

STATUTES

ELSA TILBURG

Unofficial English Translation



The European Law Students' Association

TILBURG

STATUTES

Article 1. Name. Seat. Duration.

1. Name

The association bears the name: **THE EUROPEAN LAW STUDENTS' ASSOCIATION TILBURG**, hereinafter also referred to as: "ELSA Tilburg".

2. Place of Business

Located in the municipality of Tilburg.

3. Duration

The association is established for an indefinite period of time.

Article 2. Objectives

1. The association is independent and non-political in nature, aiming at promotion and development of mutual understanding and cooperation, and at establishment of personal contacts between law students and young lawyers from different European countries; all this in line with the objectives of ELSA International.

2. The association seeks to achieve this goal through:

- a. Establishing the Dutch European Law Students 'Association organization in cooperation and consultation with the other European Law Students' Association associations established in the Netherlands;
- b. In collaboration with the other European Law Students 'Association associations established in the Netherlands, to guarantee that the European Law Students' Association The Netherlands, established in Amsterdam, has its rights and duties as a member of The European Law Students Association, established in Brussels, Belgium, can exercise and fulfil;
- c. The organization of activities for the benefit of its members and the members of the other European Law Students' Association organizations in the Netherlands and abroad, such as:
 1. Participating in the student exchange program, hereinafter referred to as the Student Trainee Exchange Program;
 2. Participating to the legal research program, hereinafter referred to as the Legal Research Group;
 3. To organize seminars (hereinafter referred to as Seminars) and conferences (hereinafter referred to as Conferences);

4. Participate in academic activities hereinafter referred to as Academic Activities;
 5. Enter into bilateral contacts;
 - d. To give its members the opportunity to participate in the activities organized by it and other European Law Students 'Association organizations in the Netherlands and in the other European Law Students' Association countries.
3. The association does not make a profit among the members.

Article 3. Cash

1. The funds of the association consist of:
 - Contributions;
 - Donations;
 - Grants;
 - Sponsor funds;
 - Funds;
 - Acquisitions under inheritance law or donation;
 - Income from activities of the association and its assets, and
 - Other income

Article 4. Members

1. Members of the association can be distinguished into members and alumni members. The membership is personal and therefore not transferable.
2. Members of the association may be:
 - a. Students, who are registered at the law faculty of the University of Tilburg;
 - b. Employees, who are connected to the law faculty of Tilburg University.

The board of ELSA Tilburg can decide on the admission of members who are not or have not been affiliated with the law faculty in Tilburg.

3. Alumni Members of the association may be:
 - a. Former members of ELSA Tilburg, who graduated from the law faculty of the University of Tilburg;
 - b. Former members of ELSA Tilburg who have obtained a bachelor's degree at the law faculty of the University of Tilburg;
 - c. Those who, on the basis of a special relationship with ELSA Tilburg, have declared that they want to remain involved with ELSA Tilburg.

The board of ELSA Tilburg can decide on the admission of members and alumni members who are not connected to the law faculty in Tilburg, but on the basis of a special relationship with ELSA Tilburg have indicated they want to stay involved with ELSA Tilburg.

Article 5. Beneficiaries

1. Benefactors are those who have declared their willingness to support the association financially with a minimum contribution to be fixed by the general meeting.
2. Beneficiaries have no rights and obligations other than those granted or imposed on them by or pursuant to the Articles of Association.

Article 6. Admission of Members and Beneficiaries

1. The board decides on the admission of members and beneficiaries.
2. In the event of non-admission as a member, the general meeting can still decide on admission.

Article 7. End of Membership

1. Membership ends by:
 - a. The death of the member;
 - b. Cancellation by the member;
 - c. Termination on behalf of the association;
 - d. Dismay; it can only be pronounced when a member acts in violation of the Articles of Association, regulations or decisions of the association or unreasonably disadvantages the association.
2. Termination on behalf of the association takes place by the board.
Termination is possible:
 - If a member no longer meets the statutory requirements for membership,
 - If a member - despite careful notice - fails to fulfil his obligations towards the association, or
 - When reasonably required of the association not required can be continued membership.

