

**EUROPEAN LAW FACULTIES ASSOCIATION
[E.L.F.A.]
ARTICLES OF INCORPORATION**

Chapter I. Name, legal form, seat and duration

- Art. 1 An association is established with the name of European Law Faculties Association (E.L.F.A.).
- Art. 2 The association shall take the legal form of an association under Dutch law. It shall have full legal personality and operate under Dutch law.
- Art. 3 The association shall be established for an unlimited duration.
- Art. 4 The seat of the association shall be located in Amsterdam (the Netherlands). The association shall have an administrative office in Belgium.

Chapter II. Objectives and activities.

- Art. 5 The objectives of the association are the following:
- (1) representation of faculties and schools of legal education and research and the promotion of their interests in the institutions of the European Union in all matters of culture and education in general and legal education and research in particular;
 - (2) representation of faculties of law and schools of legal education and research and the promotion of their interests in other European and international organisations in the field of legal education and research and in organisations of the legal profession and professions closely related to the legal professions;
 - (3) representation of faculties and schools of legal education and research and the promotion of their interests with organisations outside Europe;
 - (4) the promotion of teaching and research in law, where this cannot be adequately achieved at a national level.
- Art. 6 In order to achieve these objectives the association shall be authorised to undertake the following activities:
- (1) the collection and exchange of information on teaching programmes, teaching, examining and grading methods;
 - (2) the gradual development of a common European dimension in the various areas of legal education and research in general and education and research in European Union law and comparative law of the Member States in particular;
 - (3) the study and gradual implementation of the mutual recognition of curricula including individual courses, examining and grading methods and various categories of law degrees;
 - (4) the study and reflection on legal research and student learning with a view to achieving quality;
 - (5) in general, to undertake any activity, including co-operation with existing institutions, organisations and networks to facilitate the achievement of the objectives of the association and all other activities ancillary to the objectives and activities mentioned above.

Chapter III. Rights and duties of members and observers.

- Art. 7 The association shall have full members, associate members and observers.

- Art. 8 Full membership shall be open to the following institutions located in the European Union or the European Free Trade Association, or, subject to the condition of approval by a majority of three fourth of the votes at the General Assembly, in one of the Contracting States of Europe Agreements:
- (1) faculties and schools of higher learning at university level, recognised by the competent Ministry or other competent public authority, which are engaged in legal scientific research and which on the basis of their curriculum and examinations are authorised to award a legally recognised law degree giving access to a regulated profession, or to prepare for the examination leading to such a degree. When a faculty or school of higher learning is not a separate legal entity, the university or school of which the faculty is a part, shall be admitted as a member;
 - (2) institutions having an international orientation which are engaged in post-graduate scientific research and/or specialised in legal education in general and in European Union law in particular, and which are agreed upon in the General Assembly by a majority of three fourths of the votes.
- Art. 9 Associate membership shall be open to all institutions and organisations mentioned under Article 8 which have their principal place of activity in a State member of the Council of Europe, but outside of the European Union and the European Free Trade Association.
- Art. 10 Observer status shall be open to the following institutions and organisations:
- (1) institutions engaged in education and/or professional training organised at post-university level by the legal professions or by public authorities;
 - (2) organisations of legal professions;
 - (3) representative associations of law faculties and schools of higher legal education at university level, composed of the majority of faculties and schools in a Member State;
 - (4) representative organisations of law teachers at university level;
 - (5) representative student associations with an orientation on European legal education;
 - (6) scientific associations in the field of law;
 - (7) any other institution proposed by the Board of Directors and agreed upon by a majority of three fourth of the votes in the General Assembly.
- Art. 11 Members shall be represented by physical persons who shall be designated in accordance with the internal rules of the institutions which they are deemed to represent.
- Art. 12 Requests for admission to full membership, associate membership, or observer status, shall be submitted to the president of the association. The Board of Directors shall accept the application, when the applicant fulfils the conditions mentioned in one of the articles 8,9 or 10.
- Art. 13 All categories of members have the right to participate in all the activities of the association, its meetings and workshops.
- Art. 14 Only full members shall have full voting rights and the right to be elected as an officer of the association. However, the right to be elected as president and as first vice-president is restricted to full members representing the law faculties and schools of higher learning at university level. The right to vote on questions concerning directly

the representation and the promotion of the interests with the institutions of the European Union rests exclusively with the institutions and organisations having their seat on the territory of the Member States of the European Union.

