



The European Law Students' Association

Statutes and Standing Orders

In force after the 71st International Council Meeting of ELSA, held in Prague
26th of March – 2nd of April 2017

Observation: These Statutes and Standing Orders only consist of the revised Standing Orders from the International Council Meeting in Prague 2017 and not the revised Statutes from the International Council Meeting in Porto 2016.

Authenticated by

A handwritten signature in black ink, appearing to read 'Mads Lorentzen'.

Mads Lorentzen
Secretary General
ELSA International
Brussels, 1st of June 2017

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”.

Article 2 – Official Seat

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

Article 3 - Aims and Activities

3.1 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.

3.2 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.

3.3 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 4 – Organisation

To achieve the said aims and activities ELSA and its related organisations (hereinafter also: “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 5 – Observers

5.1 A national organisation from any European State 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 State 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
- (iv) the application for Observership is approved by Council with a two thirds majority.

5.2 A European State shall be defined by its geographical location. Since the Eastern border of Europe is unclear the divisions between Asia and Europe occur at the Ural Mountains, Ural River and Caspian Sea in the east, the Caucasus Mountains and the Black Sea with its outlets, Bosphorus and Dardanells in the south. Armenia, Azerbaijan, Georgia, Kazakhstan, Russia and Turkey are considered part of both Europe and Asia.

Article 6 – Members

6.1 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 second Council Meeting immediately following the Council Meeting where the status of Observership was attained; and
- (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 the Council with a two thirds majority.

6.2 In accordance with Article 2.2 of the Standing Orders, a direct Membership application can be put to vote to the Council by an active Local Group or a group of active Local Groups that wishes to apply as a National Group when its geographic location is no longer considered part of a State that was previously considered as such but is still situated in a European State as defined in Article 5.2 of the Statutes.

The applicant shall follow the procedures stated on Article 6.1 (ii), (iii) and (iv) of the Statutes.

Article 7 - Demotion

Membership can be demoted to Observership with a two third majority vote by the Council if that Member has either:

- (i) not paid any of the fees or amounts due to ELSA for two consecutive Council Meetings; or
- (ii) ceased to support the aims and core activities of ELSA.

Article 8 – 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 9 of these Statutes.

Article 9 – 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 four consecutive Council Meetings; or
- (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 10 – Organs

The principal organs of ELSA are:
The Council
The International Board.

Article 11 – Council

11.1 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 4 in these Statutes.

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.

11.2 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 twenty-eight days before the opening of the Council Meeting in question.

11.3 Right to make proposals

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

The International Board

Members

The Presidents' Meeting

11.4 Quorum and validity of decisions

The Council in Plenary session is only fully competent when it has been summoned in accordance with Article 11.2 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.

11.5 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 either has not fully fulfilled its financial obligations towards ELSA or has not submitted the State of the Network Inquiry to ELSA International.

In case of any disagreement on the fulfilments of the obligations specified above, between a member and ELSA International, the member has the right to address the Chair of the Council Meeting. If the Chair has not yet been elected, the member instead has the right to address the President of ELSA International. ELSA International is then obliged to state the reasons why the obligations are not considered fulfilled. If the member does not accept the statement given by ELSA International, the member has the right to address the Council with its own statement on the reasons why the obligations should instead be considered fulfilled.

The respective statements shall be followed by a call for votes from the Council. The call for votes is made by the Chair or the President of ELSA International. The call for votes is to determine whether the obligations of the member are to be considered fulfilled or not. All members having fulfilled the requirements according to article 5.4 of the Standing Orders shall have the right to vote upon this matter.

If a simple majority of the members decides that the obligations are to be considered fulfilled, ELSA International shall not, according to this article, suspend the voting rights of the member.

This right of appeal can only be claimed once for each member during the Council Meeting.

Article 12 – The International Board

12.1 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 Moot Court Competitions, the Vice President in charge of Seminars and Conferences, and the Vice President in charge of the Student Trainee Exchange Programme.

In order to be legally representative at least four of the International Board positions has to be occupied.

12.2 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.

12.3 Composition

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

12.4 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.

The International Presidents' Meeting

Article 13 – Presidents' Meeting

13.1 Role of the Presidents' Meeting

The Presidents' Meeting is a horizontal meeting of the Presidents of the Members and Observers which meets on a bi-annual basis, once in winter, once in summer.

The aims of the Presidents' Meeting are to exchange experience, information and ideas existing in the National Groups, to learn from other National Groups, to contribute to the implementation of the Council Meeting decisions and to prepare for the Council Meeting.

13.2 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. 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.

13.3 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.

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.

13.4 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.

Finance

Article 14 – Source of Funding

14.1 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.

