



The European Law Students' Association

# Statutes and Standing Orders

In force at the end of the 47<sup>th</sup> Council Meeting of ELSA, held in Vilnius,  
3<sup>rd</sup> - 10<sup>th</sup> April 2005  
Statutes effective after notarial deed deposited before Mr.F.E. Roos, Trenite van Doorne  
Rotterdam

Authenticated by

A handwritten signature in cursive script that reads "Johanna Lindblad".

Johanna Lindblad  
Secretary General  
ELSA International  
Brussels, 16<sup>th</sup> June 2005

# Preamble

*WHEREAS The European Law Students' Association (ELSA) is an independent and non-political international organisation of law students and young lawyers which was founded on 4th May 1981 in Vienna, Austria;*

*WHEREAS the Members of the European Law Students' Association are now through representatives assembled in Council, in Budva, October 2003;*

*RECALLING that the aims of ELSA are to develop professional and student relations of an international character in the field of Law, to prepare its members for professional life in an international environment, to contribute to the exchange of scholarly experience and to stimulate mutual understanding and friendship on the principle of equality of all its members;*

*CONSCIOUS that continually expanding international relations in the fields of trade and industry, legislation and state administration make growing demands on all professionals, especially lawyers;*

*REALISING that the European legal professions not only have to recognise the importance of growing international co-operation, but also have to prepare themselves for the demands created by this development;*

*CONVINCED that in order to satisfy all these demands and to broaden and improve the international side of education, practice and exchange, the existence of an international organisation of law students and young lawyers is recommended;*

*EXPRESSING that within this competence, the supreme aims of ELSA are to encourage and facilitate direct contacts and co-operation, individually and collectively, whether privately or officially, between persons from different states involved in the field of Law and to promote the usefulness of foreign legal experience by expanding the knowledge and understanding of the different concepts and solutions to legal questions developed in the member states;*

*RE-AFFIRMING moreover that ELSA hopes to encourage initial understanding and peaceful co-operation between member states in the spirit of the Final Act of the CSCE conference concluded in Helsinki;*

*NOW THEREFORE the Members of ELSA adopt the following Statutes and Standing Orders in order to execute and regulate the above principles and aims.*

# Scope of Association

---

## Article 1 - Name

---

The name of the association is “ELSA”, which stands for “the European Law Students' Association”.

ELSA has its domicile in Amsterdam, the Netherlands and also has office in Brussels, on 239 Boulevard General Jacques, 1050 Brussels, Belgium.

---

## Article 2 - Aims and Activities

---

ELSA is a non-political, independent, non-profit-making association the aims of which are to promote, establish and develop mutual understanding, co-operation and personal contacts between law students and young lawyers from different states and legal systems, thereby equipping them for professional life in an international environment.

With respect to the realisation of the above aims, ELSA will be guided by the following philosophy statement:

### **Vision**

A just world in which there is respect for human dignity and cultural diversity.

### **Purpose**

To contribute to legal education, to foster mutual understanding and to promote social responsibility of law students and young lawyers.

### **Means**

To provide opportunities for law students and young lawyers to learn about other cultures and legal systems in a spirit of critical dialogue and scientific co-operation.

To assist law students and young lawyers to be internationally minded and professionally skilled.

To encourage law students and young lawyers to act for the good of society.

In order to reach its aims as set out in the Preamble and above ELSA's main fields of activity are:

- The Student Trainee Exchange Programme (STEP), providing opportunities for law students and young lawyers to gain work experience in a foreign legal system while learning about other cultures.

- Seminars and Conferences (S&C) involving the acquisition of knowledge through exposure to professionals and foreign cultures.
- Academic Activities (AA) involving the development of legal knowledge through guided practical activities.

---

### Article 3 - Organisation

---

To achieve the said aims and activities ELSA and its related organisations (ELSA Network) is organised on three levels local, national and international.

On a local level the ELSA Network is organised in local groups, in conformity with the legal order permitted by national laws and subscribing themselves to the aims and activities of ELSA. Local groups are bound to respect any decisions taken in accordance with these Statutes.

On a national level the ELSA Network is organised in national groups being the organisations, which confederate local groups present in each respective country. They represent ELSA nationally and represent their local groups in the international network. National groups are members of ELSA in the context of these statutes.

Internationally ELSA is represented by the International Board.

