



The European Law Students' Association

# Statutes and Standing Orders

*Please note that the binding Statutes of ELSA, originally in Dutch and as submitted to the Chamber of Commerce of the Kingdom of the Netherlands can be found at the end of these Statutes and Standing Orders. The English translation below is for illustrative purposes.*

Authenticated by

A handwritten signature in black ink, appearing to be 'Yordan Kyurkchiyski', is written over a horizontal line.

**Yordan Kyurkchiyski**  
Secretary General  
International Board  
Brussels, 13<sup>th</sup> of June 2024

## 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 the International Council, Tbilisi, November 2024;*

*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.*

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# Scope of Association

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## Article 1 – Name

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

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## Article 2 – Official Seat

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ELSA is domiciled in Amsterdam, the Netherlands.

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## Article 3 – Nature and Aims

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3.1 ELSA is a non-political, independent, not-for-profit association the aims of which are to promote, define and develop mutual understanding, co-operation and personal contacts among law students and young lawyers from different countries and legal systems, thereby equipping them for a professional life in an international environment.

3.2 With respect to the achievement of the above-mentioned aims, ELSA is 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 shall have a set of main fields of activity, which are further defined in the Standing Orders of ELSA.

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## Article 4 – Structure

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4.1 In order to achieve its aims and activities, ELSA is organised at three levels: local, national and international.

4.2 At the local level, ELSA is organised in local groups (hereinafter referred to as "Local Groups"), established and functioning 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 and the Standing Orders of ELSA.

4.3 At the national level, ELSA is organised in national groups (hereinafter referred to as "National Groups"), being the organisations representing one or more Local Groups within each country. They represent ELSA and their Local Groups nationally and in the international network. The National Groups are the members of ELSA within the framework of these Statutes.

4.4 At the international level, the association is represented by the International Board.

4.5 ELSA, the National Groups of ELSA and the Local Groups of ELSA comprise the ELSA Network.

## Members and Observers

### Article 5 – Definitions

#### 5.1 European State

For the purposes of ELSA, a European State is defined by its geographical location. Since the eastern border of Europe is unclear, the separation between Asia and Europe takes place at the Ural Mountains, the Ural River and the Caspian Sea in the east, the Caucasus Mountains and the Black Sea with its outlets, the Bosphorus and the Dardanelles in the south. Armenia, Azerbaijan, Georgia, Kazakhstan, Russia and Türkiye are considered to be part of both Europe and Asia.

#### 5.1 Observership

An organisation from any European State, with members being either Local Groups represented at law faculties or law students and young lawyers, which supports the aims and activities of ELSA, becomes an Observer National Group of ELSA (hereinafter "Observer") if its application for observership is approved by the International Council with a two-thirds majority of the votes cast. The International Council is the only body of ELSA able to decide upon Observership Applications.

#### 5.2 Membership

An Observer may become a member of ELSA (hereinafter referred to as the "Member") if its application for membership is approved by the International Council by a two-thirds majority of the votes cast. Only the International Council decides on applications for Membership.

#### 5.3 Application Requirements

Apart from the aforementioned required majority, a set of other practical requirements defined in the Standing Orders of ELSA must be met, before an application for Observership, or Membership can be approved by the International Council.

#### 5.5 Demotion

A Member may be demoted to the status of Observer only if a proposal for demotion is submitted to the International Council by the International Board or a Member and is approved by the International Council with a two-thirds majority of the votes cast. Such a proposal can only be submitted, if that Member has either:

- a. not duly fulfilled its financial obligations towards ELSA and not entered into a payment agreement with ELSA on that matter for two consecutive regular International Council Meetings; or

- b. not elected or appointed, in accordance with its national regulations, a National Board for four consecutive regular International Council Meetings; or
- c. not been represented, personally or by proxy, in four consecutive regular International Council Meetings, without good reason; or
- d. been suspended for four consecutive regular International Council Meetings.

#### 5.6 Termination

- a. Observership or membership immediately ends:
  - i. if an Observer does not obtain membership for four consecutive regular International Council Meetings following the one where the Observer can apply for membership; or
  - ii. if an Observer or a Member sends a written notification, signed by all elected members of its Board, to the International Board stating its intention to terminate its observership or membership with a decision taken in accordance with its Statutes and the national law of the country where the Observer or Member is based; or
  - iii. if an Observer or a Member sends written notification to the International Board announcing its dissolution as decided by its council in accordance with its Statutes and the national law of the country where the Observer or Member is based; or
  - iv. if an Observer or a Member sends written notification to the International Board notifying the International Board of its dissolution as decided by a supreme domestic decision-making instance whereby the dissolution takes effect according to the national law of the country where the Observer or Member is based; or
  - v. from the moment the International Board has been notified that an Observer or a Member lost its legal personality; or
  - vi. if an Observer or a Member is expelled.
- b. When an Observer or a Member ceases to exist, then the observership or membership shall not be transferred to any legal person(s) or natural person(s).

#### 5.7 Expulsion

An Observer or a Member may be expelled from ELSA only if a proposal for expulsion is submitted to the International Council by the International Board or a Member, and if such a proposal is approved by the International Council with a two-thirds majority of the votes cast. A proposal for expulsion may only be submitted if the Observer or the Member has either:

- a. violated the Statutes or the Standing Orders of ELSA, or the decisions taken by the International Council, or the interests of ELSA; or
- b. not duly fulfilled its financial obligations towards ELSA and has not signed a payment agreement with ELSA on that matter for four consecutive regular International Council Meetings; or
- c. caused significant damage to ELSA, to any of the ELSA Groups or to anyone within their responsibility; or
- d. ceased to support the aims and activities of ELSA or no longer fulfils the requirements to be an Observer or Member; or
- e. failed to take measures or ceased to take measures if the actions of a Local Group or a person under their responsibility fall within the subsections (a), (b) and/or (d) of article 5.7 of these Statutes.

#### 5.8 Right to Explain

In order for a demotion or expulsion to be valid, the Observer or Member in question must be given a reasonable opportunity to explain its acts and to reply to any allegations made against it.

The International Board shall prove to the International Council that the invitation to the International Council Meeting was sent to that Observer or Member, giving it a reasonable opportunity.

## Organs

### Article 6 - Principal Organs

The principal organs of ELSA are:

- the International Council, and
- the International Board.

## The International Council

### Article 7 – Main Provisions

#### 7.1 Role

- a. The International Council consists of the Members of ELSA and is the supreme decision-making body of the association.
- b. The International Council Meeting is the General Assembly of ELSA within the meaning of the Dutch Civil Code.
- c. The decisions of the International Council are binding on the entire ELSA Network.

#### 7.2 Convening

The following rules shall apply in regards to the convening of the International Council Meeting:

- a. The International Council meets physically twice a year at a time fixed by the International Board within the timeframe defined in the Standing Orders of ELSA. Exceptionally, the International Council Meeting shall be held online if it cannot be held in physical form.
- b. The International Council shall be convened by the International Board. All Members and Observers and Auditors shall be invited by means of printed or electronic invitations. Invitations shall be sent at least forty-two (42) days before the opening of the International Council Meeting concerned.
- c. The International Board shall convene an Extraordinary International Council Meeting if it deems it appropriate. The International Board shall be obliged to convene an Extraordinary International Council Meeting if a number of Members authorised to cast at least one-tenth of the highest possible number of votes in an International Council Meeting submit a written request for the convening of the meeting. In the latter case, the International Board shall send the invitation to the Extraordinary International Council Meeting within fourteen (14) days of the date of receipt of the written request. In addition, in the latter case, the International Board shall convene the Extraordinary International Council Meeting within four weeks of the date of receipt of the written request.