14.2 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 15 – Accounts

The financial year of ELSA is from the first day of August until the thirty-first day 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 16 – 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 17 – 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 18 – Amendments

18.1 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 11.2 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.

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

Article 19 – 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 20 – Dissolution

ELSA may be dissolved by unanimous decision of the Council.

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.

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

Scope of the Association

Article 1 – ELSA as a faculty-based association

Local Groups of ELSA can only be established in the presence of one or more law faculties. 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-related content thus enabling students to carry out the aims of ELSA.

Article 2 – Main Fields of Activity

ELSA’s main fields of activity shall be:

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

Members and Observers

Article 3 – Application

3.1 Submission

Any application for observership, membership or direct membership must be submitted to the International Board at least 35 days prior to the opening of the regular International Council Meeting where a decision on the application will be made.

3.2 Reminder

The International Board shall send a reminder to all Observers at least 50 days prior to the opening of the regular International Council Meeting where each Observer has the possibility to apply for a membership.

3.3 State Eligibility

Observership, membership or direct membership is open to organisations established in a State that is recognised as a member or observer of the United Nations and under the same name.

3.4 Application for Observership

An application for observership can be submitted, provided that there is no existing Member or Observer in the State of the national organisation applying, and shall include:

- a. the statutes and standing orders of the applicant which shall be compatible with those of ELSA,
- b. a declaration in which the applicant expresses its commitment to the aims and activities of ELSA and its will to become an Observer of ELSA, and
- c. a report stating by whom the status of the applicant is recognised,
- d. a document containing an official confirmation or explanation that the applicant has attained legal personality within the State it operates.

3.5 Application for Membership

An application for membership can be submitted by an Observer no earlier than at the second regular International Council Meeting immediately following the regular International Council Meeting where the status of observership was attained, and shall include:

- a. the statutes and standing orders of the applicant which shall be compatible with those of ELSA,
- b. a declaration in which the applicant expresses its commitment to the aims and activities of ELSA and its will to become a Member of ELSA,
- c. a report stating by whom the status of the applicant is recognised,
- d. a document containing an official confirmation or explanation that the applicant has attained legal personality within the State it operates,
- e. a list of income and expenses related to its current financial year and a fundraising plan regarding fulfilment of future financial obligations towards ELSA,
- f. a report stating the organisational structure of the applicant, including guarantees for continuity, and
- g. a report stating the applicant's activities during its period as an Observer.

3.6 Application for Direct Membership

An application for direct membership shall include:

- a. the statutes and standing orders of the applicant which shall be compatible with those of ELSA,
- b. a declaration in which the applicant expresses its commitment to the aims and activities of ELSA and its will to become a Member of ELSA,
- c. a report stating by whom the status of the applicant is recognised,
- d. a document containing an official confirmation or explanation that the applicant has attained legal personality within the State it operates,
- e. a list of income and expenses related to its current financial year and a fundraising plan regarding fulfilment of future financial obligations towards ELSA,
- f. a report stating the organisational structure of the applicant, including guarantees for continuity, and
- g. a report stating the applicant's activities during its period as an active Local Group of ELSA or as a group of active Local Groups of ELSA.

3.7 Recommendation by the International Board

The International Board shall justifiably recommend to the International Council whether to accept or decline an application for observership, membership or direct membership. The International Board shall consider the compliance of the applicant's statutes and standing orders with the Statutes and Standing Orders of ELSA.

The International Council

Article 4 – Organisation

4.1 Dates

The International Council Meeting shall begin on a Sunday and end on the following Sunday. The spring International Council Meeting shall start no earlier than the third Sunday of March and shall finish no later than the last Sunday of April. The autumn International Council Meeting shall start no earlier than the second Sunday of October and shall finish no later than the third Sunday of November. The International Board, in cooperation with the elected host, is responsible for choosing the specific dates and for organising the International Council Meeting.

4.2 Host Eligibility

- a. Any Member of ELSA or any member Local Group of a Member of ELSA is eligible to apply to host an International Council Meeting.
- b. All applications from Local Groups shall be submitted to the International Council by their respective National Group.
- c. Local Groups may only apply on their own behalf if:
 - i. There is no National Group in their country
 - ii. Their National Group has persistently refused to offer their administrative support to the Local Group, proven to the satisfaction of the International Council.

4.3 Election of the Host

The International Council shall elect a host for the International Council Meeting responsible for the practical organisation. The International Board shall justifiably recommend to the International Council whether to accept or decline an application for the International Council Meeting Host. The election of an International Council Meeting host shall be taken by means of an absolute majority of votes of the Member National ELSA Groups represented and able to vote. No decision can be taken upon the application earlier than 20 months before the International Council Meeting the ELSA group has applied to host. If there is no host elected by the International Council two International Council Meetings prior to the respective International Council Meeting, the International Board shall issue a call for hosts via the mailing lists. After examining the applications received, the International Board shall appoint a host.

