



The European Law Students' Association

THE NETHERLANDS

# Articles of Association

ELSA the Netherlands

Authenticated by:

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

**Puck Scheggetman**

Secretary General

National Board of ELSA the Netherlands 2023/2024

Nijmegen, 1st July 2024

Translated version authenticated by:

A handwritten signature in black ink, appearing to read 'Ines-Cristiana Cutaru', with a long horizontal flourish extending to the right.

**Ines-Cristiana Cutaru**

Secretary General

National Board of ELSA the Netherlands 2024/2025

## **Article 1. Name. Seat. Duration**

1.1 The Association is called: "ELSA The Netherlands".

ELSA stands for The European Law Students' Association. It is based in the municipality of Amsterdam

1.2 The Association is established for an indefinite period.

1.3 The Association is the only Dutch organisation affiliated to ELSA International, an association with full legal capacity, based in Amsterdam and with offices in Brussels, Belgium.

1.4 The articles of association and regulations of ELSA International in force are available for inspection by interested parties at the board of ELSA The Netherlands.

## **Article 2. Purpose**

2.1 The Association is independent and apolitical and aims to:

The promotion and development of mutual understanding, cooperation and the establishment of personal contacts between law students and young lawyers from different European countries, all of this in line with the objectives of ELSA International.

2.2 The Association seeks to achieve this goal by, among other things:

a. stimulating and coordinating the following activities, which are organised by its members:

1.1 Academic Activities (AA);

2.1 Competitions (C);

3.1 Professional Development (PD);

4.1 Seminars & Conferences (S&C).

b. promoting cooperation and dialogue between its members and ELSA organisations based abroad;

c. organising other activities to give effect to the Association's rights and obligations as a member of ELSA International.

2.3 The Association does not seek profits for distribution among members.

### **Article 3. Members. Prospective Members**

3.1 A local organisation of which law students and young lawyers are or can be members and which supports the aims and activities of ELSA, can become prospective member of ELSA The Netherlands, if the following conditions are met:

- a. at the Faculty of Law to which the potential prospective member is attached, an ELSA group may not already exist;
- b. a written statement has been sent to the board in which the applicant presents an action plan on how the potential prospective member will implement the goals and activities of ELSA;
- c. the applicant submits their articles of association and regulations to the board and these articles of association are not in conflict with the articles of association and regulations of ELSA The Netherlands and ELSA International;
- d. the application was adopted by the General Assembly by a two-thirds majority.

3.2 Membership of ELSA The Netherlands is open to prospective members who have met the following conditions:

- a. a prospective member cannot become a full member of ELSA The Netherlands until the fourth general meeting following the general meeting in which the prospective membership was obtained;
- b. in the period of the prospective membership, at least one interim evaluation will take place based on the prospective member's action plan.
- c. the applicant submits their articles of association and regulations to the board and these articles of association are not in conflict with the articles of association and regulations of ELSA The Netherlands and ELSA International;
- d. the application for membership was adopted by the General Assembly by a two-thirds majority.

3.3 The board maintains a register, which contains the names and addresses of all members and prospective members.

### **Article 4. Termination of membership**

4.1 Membership or prospective membership ends:

- a. when a member or prospective member ceases to exist;
- b. by resignation by the member or prospective member;

c. by resignation on behalf of the Association; resignation may happen if the member or prospective member has ceased to meet the requirements for membership laid down in the articles of association, if he fails to fulfil his obligations towards the Association, as well as if the Association cannot reasonably be required to continue the membership;

d. by expulsion; expulsion can only be used if a member or prospective member acts contrary to the articles of association, regulations or decisions of the Association or impairs the Association in an unreasonable manner.

4.2 Notice of termination on behalf of the Association shall be given by the board.

4.3 Termination of membership by the member, prospective member or by the Association may only be effected towards the end of the Association Year and subject to four weeks' notice. However, membership may be terminated immediately if the member or the Association cannot reasonably be required to continue the membership.

4.4 Termination in violation of the provisions of the previous paragraph shall cause membership to end at the earliest permissible time following the date on which notice of termination was given.