#### 7.3 Voting Rights

- a. Each Member of ELSA has three votes in the International Council, regardless of the number of delegates attending the meeting. Members of ELSA may exercise their voting

rights by electronic means of communication. The International Board may determine conditions to the use of electronic means of voting. These conditions will be announced at the time of convocation. A Member shall be suspended by the International Board for the duration of the International Council Meeting, thus not having voting rights but keeping the rights to attend and address the International Council, until it has:

- i. fulfilled its financial obligations towards ELSA; and
  - ii. filled in the “State of the Network Inquiry”, sent prior to the respective International Council Meeting, and handed it in to the International Board; and
  - iii. submitted the letter of authorisation to the Secretary General of the International Board; and
  - iv. submitted the “National Group Report” to the International Board
- b. A Member suspended according to art. 7.3 (a) of these Statutes can appeal this decision following the procedure as set out in the Standing Orders of ELSA.

#### 7.4 Principles for Quorum

The International Council Meeting is only fully competent when it has been duly convened as defined in the Statutes of ELSA, and when at least half of all the Members are represented and are able to vote.

#### 7.5 Principles for Validity of Decisions

Unless specified otherwise in the Statutes of ELSA or the Standing Orders, the decisions made by the International Council shall be determined by a simple majority of the votes cast. In the context of ELSA, simple majority is obtained by the option that receives the most votes, without counting the abstentions. Absolute majority is obtained with more than fifty per cent of the votes cast.

#### 7.6 Officers supporting the International Council Meeting

- a. The Chair and Vice-Chair of the International Council Meeting shall be appointed by the International Board as set out in the Standing Orders of ELSA.
- b. Any other International Council Meeting Officer, including the Secretaries, shall be elected by the International Council in accordance with the procedure set out in the Standing Orders of ELSA.

#### 7.7 Procedures

Further procedures regarding an International Council Meeting shall be defined in the Standing Orders of ELSA.

## The International Board

### Article 8 – Main Provisions

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#### 8.1 Role

The International Board is the supreme executive body of ELSA. Its tasks consist of representing ELSA, implementing and being responsible for the day-to-day management and management of ELSA, promoting and monitoring ELSA's main fields of activity, promoting the objectives and effectiveness of ELSA as well as implementing and implementing the decisions adopted by the International Council. The International Board exercises its executive power through Board Meeting decisions.

## 8.2 Elections

- a. The International Council shall elect the members of the International Board of ELSA during the second International Council Meeting of the term. The International Board shall be elected for a period of one year, starting on the 1st of August in the year of its election and terminating on the 31st of July of the following year. If the election of the International Board cannot take place due to exceptional circumstances, the election can take place during an Extraordinary International Council Meeting.
- b. In order for the International Board to be legally constituted, at least half of the positions, as specified in the Standing Orders of ELSA and rounded up to the nearest natural number, have to be occupied.
- c. The International Board shall consist of members of any Local Group or National Group that are natural persons. Any person standing for election to the International Board shall follow the procedure as set out in the Standing Orders of ELSA in order for the election to be valid.
- d. The members of the International Board are elected into their specific position, as listed in the Standing Orders of ELSA.
- e. If there are any open positions in the International Board after an International Council Meeting, the International Board may appoint further members of the International Board as set out in the Standing Orders of ELSA.
- f. A member of the International Board appointed according to art.

8.2 (e) of these Statutes must be confirmed in their position by the International Council at the subsequent International Council Meeting to their appointment, following the procedure as set out in the Standing Orders of ELSA. If the member of the International Board is not confirmed by the International Council, they shall lose their position in the International Board the day after the official closing of the International Council Meeting.

## 8.3 Representation

The following rules shall apply in regard to the representation of ELSA:

- a. ELSA is legally represented by the members of the International Board jointly. A member of the International Board can represent ELSA individually on matters that follow from the mandate of the position they have been elected or appointed to, as further defined in the Standing Orders. The President of the International Board can individually represent ELSA on any deed.
- b. The International Board and 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.

## 8.4 Conflict of Interests and Absence

- a. If there is a direct or indirect personal interest of a member of the International Board in a decision to be taken, according to objective standards, this member shall refrain from deliberation and decision-making. If all members of the International Board or the sole member of the International Board by objective standards have a direct or indirect personal interest in a decision to be made, then the decision shall be made by the International Council.
- b. If a member of the International Board is no longer able to perform their duties during their term, and there is an impediment or absence these duties shall be carried out jointly by the remaining members of the International Board, until the International Council makes a provision during the next meeting.
- c. In the event of the absence or inability to act of all members of the International Board, the Association shall be temporarily administered by a person that always has to be elected for that purpose by the International Council.



### 8.5 Dismissal

A member of the International Board may be dismissed by the International Council by a two-thirds majority of the votes cast.

## Finances

### **Article 9 – Financial principles, Financial Reporting and Auditors**

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

9.2 Any income or profit from ELSA's activities shall only be used to carry out its aims in accordance with its philosophy, and never for the profit of its members.

9.3 Each Member of ELSA is obliged to pay a membership fee per financial year, the amount of which is to be decided by the International Council. Each Observer of ELSA is obliged to pay an observership fee per financial year, the amount of which is also decided by the International Council.

9.4 The audited Interim Accounts covering the first 6 months of the financial year, and the audited Final Accounts covering the full financial year shall be submitted to the first International Council Meeting immediately after the period to which they refer to has ended.

9.5 Internal and External Auditors examine the reliability of the Interim accounts and the Final accounts per financial year. The International Council shall elect Internal Auditors for a period commencing with the start of the financial year, and ending upon either the approval of the Final accounts by the International Council, or upon dismissal under the same criteria as a member of the International Board, or upon resignation.

## Amendments

### **Article 10 – Validity and Effect**

10.1 Any proposal amending these Statutes may be adopted by a two-thirds majority of the votes cast by the International Council and provided that the proposed amendment was duly sent out at least twenty-eight (28) days before the opening of the International Council Meeting. If approved by the International Council, the amendments to the Statutes take effect only when a notarial deed containing them has been executed. Every member of the International Board is entitled to have such a notarial deed signed and executed.

10.2 Where an amendment to an already submitted proposal to the Statutes is put forward, such may be adopted provided it was duly sent out at least fourteen (14) days before the opening of the International Council Meeting.

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## Standing Orders

### **Article 11 – Further Regulation**

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The International Council will further regulate the internal affairs of ELSA, and the rights and obligations of the Members and Observers towards ELSA in its Standing Orders. In the event of conflict, these Statutes shall take precedence over the Standing Orders.

## Arbitration

### **Article 12 – Applicable Rules**

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Any dispute or disagreement arising out of or in connection with these Statutes or the Standing Orders of ELSA shall be settled by arbitration in accordance with the UNCITRAL Arbitration Rules in force at that time.