4.4 Call

The International Board is responsible for announcing the call for the upcoming International Council Meeting hosts. This call shall be made 60 days before the opening of the International Council Meeting where the elections will take place. A decision for the host will be made, along with the annexed agreement drafted by the International Board as a binding offer to be signed by any applicant before the International Council votes upon the host and to come in force towards only the elected host.

4.5 Hosting Agreement

This hosting agreement shall include the terms to be agreed upon and ask for information to be filled in by the applicant regarding, but not limited to:

- the dates of the International Council Meeting to be hosted,
- the venue and logistics,

- the financial implications,
- the responsibilities of both parties, namely of the International Board and the host,
- the discharge of the host.

4.6 Negotiability

The signed hosting agreement is negotiable between the parties prior to the opening of the International Council Meeting which the host organises.

4.7 Application

The application to host an International Council Meeting shall be sent to the International Board no later than 28 days before the opening of the International Council Meeting where a vote on the application in question is scheduled to take place. It shall include:

- a. the signed hosting agreement,
- b. a draft budget,
- c. a draft programme,
- d. information about the logistics,
- e. any other relevant materials.

4.8 Force Majeure

In case of force majeure, the International Board has the right to delegate the practical organisation of an International Council Meeting to a Member of ELSA or to a member Local Group of a Member of ELSA or to an organising committee. This decision by the International Board can, in such cases, overturn a decision made by the International Council to delegate the organisation. The venue stated in the hosting agreement of an International Council Meeting can only be changed upon agreement with the International Board in case of force majeure.

4.9 Financial Control

Every International Council Meeting host shall submit a financial report to the International Board upon request. Within six weeks after the official last day of the International Council Meeting, the respective host shall present a report listing all the income and expenses of the meeting to the International Board and, upon their request, to the Members and Observers of ELSA.

Article 5 – Preparations

5.1 Invitations

The invitations to an International Council Meeting shall specify the date, venue, participation fee and any other relevant information concerning the meeting.

5.2 Requested Materials

Proposals for amendments to the Statutes are to be submitted at least 35 days before the opening of the International Council Meeting. All proposals and any other materials that are to be submitted to the International Council must be sent to the Secretary General of the International Board at least 28 days before the opening of the International Council Meeting. The right to submit proposals of any kind to the International Council is reserved to the International Board and each of the Members of ELSA.

5.3 Working Materials

The received proposals for amendments to the Statutes are to be made available to the Network at least 28 days before the opening of the International Council Meeting. They shall be made available in one collective document.

The collective Working Materials, including all the received proposals, observership-, membership- and direct membership applications and the Activity Reports of all members of the International Board, are to be made available to the Network at least 21 days before the opening of the International Council Meeting.

5.4 Number of Delegates

The following rules shall apply in regards to the number of delegates:

- a. The Members and Observers of ELSA have the right to send nine delegates to each International Council Meeting. The host of the International Council Meeting in agreement with the International Board may increase this number.
- b. ELSA International has the right to send eight additional delegates, exceeding the International Board, to each International Council Meeting. The host of the International Council Meeting may increase this number in agreement with the International Board.
- c. The delegates of a Member or Observer of ELSA can only be Members from the respective National Group or its Local Groups. Should a Member or Observer not act accordingly, it will be at the International Board's discretion to sanction by decreasing the respective National Groups spots to seven spots regardless of additional spots for the next International Council Meeting.
- d. The Organising Committee shall distribute all the remaining spots equally between the National Groups applications for extra spots.
- e. The International Board or the respective National Board of the person applying to be part of the delegation shall approve him/her as a delegate and shall bear the financial responsibilities for him/her.

5.5 Letters of Authorisation

In order to be allowed to participate in the sessions of the International Council:

- a. the delegates of the Members of ELSA must be duly authorised to represent their National Groups and vote in the International Council on behalf of them, and must therefore present to the Secretary General of the International Board letters of authorisation duly issued and signed by two members of the respective National Board, and accompanied with a list of Local Groups that are currently members or observers of the respective National Group, while
- b. the delegates of the Observers of ELSA must be duly authorised to represent their National Groups in the International Council and must therefore present to the Secretary General of the International Board letters of authorisation duly issued and signed by two members of the respective National Board, and accompanied with a list of Local Groups that are currently members or observers of the respective National Group.