Art. 15 The annual membership fee for all types of membership shall be determined by the General Assembly, on the basis of a detailed financial scheme set up by the Board of Directors.

Art. 16 Membership shall end in case of:

- (1) non-compliance with the conditions for admission;
- (2) voluntary resignation by a member;
- (3) exclusion by the association;
- (4) liquidation, dissolution or bankruptcy of a member;
- (5) failure to pay membership fees during any two consecutive years.

Chapter IV. Board of directors and management.

Art. 17 The Board of Directors of the association shall consist of six members: the president, the first vice-president, the vice-president-secretary, the vice-president-treasurer and two further vice-presidents. Except for the members representing an institution mentioned under Article 8 (2), each member of the Board shall be affiliated with an institution whose seat is located in a different Member State of the European Union, the European Free Trade Association, or, if applicable, in another European country mentioned in article 8. The president and the first vice-president of the association shall be elected each year from amongst the sitting members of the Board by the General Assembly. A member of the board may be re-elected once as president during the four years of his tenure as a Board member. The members of the Board will decide each year on the other functions on the Board.

Art. 18 ¹ Decisions and resolutions of the Board of Directors shall be passed by a simple majority of the Board members present and represented, in case of equality of votes, the president has the casting vote. The quorum for a valid meeting of the Board shall require at least four members being present or duly represented. Members can give a proxy to vote to another Board member. Members can hold maximum one proxy from another Board member.

² The Board of Directors may also hold meetings by way of electronic means or phone conferences, unless two members or more ask for a face to face meeting.

Art. 19 The Board of Directors shall be convened by the president by registered mail, by fax or by electronic means (with confirmation receipt) sent at least 10 days in advance, indicating date, hour and place of meeting and the agenda of the meeting. In case of emergency a meeting can be called at shorter notice. In the latter case the meeting shall be formally confirmed by at least three members of the Board.

Art. 20 The Board of Directors shall have the widest powers to implement the objectives of the association and shall be responsible for preparing and implementing the actions, programmes and instructions discussed and approved by the General Assembly, except for those powers which are specifically reserved to the General Assembly. It shall keep the minutes of its meetings and may establish a secretariat.

Art. 21 The association shall be duly represented by the Board, or by its president and first vice-president. The Board, or the president and the first vice-president acting together, may appoint a special representative of the association for specific

missions.

Art. 22 The members of the Board are elected for a period of four years. At the end of his or her term a re-election for a period of two years is permitted. A subsequent re-election to the Board is not permitted until a period of at least four years has elapsed. The term of the members of the Board starts the day after the meeting of the General Assembly.

Transitory rule of Article 22 of the Articles of Incorporation: Sitting members of the Board on the coming into force of Article 22 (new version) stay on the Board until they have completed a six-year term.

Art. 23 The Board of Directors shall present to the annual General Assembly:

- (1) an annual report of the activities of the association;
- (2) annual accounts and an annual financial report, which previously shall have been submitted to an external audit;
- (3) a draft budget for the following year.

Chapter V. General assembly

Art. 24 The General Assembly of the members of the association shall consist of all full members and associate members. Observers shall also have access to the General Assembly.

Art. 25 The annual General Assembly shall meet once a year in Europe, at a date and in a location determined by the previous annual General Assembly.

Art. 26 In special cases the Board of Directors may convene a special General Assembly, to be held at a date and in a location determined by the Board.