## Dissolution

### **Article 13 – Decision and Procedure**

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13.1 ELSA shall be dissolved by a decision of four fifths of the votes cast of the International Council. In order for such a decision to be valid, it must be preceded by a proposal to that effect on the International Council Meeting agenda.

13.2 The International Council shall, upon a decision to dissolve ELSA, elect two liquidators and shall subsequently decide on the allocation of ELSA's net assets and property, where applicable.

*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**

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Local Groups of ELSA may only be established in the presence of one or more law faculties. For the purposes of these Standing Orders, the term “law faculty” shall mean 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**

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ELSA's main fields of activity shall be:

- a. Academic Activities (AA), involving the development of legal knowledge through guided practical activities;
- b. Competitions (C), simulating the practice of law to develop necessary skills and to complement theoretical knowledge.
- c. Professional Development (PD), supporting law students and young lawyers in developing and improving the necessary skills to access the professional world and providing them with opportunities to advance in their career path;
- d. Seminars and Conferences (S&C), involving the acquisition of knowledge through exposure to professionals and foreign cultures.

## Members and Observers

### **Article 3 – Application**

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#### 3.1 Submission

Any application for Observership or Membership shall be submitted to the International Board at least 28 days prior to the opening of the regular International Council Meeting where a decision on the application is to be made.

#### 3.2 Reminder

The International Board shall send a reminder to all Observers at least 42 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 or Membership is open to organisations established in a European 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 may be submitted if there is no existing Member or Observer in the state of the national organisation applying and it 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 Observer;
- c. a report stating whether the applicant is recognised by any institutions in their country;
- d. a report describing the organisational structure of the applicant, including guarantees for continuity;
- e. a strategic plan for the period in which the applicant shall hold Observership.

### 3.5 Application for Membership

An application for Membership may be submitted by an Observer no earlier than at the fourth regular International Council Meeting immediately following the regular International Council Meeting where Observer status was attained and it 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 Member;
- c. a document containing an official confirmation or explanation that the applicant has attained legal personality;
- d. a list of income and expenses related to its current financial year and a fundraising plan regarding fulfilment of future financial obligations towards ELSA;
- e. a report stating the organisational structure of the applicant, including guarantees for continuity;
- f. a report stating the applicant's activities during its period as Observer.

### 3.6 Recommendation by the International Board

The International Board shall justifiably recommend to the International Council whether to accept or decline an application for Observership or Membership. The International Board shall:

- a. consider the compliance of the applicant's statutes and standing orders with the Statutes and Standing Orders of ELSA;
- b. assess whether the application submitted is in accordance with the application criteria set out in these Statutes and Standing Orders;
- c. evaluate the organisation of the applicant, including its human resources structure and overall stability;
- d. comment on the communication of the applicant with the International Board throughout the application period.

# The International Council

## Article 4 – Organisation

### 4.1 Definition

The International Council Meeting is the biannual meeting of the International Council.

### 4.2 Dates

- a. The first International Council Meeting of the term shall:
  - i. begin on a Wednesday and end on the following Sunday;
  - ii. start no earlier than the second Wednesday of October and finish no later than the third Sunday of November.
- b. The second International Council Meeting of the term shall:
  - i. begin on a Sunday and end on the following Sunday;
  - ii. start no earlier than the third Sunday of March and finish no later than the last Sunday of April;
  - iii. start no earlier than 140 days from the last official day of the first International Council Meeting of the term.
- c. The International Board, in cooperation with the Organising Committee of the International Council Meeting, is responsible for choosing the specific dates and for organising the International Council Meeting.
- d. The International Board may derogate from these regulations if the International Council Meeting takes place online.

### 4.3 Host Eligibility

- a. Any Member of ELSA or any member Local Group of a Member of ELSA is eligible to apply to be elected or appointed as the host of an International Council Meeting.
- b. Where a host is to be elected, 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; or
  - iii. the host of the International Council Meeting is not elected, but appointed by the International Board of ELSA in accordance with Article 4.9 below.

### 4.4 Election of the Host

- a. The International Council shall elect a host for the International Council Meeting responsible for its practical organisation following a call for hosts issued by the International Board of ELSA under Article 4.5 below.
- b. The election of an International Council Meeting host shall be based on a submitted application and be taken by means of an absolute majority of the votes.
- c. No decision can be taken upon an application earlier than 20 months before the International Council Meeting the ELSA Group has applied to host.
- d. The International Board of ELSA shall justifiably recommend to the International Council whether to accept or decline an application to host an International Council Meeting.

#### 4.5 Call for Hosts

The International Board of ELSA is responsible for announcing the call for applications 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 hosting agreement drafted by the International Board of ELSA 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.

#### 4.6 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:

- a. the dates of the International Council Meeting to be hosted;
- b. the venue and logistics;
- c. the financial implications;
- d. the responsibilities of both parties, namely of the International Board of ELSA and the Organising Committee;
- e. quality standards for the International Council Meeting;
- f. the discharge of the host.

#### 4.7 Negotiability

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

#### 4.8 Application

The application to host an International Council Meeting shall be sent to the Secretary General of 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. a motivation letter;
- f. the proposed structure of the Organising Committee;
- g. the proposed Head of the Organising Committee;
- h. any other relevant materials.

#### 4.9 Appointment of the Host in case of no Elected Host

- a. In case no host is elected in line with Article 4.4 above at least two regular International Council Meetings prior to the respective International Council Meeting in need of a host, the International Board of ELSA shall re-issue a call for applications, containing the same requirements as for an elected host under Articles 4.6 to 4.8.
- b. Any applicant during the re-issued call may be appointed as the host of the respective International Council Meeting by a decision of the International Board of ELSA.
- c. In case no host is appointed six months prior to the latest possible date of the opening of the International Council Meeting, the International Board of ELSA shall be responsible for the organisation of the respective International Council Meeting. At such meeting, the provisions of the International Council Meeting Decision Book shall not apply.

#### 4.10 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.

#### 4.11 Financial Control

The Treasurer of the International Board of ELSA shall have two meetings, physically or electronically with the Organising Committee of the International Council Meeting eight months and three months before the start of the event to help with the event's budget and provide advice on the creation of the financial report. The International Board of ELSA shall distribute the financial report submitted by the Organising Committee, listing all income and expenses of the meeting, to the Members and Observers of ELSA within six weeks after the last official day of the International Council Meeting.

#### 4.12 Extraordinary Council Meetings

The convening of Extraordinary International Council Meetings shall always be considered to be an exceptional circumstance according to art. 7.2.a of the Statutes of ELSA, and can therefore be held online.

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### Article 5 – Preparations

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#### 5.1 Invitations

The invitations to an International Council Meeting shall specify the date, venue 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 ELSA 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 and Membership application, are to be made available to the ELSA 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 may send eight delegates to each International Council Meeting. The Organising Committee of the International Council Meeting in agreement with the International Board may increase this number. The International

Board may derogate from this regulation if the International Council Meeting takes place online.

- b. The International Board may send eight additional delegates, exceeding the International Board, to each International Council Meeting. The Organising Committee 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 may distribute the remaining spots in equal proportion to the National Groups applying for extra spots.
- e. The International Board or the respective National Board of the person applying to be part of the delegation shall approve them as a delegate and shall bear the financial responsibilities for them.