5.6 Proxies

The following rules shall apply in regards to proxies:

- a. In order for a Member to be able to authorise another Member to represent it by proxy and vote on behalf of it, it has to have fulfilled its financial obligations towards ELSA, either through an agreement or by settling its debts, and to have filled in the State of the Network Inquiry sent prior to the respective International Council Meeting.

- b. A proxy has to be correctly signed by two board members of the Member giving such a proxy vote, clearly stating the date of signature and the accepting Member as well as the International Council Meeting for which the proxy is valid.
- c. Only a Member can act as proxy; its delegates shall have the right to speak and vote on behalf of the proxy giver. Delegates of the latter are to be understood as the delegates stated in the letter of authorisation of the Member acting as a proxy. A Member can only hold the votes for only one other Member in addition to its own. A letter of authorisation cannot be used as a proxy.
- d. A proxy vote has to be addressed directly to the Secretary General of the International Board and can be used in the International Council Meeting only after it is received and the Secretary General of the International Board confirms its receipt.
- e. A proxy vote can be handed in directly or submitted by letter or email with a scanned document attached. If the proxy vote is submitted by letter, it shall state the phone number to be used to confirm its receipt. The Secretary General of the International Board has to confirm receipt of it as soon as it reaches him/her.
- f. A proxy vote can be withdrawn at any time following the same procedure as for submission.
- g. In case of doubt of the authority of the signatories of the proxy vote, the International Board shall request proof from them that they have been duly elected to the National Board of the respective Member.
- h. The Member acting as a proxy must follow any instructions, oral or written, given by the Member represented by proxy. The voting of the Member acting as a proxy is valid, regardless of whether the instructions were followed or not. Any misuse of a proxy vote shall remain a matter between the proxy and the proxy giver.

Article 6 – General Procedure

6.1 Opening and Closing

The President of the International Board shall open and close the International Council Meeting. The President announces the International Council Guests and any other guests present in the opening plenary session.

6.2 List of Votes

After the opening of the International Council Meeting and at the beginning of every plenary session, the Secretary General of the International Board shall announce the Members and Observers present or represented by proxy, and shall announce those Members duly authorised and, therefore, entitled to vote. Should any National Group subsequently join or leave the session, it shall inform the Chair of its presence or absence respectively and this shall be recorded in the minutes.

6.3 Right to Appeal

The following rules shall apply in regards to the right to appeal of a Member:

- a. In case of any disagreement on the fulfilments of the obligations regarding the voting rights between a Member and the International Board, the Member has the right to address the Chair of the International Council Meeting. If the Chair has not yet been elected, the Member has instead the right to address the President of the International Board.
- b. The International Board is then obliged to state the reasons why the obligations are not considered fulfilled. If the Member does not accept the statement given by the International Board, it has the right to address the International Council with its own statement on the reasons why the obligations should instead be considered fulfilled.

- c. The statements by the International Board or the Member shall be followed by a call for votes cast by the International Council. The call for votes is made by the Chair of the International Council Meeting or the President of the International Board if the Chair has not yet been elected. The call for votes is to determine whether the obligations of the Member are to be considered fulfilled or not. All Members having undoubtedly fulfilled the requirements shall have the right to vote upon this matter.
- d. If a simple majority of the Members decides that the obligations are to be considered fulfilled, the International Board shall not suspend the Member in question.
- e. This right of appeal can only be claimed once by each Member per International Council Meeting.

6.4 Election and Role of the International Council Meeting Officers

After the announcement of the first list of votes, the following officers of the International Council Meeting must be elected:

- a Chair, who shall ensure that the agenda of the International Council Meeting is respected and adhered to, supervise and assist the other International Council Meeting officers, invite people to address the International Council, decide when to put proposals to a vote, supervise the voting process, announce the results of the voting process, supervise the election process, bring the meeting to order and resolve any questions concerning the procedures of the International Council Meeting;
- a Vice Chair, who shall assist and stand in for the Chair in the event of his or her absence;
- two to four Secretaries, who shall keep the minutes of the meeting and shall be responsible to the Secretary General of the International Board;
- two to six Tellers, who shall count the votes, compare the results of the counting process and inform the Chair about the result; the Tellers may not be voting delegates;
- a Nominations Committee, consisted of three members who shall receive nominations for the elections and announce them to the International Council.

6.5 Dismissal of the International Council Meeting Officers

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

6.6 Approval of the agenda

The agenda of the International Council Meeting shall be approved by the International Council after the election of the International Council Meeting officers. It may be amended by the International Board or the International Council upon a seconded proposal at any point.