## Members and Observers

---

### Article 4 - Observers

---

A national organisation, with members being local groups present at law faculties, or law students and young lawyers, which supports the aims and activities of ELSA may become an Observer of ELSA provided the following requirements are met:

- (i) in the country of the organisation that is applying for observership there is no existing Member or Observer; and
- (ii) a written application for observership is submitted to the International Board in which the national organisation states that it supports the aims and activities of ELSA; and
- (iii) the national organisation submits its statutes and standing orders to the International Board and these statutes and standing orders are compatible with those of ELSA; and
- (vi) the application for observership is approved by Council with a two thirds majority.

---

**Article 5 - Members**

---

Membership of ELSA is open to Observers of ELSA that have proved to support and work for the aims and activities of ELSA providing the following conditions are met:

- (i) the Observer can apply for membership no earlier than at the end of the fourth Council Meeting immediately following the Council Meeting where the status of Observership was attained.
- (ii) a written application for membership is submitted to the International Board in which the observer states the methods and means by which it has been supporting the aims and activities of ELSA thus far; and
- (iii) the observer submits its statutes and standing orders to the International Board and these statutes and standing orders are compatible with those of ELSA; and
- (iv) the application for membership is approved by Council with a two thirds majority.

---

**Article 6 - Termination**

---

Membership or observership immediately ends if:

- (i) an observer did not apply for membership or was rejected as member for 4 consecutive Council Meetings following the Council Meeting where the observer can apply for membership.
- (ii) a member or observer notifies the International Board in writing that it wishes to terminate its membership or observership.
- (iii) a member or observer is expelled in accordance with Article 7 of these Statutes.

---

**Article 7 - Expulsion**

---

A Member or Observer can be expelled from ELSA on a two-thirds majority vote by the Council if that Member or Observer has either:

- (i) violated these Statutes, the Standing Orders, decisions taken by Council or the interests of ELSA; or
- (ii) not paid any fees or amounts due to ELSA for two consecutive Council Meetings.
- (iii) caused considerable harm to ELSA, any of its Members or Observers or anyone within their responsibility; or
- (iv) ceased to support the aims and activities of ELSA or to otherwise satisfy the requirements of Article 4 and 5 above; or
- (v) ceased to take appropriate measures in case anyone within the Member's or Observer's responsibility violates point i, iii, and iv above.

# Organs

---

## Article 8 - Organs

---

The principal organs of ELSA are:

- The Council
- The International Board.

---

## Article 9 - Council

---

### 9.1 Role of the Council

The Council represents the members of ELSA and is the supreme decision-making body of ELSA the decisions of which are binding on the entire organisation as defined in Article 3.

The Council shall decide on any questions or matters within the scope of the present Statutes and Standing Orders except for those assigned to other organs by these same Statutes and Standing Orders.

### 9.2 Summoning of Council

The Council shall meet twice a year, in spring and in autumn, at a time fixed by the International Board. Extraordinary meetings can be requested by the International Board or by at least one-third of all the Members.

The Council shall be summoned by means of written invitations sent by the International Board to all Members, Observers, Auditors, and any person appointed by the International Board or Council to carry out a specific task at least 42 days before the opening of the Council Meeting in question.

### 9.3 Right to make proposals

The following have the right to make proposals to the Council:

- a. The International Board
- b. Members
- c. The Presidents' Meeting

### 9.4 Quorum and validity of decisions

The Council in plenary session is only fully competent when it has been summoned in accordance with Article 9.2 of these Statutes and when at least one-half of the Members are represented and able to vote.

Unless these Statutes specify the contrary, decisions by the Council shall be determined by an absolute majority of the votes cast by a competent Council. Abstentions shall not be included in the number of votes cast with the exception of elections, as provided for in Article 12.5 paragraph 3 of the Standing Orders.

9.5 Voting rights

Each Member has three (3) votes in Council, irrespective of the number of delegates or representatives attending the Council Meeting.

The voting rights of a member are suspended if a member has not fully fulfilled its financial obligations towards ELSA.

---

**Article 10 - The International Board**

---

10.1 The Role of the International Board

The International Board is the supreme executive body of ELSA. Its tasks are to represent ELSA, to carry out and be responsible for the day to day running and management of ELSA, to promote and supervise ELSA's fields of activity, to advance the aims and efficiency of ELSA as well as executing and implementing Council decisions.