### 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; 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.

### 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 shall have first fulfilled its financial obligations towards ELSA, either through an agreement or by settling its debts, filled in the State of the Network Inquiry and submitted the National Group Report 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 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 them.



- 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 any guests present in the opening plenary session.

### 6.2 List of Votes

At the opening plenary session, the Secretary General of the International Board shall announce those Members duly authorised and, therefore, entitled to vote. At the beginning of every plenary session the Secretary General of the International Board shall announce Members and Observers present or represented by proxy and any changes to the list of votes. 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.
- 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 Meeting. The call for votes is made by the Chair of the International Council Meeting. 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 Appointment of Plenary Chair and Vice Chair

Before the International Council Meeting, the following Officers of the International Council Meeting shall be appointed and prepared by the International Board of ELSA:

- a. 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;
- b. a Vice Chair, who shall assist and stand in for the Chair in their absence.

#### 6.5 Election and Role of other International Council Meeting Officers

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

- a. Two to four Secretaries, who shall keep the minutes of the meeting and shall be responsible to the Secretary General of the International Board.
- b. In case there are elections to be held which require a nomination, a Nominations Committee, consisting of three members who shall receive nominations for the elections and announce them to the International Council.
- c. In case of a physical meeting without e-voting, 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.
- d. If the maximum number of International Council Meeting Officers is not reached, the Chair may ask for new nominations and proceed to the voting of those, or in case of no new nominations, postpone the election of the remaining positions until the next Plenary Session.

#### 6.6 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 their tasks.

#### 6.7 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 shall be amended if the International Council approves a seconded proposal submitted by the International Board or a Member. Such a proposal can be introduced at any point during the Plenaries of the International Council, without the restrictions of art. 6.8 of these Standing Orders.

#### 6.8 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 Members present and eligible to vote. This excludes proposals to amend the Statutes which can only be submitted to the International Council if a unanimous decision by all Members present and eligible to vote request it.
- c. Amendments to proposals are allowed to be submitted to the International Council by the International Board or the Members.

#### 6.9 Strategic Plan Proposals

Proposals related to the Strategic Plan of ELSA, as further defined in the International Council Meeting Decision Book, require a majority of two thirds to be passed.

### 6.10 Request for Non-Binding Advice from the ELSA Development Foundation

In case of a request for Non-Binding Advice being made by the ELSA Development Foundation in relation to the Statutes or Standing Orders of the Foundation, such Non-Binding Advice may be deemed granted if adopted by a two-thirds majority of the votes cast by the International Council.

## 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. 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.
- e. All voting shall be carried out by a show of hands, apart from when secret voting takes place, or when means of electronic voting are being used.
- f. When voting, the Members shall be allowed to split their three votes.

### 7.2 Voting Procedure in case of several proposals on the same issue:

In case of several proposals or amendments to proposals on the same issue, the procedure described in 7.1 shall apply including the following rules:

- a. The International Council shall vote on all proposals in one voting indicating which proposal they are in favour of, whether they are against all or abstain from the voting.
- b. The proposal which obtains the most votes in favour in the first voting shall be voted on in a second voting. In the second voting, the proposal is accepted by the International Council if it receives the required majority.
- c. If, after the first voting, there is a tie between proposals with the most votes in favour, there shall be a revote on those proposals. The one proposal which obtains the most votes in favour in the revote shall be voted on in a second voting. In the second voting, the proposal is accepted by the International Council if it receives the required majority.
- d. If a proposal obtains a two-thirds majority during the first voting, the proposal shall be accepted by the International Council without requiring a second voting.

### 7.3 Secret Voting Rules

The voting shall be carried out by a written and secret vote with ballot sheets or means of electronic voting, when they are related to:

- a. the election of the International Board, the Internal Auditors and Internal Vice Auditor;
- b. the election of the hosts for an International Council Meeting;
- c. any applications for Observership and 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.

#### 7.4 Ballot Sheets

Any secret voting shall be conducted using official ballot sheets signed and handed out by the International Board only, except where the voting is electronic. 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.

#### 7.5 Procedure for Excessive Number of the Nominated International Council Meeting Officers.

In case the number of International Council Meeting Officers nominated for the same position exceeds the number of available spots, the following election procedure shall apply:

- a. Each Member may cast a number of votes corresponding to the number of available spots.
- b. The International Council shall vote on all nominees in one voting indicating which nominees they are in favour of, whether they are against all or abstain from the voting.
- c. The nominees who obtain the most votes in favour, equalling the number of available spots, shall be elected.
- d. If, after the first voting, there is a tie between nominees that are to be considered eligible for the last available spot, there shall be a revote on those nominees. The nominee who obtains the most votes in favour in the revote shall be elected.

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## Article 8 – Guests

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### 8.1 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:
  - i. the President,
  - ii. the Secretary General,
  - iii. the Treasurer,
  - iv. the Vice President in charge of Marketing,
  - v. the Vice President in charge of Academic Activities,
  - vi. the Vice President in charge of Competitions,
  - vii. the Vice President in charge of Professional Development, and
  - viii. the Vice President in charge of Seminars and Conferences.
- b. The members of the International Board shall not hold any other elected or appointed position either in National or Local Groups 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 shall not be more than two people with a substantial connection to the same Member in the International Board.

### 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 on the International Board prior to an International Council Meeting, elections for the vacant position shall take place during that International Council Meeting.
- c. The International Board may appoint further members to the International Board, as stated in art. 8.2(e) of the Statutes, to hold any vacant position after an International Council Meeting. The amount of such appointed members of the International Board shall not exceed the amount of elected International Board members.
- d. The procedure for appointment of further members of the International Board, as stated in art. 8.2(e) of the Statutes, is at the discretion of the International Board.
- e. A person that stood for election and was not elected by the International Council for a position in the International Board shall not be appointed as a member of the International Board for that respective position for the same term of office.

### 9.4 Emergency Temporary Administration

The following rules shall apply in relation to the election of a temporary administrator, who shall administer the Association in case of the absence or inability to act of all members of the International Board, as outlined in Article 8.4. (c) of the Statutes of ELSA:

- a. During the first International Council Meeting of each term, the International Council shall elect a person who shall administer the Association in case of the absence or inability to act of all members of the International Board. This person shall be elected with an absolute majority of the votes cast and shall only be authorised to exercise their functions where the conditions of Article 8.4. (c) of the Statutes of ELSA have been met.
- b. Any person participating in the election, outlined in Article 9.4. (a), shall be nominated by either a Member of ELSA or the International Board. To be taken into account for the election, nominations must be received by the Nominations Committee before midnight on the second day of the International Council Meeting, where the election takes place. If there is no candidate nominated by the above deadline, the International Council can with a two-thirds majority of the present Members reopen the nominations for this position.
- c. Any person participating in the election, outlined in Article 9.4. (a), may not be a member of the International Board of ELSA, an Internal Auditor of ELSA or a part of the Board of a Member of ELSA.
- d. Any person elected in accordance with the preceding paragraphs of this Article shall hold their position from the moment of their election until another person is elected or until they resign. In case they resign, the International Council shall elect a replacement during the first International Council Meeting following the resignation.