6.7 Proposals

The following rules shall apply in regards to the proposals submitted to the International Council:

- a. All proposals duly submitted to the International Council shall be presented to and be voted upon by the International Council unless withdrawn by the proposing party/parties.
- b. Proposals not duly sent to the Secretary General of the International Board are allowed to be submitted to the International Council only at the absolute discretion of the Chair or, if requested, by four fifths of the present Members. This excludes proposals to amend the Statutes. Such proposals can only be made or amended if a unanimous decision by all Members approve it.

- c. Amendments to proposals are allowed to be submitted to the International Council by the International Board or the Members.

Article 7 – Voting Procedure

7.1 General Voting Rules

The voting procedure shall be held as follows:

- a. The Chair asks the International Council for arguments in favour and against a proposal and any proposed amendments thereto.
- b. If any amendments are proposed, the Chair asks the International Council to vote on the amendments, unless the proposing parties of the original proposal accept the amendment to their proposal. With that, the proposal is immediately modified and a separate voting on the amendment is not needed. In case the proposing parties do not accept the amendment, the Chair asks for votes in favour, votes against and abstentions. The Chair announces the result of the voting process.
- c. The Chair asks the International Council to vote on either the original proposal or the amended proposal, depending on whether any amendment has been accepted. The Chair asks for votes in favour, votes against and abstentions. The Chair announces the result of the voting process.
- d. 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 one or two proposals respectively that has/have obtained the most votes.
- e. 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.
- f. All votings shall be carried out by a show of hands, apart from the ones for which a secret voting takes place.
- g. When voting, the Members shall be allowed to split their three votes.

7.2 Secret Voting Rules

The votings shall be carried out by a written and secret vote with ballot sheets, when they are related to:

- a. the election of the International Board, the Internal Auditors and Internal Vice Auditor, and the International Council Guests,
- b. the election of the hosts for an International Council Meeting,
- c. any applications for observership, membership and direct membership,
- d. the demotion and expulsion of a Member or Observer of ELSA,
- e. the relief of responsibility of the International Board, and
- f. any other case for which a Member asks a secret voting to take place.

7.3 Ballot Sheets

Any secret voting shall be done using official ballot sheets signed and handed out only by the International Board. The following rules regarding ballot sheets shall apply in such cases:

- a. The International Board shall hand out one ballot sheet per vote.
- b. If several different votings/elections are printed on the same sheet of paper, they must still be seen as separate ballot sheets.
- c. The counting of the votes shall be conducted publicly by the Tellers.

- d. Only one delegate per each National Group is allowed to be present in the room during the counting of the votes. The delegates allowed to observe the counting of the votes have to stay in silence and must not disturb the counting procedure.
- e. The Chair shall present the ballot sheets themselves to the Tellers, who shall count the votes cast in the following way, and write each of the results in two copies;
 - i. the number of invalid ballot sheets,
 - ii. the sum of all votes in favour,
 - iii. the sum of all votes against, and
 - iv. the sum of all abstentions.
- f. A ballot sheet is invalid if:
 - i. it is not signed or handed out by the International Board,
 - ii. it contains insulting remarks,
 - iii. it is not filled out by handwriting, or
 - iv. it is unclear which alternative is voted for.
- g. Invalid ballot sheets are deducted from the total amount of votes used to determine the majority.
- h. The Tellers shall forward one copy of the results to the Chair, who announces the result to the International Council.

7.4 Procedure for Excessive Number of Candidates

In case several spots of equal position are contested and the number of candidates exceeds the number of available spots, the following rules shall apply for the elections:

- a. Each Member can vote in favour of up to such a number of candidates equal to the number of available spots.
- b. In order to make sure that the rule of the previous clause is correctly followed, the Chair, along with the Vice Chair and the International Board for votings carried out by a show of hands, or, along with the Tellers for votings carried out secretly with ballot sheets, shall check how many votes are cast in favour per Member per position; the sum of the votes in favour shall not surpass the number of available spots.
- c. The voting procedure shall be repeated in case the rule of clause 7.4.a is not correctly followed. In case the voting is carried out secretly with ballot sheets and the rule of the previous clause is not correctly followed, then the ballot sheet is considered invalid and there shall be no repetition of the voting procedure.
- d. If, after this first correct round of voting, no available spot is covered or if only some of the available spots are covered, the candidates qualifying to a second voting shall be the ones that have received the highest number of votes in favour and their number shall be equal to the one of remaining available spots.
- e. The second round of voting shall take place according to the same procedure as the first one.
- f. If, after this second correct round of voting, at least the required minimum number of available spots is covered, the Chair shall either:
 - i. ask for the nomination of new candidates and proceed to the voting on only the new ones, or
 - ii. postpone the election of the rest of the spots for the next plenary session, if any.
- g. If, after this second correct round of voting, the required minimum number of available spots is not covered, the Chair shall ask for the nomination of new candidates and proceed to the voting on only the new ones, following the aforementioned procedure of this article.
- h. The procedure of this article shall continue to take place until at least the required minimum number of available spots is covered after a second correct voting and the Chair postpones the election of the remaining available spots for the next plenary session, if any.