Art. 27 The meeting of the General Assembly shall be convened by notice in writing of the president sent at least 30 days in advance of the meeting. The notice shall indicate the location, hour and date of the meeting as well as its agenda. The notice for the annual General Assembly shall be accompanied by a draft annual report, a draft financial report and a draft budget. In special circumstances a meeting can be called at a shorter notice of not less than 15 days. In the latter case the shorter notice period must be approved by at least three quarters of the members present and represented. The shorter notice period is not applicable to amendments of the articles of incorporation or proposals for the dissolution or liquidation of the association.

Art. 28 The General Assembly shall have the following powers:

- (1) election of the members of the Board of Directors;
- (2) release of the members of the Board of Directors;
- (3) appointment and release of the auditor of the association at the proposal of the Board of Directors;
- (4) approval of the annual report;
- (5) approval of the annual accounts, the annual financial report and the adoption of rules for conduct in financial matters;
- (6) approval and amendment of the budget;
- (7) amendment of the articles of incorporation;
- (8) approval of internal regulations;
- (9) dissolution and liquidation of the association;
- (10) discussion of any matter relating to the objectives and the activities of the association;

- (11) passing of resolutions instructing the Board of Directors to undertake certain actions within the framework of the objectives and activities of the association;
- (12) notification of admissions of new members and exclusion of existing members.
- Art. 29 All decisions and resolutions of the General Assembly, except when provided otherwise in the articles of incorporation shall be passed by an absolute majority of the votes. Each full member possesses one vote at the General Assembly. Full members, associate members and observers are permitted to hold maximum one proxy from another member or observer belonging to the same category.
- Art. 30 During a first voting round members of the Board of Directors shall be elected by an absolute majority of the votes. If during the first round no absolute majority is achieved, members of the Board shall be elected during the second round by a simple majority of the votes.
- Art. 31 Amendments of the articles of incorporation and decisions relating to the dissolution or liquidation of the association shall be passed by a majority of at least three quarters of the votes.

Chapter V. Working parties.

- Art. 32 The Board of Directors or the General Assembly may decide to establish working parties on specific subjects. The working party shall report respectively to the Board of Directors or the General Assembly.

Chapter VII. Internal regulations.

- Art. 33 The Board of Directors shall propose Internal Regulations to be approved by the General Assembly.

Chapter VIII. Budget and financial statements.

- Art. 34 The resources of the association shall consist of:
- (1) annual membership fees;
 - (2) subsidies from public authorities;
 - (3) grants, donations and bequests made on behalf of the association;
 - (4) income from services rendered;
 - (5) interests, dividends and any other revenue from capital investments;
 - (6) any other form of income.
- Art. 35 Apart from the operating expenses for the secretariat and the administration of the association, the members of the Board of Directors and persons charged with a special mission on behalf of the association shall be entitled to reimbursement of documented travelling and maintenance expenses incurred in the exercise of activities on behalf of the association.

Chapter IX. Financial year.

- Art. 36 The financial year of the association runs from January 1st until December 31st. The first financial year runs from the date of the constitution of the association until December 31st following the year of the constitution.

Chapter X. Dissolution and liquidation.

- Art. 37 The General Assembly shall take the decision of dissolution and liquidation at a special meeting convened solely for that purpose.

Art. 38 The decision of dissolution and liquidation shall be taken with the special majority mentioned in Article 31.

Art. 39 In case of dissolution, the General Assembly shall appoint one or more liquidators and determine their powers. It shall decide on the allocation of the net-assets of the association to an association or institution with objectives similar to that of the association being dissolved and liquidated.

Chapter XI. General provisions.

Art. 40 These articles of incorporation are drafted in four languages: English, French, German and Spanish; they are equally authentic. The provisions on associations, even if not mandatory under Dutch law shall apply in all cases not provided for in the present articles of incorporation.

Art. 41 The articles of incorporation enter into force in accordance with the relevant provisions of Dutch law.

Chapter XII. Founding members and board members

Art. 42 The founding members of the association and the members of the first Board of Directors are listed in a document in annex to this deed of incorporation.

Changes adopted by the General Meeting – 16 March 20013