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**Article 10 – Internal Function and Representation**

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**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 Assistance**

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.

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**Article 11 – Nominations, Confirmations and Elections**

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**11.1 Nominations**

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

- a. To be eligible for an election to the International Board, a person must be nominated by a Member and seconded by another Member. A member of the International Board that needs to be confirmed, also needs to be nominated by a Member and seconded by another Member, to be eligible for the confirmation vote.
- 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 or the confirmation, nominations must be received by the Nominations Committee before midnight on the second day of the International Council Meeting.
- 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 Candidacy Materials**

The nominees must prepare candidacy materials to be distributed electronically to the Members before midnight on the day before the final plenary session. These materials must include a statement of motivation, the nominee's personal curriculum vitae, an ELSA curriculum vitae and an action plan.

**11.3 Election Procedure**

- a. The following rules shall apply in regard to the election and confirmation procedure of the International Board:
  - i. The elections start with the reading out by the Nominations Committee of all nominations duly received.

- ii. Each nominee shall be granted five minutes for a short presentation before the International Council.
  - iii. After each presentation, the International Council shall be granted 10 minutes to ask the nominee questions. During the presentation and hearing, no person shall leave the meeting room.
  - iv. The nominees standing for the same position must leave the meeting room during the presentation and hearing of their fellow nominees.
  - v. After the presentation and hearing of all nominees, the International Council shall be given considerable time to discuss how to vote.
  - vi. A nominee shall be elected to the International Board if they obtain an absolute majority of the votes cast.
- b. If, after the first election for a position in the International Board no nominee obtains an absolute majority of the votes cast and there is more than one nominee, the nominee with the least amount of votes shall be eliminated.
  - c. The procedure described in art 11.3.b shall be repeated until one nominee remains. Following this procedure, the last nominee shall be voted according to Article 11.3 a. vi.
  - d. If there is a tie between the nominees who are to be considered eligible for the last available spot of the next election and there are more than two nominees, the voting shall be repeated once with these nominees. If, after this vote, there is still a tie between the nominees, none of them are eligible for the next election.
  - e. If there are two nominees remaining and there is a tie between these nominees, the voting shall be repeated. If after five rounds of voting, there is still a tie, a coin shall be flipped to decide who will be eligible for the next election. The last nominee shall be voted on according to Article 11.3.a.vi.
  - f. In the case of a vote according to Articles 11.3.b to e, the International Council shall be granted 10 minutes to ask questions to the nominee(s) qualified for the vote. The International Council shall then be given considerable time to discuss how to vote.

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



### 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 the International Board, 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 an 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 each financial year is due on the 30th of September of the respective 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.

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## **Article 13 – Debts of the Members and Observes, their waving and reducing**

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### 13.1 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.

### 13.2 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 a 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.

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## **Article 14 – Budget of ELSA International and Accounting**

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### 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 the International Board during the second International Council Meeting of the term.

### 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.

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### **Article 15 – Internal and External Auditors**

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#### 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. The Internal Vice Auditor shall act as the substitute of any of the Internal Auditors if they are unable or unwilling to perform their duties. In such a situation, the Internal Auditors shall inform the International Board of ELSA.

#### 15.2 Internal Auditors' Report

The Internal Auditors shall focus their work on governance, risk and internal control, and will summarise 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 specialising 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**

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#### 16.1 Amendments

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 the procedure as set out in these Standing Orders. If approved, they come into force as soon as the updated Standing Orders are made available to the ELSA Network, unless the International Council decides otherwise. The updated version of the Standing Orders shall be made available to the ELSA Network no later than 60 days after the official last day of the International Council Meeting.

#### 16.2 Grammatical and structural corrections

Purely grammatical and structural corrections to articles of these Standing Orders, that do not change the meaning of the article, can be made unilaterally by the International Board of ELSA. Such corrections must be announced to the Members within 7 days of the decision made and only come into effect if there are no objections from any Members received within 21 days after the announcement. If there are any objections against specific corrections, these corrections shall be brought to a vote as a proposal at the next International Council Meeting.

## Decision Book and Minutes

### **Article 17 – International Council Meeting Decision Book**

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#### 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 Publicising 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 Grammatical and structural corrections

Purely grammatical and structural corrections to articles of the International Council Meeting Decision Book, that do not change the meaning of the article, can be made unilaterally by the International Board of ELSA. Such corrections must be announced to the Members within 7 days of the decision made and only come into effect if there are no objections from any Members received within 21 days after the announcement. If there are any objections against specific corrections, these corrections shall be brought to a vote as a proposal at the next International Council Meeting.

### 17.4 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.
- c. A newer decision prevails over an older one if they are both part of the same regulation.

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## **Article 18 – International Council Meeting Minutes**

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### 18.1 Minute Drafting and Publicising

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 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

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## **Article 19 – Liquidation**

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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.

*Below is the text of the Statutes in the Dutch language, as originally executed and submitted to the Chamber of Commerce of the Kingdom of the Netherlands.*

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## **Artikel 1 – Naam**

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De officiële naam van de vereniging is “ELSA”, hetgeen staat voor “The European Law Students' Association”.

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## **Artikel 2 – Zetel**

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ELSA houdt haar domicilie in Amsterdam, Nederland.

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## **Artikel 3 – Aard en Doelstellingen**

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3.1 ELSA is een apolitieke, onafhankelijke vereniging zonder winstoogmerk waarvan de doelstellingen bestaan uit het promoten, bepalen en ontwikkelen van wederzijds begrip, samenwerking en persoonlijke contacten tussen rechtenstudenten en jonge juristen uit verschillende landen en rechtssystemen waarbij zij worden voorbereid op een professioneel leven in een internationale omgeving.

3.2 Met betrekking tot het realiseren van de voornoemde doelstellingen wordt ELSA door de volgende filosofie geleid.

### **Visie**

Een rechtvaardige wereld met respect voor menselijke waardigheid en culturele diversiteit.

### **Doel**

Bijdragen aan juridisch onderwijs, kweken van wederzijds begrip en het promoten van sociale verantwoordelijkheid van de rechtenstudenten en jonge juristen.

### **Middelen**

- Rechtenstudenten en jonge juristen mogelijkheden bieden om te leren over andere culturen en rechtssystemen in een geest van kritische dialoog en wetenschappelijke samenwerking;
- Rechtenstudenten en jonge juristen assisteren internationaal te denken en professioneel geschoold te zijn;
- Rechtenstudenten en jonge juristen aanmoedigen te handelen voor het algemeen goed van de maatschappij.

3.3 Om haar doelstellingen als hiervoor nader aangeduid te realiseren zal ELSA een set aan belangrijkste activiteitenkaders hebben dat nader wordt aangeduid in het Reglement van Orde van ELSA.

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**Artikel 4 – Structuur**

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4.1 Om de doelstellingen en activiteiten te bereiken is ELSA op drie niveaus georganiseerd: lokaal, nationaal en internationaal.

4.2 Op het lokale niveau is ELSA in lokale groepen (hierna te noemen “Lokale Groepen”) georganiseerd, opgericht en functionerend conform de wettelijke samenstelling toegestaan door nationale wetgeving en zich richtend op de doelstellingen en activiteiten van ELSA. Lokale Groepen zijn verplicht de beslissingen genomen in overeenstemming met deze Statuten en het Reglement van Orde te respecteren.