Article 8 – Guests

8.1 International Council Guests

At each International Council Meeting, the International Council can elect a maximum of three individuals as International Council Guests for the next International Council Meeting.

8.2 Other Guests

The International Board may invite guests to attend the International Council Meetings.

The International Board

Article 9 – Composition

9.1 General Rules

The following rules shall apply in regards to the composition of the International Board:

- a. The International Board consists of eight positions, namely:
 - the President,
 - the Secretary General,
 - the Treasurer,
 - the Vice President in charge of Marketing,
 - the Vice President in charge of Academic Activities,
 - the Vice President in charge of ELSA Moot Court Competitions,
 - the Vice President in charge of Seminars and Conferences, and
 - the Vice President in charge of the Student Trainee Exchange Programme.
- b. The members of the International Board and their deputy officers shall not hold any other elected or appointed position in the ELSA Network while in office, unless holding such a position is explicitly required by the Statutes, these Standing Orders or the Decision Book of ELSA in connection to the role as member of the International Board or position held.
- c. There may not be more than two people with a substantial connection to the same Member in the International Board regardless of their status as elected board members or deputy officers.

9.2 Tasks and Responsibilities

- a. **President**

The President is in charge of the overall coordination of the ELSA work, execution of expansion, direction of the work and communication within the International Board, planning and execution of external relations. The President represents the association towards externals and is responsible for the communication with them.
- b. **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 Groups of ELSA. 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. The Secretary General is also in charge of directing the work of the International Council.

c. Treasurer

The Treasurer of ELSA is in charge of the financial management of ELSA, and is responsible for the financial planning, management of ELSA's assets, accounting, the arrangement of financial control, billing and collecting the annual membership fees together with any other amounts due to ELSA from the Members, Observers or third parties, presenting the interim and final accounts to the International Council, and other tasks related to ELSA's finances.

d. Vice Presidents

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

9.3 Rules for Vacancies

The following rules shall apply in case there is one or more vacant positions in the International Board:

- a. The other members of the International Board in question are jointly responsible for the activities of the vacant position.
- b. Whenever there is a vacant position in the International Board prior to an International Council Meeting, elections for the vacant position must take place during that International Council Meeting.
- c. If a member of the International Board resigns during an International Council Meeting, an election to fill the vacant position must take place at that same International Council Meeting.
- d. The International Board may appoint a deputy officer to hold a vacant board position until the elections for that position take place or the term of the International Board in question expires. The deputy officer shall be referred to by the name of the vacant board position prefixed by the word "Deputy".
- e. The appointment procedure of a deputy officer is in the discretion of the International Board. The deputy officer will not become a member of the International Board.
- f. A candidate refused by the International Council for a position in the International Board shall not be appointed as a deputy officer for that respective position in the same term of office.

Article 10 – Internal Function and Representation

10.1 Quorum

The International Board is fully competent only when at least half of the members – rounded up to the nearest natural number – are present after the entire International Board has been duly summoned.

10.2 Voting Rights

Each member of the International Board shall have one vote within the International Board.

10.3 Validity of Decisions

Decisions will be made by means of a simple majority. If a draw occurs a second vote will take place. If, after the second vote, the draw still persists, the President's vote will prevail.

10.4 Representation

The following rules shall apply in regards to representation:

- a. ELSA is represented by the members of the International Board jointly and separately. Furthermore, the President of the International Board can appear on behalf of ELSA on any deed.
- b. The International Board or the President of the International Board can authorise one or more people to represent ELSA by means of a limited or unlimited power of attorney.
- c. The International Board may appoint any person to assist in its work and carry out a specific task under its responsibility and related to the association. The International Board shall be accountable to the International Council for the actions of this person.

Article 11 – Nominations and Elections

11.1 Nominations

The following rules shall apply in regards to the nominations for the election of the International Board:

- a. To be eligible for a post in the International Board, a person must be nominated by a Member and seconded by another Member.
- b. The nomination must specify who is nominated and for which post, and contain the names and signatures of the nominator, the seconder and the nominee.
- c. To be taken into account for the elections, nominations must be received by the Nominations Committee before midnight on the second day of the International Council Meeting; the time when the nomination was received shall be recorded on the nomination sheet.
- d. If there is no candidate for one or more positions for the International Board, the International Council can with a two-thirds majority of the present Members reopen the nominations for these positions.