4.5 A member or prospective member shall not be entitled to exclude, by cancelling its membership, the consequences of a decision whereby the obligations of members of a pecuniary nature are increased.

4.6 Expulsion from membership shall be effected by the board.

4.7 A resolution to terminate membership by the Association on the grounds that the Association cannot reasonably be required to continue the membership and a resolution to expel a member or prospective member from membership may be appealed against by the member or prospective member concerned at the next general meeting. The member or prospective member concerned shall be notified accordingly as soon as possible.

4.8 If membership ends during the year, the annual contribution shall nevertheless remain payable in full.

## **Article 5. Annual contributions**

5.1 Members and prospective members are liable to pay an annual contribution, the amount of which will be determined by the General Assembly. When determining the contribution amount, the amount of the natural persons that a member has will be taken into account, as well as the amount of the contribution owed by the association to ELSA International.

5.2 The General Assembly is competent to grant full or partial exemption from the obligation to pay the aforementioned contributions and/or membership fees in special cases at the proposal of the board.

## **Article 6. Governance**

6.1 The board consists of a minimum of three people, appointed by the General Assembly. The General Assembly appoints a President, a Secretary General and a Treasurer. The appointment is made from the members, being natural persons, of the members affiliated to the Association.

The board shall be composed of natural persons, that are members of the associations affiliated with the Association.

6.2 The appointment shall be for a period of one year, beginning at the start of the Association's Year. Election of a new board shall take place in due time before the start of the new Association Year.

6.3 Candidates for appointment should make themselves known to the board before the meeting. The board will announce the candidates at the beginning of the meeting.

6.4 A candidate with an absolute majority of the votes cast is appointed. If there are several candidates for one board position and none of them have obtained an absolute majority, a second ballot shall be held between the two candidates with the most votes. If then the votes are tied, lots shall be drawn.

6.5 Board members shall be appointed from one or more binding nominations, subject to the provisions of paragraphs 6 and 7. Both the board and two members are authorised to make such a nomination. The nomination by the board shall be announced in the notice convening the meeting. A nomination by two members must be submitted in writing to the board before the start of the meeting.

6.6 Any nomination may be deprived of its binding nature by a resolution adopted by at least two-thirds of the votes cast by the General Assembly at which at least two-thirds of the members are represented.

6.7 If no nomination has been drawn up, or if the General Assembly decides to deprive the nominations drawn up of their binding nature in accordance with the previous paragraph, the General Assembly shall be free in its choice.

6.8 If there is more than one binding nomination, the appointment shall be made from those nominations.

## **Article 7. Board duties**

7.1 Subject to restrictions under the articles of association, the board is in charge of managing the Association.

7.2 The board is responsible for properly informing members about:

- a. ELSA The Netherlands' activities;
- b. the activities of ELSA International and those developed in the other countries within the framework of ELSA to the best of its ability.

7.3 The board is responsible for convening general meetings.

## **Article 8. Management authority. Representation**

8.1 A board member may hold more than one position, provided that a board member of the Association's executive board cannot hold a second position within the executive board.

8.2 The board is authorised to appoint one or more directors to carry out part of its duties.

8.3 The board requires the approval of the General Assembly for resolutions to;

- a. without prejudice to the provisions of subparagraph b, engaging in legal acts and making investments exceeding an amount or value of two thousand and five hundred euros (EUR 2,500);
- b. renting, letting and otherwise acquiring the use and enjoyment of registered assets;
- c. entering into agreements, whereby bank credit is granted to the association;
- d. borrowing funds on loan, which does not include making use of any bank credit granted to this association;
- e. entering into settlements;
- f. concluding and amending employment contracts. The absence of such approval does not affect the representative powers of the board or directors.

8.4 The Association shall be lawfully represented:

- a. or by the board;
- b. or by two board members jointly.

## **Article 9. Decision-making by the board**

9.1 Decisions of the board are taken by an absolute majority of the votes cast. If the votes are tied, the chairman decides.