The International Board consists of the President, the Secretary General, Treasurer, the Vice President in charge of Marketing, the Vice President in charge of Academic Activities, the Vice President in charge of Seminars and Conferences, and the Vice President in charge of the Student Trainee Exchange Programme.

10.2 Elections

The Council shall elect the International Board members during the Spring Council Meeting for a period of one year, starting the 1st of August in the year of election and terminating 31st of July of the following year.

10.3 Composition

There may not be more than two persons with a substantial connection to the same member on the International Board.

10.4 Dismissal

An International Board member may be dismissed by the Council by a majority of two-thirds of the votes cast if the International Board member violates these Statutes, the Standing Orders or the interests of ELSA.

## Presidents' Meeting

---

**Article 11 – Presidents' Meeting**

---

11.1 The Role of the Presidents' Meeting

The presidents' meeting is a horizontal meeting of the Presidents of the Members and Observers which meets twice a year and aims to exchange experience, information and ideas existing in the National Groups, to learn from other

National Groups and to contribute to the implementation of the Council Meeting decisions and to prepare for the Council Meeting.

11.2 Right to attend

The President or his substitute of each Member or Observer has the right to attend the Presidents' Meeting.

The President of the International Board or his substitute must attend the Presidents' Meeting.

11.3 Voting Rights

Each President or his or her substitute, of each member, has one vote irrespective of the number of the representatives attending the Presidents' Meeting.

11.4 Right to submit proposals

The Presidents' Meeting has the right to submit proposals to the Council.

A qualified majority of two-thirds of the Members present at a Presidents' Meeting must approve such a proposal.

## Finance

### Article 12 - Source of Funding

---

12.1 The costs of running the activities of ELSA are to be funded by annual membership fees, observer administration fee and special activity fees, sales and advertisement revenues, fundraising from private and public bodies and organisations, public subsidies and donations whether in cash or in kind, provided however that such funds must not be accepted if they are tied to conditions contrary to the aims and principles of ELSA or if they are otherwise not in the interests of ELSA.

12.2 Each Member of ELSA is obliged to pay an annual membership fee for each financial year of membership to ELSA, the amount of which is decided by the Council from time to time.

### Article 13 Accounts

---

The financial year of ELSA is from the 1<sup>st</sup> of August until the 31<sup>st</sup> of July.

The audited final accounts shall be submitted to the Council Meeting in the financial year immediately following the year to which they refer.

The audited interim accounts covering the first six (6) months of each of ELSA's financial years shall be submitted to the Council Meeting following the 6 months period in the financial year to which they refer.

---

**Article 14 Audit**

---

Two Auditors and one Vice Auditor shall be elected by Council for a period of one year starting the 1st day of August and terminating with the final decision of the Council on the financial accounts. They shall not be granted discharge until the financial accounts are approved. The Auditor shall be a person independent from the International Board and with necessary experience in accounting and finance or a society of chartered auditors. In the case of selecting a society of chartered auditors, the society of chartered auditors shall announce the person responsible for carrying out the audit.

The Auditors shall examine the accounts of all revenue and expenditure of ELSA and the financial management of ELSA, according to the generally accepted auditing standards. The Auditors shall provide a certification as to the reliability of the accounts and the legality and regularity of the underlying transactions. The Auditors shall present their auditing report and certification concerning the final accounts to the Council.

## Statutes and Standing Orders

---

**Article 15 - Standing Orders**

---

The Council will further regulate internal affairs of ELSA, the rights and obligations of the Members towards ELSA and such other affairs that may appear to the Council in its discretion to require further regulation in its Standing Orders. In the event of conflict, these Statutes shall take precedence over the Standing Orders.

---

**Article 16 - Amendments**

---

Any amendment to these Statutes may be made if supported by two-thirds of the votes cast by the Council and provided the proposed amendment was sent out to everybody referred to in Article 9.2 at least 28 days before the opening of the Council Meeting.

Any amendments to the Statutes take effect only when a notarial deed containing the amendments has been executed. Every member of the International Board is entitled to have such a notarial deed signed and executed.

Any amendment to the Standing Orders may be made by the Council Meeting if supported by two-thirds of the votes cast.

---

**Article 17 - Arbitration**

---

Any dispute or difference arising out of or in connection with these Statutes shall be settled by arbitration in accordance with the UNCITRAL Arbitration Rules as may be currently in force.