11.2 Personal Presentations

The nominees must prepare a personal presentation and distributed it in printed copies or electronically to the Members before midnight on the day before the final plenary session. This presentation must include the nominee's personal curriculum vitae, ELSA curriculum vitae and programme of action.

11.3 Election Procedure

The following rules shall apply in regards to the election procedure of the International Board:

- a. The elections start with the reading out by the Nominations Committee of all nominations duly received.
- b. Each nominee shall be granted five minutes for a short presentation before the International Council.
- c. After each presentation, the International Council shall be granted 10 minutes to ask questions to the nominee. During the presentation and hearing, no person shall leave the meeting room.
- d. The nominees standing for the same position must leave the meeting room during the presentation and hearing of their fellow nominees.
- e. After the presentation and hearing of all nominees, the delegates shall be given considerable time to discuss how to vote.
- f. A person shall be elected to the International Board if he or she obtains an absolute majority of the votes cast.

- g. If, after the first election for a position in the International Board, no person obtains an absolute majority of the votes cast and there is more than one candidate, another election shall be held for which only the two candidates who obtained the most votes in the first election shall be eligible.
- h. If, in the second election, no person obtains an absolute majority of the votes cast, a third election shall be held for which only the candidate who obtained the most votes in the second election shall be eligible.
- i. If, at the first election there was only one candidate for the position, new candidates can be nominated for election. In case there are new candidates nominated, new elections for the position shall be held. The original sole candidate shall not be eligible for nomination in the new elections.

11.4 The following procedure shall apply for elections in cases of excessive amount of nominees with a substantial connection to the same Member

- a. In cases more than two people with a substantial connection to the same Member are nominated for at least more than two different positions in total, an additional ballot sheet shall be created for them, in order for the International Council to vote on the maximum two people it prefers to have as members of the International Board, in case more than two receive the requested majority to be elected.
- b. This additional ballot sheet shall be distributed along with the ballot sheet regarding the elections of the International Board.
- c. The votes cast with this additional ballot sheet shall be counted and announced only if more than two people with a substantial connection to the same Member receive the requested majority to be elected. In these cases:
 - i. only the two people that receive the most votes from the additional voting will be officially elected to the International Board, and
 - ii. a second election shall take place for any candidates running against the people, who received the least votes from the additional voting.

Finances

Article 12 – Main Provisions

12.1 Financial Independence

The Members and Observers organise their finance independently and are not in any respect responsible to, or under the supervision of the Treasurer of ELSA, other than as provided for in the Statutes, Standing Orders and the Decision Book.

12.2 Observer administration fee

Each Observer of ELSA is obliged to pay observer administration fee per financial year, the amount of which is to be decided by the International Council.

12.3 Membership fee and observer administration fee due date

The annual membership fee and the observer administration fee for the upcoming financial year is due on the 31st of July of the preceding year.

12.4 Financial obligations of individuals

Members and Observers, whose individual members participate in such activities of ELSA, for which any types of fees are payable according to decisions of the International Council, are obliged to pay such fees to ELSA.

Article 13 – Debts of the Members and Observers, their waiving and reducing

13.1 Debt continuation clause

In case the Membership or Observership of a National Group is terminated, any debts to ELSA International continue to exist whether or not this National Group reapplies for Observership to the ELSA Network, except in cases when the International Council decides to waive the debt, or in cases when the amount due has prescribed in accordance with the applicable law.

13.2 Payment Agreements and non-cash payments

The International Board may agree to delay payments of any fees due through the means of a payment agreement. The International Board may also agree to receive a payment other than in cash, in case the value of the non-cash payment is at least equal to the amount of cash that would have been received.

13.3 Debt reducing and Debt waiving procedures and restrictions

- a. The International Council may agree to waive or reduce any amounts due from the Member or Observer groups, and to simultaneously adapt the budget of ELSA International accordingly to the decrease, with a two third majority vote.
- b. Such proposal shall be submitted to the Secretary General of the International Board at least 35 days before the opening of the International Council Meeting. The proposal shall be accompanied with a detailed report on how the debt came to be, and a detailed fundraising plan.
- c. The Treasurer of ELSA shall add a written statement to the proposal, stating the International Board's view on the matter. The statement may only cover factual claims made in the report, and the steps taken by the International Board to manage the debt.
- d. The respective National Group cannot propose to waive or reduce its debts, if such proposal has been approved by the International Council during the past four consecutive Council meetings, or rejected during past two consecutive Council meetings.

Article 14 – Budget of ELSA International and Accounting

14.1 Budget of ELSA for the following financial year

The International Council decides on the budget for the following financial year upon a submission from the Treasurer of ELSA during the Spring Council Meeting.