3. Termination of the membership by the member or by the association can take place at the end of the association year, provided in writing and with a notice period of four weeks.
However, membership may be terminated immediately if the association or the member cannot reasonably be required to continue membership.
4. A cancellation contrary to the provisions of the previous paragraph will result in the membership terminating at the earliest permitted time following the date on which notice has been given.
5. A member is not authorized to cancel his membership by a decision whereby the obligations of the members of a financial nature are increased, to be excluded.
6. Disqualification from membership is done by the board.
7. On the grounds that the association cannot reasonably be required to continue the membership and of the decision to expel from membership, the person concerned can appeal to the general meeting within one month of receipt of the notification of the decision. He shall be informed of this decision in writing as soon as possible, stating reasons. During the appeal period and pending the appeal, the member is suspended.
8. If the membership ends in the course of an association year, the annual contribution for the whole remains payable.

Article 8. End of the Rights and Obligations of the Beneficiaries

1. The rights and obligations of a beneficiary can be terminated at any time by termination, unless the annual contribution for the current association year remains due for the whole.
2. Cancellation on behalf of the association takes place by the board.

Article 9. Annual Contribution

1. The members and beneficiaries are obliged to pay an annual contribution, which will be determined by the general meeting.
2. The board is authorized in special cases to grant full or partial exemption from the obligation to pay a contribution.

Article 10. Alumni Fund ELSA Tilburg

1. There is an alumni fund called Alumni Fund ELSA Tilburg.
2. The Alumni Fund of ELSA Tilburg consists of contributions from alumni members.

3. Alumni Members commit themselves through membership of the association ELSA Tilburg and have registered as a member of the Alumni Fund ELSA Tilburg.
4. The Alumni Fund ELSA Tilburg will be included as a separate item on the balance sheet as referred to in Article 15 Section 3.
5. From the Alumni Fund, ELSA Tilburg will make special expenditures for the benefit of ELSA.
6. The board will submit the intention for a withdrawal from the Alumni Fund ELSA Tilburg to the advisory board. The board will not affect any withdrawals from the Alumni Fund in Tilburg than in the following two cases. The board can effect the withdrawal with prior written consent of the advisory board. The board reports to the general meeting on the implementation afterwards.

BOARD

Article 11. Board

1. The association is governed by a board consisting of a minimum of five and a maximum of seven persons, who are appointed at the general meeting. The appointment is made from the members, subject to the provisions of paragraph 3.
2. The appointment is made for a period of one year, starting at the start of the association year. An appointment during the association year is possible. This appointment is made for the remaining term of the association year.
3. The appointment of board members takes place from one or more binding nominations, with the exception of the provisions of paragraph 4. Until the preparation of such a nomination, both the board and ten members are authorized. The nomination of the board is communicated in the notice convening the meeting. A nomination by ten or more members must be submitted in writing to the board before the start of the meeting.
4. The binding nature of each nomination can be withdrawn by a resolution of at least two-thirds of the votes cast at the general meeting, taken at a meeting in which at least two-thirds of the members are represented.
5. If no nomination has been made or the general meeting decides, in accordance with the preceding paragraph, the made-up nominations should take away the binding character, then the general meeting is free to choose.
6. If there is more than one binding nomination, the appointment will be made from those nominations.

Article 12. End of Board Membership

1. Every board member may at any time be dismissed or suspended by the general meeting. A suspension that is not followed within three months by a decision to dismiss ends by the expiry of that term.
2. Every board member is eligible for immediate re-election after the end of the association year.
3. The board membership also ends:
 - a. With regard to a board member appointed from the members; through termination of the membership of the association;
 - b. By resigning.