9.2 Minutes of the proceedings at each meeting shall be drawn up by the Secretary General or his substitute, to be signed by the President and the note-taker.

9.3 Until the minutes are adopted, the President's judgement on the adoption and content of the decisions is decisive.

## **Article 10. Termination of board membership**

10.1 Any board member may be dismissed or suspended by the General Assembly at any time. A suspension that is not followed by a dismissal within three months shall end by the expiry of that period.

10.2 Each board member is immediately eligible for re-election after the end of the Association Year.

10.3 Board membership further ends:

a. by the termination of the membership of a board member of a member of the Association;

b. by giving written notice and observing a notice period of three months or a shorter period with the approval of the board. If a board member intends to resign, the board shall notify the members.

## **Article 11. Annual report. Presentation of accounts**

11.1 The Association Year and financial year of the association shall run from August 1st to July 30th.

11.2 The board is obliged to keep proper accounts of the Association's assets and liabilities so that its rights and obligations can be known at all times.

11.3 The board shall present its annual report at a general meeting within four months after the end of the Association's Year, save for an extension of this period by the General Assembly, and shall, on submission of a balance sheet and a statement of income and expenditure, render an account of the policy conducted during the past financial year. After expiry of the term, any member may legally demand this presentation of accounts from the board.

11.4 The General Assembly annually appoints a committee of at least two persons present at the meeting, who are not members of the board. This committee - the so-called audit committee - examines the board's financial policy and reports its findings to the General Assembly.

11.5 If the examination of the financial policy of the board requires special accounting knowledge, the audit committee may be assisted by an expert. The board shall be obliged to provide the audit committee with all information it requests, to show the liquidity and assets if it so desires and to allow it to inspect the books and records of the association.

11.6 The task of the audit committee may be revoked at any time by the General Assembly, but only by the appointment of another audit committee.

11.7 The board is obliged to keep the documents referred to in paragraphs 2 and 3 for seven years.

## **Article 12. General Assembly**

12.1 The General Assembly shall have all powers in the Association that are not assigned to the board by law or by the articles of association.

12.2 At least two general meetings are held annually.

12.3 At the Autumn Meeting, which should be held within four months after the end of the Association Year, the items to be discussed include:

the annual report and accounts referred to in Article 11(3) with the report of the

committee referred to therein;

- a. the appointment of the audit committee for the next Association Year;
- b. proposals by the board or members announced in the notice of the meeting.

12.4 In the last meeting of the Association Year will among other things be discussed:

- a. proposals for the budget for the coming Association Year;
- b. proposals by the board or members announced in the notice of the meeting.

12.5 The board of the Association constitutes the delegation for the International Council Meetings of ELSA International. In the absence or indisposition of one or more board members, the board itself completes the delegation.

### **Article 13. Access. Voting rights**

13.1 Admission to the meeting shall be open to all board members of affiliated members and prospective members, their members, being natural persons, and guests invited by the board.

13.2 The General Assembly shall decide on the admission of patrons and guests other than those referred to in paragraph 1.

13.3 Every member of the Association has the right to vote unless the member is suspended.

13.4 For decisions, not concerning the election of persons, each member has a number of votes depending on the number of members being natural persons of the Association. The distribution is as follows: zero to seventy-five (0 - 75) members: one (1) vote, seventy-six (76) and more members: two (2) votes.

13.5 If a member has more than one vote, all votes must be cast jointly for or against or abstain.

13.6 Each member shall designate one person entitled to vote from among its board members present at the meeting, stating his or her name to the board. If no board member can be present, the member may be represented by an authorised non-board member of that member.

13.7 A member may have his vote cast by another member authorised in writing. However, a member cannot represent more than one other member.

### **Article 14. Chairmanship. Minutes**

14.1 The general meetings are conducted by the President of the Association or, in his absence, a deputy appointed by the board.

14.2 The board reserves the right to nominate a chairman of the General Assembly to preside over the general meeting. The General Assembly shall vote on this proposal.

14.3 Minutes shall be kept of the proceedings at each meeting by the Secretary General or another person designated by the President for that purpose, which shall be adopted at the next general meeting and signed by the President and the minute taker.