4.3 Op het nationale niveau is ELSA in nationale groepen (hierna te noemen “Nationale Groepen”) georganiseerd, zijnde de organisaties die één of meer Lokale Groepen binnen ieder land vertegenwoordigen. Zij vertegenwoordigen ELSA en hun Lokale Groepen nationaal en in het internationale netwerk. De Nationale Groepen zijn de leden van ELSA in het kader van deze Statuten.

4.4 Op het internationale niveau wordt ELSA vertegenwoordigd door het Internationale Bestuur.

4.5 ELSA, de Nationale Groepen van ELSA en de Lokale Groepen van ELSA vormen het ELSA Netwerk.

## Leden en Waarnemers

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**Artikel 5 – Begripsbepalingen**

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### 5.1 Europese Staat

Met het oog op ELSA wordt een Europese Staat gedefinieerd door haar geografische locatie. Aangezien de oostelijke grens van Europa onduidelijk is, vindt de scheiding tussen Azië en Europa plaats bij het Oeralgebergte, de Oeralrivier en de Kaspische Zee in het oosten, de Kaukasus en de Zwarte Zee met uitmondingen, de Bosporus en de Dardanellen in het zuiden. Armenië, Azerbeidzjan, Georgië, Kazachstan, Rusland en Turkije worden geacht zowel deel van Europa als deel van Azië te zijn.

### 5.2 Waarnemerschap

Een organisatie uit een Europese Staat met hetzij Lokale Groepen die vertegenwoordigd worden op rechtenfaculteiten, hetzij rechtenstudenten of jonge juristen als leden, en die de doelstellingen en activiteiten van ELSA ondersteunt, wordt een waarnemende Nationale Groep van ELSA (hierna te noemen: “Waarnemer”) indien haar aanvraag voor waarnemerschap door de Internationale Raad met een tweederdemeerderheid van de uitgebrachte stemmen wordt goedgekeurd. Enkel de Internationale Raad neemt beslissingen over aanvragen voor waarnemerschap.

### 5.3 Lidmaatschap

Een Waarnemer kan een lid van ELSA worden (hierna te noemen: het “Lid”) indien zijn aanvraag voor lidmaatschap door de Internationale Raad met een tweederde-meerderheid van de uitgebrachte stemmen wordt goedgekeurd. Enkel de Internationale Raad neemt beslissingen over aanvragen voor lidmaatschap.

#### 5.4 Verzoekvereisten

Naast een besluit genomen met de voornoemde vereiste meerderheid dient te worden voldaan aan een set aan overige praktische vereisten gedefinieerd in het Reglement van Orde van ELSA voordat een aanvraag voor waarnemerschap of lidmaatschap door de Internationale Raad kan worden goedgekeurd.

#### 5.5 Demotie

Een Lid kan enkel tot Waarnemer worden gedegradeerd indien een voorstel tot demotie dat door het Internationale Bestuur of een Lid aan de Internationale Raad is voorgelegd met een tweederde meerderheid van de uitgebrachte stemmen wordt goedgekeurd. Een voorstel tot demotie kan enkel worden ingediend als het Lid:

- a. Niet heeft voldaan aan de financiële verplichtingen jegens ELSA en voor twee achtereenvolgende Vergaderingen van de Internationale Raad geen betalingsovereenkomst met ELSA heeft gesloten voor de onderhavige verplichtingen; of
- b. Voor vier achtereenvolgende Vergaderingen van de Internationale Raad geen Nationaal Bestuur heeft verkozen of aangesteld volgens de in zijn jurisdictie geldende wijze; of
- c. Voor vier achtereenvolgende Vergaderingen van de Internationale Raad, zonder geldige redenen niet is vertegenwoordigd, hetzij persoonlijk, hetzij door volmacht; of
- d. Voor vier achtereenvolgende Vergaderingen van de Internationale Raad is geschorst.

#### 5.6 Beëindiging

- a. Het waarnemerschap of lidmaatschap eindigt onmiddellijk:
  - i. indien een Waarnemer geen lidmaatschap verkrijgt voor vier achtereenvolgende Vergaderingen van de Internationale Raad volgend op de Vergadering van de Internationale Raad waar de Waarnemer lidmaatschap kan aanvragen; of
  - ii. indien een Waarnemer of Lid een schriftelijke mededeling, getekend door alle verkozen leden van diens bestuur, aan het Internationale Bestuur stuurt, waarin de intentie wordt medegedeeld om het waarnemerschap of lidmaatschap te beëindigen met een beslissing genomen in overeenkomst met diens statuten en het nationale recht van de staat waar de Waarnemer of het Lid is gevestigd; of
  - iii. indien een Waarnemer of Lid een schriftelijke mededeling aan het Internationale Bestuur stuurt, waarin diens ontbinding wordt medegedeeld zoals besloten bij diens algemene vergadering in overeenstemming met diens statuten en het nationale recht van de staat waar de Waarnemer of het Lid is gevestigd; of
  - iv. indien een Waarnemer of Lid een schriftelijke mededeling aan het Internationale Bestuur stuurt, waarin diens ontbinding wordt medegedeeld zoals besloten bij een hogere nationale besluitvormende instantie waarbij de ontbinding in werking treedt in overeenstemming met het nationale recht van de staat waar de Waarnemer of het Lid is gevestigd; of
  - v. vanaf het moment dat het Internationale Bestuur ervan op de hoogte is gebracht dat een Waarnemer of Lid zijn rechtspersoonlijkheid heeft verloren; of
  - vi. als een Waarnemer of Lid wordt geroyeerd.
- b. Wanneer een Waarnemer of Lid ophoudt te bestaan, dan kan zijn waarnemerschap of lidmaatschap niet worden overgedragen aan een of meerdere rechtspersonen of een of meerdere natuurlijk personen.

#### 5.7 Royement

Een Waarnemer of Lid kan enkel worden geroyeerd indien een voorstel tot royement bij de Vergadering van de Internationale Raad wordt voorgelegd door het Internationale Bestuur of een Lid en indien dit voorstel met een tweederde meerderheid van de uitgebrachte stemmen wordt

goedgekeurd. Een voorstel tot royement kan enkel worden voorgelegd als de Waarnemer of het Lid:

- a. de Statuten of het Reglement van Orde van ELSA, of besluiten genomen door de Internationale Raad, of de belangen van ELSA schendt; of
- b. zijn financiële verplichtingen jegens ELSA niet volledig na heeft gekomen en daarvoor geen betaalovereenkomst is overeengekomen met ELSA voor vier achtereenvolgende Vergaderingen van de Internationale Raad; of
- c. aanzienlijke schade heeft toegebracht aan ELSA, aan één van de ELSA groepen of aan iemand die onder diens verantwoordelijkheid valt; of
- d. de doelstellingen en activiteiten van ELSA niet langer steunt of niet langer voldoet aan de eisen om Waarnemer of Lid te zijn; of
- e. verzuimt om maatregelen te treffen of staakt in het treffen van maatregelen indien de handelingen van een Groep of persoon die onder zijn verantwoordelijkheid valt vallen onder de onderdelen (a), (b) en/of (d) van art. 5.7 van deze Statuten.