# Dissolution

## **Article 18 - Dissolution**

---

ELSA may be dissolved by unanimous decision of the Council.

The Council shall upon a decision to dissolve ELSA elect 2 liquidators and shall subsequently decide about the destination of the net assets and property of ELSA, if any.

In order to be valid, a decision by the Council to dissolve ELSA must be preceded by a proposal to that effect on the Council Meeting agenda.

*In order to further clarify and explain the Statutes of ELSA,  
the Members agree to adopt the following Standing Orders.*

## Scope of Association

### **Article 1 - ELSA as a faculty-based association**

---

Local groups of ELSA can only be established in the presence of a law faculty. The term "Law faculty" shall be interpreted as meaning an educational institution offering courses that enable the students enrolled thereto to enter a kind of legal profession. The education shall contain a substantial amount of law thus enabling students to carry out the aims of ELSA

## Members and Observers

### **Article 2 - Application for Membership or Observership**

---

2.1 Any application for Membership or Observership as referred to in Articles 4 and 5 of the Statutes must be submitted to the International Board at least 35 days prior to opening of a Council Meeting.

An application for Observership must include:

- i) the documents referred to in Article 4 of the Statutes;

The written application referred in paragraph. ii of Article 4 of the Statutes must include:

- i) a declaration by means of which the applicant group expresses its commitment to the aims and activities of ELSA and its will to become an Observer ;
- ii) a report stating by whom the state of the organisation that is applying for observership is recognised.

An application for Membership must include:

- i) The documents referred to in Article 5 of the Statutes;

The written application referred in paragraph ii of Article 5 of the Statutes must include:

- a) a declaration in which the applicant group expresses its commitment to the aims and activities of ELSA and its will to become a Member;
- b) a report stating the applicant group's activities during its period as an Observer;

- c) a report on the organisational structure of the Observer that is applying for Membership, including guarantees for continuity ;
  - d) a report stating by whom the state of the organisation that is applying for Membership is recognised.
- 2.2 Observership or Membership is open to organisations established in a state that is recognised as such by a formal act of a United Nations Body and under the same name
- 2.3 The International Board shall recommend to the Council whether to accept or decline an application for Observership or Membership. The International Board shall consider the organisation's statutes compliance with the statutes and standing orders of ELSA and shall present a report regarding this to the Council.

### **Article 3 - Termination & Expulsion**

---

- 3.1 A termination as referred to in Article 6 (ii) of the Statutes shall be effective when the International Board receives either:
- a) written notification, signed by all elected board members, of the decision stating the intention of termination taken in accordance with the member's or observer's Statutes and the Domestic Law of the country in which the group is based;  
Or
  - b) notification of the member's or observer's dissolution, as decided by the National Council of the member or observer in accordance with its Statutes and the domestic law of the country in which the group is based;  
Or
  - c) notification of the member or observer's dissolution, as decided by a supreme domestic decision-making instance whereby the dissolution takes effect according to domestic law.
- 3.2 In order for an expulsion to be valid in accordance with Article 7 of the Statutes, the Member or Observer must be given adequate opportunity to explain its acts and to reply to any allegation made against it.

The International Board must prove to Council that the respective letter of invitation according to the Article 9.2 of the Statutes was sent to the Member or Observer, thereby giving it adequate opportunity.

# The Council

## Article 4 - Council Meeting Host

---

4.1 The International Board is responsible for choosing the date and for the organisation of each Council Meeting. The Council shall however elect a council meeting host responsible for the practical organisation of the Council Meeting.

4.2 Eligible applicants  
Any national or local ELSA group is eligible for applying to host a Council Meeting.

4.3 Application to host a Council Meeting  
A written application to host a Council Meeting shall be handed in to the International Board. The application shall contain name of venue, a draft budget, a draft programme and can be supplemented with other relevant material. The application shall be handed in to the International Board not later than the third day of the council meeting where a vote on the application in question is scheduled to take place.  
No decision can be taken upon the application earlier than eighteen months before the Council Meeting the group has applied to host.

4.4 An election of a council meeting host shall be taken by means of an absolute majority of votes, including abstentions in accordance with Article 9.4 of the Statutes.

4.5 Each Council Meeting host shall sign a contract with the International Board that is agreeable to both parties under the following headings:  
Dates of the Council Meeting  
Venue and logistics  
Financial implications  
Responsibilities of both parties  
Discharge of Council Meeting host.  
This contract shall be signed upon acceptance of application to host a Council Meeting.