14.4 Those convening the meeting may have a notarial record of the proceedings drawn up. The contents of the minutes or record shall be brought to the notice of the members.

## **Article 15. Decision-making**

15.1 Insofar as the articles of association or the law do not provide otherwise, all resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.

15.2 Members' votes involving an abstention are considered not to have been cast.

15.3 If no one obtains an absolute majority in an election of persons, a second ballot shall be held between the candidates who received the most votes in the first ballot. In the event of a tie in a vote between two persons, lots shall be drawn to decide which of the two is elected.

15.4 If there is an equal vote on a proposal not concerning the election of persons, it is rejected.

15.5 Voting shall be by raising voting cards, unless the President or one of the persons entitled to vote requires a written ballot. Votes in writing shall be by unsigned, sealed ballot papers.

15.6 As long as all members are present or represented at a general meeting, valid resolutions may be passed, provided they are passed unanimously, on all matters to be discussed - including, therefore, a proposal to amend the articles of association or to dissolve the association - even if no notice of meeting has been given or if the meeting has not been convened in the prescribed manner, or if any other requirement concerning the convening and holding of meetings or any other formality relating thereto has not been observed.

## **Article 16. Convening general meeting**

16.1 General meetings shall be convened by the board or by at least three members jointly. The convocation shall be made in writing to the addresses of the members according to the register of members referred to in Article 3. The notice period shall be at least fourteen days.

16.2 The convening notice shall state the subjects to be discussed.

## **Article 17. Amendments to the articles of the association**

17.1 The articles of association of the Association can only be changed by a resolution of a general meeting, which has been convened with the announcement that an amendment of the articles of association will be proposed at that meeting.

17.2 Those who have given notice of a general meeting to discuss a proposal to amend the articles of association must send a copy of that proposal, containing the proposed amendment verbatim, to all members at least fourteen days before the meeting.

17.3 A resolution to amend the articles of association requires at least two-thirds of the votes cast, in a meeting at which at least two-thirds of the members are present or represented. If two-thirds of the members are not present or represented, a second meeting shall be convened and held within four weeks thereafter, at which a decision may be taken on the proposal as discussed at the previous meeting, irrespective of the number of members present or represented, provided it is passed by a majority of two-thirds of the votes cast.

17.4 An amendment to the articles of association shall not take effect until it has been notarised. Each board member is authorised to execute the deed.

## **Article 18. Rules of procedures**

18.1 The General Assembly may adopt internal regulations.

18.2 The internal regulations may not conflict with the law, even where it does not contain mandatory law, nor with the articles of association.

## **Article 19. Dissolution**

19.1 The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1, 2 and 3 of Article 17 shall apply mutatis mutandis. The liquidation shall be carried out by the board.

19.2 When the resolution for dissolution is passed, the liquidation surplus must be allocated for a purpose that comes as close as possible to the purpose of the Association.

19.3 If no use can be made of the surplus when the resolution for dissolution is passed, the surplus shall revert to those who were members at the time of the resolution for dissolution. Each of them shall receive an equal share.

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The European Law Students' Association

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## TRANSLATOR'S NOTE

During translation, redactional choices have been made for clarity's sake, sometimes resulting in minor deviations from the original Dutch text. All of these changes are purely cosmetic in nature and do not alter the substantive content of the Articles. Our choices are motivated below.

- We decided to capitalise the word Association every time the Articles refer specifically to ELSA the Netherlands, in deviation from the Dutch original, to better reflect ELSA the Netherlands' structure, now that there are Association members and members of Association members.
- We have chosen to refer to the collective members of ELSA the Netherlands as the General Assembly, as the body that carries competences within the Association, and to regular meetings as, simply, meetings. In Dutch, these are referred to as Algemene Vergadering and Algemene Ledenvergadering.
- We have capitalised Association Year to distinguish it more clearly from calendar years.

*Hoping that this translation may reach those for whom it was drafted,*

Daniel Tamir and Berend Noë

Directors for Internal Regulations of ELSA The Netherlands 2024-2025

