall also liaise with the Board of ELSA International so as to coordinate mutual interests and projects and to maintain close contact with current ELSA work.

Article 45 Tasks of the Executive members

The Executive consists of the President, the Secretary General, the Treasurer and such other officers as shall be appointed by the AM from time to time. Their main tasks are the following:

The President:

- to represent ELS;
- to raise funds for ELS;
- to coordinate ELS and Executive activities;
- to expand the ELS membership;
- to prepare AM's and Executive meetings; and
- to liaise with ELSA International.

The Secretary General:

- to produce the minutes of the AM and the Executive;
- to distribute information within the Executive; and
- to assist the President in his/her tasks.

The Treasurer:

- to keep the books and manage the accounts;
- to prepare and present financial reports and budgets; and
- to manage monies raised, to collect monies due, to pay bills and to transfer monies to ELSA International when mandated to do so.

Other officers:

- as designated by the AM or the Executive if the AM has not specified their main tasks.

Article 46 Assistance to the Executive

The members of the Executive may appoint personal staff to assist them in their tasks. The ultimate responsibility for the tasks still lie with the Executive. The staff may, if necessary, be



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National Representatives whom the Executive appoints to facilitate communication between itself and the members in a particular country as well as any other tasks specified by the Executive from time to time.

Article 47 Meetings of the Executive

The Executive meet at any place and time determined by the members of the Executive. The President, or two other members of the Executive together, shall invite the members of the Executive to any such meeting. The invitation shall immediately be followed by a proposed agenda. The Secretary-General shall furnish, to a member of ELS, a copy of the invitation and the agenda on receipt of a written request for same. In addition to any such meetings, the Executive may discuss and decide on any matter without convening in person by any means of telecommunication.

Article 48 Public meetings of the Executive

Executive meetings may be public, at the discretion of the Executive, in which case the members of ELS shall be appropriately notified.

Article 49 Cancellation of Executive meetings

If an Executive meeting is cancelled this must be communicated by the President or the summoner of the meeting without delay to all members of the Executive by telephone, telefax or electronic mail stating the reasons of cancellation.

Article 50 Decision making in the Executive

The quorum of the Executive is the majority of members of the Executive in office. A proposal is carried when supported by a quorum, abstentions excluded. In case of parity of votes, the President or alternative chair of the meeting has a casting vote.

Article 51 The Chair of Executive meetings

The Executive meetings are chaired by the President or, in his/her absence, by the Secretary General. If (s)he is also absent, the meeting elects the chair.

SECTION XII – ELECTION OF THE EXECUTIVE

Article 52 Election of executive members

The members of the Executive are elected by the AM and shall be members of ELS. Their period in office shall be the calendar year, starting 1 January subsequent to the election. A member of the Executive may be re-elected if otherwise eligible in accordance with these Statutes.



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Article 53 *Nomination of Executive members*

Before any such elections a Nomination Committee shall receive written nominations of candidates from the members. Each nomination shall contain the name and signature of the candidate, the seat on the Executive if required by Article 45, and the nominator's name and signature. The nomination shall be seconded in writing by a member eligible to vote.

Article 54 *Announcement of nominations*

The nominations received shall be announced by the Nomination Committee before the elections take place.

Article 55 *Required votes*

Subject to Arts. 56 and 57 below, a nominee requires a majority of the votes cast, abstentions excluded, in order to be elected.

Article 56 *No nominees*

If there are no nominees for a particular seat on the Executive, or if there is only one nominee and (s)he does not obtain a majority vote, the election is adjourned for a period of time determined by the Chair. During this time additional nominations may be made. The nominee who obtains the most votes shall be considered elected.

Article 57 *Contested elections*

If there are several nominees for the same position and none of them obtains a majority vote, the election shall be conducted between the two nominees who obtained most votes. In the repeated vote, the nominee who obtains most votes shall be considered elected.

Article 58 *Multiple nominations*

If the same person is nominated for more than one position on the Executive, that person must abstain from all nominations but one before the election takes place.

SECTION XIII – RESIGNATION AND DISMISSAL OF MEMBERS OF THE EXECUTIVE

Article 59 *Resignation by Executive member*

If a member of the Executive wishes to resign, (s)he shall give immediate written notice to the Executive or the AM. The notice shall immediately be communicated to all members and shall take effect immediately unless a date of termination has been specified by the resigning Executive member. The Executive shall be collectively responsible for the resigning members' duties until the next AM, where election of a new member of the Executive may



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take place. The Executive may, however, appoint a person to function as interim member of the Executive until the said next AM.

Article 60 *Dismissal of Executive members*

A member of the Executive may be dismissed from his position on the same grounds and by the same procedure as a member can be dismissed from membership and in addition by the AM for compelling reasons. Having been dismissed, the Executive member's tasks shall be attended to by the Executive in accordance with Article 59 above.

SECTION XIV – AUDIT

Article 61 *Election of auditors*

The AM shall at the ordinary AM elect at least two (2) Auditors to audit the accounts. The Auditors may not be present members of the Executive nor of ELSA on any level.

Article 62 *Submission of financial report and accounts to Auditors*

The Auditor(s) shall receive the financial report and the accounts, as well as any other necessary documents, at least thirty (30) days before the AM. The Executive is obligated to submit the said documents to the Auditor(s).

Article 63 *Tasks of Auditors*

The Auditor(s) shall present an Auditor's Report on the financial management and accounts to the AM for approval, as regulated above in these Statutes.

SECTION XV – DISSOLUTION

Article 64 *Dissolution of ELS*

ELS may be dissolved by a unanimous decision of the AM if:

- a) it has had neither any activity nor a functioning Executive for two (2) consecutive years; or
- b) it is necessary for a compelling reason.

Article 65 *Appointment of liquidators*

The AM shall upon a decision to dissolve ELS elect at least two (2) liquidators to manage the dissolution process and the distribution of assets, if any, to pay outstanding invoices and to otherwise tend to the final dissolution of ELS in accordance with guidelines given by the AM. The remaining assets, if any, shall be transferred to ELSA.



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SECTION XVI – AMENDMENT TO THESE STATUTES

Article 66 ***Required votes***

Any amendment, including abolition or addition, of sections or articles in these Statutes shall be made by decision of the AM, if supported by a majority of two-thirds (2/3) of the votes given, abstentions excluded. Before any such decision can be made, proper notice must be given in accordance with Article 67 below.

Article 67 ***Procedure***

A proposal to amend these Statutes must, to be considered by the AM, specify which sections or articles are proposed to be amended and be communicated to the Executive at least sixty (60) days before the AM. The Executive shall then without delay distribute the proposals to the members and the Board of ELSA International and put the item on the agenda of the AM.

SECTION XVII – ARBITRATION

Article 68 ***Dispute resolution***

Any dispute arising out of or in connection with these Statutes shall be settled by arbitration in Stockholm in accordance with the UNCITRAL Arbitration Rules in force in March 1991. The appropriate authority shall be the Executive and the language used in the arbitration shall be English. The laws applicable to any such dispute shall be the laws of Sweden.

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