4.6 *Force Majeure*  
In case of *force majeure* the International Board has the right to delegate the practical organisation of a Council Meeting to a national group, local group or an organising committee. This decision by the International Board can in such cases overturn a Council decision to delegate the organisation.

The venue stated in the application to host a council meeting can only be changed upon agreement with the International Board in case of *force majeure*.

4.7 Presentation of Council Meeting accounts

Every Council Meeting host shall submit a financial report to the Treasurer of the International Board upon request.

Within six weeks after the Council Meeting, the Council Meeting host shall present a report listing all the income and expenses of the Council Meeting to the International Board and the Members and Observers.

---

#### **Article 5 - Requested Information**

---

5.1 Invitations

The written invitation to the Council Meeting referred to in Article 9.2 of the Statutes shall specify the date, venue, participation fee and any other relevant information concerning the Council Meeting.

5.2 Submitting proposals and other information to the Council

All proposals, activity reports, financial documents and other materials that are to be submitted to Council must be sent to the Secretary General of the International at least 35 days before the opening of the Council Meeting.

5.3 Working materials

The Secretary General of the International Board shall send to all those referred to in Article 9.2 of the Statutes the agenda of the Council Meeting, information about organisations applying for Observership or Membership, all proposals and the activity reports of all International Board members at least 28 days before the opening of the Council Meeting.

5.4 Letters of authorisation

To be allowed to participate in the Council, the delegates representing the Members must be duly authorised to vote in Council on behalf of the Members and must therefore present to the Secretary General of the International Board letters of authorisation duly issued and signed by two (2) board members of their respective national group.

The letters of authorisation shall be accompanied, with a list of local groups that are currently members or observers of the respective national group.

5.5 Number of delegates

Members and Observers have the right to send nine delegates to each Council Meeting. The host of the Council Meeting in agreement with the International Board may increase this number.

---

#### **Article 6 - Council Meeting General Procedure**

---

6.1 Opening of the Council Meeting

The President of the International Board shall open the Council Meeting.

The Secretary General shall announce the Members and Observers represented, and shall announce those Members entitled to vote following due authorisation.

- The President shall announce any guests and Council Guests present.
- 6.3 Election of Council Meeting officers  
After the opening of the Council Meeting the following officers of the Council Meeting must be elected:
- a) Chair
  - b) Vice-chair
  - c) Two (2) to four (4) secretaries
  - d) Two (2) tellers
  - e) A nomination committee consisting of three (3) persons.
- 6.4 Approval of the Council Meeting agenda  
The agenda of the Council Meeting shall be approved by the Council after the opening of the Council Meeting and the election of the Council Meeting officers. It may be amended by the Council upon a seconded proposal.
- 6.5 Proposals not sent to the Secretary General of ELSA International in accordance with Article 5.2 of these Standing Orders will only be allowed to be submitted to Council at the absolute discretion of the Chair of the Council.
- 6.6 Amendments to proposals sent to the Secretary General of ELSA International in accordance with Article 5.2 of these Standing Orders will be allowed to be submitted to Council by the Members and the International Board.
- 6.7 All proposals to Council by those referred to in article 9.3 of the Statutes, submitted in accordance with Article 5.2 of these Standing Orders, shall be presented and voted upon by Council.
- 6.8 A revision of the list of votes shall be taken at the commencement of all sessions and adjournments of the Council Meeting. Should national groups subsequently leave/join the session, they shall inform the Chair of their absence/presence and this shall be recorded in the minutes.
- 6.9 At the commencement of all sessions of the Council Meeting, the Chair shall inform delegates of these procedures and about the possibility for a Member to be represented by proxy according to article 8 of these Standing Orders.

---

#### **Article 7 - Council Meeting Voting Procedure**

---

- 7.1 The voting procedure shall be as following:
- (i) The Chair asks the Council for arguments in favour and against a proposal and any proposed amendments thereto.
  - (ii) If any amendments are proposed, the Chair asks the Council to vote on the amendments.  
The Chair asks for votes in favour, votes against and abstentions. The Chair announces the result of the voting process.

