



The European Law Students' Association

# Statutes and Standing Orders

*Please note, this version does not yet include the updated Statutes in accordance with decisions taken at the 79<sup>th</sup> International Council Meeting.*

Authenticated by

A handwritten signature in black ink, reading "Luciana Ayres de Campos".

**Luciana Ayres de Campos**  
Secretary General  
International Board  
Brussels, 4<sup>th</sup> of January 2022

# 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 International Council, online, June 2020;*

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

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

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

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

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

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

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

# Scope of Association

## Article 1 – Name

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

## Article 2 – Official Seat

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

## 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, establish and develop mutual understanding, co-operation and personal contacts among law students and young lawyers from different States and legal systems, thereby equipping them for professional life in an international environment.

3.2 With respect to the realisation of the mentioned aims, ELSA shall be guided by the following philosophy statement.

### **Vision**

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

### **Purpose**

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

### **Means**

- To provide opportunities for law students and young lawyers to learn about other cultures and legal systems in a spirit of critical dialogue and scientific co-operation;
- To assist law students and young lawyers to be internationally minded and professionally skilled;
- To encourage law students and young lawyers to act for the good of society.

3.3 In order to reach its aims as set out in the Preamble and above, ELSA shall have a set of main fields of activity, which are further defined in the Standing Orders of ELSA.

## Article 4 – Structure

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

4.2 At the local level, ELSA is organised in 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 being the organisations, which confederate local groups present in each respective State. They represent ELSA nationally and their local groups in the international network. The National Groups are the members of ELSA in the context 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

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#### 5.1 European State

For the purposes of ELSA, a European State shall be defined by its geographical location. Since the eastern border of Europe is unclear, the divisions between Asia and Europe occur at the Ural Mountains, 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 Turkey are considered part of both Europe and Asia.

#### 5.2 Observership

A national organisation from any European State, with members being either local groups present at law faculties or law students and young lawyers, which supports the aims and activities of ELSA, may become 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.

#### 5.3 Membership

A national organisation from any European State, with members being either local groups present at law faculties or law students and young lawyers, which supports the aims and activities of ELSA and is already an Observer of ELSA, may become a Member National Group of ELSA (hereinafter Member) if its application for membership is approved by the International Council with a two-thirds majority of the votes cast.

#### 5.4 Direct Membership

An active Local Group of ELSA or a group of active Local Groups of ELSA, whose geographical location is no longer considered part of a State that was previously considered as such but is still situated in a European State, may become a Member National Group of ELSA (hereinafter Member) if its application for direct membership is approved by the International Council with a two-thirds majority of the votes cast.

#### 5.5 Application Requirements

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

## 5.6 Demotion

If a related proposal is submitted to the International Council by the International Board or a Member, the membership of another Member can be demoted to Observership with a two-thirds majority of the votes cast by the International Council if that Member has not duly fulfilled its financial obligations towards ELSA and has not signed a payment agreement with ELSA on that matter for two consecutive regular International Council Meetings.

## 5.7 Termination

Observership or membership immediately ends:

- a. if an Observer does not attain membership for four consecutive regular International Council Meetings following the one where the Observer can apply for membership; or
- b. 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 domestic law of the State where the Observer or Member is based; or
- c. if an Observer or a Member sends written notification to the International Board stating its dissolution as decided by its council in accordance with its statutes and the domestic law of the State where the Observer or Member is based; or
- d. if an Observer or a Member sends written notification to the International Board stating its dissolution as decided by a supreme domestic decision-making instance whereby the dissolution takes effect according to the domestic law of the State where the Observer or Member is based;
- e. from the moment the International Board is informed that an Observer or a Member lost its legal personality; or
- f. if an Observer or Member is expelled from ELSA by the International Council.