14.2 Main sources of funding

The costs of running the activities of ELSA are to be funded mainly by the annual membership fee and other fees, fundraising from private and public sources, sales and advertisement revenue, subsidies, donations or grants whether in cash or in kind.

14.3 Accounting and Fundraising restrictions

All funds raised for the benefit of, or payable to, ELSA shall be paid into the accounts of ELSA International, and properly and accurately accounted for by the Treasurer of ELSA. Such funds must not be accepted if they are tied to conditions contrary to the aims and principles of ELSA.

14.4 Reporting standards

The accounts of ELSA shall be drawn up in accordance with the International Financial Reporting Standards (IFRS), or other legally required standards. They shall include:

- a. A statement of financial position at the end of the period (balance sheet)
- b. A statement of comprehensive income for the period
- c. A statement of changes in equity for the period
- d. A statement of cash flows for the period
- e. Notes, comprising a summary of accounting policies and other explanatory notes

14.5 Treasurer's report

The Final accounts and the Interim accounts shall include a Treasurer's report, which shall give an overview of the financial situation of the organisation, an explanation about significant changes in income or expenditures, and a prognosis for the following reporting period.

Article 15 – Internal and External Auditors

15.1 Internal Auditors' elections and requirements

The International Council shall elect two Internal Auditors of ELSA and one Internal Vice Auditor of ELSA (hereinafter jointly referred to as Internal Auditors) from independent persons with necessary experience in accounting and finance, according to the electoral procedure of the International Board, however without the need to provide an action plan.

15.2 Internal Auditors' Report

The Internal auditors shall focus their work on governance, risk and internal control, and will summarize their findings and recommendations for improvements in a Report, largely factual in nature. The Report is presented to the International Council along with the respective Interim or Final accounts.

15.3 Certification of accounts' reliability

The Internal Auditors shall, upon reviewing the physical financial archive, provide a Certification of the reliability of the accounts, and the legality and regularity of the underlying transactions, within their Report.

15.4 Reasoned opinion on the relief of responsibility

In addition to the Report and Certification of accounts' reliability, the Internal auditors shall provide the International Council with a reasoned opinion on the relief of responsibilities of the International Board after conducting the audit of the Final accounts of the financial year in question.

15.5 Personal restrictions

Internal Auditors shall not hold any other elected or appointed position in ELSA on the International or National level while in office. Elected or appointed positions on the local level and auditors on all levels are not subjected to this rule.

15.6 External Auditor

The External Auditors of ELSA shall be appointed by the International Board of ELSA from external professionals specializing in auditing, in order to carry out an audit of the Final Accounts in accordance with the applicable auditing standards. The appointment of new External Auditors shall be announced to the Network.

Amendments

Article 16 – Validity and Effect

Any amendment to these Standing Orders can only be made by the International Council if supported by a two-thirds majority of the votes cast and the proposal has been made available in accordance with article 5.2 and 5.3 or following the procedure in article 6.7b. If approved, they come into force as soon as the updated Standing Orders are made available to the Network, unless the International Council decides otherwise. The updated version of the Standing Orders shall be made available to the Network no later than 60 days after the official last day of the International Council Meeting.

Decision Book and Minutes

Article 17 – International Council Meeting Decision Book

17.1 International Council Meeting Decision Book

The International Council Meeting Decision Book (hereinafter Decision Book) is an official record, along with the minutes of the meetings, of all currently in force decisions made by the International Council, excluding the changes in the Statutes and Standing Orders of ELSA.

17.2 Decision making, Force of Decisions and Publicizing Decisions

When making new decisions, the International Council shall state which decisions are put out of force or are amended. If approved, the International Council decisions come into force as soon as the updated Decision Book is made available to the Network, unless the International Council decides otherwise. The updated version of the Decision Book shall be made available to the Network no later than 60 days after the official last day of the International Council Meeting.

17.3 Order decision prevailing

If the decisions made by the International Council are contradictory, the following principles are followed:

- a) the Statutes prevail over the Standing Orders and the Decision Book,

- b) the Standing Orders prevail over the Decision Book, and
- c) a newer decision prevails over an older one if they are both part of the same regulation.

Article 18 – International Council Meeting Minutes

18.1 Minute Drafting and Publicizing

The Minutes of the International Council Meeting shall be drawn up by the Secretary General of the International Board from the draft minutes prepared by the Secretaries of the International Council. The Minutes shall be sent out to the those who are entitled to receive an invitation to the International Council Meeting no later than 60 days from the last official day of the International Council Meeting.

18.2 Approval of Minutes

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

18.3 Restriction of incontrovertibility

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

Dissolution

Article 19 – Liquidation

The liquidators shall make an account of all aspects, 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 to the Member National Groups of ELSA unless the International Council decides otherwise.