- (iii) The Chair asks the Council to vote on either the original proposal or the amended proposal, depending on whether any amendment was accepted. The Chair asks for votes in favour, the votes against and abstentions. The Chair announces the result of the voting process.
- (iv) If there are two or more proposals on the same issue and neither of them obtains an absolute majority in the first vote, the Chair may ask for a new vote on the two proposals that obtained the most votes.
- (v) The Chair may reverse the voting procedure on non-disputed or procedural votes. The Chair asks for votes against and for abstentions. The Chair announces the result of the voting process.

## 7.2 Secret Voting

Voting in Council shall be carried out by written and secret vote (ballots) whenever there is an election or any one voting delegate requests a secret vote. In all other cases voting in Council shall be carried out by a show of hands.

Whenever secret voting takes place, counting of votes shall be conducted by the Chair and the tellers.

- 7.3 When voting, the Members shall be allowed to split their three (3) votes as referred to in Article 9.5 of the Statutes.

## **Article 8 Rules for Proxies**

---

### 8.1 General rules

- 8.1.1 In order for a Member to be able to authorise another Member to be represented by proxy it has to have fulfilled its financial obligations towards ELSA International, either through agreement or by settling its debts.
- 8.1.2 A proxy vote has to be correctly signed by two (2) board members of the Member giving such a proxy vote, clearly stating the date of signature and the accepting Member, which is appointed as well as the ICM for which the proxy is valid.
- 8.1.3 Only a Member can act as proxy; it will be its delegates who have the right to speak and vote on behalf of the proxy-giver. Delegates are to be understood as the delegates stated in the Letter of Authorisation of the Member acting as proxy.
- 8.1.4 A delegation can only hold the votes of one (1) other Member in addition to its own.
- 8.1.5 A Letter of Authorisation cannot be used as proxy.

### 8.2 Submission

- 8.2.1 A proxy vote has to be addressed directly to the Secretary General of ELSA International.

- 8.2.2 A proxy vote can only be used in Council after it has been received and the Secretary General of ELSA International has confirmed its receipt.
- 8.2.3 When submitting a proxy vote by fax or letter the proxy vote shall state the phone number to be used to confirm its receipt. The Secretary General has to confirm receipt of the proxy vote as soon as it reaches him or her.
- 8.2.4 A proxy vote can be submitted by fax, letter, e-mail with a scanned document attached or handed in directly.
- 8.2.5 A proxy vote can be withdrawn at any time following the same procedure as for submission.
- 8.3 Proof in Case of Doubt  
In case of doubt of the authority of the signatories of the proxy vote, the International Board shall request proof from signatories of the proxy vote that they have been duly elected to the National Board of the relevant Member.
- 8.4 Relations between the Proxy and the Represented Group
- 8.4.1 The Member acting as proxy must follow any instructions, oral or written, given by the Member represented by proxy. For this reason the proxy vote should explicitly state the content and instructions given to the proxy.
- 8.4.2 The voting of the Member acting as proxy is valid, independently whether the instructions were followed or not.
- 8.4.3 Any misuse of a proxy vote shall remain a matter between the Member acting as proxy and the Member represented by proxy.
- 8.4.4 If a delegate is temporarily unable to vote, his vote may be used by a fellow delegate.

---

## **Article 9 - The Council Meeting Officers**

- 9.1 The Role of the Council Meeting Officers
- (i) The role of the Chair of the Council Meeting is to ensure that the Council Meeting agenda is respected and adhered to, to supervise and assist the other Council Meeting officers, to invite persons to address the Council, to decide when to put proposals to a vote, to supervise the voting process, to announce the result of the voting process, to supervise the election process, to bring the meeting to order and to resolve any question concerning the procedure of the Council Meeting.
- (ii) The role of the Vice-chair is to assist the Chair and stand in for the Chair in the event of his absence.

- (iii) The role of the Secretaries of the Council Meeting is to take the minutes of the meeting. The secretaries are responsible to the Secretary General of the International Board.
- (iv) The role of each Teller is to count the votes, compare the results of the counting process and inform the Chair of the result. Tellers may not be voting delegates.
- (v) The role of the nomination committee is to receive nominations for the elections and to announce the nominations to the Council.

#### 9.2 Dismissal of Council Meeting Officers

A Council Meeting officer may be dismissed by the Council upon a seconded proposal by a majority of two-thirds of the votes cast if the officer does not satisfactorily perform his/her tasks. Abstentions shall be included in the number of votes cast.