## 5.8 Expulsion

If a related proposal is submitted to the International Council by the International Board or a Member, an Observer or another Member can be expelled from ELSA with a two-thirds majority of the votes cast by the International Council if that Observer or Member has either:

- a. violated the Statutes or the Standing Orders of ELSA, the decisions made 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 considerable harm 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 to satisfy in any other way the requirements set for being an Observer or a Member; or
- e. not taken or ceased to take appropriate measures in case anyone within the Observer or Member's responsibility violates clauses a, b and d above.

## 5.9 Right to Explain

In order for a demotion or expulsion to be valid, the Observer or Member in question must be given an adequate opportunity to explain its acts and to reply to any allegations made against it. The International Board must prove to the International Council that the respective letter of invitation to the International Council Meeting was sent to the Observer or Member, thereby giving it an adequate 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

The International Council consists of the Members of ELSA and is the supreme decision-making body of the association. The decisions of the International Council are binding on the entire ELSA Network.

#### 7.2 Summoning

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

- a. The International Council shall meet 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 summoned with printed or electronic invitations sent by the International Board to all Members and Observers of ELSA and the Auditors. The invitations shall be sent at least 42 days before the opening of the International Council Meeting in question.
- c. Extraordinary meetings can be requested by the International Board or by at least one tenth of all the Members. For extraordinary meetings, the invitations shall be sent up to 14 days before the opening of the extraordinary meeting in question.

#### 7.3 Voting Rights

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 in the summoning for the meeting. 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:

- a. fulfilled its financial obligations towards ELSA;
- b. filled in the State of the Network Inquiry, sent prior to the respective International Council Meeting, and handed it in to the International Board;
- c. submitted the letter of authorisation to the Secretary General of the International Board; and
- d. submitted the Local Group Report to the International Board

#### 7.4 Principles for Quorum

The International Council Meeting in plenary session is only fully competent when it has been duly summoned 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 means that the abstentions shall be deducted from the total amount of votes used to determine the majority.

#### 7.6 Procedures

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

## The International Board

### Article 8 – Main Provisions

#### 8.1 Role

The International Board is the supreme executive body of ELSA. Its tasks are to represent ELSA, to carry out and be responsible for the day-to-day running and management of ELSA, to promote and supervise ELSA's fields of activities, to advance the aims and efficiency of ELSA as well as to execute and to implement the decision made by the International Council. The International Board exercises its executive power through Board Meeting decisions.

#### 8.2 Elections

The International Council shall elect the members of the International Board 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 their election and terminating on the 31st of July of the following year. In order for the International Board to be legally representative, at least half of the positions – rounded up to the nearest natural number – have to be occupied either by elected members or by deputy officers.

#### 8.3 Dismissal

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

## 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 membership fee per financial year, the amount of which is to be 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

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

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Any proposal amending these Statutes may be made if supported 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 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.

## Statutes and Standing Orders

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### **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 difference arising out of or in connection with these Statutes or the Standing Orders of ELSA shall be settled by arbitration according to the UNCITRAL Arbitration Rules as may currently be in force.

## Dissolution

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

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13.1 ELSA shall be dissolved by a decision of four fifths of the International Council. In order for such 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 about the destination of the net assets and property of ELSA, if any.

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

## Scope of the Association

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

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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:<sup>1</sup>

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

## 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.

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<sup>1</sup> As accepted by the International Council during the LXXIX International Council Meeting of ELSA, as of 1<sup>st</sup> of August 2022, a new subsection shall be added as follows: b. Competitions (C), simulating the practice of law to develop necessary skills and to complement theoretical knowledge.

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

### 4.4 Election of the Host

- a. The International Council shall elect a host for the International Council Meeting responsible for the practical organisation.
- b. The election of an International Council Meeting host shall be taken by means of an absolute majority of votes of the Member National Groups represented and able to vote. No decision can be taken upon the application earlier than 20 months before the International Council Meeting the ELSA group has applied to host.
- c. The International Board of ELSA:
  - i. shall justifiably recommend to the International Council whether to accept or decline an application to host an International Council Meeting.
  - ii. shall issue a call for hosts via the mailing list if there is no host elected by the International Council two International Council Meetings prior to the respective International Council Meeting.
  - iii. is responsible for organising the meeting if no host is appointed six months prior to the latest possible date of the opening of the International Council Meeting. At

such a meeting, the respective International Council Meeting Decision Book regulations do not apply.