### 5.8 Recht van Uitleg

Voordat demotie of royement geldig is, dient de Waarnemer of het Lid in kwestie een redelijke mogelijkheid gegeven te worden om zijn daden uit te leggen en te antwoorden op alle aanklachten. Het Internationale Bestuur moet aan de Internationale Raad bewijzen dat de uitnodiging voor de Vergadering van de Internationale Raad naar die Waarnemer of dat Lid is gestuurd, waardoor deze redelijke mogelijkheid gegeven is.

## Organen

### Artikel 6 - Belangrijkste Organen

De belangrijkste organen van ELSA zijn:

- de Internationale Raad; en
- het Internationale Bestuur.

## De Internationale Raad

### Artikel 7 – Belangrijke Bepalingen

#### 7.1 Rol

- a. De Internationale Raad bestaat uit de Leden van ELSA en is het hoogste besluitvormende orgaan van de vereniging.
- b. De Vergadering van de Internationale Raad is de algemene vergadering van ELSA in de zin van het Burgerlijk Wetboek.
- c. De besluiten van de Internationale Raad zijn bindend voor het hele ELSA Netwerk.

#### 7.2 Bijeenroeping

De volgende regels zijn van toepassing op het bijeenroepen van de Vergadering van de Internationale Raad:

- a. De Internationale Raad komt twee-maal per jaar op fysieke wijze bijeen, op een tijd vastgesteld door het Internationale Bestuur binnen de periode gedefinieerd in het



- Reglement van Orde van ELSA. In uitzonderingsgevallen kan de Internationale Raad online plaatsvinden als een fysieke bijeenkomst niet mogelijk is.
- b. De Internationale Raad wordt door middel van op papier gestelde of elektronische uitnodigingen door het Internationale Bestuur aan alle Leden en Waarnemers van ELSA en de auditors bijeengeroepen. De uitnodigingen worden ten minste tweeënveertig (42) dagen voor het openen van de Vergadering van de Internationale Raad in kwestie verzonden.
  - c. Het Internationale Bestuur roept een Buitengewone Vergadering van de Internationale Raad bijeen indien het dit wenselijk acht. Het Internationale Bestuur is verplicht een Buitengewone Vergadering van de Internationale Raad bijeen te roepen indien een aantal leden dat bevoegd is tot het uitbrengen van ten minste een tiende van het hoogstmogelijke aantal de stemmen in een Vergadering van de Internationale Raad een schriftelijk verzoek tot het bijeenroepen indient. In het laatste geval verstuurt het Internationale Bestuur de uitnodiging voor de Buitengewone Vergadering van de Internationale Raad binnen veertien dagen na de dag van ontvangst van het schriftelijke verzoek. Voorts roept het Internationale Bestuur in het laatste geval de Buitengewone Vergadering van de Internationale Raad bijeen binnen vier weken na de dag van ontvangst van het schriftelijke verzoek.

### 7.3 Stemrechten

- a. Ieder Lid van ELSA heeft drie stemmen in de Internationale Raad ongeacht het aantal vertegenwoordigers dat de vergadering bijwoont. Leden van ELSA kunnen hun stemrecht uitoefenen door middel van een elektronisch communicatiemiddel. Het Internationale Bestuur kan voorwaarden stellen aan het gebruik van het elektronisch communicatiemiddel. Deze voorwaarden worden bij de oproeping bekendgemaakt. Een Lid zal door het Internationale Bestuur voor de duur van de Vergadering van de Internationale Raad worden geschorst en dus geen stemrechten hebben maar het recht om de Internationale Raad bij te wonen en daar het woord te nemen totdat hij:
  - i. aan zijn financiële verplichtingen ten opzichte van ELSA heeft voldaan; en
  - ii. de “Staat van het Netwerk Enquête”. vooraf aan de respectievelijke Vergadering van de Internationale Raad verzonden, heeft ingevuld en aan het Internationale Bestuur heeft overhandigd; en
  - iii. de autorisatiebrief bij de Secretaris-Generaal van het Internationale Bestuur heeft ingediend; en
  - iv. het Nationale Groepen Rapport” bij het Internationale Bestuur heeft ingediend.
- b. Een Lid dat door de toepassing van onderdeel a van art. 7.3 van deze Statuten is geschorst kan bezwaar maken tegen dit besluit, door de procedure zoals neergelegd in het Reglement van Orde van ELSA.

### 7.4 Quorum

De Vergadering van de Internationale Raad is alleen volledig bevoegd als het rechtsgeldig bijeen is geroepen als gedefinieerd in deze Statuten en als ten minste de helft van alle Leden worden vertegenwoordigd en in staat zijn om te stemmen.

### 7.5 Geldigheid van Besluiten

Tenzij anders aangeduid in deze Statuten of het Reglement van Orde worden besluiten door de Internationale Raad met een gewone meerderheid van de uitgebrachte stemmen aangenomen.

Binnen ELSA is een gewone meerderheid bereikt door middel van de optie met de meeste stemmen, zonder rekening te houden met de onthoudingen. Een absolute meerderheid is bereikt door meer dan vijftig procent van de uitgebrachte stemmen.

#### 7.6 Ondersteunde functies van de Vergadering van de Internationale Raad

- a. De Voorzitter en Vice-Voorzitter van de Vergadering van de Internationale Raad worden aangewezen door het Internationale Bestuur, in overeenstemming met het Reglement van Orde van ELSA.
- b. Andere ondersteunende personen, met inbegrip van Notulisten, worden verkozen door de Internationale Raad in overeenstemming met de procedure zoals neergelegd in het Reglement van Orde van ELSA.

#### 7.7 Procedures

Nadere procedures met betrekking tot de de Vergadering van de Internationale Raad worden gedefinieerd in het Reglement van Orde van ELSA.

## Het Internationale Bestuur

### Artikel 8 – Belangrijkste Bepalingen

#### 8.1 Rol

Het Internationale Bestuur is het hoogste uitvoerende orgaan van ELSA. Zijn taken bestaan uit het vertegenwoordigen van ELSA, het uitvoeren en verantwoordelijk zijn voor het dagelijks beheer en management van ELSA, het promoten en toezicht houden op de activiteitenkaders van ELSA, het bevorderen van de doelstellingen en doeltreffendheid van ELSA alsook het uitvoeren en implementeren van de besluiten aangenomen door de Internationale Raad. Het Internationale Bestuur oefent zijn uitvoerende taken uit bij wijze van besluiten genomen door de Bestuursvergadering.

#### 8.2 Verkiezing

- a. De Internationale Raad benoemt de leden van het Internationale Bestuur van ELSA tijdens de tweede Vergadering van de Internationale Raad van het bestuursjaar. Het Internationale Bestuur wordt benoemd voor een termijn van één jaar aanvangend op één augustus in het jaar van zijn benoeming en eindigend op ééndertig juli van het volgende jaar. Indien de verkiezing van het Internationale Bestuur door uitzonderlijke omstandigheden niet kan plaatsvinden, dan kan de verkiezing tijdens een Buitengewone Vergadering van de Internationale Raad plaatsvinden.
- b. Voor een geldige constitutie van het Internationale Bestuur, wordt tenminste de helft van zijn functies, zoals neergelegd in het Reglement van Orde van ELSA en afgerond naar het dichtstbijzijnde natuurlijke getal, bekleed.
- c. Het Internationale Bestuur wordt samengesteld uit leden van een Lokale of Nationale Groep van ELSA die natuurlijke personen zijn. Voor een geldige verkiezing, volgt de persoon die zich kandidaat stelt voor het Internationale Bestuur de procedure neergelegd in het Reglement van Orde van ELSA.
- d. De leden van het Internationale Bestuur worden verkozen voor hun specifieke functie, zoals neergelegd in het Reglement van Orde van ELSA.