### **Article 10 - Decision Book and Minutes**

---

#### 10.1 The coming into force of Council decisions

Council decisions come into force when the updated decision book has been made available to the network, unless the Council decides otherwise.

#### 10.2 Decision Book

The decision book is an official record of all decisions currently in force taken by the Council. When taking new decisions Council must state which decisions are put out of force or amended. The updated decision book shall be made available to the network no later than 60 days after the council meeting.

#### 10.3 The minutes

The minutes of the Council Meeting shall be drawn up by the Secretary General of the International Board from the draft minutes prepared by the Secretaries of the Council. The minutes shall be sent out to all those mentioned in Article 9.2 of the Statutes no later than 6 weeks from the end of the Council Meeting.

The minutes shall be approved, with amendments if necessary, by the next Council Meeting and then be signed by the Secretary General of the International Board.

The minutes are not to be regarded as an incontrovertible record of Council Meeting decisions until they are signed by the Secretary General.

The following shall be included in the minutes:

- a) All proposals submitted to Council and amendments thereto, together with the results of the voting process;
- b) The Auditors' report;
- c) Budget,

- d) A list of the nominations received, together with the results of the voting process;
- e) Any other relevant documents the Secretary General of the International Board judges necessary to include in the minutes.

---

**Article 11 - Council Guests**

---

- 11.1 The Council at each Council Meeting shall elect a maximum of three individuals as Council Guests for the next Council Meeting.
- 11.2 The International Board may invite guests to attend Council Meetings.

# The International Board

---

**Article 12 - Elections**

---

- 12.1 To be eligible for a post on the International Board, a person must be nominated by a Member and seconded by another Member. The nomination must specify who is nominated for which post and contain the names and signatures of the nominator, the seconder and the nominee.
- 12.2 To be taken into account at the elections, nominations must be received by the nominations committee before midnight on the second day of the Council Meeting. The time when the nomination was received shall be recorded on the nomination sheet. If there is no candidate for one or more posts on the International Board, the Council can with a two-thirds majority reopen the nomination for these posts.
- 12.3 The nominee must prepare a personal presentation in writing and distribute this to the Members before midnight on the day before the final Plenary session. This presentation must include a personal curriculum vitæ, an ELSA curriculum vitæ and a programme of action.
- 12.4 The elections start with the reading out of all nominations received in accordance with this Article of these Standing Orders by the nomination committee.

Each candidate for a post on the International Board shall be given five (5) minutes for a short presentation to the Council. After each presentation, the Council shall be given ten (10) minutes to question the candidate. Candidates standing for the same board position must leave the meeting room during the presentation and hearing of their fellow candidates. During the presentation and hearing, no person shall leave the meeting room.

- After the presentation and hearing of all candidates, the delegates shall be given considerable time to discuss how to vote.
- 12.5 A person will be elected to the International Board if he/she obtains an absolute majority of the votes cast.
- If after the first election for a post on the International Board no person obtains an absolute majority of the votes cast, another election shall be held for which only the two candidates who obtained the most votes in the first election shall be eligible.
- If, in the second election, no person obtains an absolute majority of the votes cast, a third election shall be held in which abstentions shall not be included in the number of the votes cast.
- If, at the first election there was only one candidate for the post, new candidates can be nominated for election.
- 12.6 If a post on the International Board remains vacant after regular elections, the other newly elected International Board members will be jointly responsible for the activities of the vacant International Board post until the next Council Meeting when an election to fill in the vacant post must take place. Such election will last until the end of the term.

---

**Article 13 - Role of the Board Members**

---

- 13.1 The President  
The President is in charge of the overall co-ordination of ELSA work, execution of expansion, planning and direction of the work of the Council and the International Board.
- 13.2 The Secretary General  
The Secretary General is responsible for directing, organising and maintaining the internal structure of the Association, and shall consequently be responsible for ensuring that decisions to this effect are implemented and respected by all ELSA groups. The Secretary General shall also be responsible for identifying any non-observance in this field, and shall make all necessary resources available so as to correct any inconsistency.
- 13.3 Treasurer  
The Treasurer is in charge of the financial management of ELSA being responsible among other things for the accounting, property, and payments pursuant to Article 13 of the Statutes and Article 19 of the Standing Orders and for the arrangement of internal financial control.

The Treasurer is responsible for billing and collecting the annual membership fees together with any special fees, levies or other amounts due to ELSA from the Members, Observers or any third parties.