#### 4.5 Call

The International Board of ELSA is responsible for announcing the call for the upcoming International Council Meeting hosts. This call shall be made 60 days before the opening of the International Council Meeting where the elections will take place. A decision for the host will be made, along with the annexed agreement drafted by the International Board 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 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.

#### 4.10 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.

## **Article 5 – Preparations**

### 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 applications and the Activity Reports of all members of the International Board, 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, filed 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.

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## Article 6 – General Procedure

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### 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:

- i. 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;
- ii. 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, consisted 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;



If the maximum number of International Council Meeting Officers is not reached, the Chair shall 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. Abstentions shall be included in the number of votes cast.

#### 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 may be amended by the International Board or the International Council upon a seconded proposal at any point.

#### 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.

### **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 the ones for which a secret voting takes place, or means of electronic voting.
- 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

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## Article 9 – Composition

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### 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 Moot Court Competitions,<sup>2</sup>
  - 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 and their deputy officers 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 may not be more than two people with a substantial connection to the same Member in the International Board regardless of their status as elected board members or deputy officers.

### 9.2 Tasks and Responsibilities

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<sup>2</sup> As accepted by the International Council during the LXXIX International Council Meeting of ELSA, as of 1<sup>st</sup> of August 2022, the Vice President in charge of Moot Court Competitions shall become the Vice President in charge of Competitions.

- 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 must take place during that International Council Meeting.
- c. The International Board may appoint a deputy officer to hold a vacant board position until the elections for that position take place or the term of the International Board in question expires. The deputy officer shall be referred to by the name of the vacant board position prefixed by the word "Deputy".
- d. The appointment procedure of a deputy officer is at the discretion of the International Board. The deputy officer will not become a member of the International Board until elected at the following International Council Meeting.
- e. A candidate refused by the International Council for a position in the International Board shall not be appointed as a deputy officer for that respective position in the same term of office.

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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 Representation

The following rules shall apply in regards to representation:

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

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## Article 11 – Nominations and Elections

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### 11.1 Nominations

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

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

### 11.2 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. This 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 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

### Article 12 – Main Provisions

#### 12.1 Financial Independence

The Members and Observers organise their finance independently and are not in any respect responsible to, or under the supervision of the Treasurer of 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 observer administration fee per financial year, the amount of which is to be decided by the International Council.

#### 12.3 Membership fee and observer administration fee due date

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

#### 12.4 Financial obligations of individuals

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

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

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#### 13.1 Debt continuation clause

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

#### 13.2 Payment Agreements and non-cash payments

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

#### 13.3 Debt reducing and Debt waiving procedures and restrictions

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

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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.

#### 15.2 Internal Auditors' Report

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

#### 15.3 Certification of accounts' reliability

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

#### 15.4 Reasoned opinion on the relief of responsibility

In addition to the Report and Certification of accounts' reliability, the Internal auditors shall provide the International Council with a reasoned opinion on the relief of responsibilities of the



International Board after conducting the audit of the Final accounts of the financial year in question.

#### 15.5 Personal restrictions

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

#### 15.6 External Auditor

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

## Amendments

### Article 16 – Validity and Effect

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Any amendment to these Standing Orders can only be made by the International Council if supported by a two-thirds majority of the votes cast and the proposal has been made available in accordance with article 5.2 and 5.3 or following the procedure in article 6.8.b. 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.

## 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 Publicizing Decisions

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

#### 17.3 Order decision prevailing

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

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

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

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### 18.1 Minute Drafting and Publicizing

The Minutes of the International Council Meeting shall be drawn up by the Secretary General of the International Board from the draft minutes prepared by the Secretaries of the International Council. The Minutes shall be sent out to 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.