BOARD MANAGEMENT

Article 13. Decision-Making by the Board

1. The board appoints from among its members a chairman (hereinafter referred to as the President), a secretary (hereinafter referred to as the Secretary General) and a treasurer (hereinafter referred to as Treasurer). They jointly form the daily management. It can appoint a replacement for each of them from among its members. A member of the board holds, except in exceptional cases, no multiple management positions.
2. The Secretary General records minutes of each member's meeting, which are adopted and signed by the President and the Secretary General.
3. By virtue of internal regulations, rules governing the meeting and the decision-making can be further given by the board.

Article 14. Representation/Agents/Commissions

1. Subject to the limitations according to the Articles of Association, the board is charged with the management of the association.
2. If the number of board members falls below five, the board remains authorized. However, it is mandatory to convene a general meeting as soon as possible, in which the facilities in the open space or the open spaces are discussed.
3. The board is authorized to designate one or more proxy (hereinafter referred to as "Directors") to perform part of its duties.

4. The board is authorized under its responsibility to have certain parts of its tasks carried out by committees set up by the board.
5. The association is represented in and out of court:
 - a. Either by the board;
 - b. By two board members jointly.

Article 15. Annual Report, Account and Accountability

1. The association year runs from 1 September to 31 August.
2. The board is obliged to keep records of the assets of the association in such a way that they can at all times be declared to be legally binding and mandatory.
3. The board brings to a general meeting within four months after the end of the association year publishes its annual report, unless this term is extended by the general meeting, and, taking account of a balance sheet and a statement of income and expenditure, shall account for its past financial year. After the expiry of the term, each member can claim this account and justification from the board.
4. The general meeting annually appoints from the members a committee of at least two persons, who may not be a member of the board. The committee examines the account and responsibility of the management board and reports its findings to the general meeting.
5. If the examination of the account and accountability requires special accounting knowledge, the committee of inquiry may be assisted by an expert. The board is obliged to provide the committee with all the information it wishes to provide, if desired, to show the cash register and its values and to provide access to the books and documents of the association.
6. The committee can be revoked at any time by the general meeting, but only by the appointment of another committee.
7. The board is obliged to keep the documents referred to in Sections 2 and 3 for seven years.

GENERAL MEETING

Article 16. General Meeting

1. The General Assembly will grant all powers in the Association, which are not assigned to the Board by law or the Articles of Association.

2. Every year, no later than four months after the end of the Association Year, a general meeting (the annual meeting) is held. The annual meeting will include matters such as:
 - a. The annual report and the account, and accountability referred to in Article 14, with the report of the committee referred to therein;
 - b. The appointment of the committee referred to in Article 14 and Director for the next association year;
 - c. Provision for possible vacancies;
 - d. Proposals of the board or the members, announced in the notice convening the meeting.
3. The board of directors is discharged if the general meeting has reached the conclusion that there have been no (financial) irregularities during the past year of association that lead to a different conclusion.
4. Immediately after the discharge of the board, the new board will take office. All actions at the general meeting up to and including the discharge are the responsibility of the former board.

Article 17. Admission and Voting Rights

1. All members of the association have access to the general meeting.
2. The general meeting decides on the admission of the beneficiaries.
3. Every member of the association that is not suspended has one vote.
4. A member may have his vote cast by another member appointed in writing. However, a member cannot represent more than two members.

Article 18. Chairmanship and Minutes

1. The general meetings are led by the President of the association or his deputy, then one of the other board members, by appointing the board, acts as President. If this is not foreseen in the chairmanship, then the meeting itself provides for this.
2. The Secretary General or any other person designated by the President for this purpose shall take note of the minutes in each general meeting, which shall be recorded and signed by the President and the minutes Secretary. The minutes will be approved at the next general meeting.

Article 19. Decision-Making of the General Meeting

1. The judgment of the President pronounced at the general meeting that a decision has been taken by the meeting is decisive. The same applies to the content of a decision taken in so far as it was voted on a proposal not laid down in writing.