The Treasurer shall present interim accounts and the final accounts to the Council according to Article 19 of the Standing Orders.

13.4 The Vice Presidents

The Vice Presidents are responsible for the overall planning, co-ordination and supervision of their respective field of activity; they are responsible for the stimulation and execution of the specific programmes and projects that the Council initiates within their respective field of activity.

---

**Article 14 -Representation**

---

ELSA is represented by the members of the International Board jointly and severally. Furthermore the President of the International Board can appear on behalf of ELSA on any deed.

The International Board or the President of the International Board can authorise one or more persons to represent ELSA by means of a limited or unlimited power of attorney.

The International Board may appoint any person to carry out a specific task under its responsibility. The International Board shall be accountable to the Council for the activities of this person.

---

**Article 15 -Quorum and Decisions**

---

Each member of the International Board is to have one vote within the International Board.

The International Board is only fully competent when at least four members are present after the entire Board has been duly summoned.

Decisions will be implemented by means of a simple majority. If a simple majority is not reached, a second vote will take place. If the draw persists, the President's vote will prevail.

---

**Article 16 - Resignation or termination of office**

---

If an International Board member resigns before or during his or her period of office, the International Board will be collectively responsible for the activities of the vacant International Board post and may immediately collectively appoint an interim replacement to hold office until the next Council Meeting when an election must take place. The afore-mentioned interim replacement will not become a member of the International Board.

If an international Board member resigns during a Council Meeting, an election to fill the vacant post must take place at that same Council Meeting.

# The International Presidents' Meeting

## **Article 17 - Role and Procedure of the International Presidents' Meeting**

---

### 17.1 Right to attend

The members of the International Board, their Directors and Secretaries are permitted to attend the Presidents' Meeting and shall enjoy the right to address the Meeting.

### 17.2 Right to Submit Proposals

Any proposal by the Presidents' Meeting to be submitted to the Council must be sent to the Secretary General of ELSA International in accordance with Article 5.2 of the Standing Orders of ELSA.

Any proposal submitted by the Presidents' Meeting to the Council shall detail the number of the votes in favour, against or abstentions.

### 17.3 Venue

During each President's Meeting, the venue of the following Presidents' Meeting shall be chosen.

The presidents of the national groups or their representatives may gather at the council meeting in order to change the venue of the Presidents' Meeting.

In the event of force majeure following the Council Meeting, the International Board shall reserve the right to change the venue of the Presidents' Meeting.

### 17.4 Presidents' Meeting Host

The Presidents' Meeting host group will be responsible for providing all participants with accommodation and a social programme.

Wherever possible, the host group in co-ordination with the International Board shall provide training for the participants.

## Finance

## **Article 18 - Responsibility of the Members and Observers**

---

18.1 The Members and Observers may organise their finance independently and are not in any respect responsible to, or under the supervision of, the Treasurer of

the International Board other than as provided for in the Statutes and these Standing Orders and the Decision Book.

- 18.2 Special fees  
Members and Observers that participate, or whose individual members participate, in any of the activities of ELSA and for which a special fee is payable (as determined by the Council) or for which other moneys are due, are obliged to pay such fees to ELSA.
- 18.3 Payment of the membership fee  
The annual membership fee must be paid before the 31st of July of the year preceding the year for which the membership fee is due.
- 18.4 Delaying and waiving amounts due  
The International Board may agree to delay receiving payment of any fees or other amounts due under Article 13 of the Statutes or agree to receive payment other than in cash, in which case the value of the non-cash payment must be at least equal to the amount of cash that would have been received.

The Council may agree to waive or reduce any amounts due by member or observer groups under Articles 13 of the Statutes.

---

#### **Article 19 - Budget and Audit**

---

- 19.1 The Council decides on the budget of the next following financial year submitted by the Treasurer of ELSA International during the Spring Council Meeting.
- 19.2 The Auditors shall be elected according to the electoral procedure of the International Board, but will not be required to provide a programme of action.
- 19.3 All funds raised for the benefit of, or payable to, ELSA shall be paid into the ELSA International account and be properly and accurately accounted for by the Treasurer of the International Board.

---

#### **Article 20 - Liquidation**

---

The liquidators shall make an account of all assets, property, debtors and creditors of ELSA, claim outstanding debts and pay debts due. They shall thereafter divide the net assets and property, if any, equally between ELSA's Members unless the Council decides otherwise.