- e. Het Internationale Bestuur kan verdere leden van het Internationale Bestuur benoemen volgens het Reglement van Orde van ELSA als een functie in het Internationale Bestuur na de tweede Vergadering van de Internationale Raad van het bestuursjaar niet bekleed is.
- f. Een lid van het Internationale Bestuur dat volgens art.

8.2 onderdeel e van deze Statuten benoemd is, moet voor dezelfde functie worden verkozen door de Internationale Raad tijdens de eerstvolgende Vergadering van de Internationale Raad na zijn benoeming, volgens de procedure zoals neergelegd in het Reglement van Orde van ELSA. Als dit Internationale Bestuurslid niet verkozen wordt door de Internationale Raad, dan houdt het op zijn functie te bekleden op de dag na de officiële sluiting van de Vergadering van de Internationale Raad.

### 8.3 Vertegenwoordiging

De volgende regels zijn van toepassing bij de vertegenwoordiging van ELSA:

- a. ELSA wordt wettelijk vertegenwoordigd door de gezamenlijke leden van het Internationale Bestuur. Een lid van het Internationale Bestuur kan ELSA afzonderlijk vertegenwoordigen in zaken die binnen het in het Reglement van Orde nader geduide mandaat vallen waarvoor het lid verkozen of benoemd is. De Voorzitter van het Internationale Bestuur kan ELSA in elke daad vertegenwoordigen.
- b. Zowel het Internationale Bestuur als de Voorzitter van het Internationale Bestuur kunnen een of meer personen machtigen om ELSA met beperkte of onbeperkte volmacht te vertegenwoordigen.

### 8.4 Belangenverstrengeling en ontstentenis

- a. Indien er naar objectieve maatstaven sprake is van een direct of indirect persoonlijk belang van een lid van het Internationale Bestuur bij een te nemen besluit, dan zal dit lid zich onthouden van de beraadslaging en besluitvorming. Indien alle leden van het Internationale Bestuur of het enige lid van het Internationale Bestuur naar objectieve maatstaven een direct of indirect persoonlijk belang hebben bij een te nemen besluit, dan wordt het besluit genomen door de Internationale Raad.
- b. Indien een van de leden van het Internationale Bestuur gedurende zijn termijn niet meer in staat is zijn functie uit te oefenen en er sprake is van belet of ontstentenis, dan worden zijn taken uitgevoerd door de resterende leden van het Internationale Bestuur gezamenlijk totdat de Internationale Raad gedurende de eerstvolgende Vergadering een voorziening treft.
- c. Indien er sprake is van belet of ontstentenis van alle leden van het Internationale Bestuur wordt de Vereniging tijdelijk bestuurd door een persoon die daartoe door de Internationale Raad steeds moet zijn aangewezen.

### 8.5 Ontslag

Een lid van het Internationale Bestuur kan door de Internationale Raad met een tweederde meerderheid van de uitgebrachte stemmen worden ontslagen.

## Financiën

9.1 Het boekjaar van ELSA loopt van één augustus tot en met éénendertig juli.

9.2 Inkomen of winst uit activiteiten van ELSA zal uitsluitend worden gebruikt ter uitvoering van haar doelstellingen in overeenstemming met haar filosofie en nimmer met winstoogmerk ten opzichte van haar leden.

9.3 Ieder Lid van ELSA is verplicht om per boekjaar een lidmaatschapsvergoeding te betalen waarvan het bedrag door de Internationale Raad wordt vastgesteld. Iedere Waarnemer van ELSA is verplicht een waarnemersbijdrage te betalen per boekjaar, waarvan de hoogte wordt bepaald door de Internationale Raad.

9.4 De gecontroleerde tussentijdse balans over de eerste zes maanden van het boekjaar, en de gecontroleerde definitieve balans met betrekking tot het volledige boekjaar worden aan de Vergadering van de Internationale Raad, onmiddellijk nadat de periode waar deze betrekking op heeft ten einde is gekomen, voorgelegd.

9.5 Interne en externe auditors controleren de betrouwbaarheid van de tussenbalans en de definitieve balans per boekjaar. De Internationale Raad benoemt interne auditors voor een periode aanvangend bij de start van een boekjaar en eindigend bij goedkeuring van de definitieve balans door de Internationale Raad, of bij ontslag van het Lid op basis van dezelfde criteria als een lid van het Internationale Bestuur of bij vrijwillig ontslag.

## Wijzigingen

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### Artikel 10 – Geldigheid en Effect

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10.1 Een voorstel ter wijziging van deze Statuten kan worden aangenomen door een meerderheid van tweederde van de door de Internationale Raad uitgebrachte stemmen en mits de voorgestelde wijziging tenminste achtentwintig (28) dagen voor de opening van de Vergadering van de Internationale Raad rechtsgeldig is verstuurd. Indien goedgekeurd door de Internationale Raad dan treden wijzigingen van deze Statuten uitsluitend in werking na het verlijden van een daartoe opgestelde notariële akte. Ieder lid van het Internationale Bestuur is bevoegd om een dergelijke notariële akte te tekenen en te verlijden.

10.2 Indien een wijziging op een reeds ingediend voorstel op de Statuten wordt ingediend, kan deze worden aangenomen mits deze ten minste veertien (14) dagen voor de opening van de Vergadering van de International Raad naar behoren is verzonden.

## Reglement van Orde

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### Artikel 11 – Nadere Regelgeving

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De Internationale Raad zal de interne aangelegenheden van ELSA en de rechten en plichten van de Leden en Waarnemers ten opzichte van ELSA in haar Reglement van Orde regelen. In geval van een tegenstrijdigheid hebben deze Statuten voorrang op het Reglement van Orde.

## Arbitrage

### **Artikel 12 – Toepasselijke Regels**

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Een geschil of meningsverschil voortkomend uit of in verband met deze Statuten of het Reglement van Orde van ELSA zal door middel van arbitrage in overeenstemming met de UNCITRAL Arbitrageregels als op dat moment van kracht worden geregeld.

## Ontbinding

### **Artikel 13 – Besluit en Procedure**

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13.1 ELSA zal door een besluit genomen met vier/vijfde meerderheid van de uit te brengen stemmen in de Internationale Raad worden ontbonden.

Een dergelijk besluit is uitsluitend geldig als het voorstel daartoe op de juiste wijze is geagendeerd voor de Vergadering van de Internationale Raad

13.2 De Internationale Raad zal, bij besluit om ELSA te ontbinden, twee vereffenaars benoemen en zal vervolgens besluiten omtrent de bestemming van de netto activa en eigendommen van ELSA, waar van toepassing.