2. However, if immediately after pronouncing the judgment referred to in the first paragraph, the correctness thereof is disputed, then a new vote takes place when the majority of the meeting or, if the original vote, not “show of hands” or in writing, a person entitled to vote wishes this. As a result of this new vote, the legal consequences of the original vote will lapse.
3. In so far as the articles of association or the law do not provide otherwise, all resolutions of the general meeting shall be passed by an absolute majority of the votes cast.
4. Blank votes are deemed not to have been cast.
5. In elections, the person who has obtained more than half of the votes has been elected. If no one has obtained a majority, a second ballot shall be held, if necessary after an interim ballot, between the two persons who have obtained the largest number of votes and the person chosen, to whom the majority of the ballot was cast. If the votes are tied in the second vote, fate decides.
6. If the votes are tied in the second vote, the President decides.
7. All votes shall be oral, unless the President considers a written vote desirable or one of the persons entitled to vote requests so. Written voting takes place with unsigned, closed notes. Decision-making by acclamation is possible, unless a person entitled to vote requests a “show of hands” vote.
8. As long as all members are present or represented at a general meeting, valid decisions can be adopted, subject to the general voting procedure, on all subjects that are discussed, therefore including a proposal to amend the Articles of Association or to dissolve, even if no notice/agenda/invitation has been given or the prescribed procedure has not been carried out, or any other provision has not been taken into account for the calling and holding of meetings or a related formality..

Article 20. Convening of the General Meeting

1. The general meetings are convened by the board. The convocation is made in writing to the addresses of the members according to the register of members. The term for convocation is at least seven days.
2. At the written request of at least the amount of members as to cast one tenth of the votes in the general meeting, the board is obliged to convene a general meeting within a term of no longer than four weeks after submission of the request.
3. The notice of the subjects to be discussed, without prejudice to Article 22.

ADVISORY BOARD

Article 21. Advisory Council

1. There is an advisory council.
2. Members of the advisory board are members of the association and have held a board position (hereinafter referred to as the supporting area) at ELSA Tilburg or another ELSA group.
3. The general meeting appoints, suspends and dismiss members of the advisory board. It also decides on the number of members from which the advisory council will consist.
4. The advisory board advises the board, when they are asked or not asked, of ELSA Tilburg on requests about the implementation of the policy, incidental issues and other matters concerning the association.
5. If the advisory council considers that the interests of the association require this urgently, contrary to the first sentence of Article 19 Section 1, the advisory council has been unable or unwilling to foresee the competent management. The board gives its cooperation to the convocation. The convocation will state the reason for convening the general meeting. For the rest, the provisions relating to the general meeting apply.
6. With the exception of the provisions of this article, the members of the advisory council have no powers or obligations with regard to the association arising from their membership of the advisory council.
7. The Board keep a register of the members of the advisory board.

Article 22. Statute Amendment

1. No changes can be made to the Articles of Association of the association other than by a decision of a general meeting, convened for with the announcement that amendments to the Articles of Association will be proposed there.
2. Those who have convened the general meeting to discuss a proposal to amend the Articles of Association must submit a copy of that proposal, in which the proposed amendment has been worded verbally, at least eight days before the meeting, at a suitable place for the members to inspect, until the end of the day on which the meeting is held. In addition, a copy as referred to above is sent to all members.
3. A resolution to amend the Articles of Association requires at least two-thirds of the votes cast, in a meeting in 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 will be convened and held within four weeks, during which the proposal as

discussed in the previous meeting, irrespective of the number of present or represented members, can be decided upon with a majority of at least two-thirds of the votes cast.

4. An amendment to the Articles of Association does not enter into effect until a notarial deed has been drawn up. The directors are required to deposit an authentic copy of the amendment and the amended Articles of Association at the offices of the Chamber of Commerce for Midden-Brabant.

Article 23 - Dissolution

1. The association can be dissolved by a decision of the general meeting. The provisions of paragraphs 1, 2 and 3 of the preceding article apply accordingly.
2. In the resolution to dissolve, the final balance of the liquidation must be assigned a destination that is as close as possible to the purpose of the association.
3. If no destination is given in the decision to dissolve the credit balance, the credit balance will lapse to those who were members at the time of the resolution to dissolve. Each of them receives an equal part.

Article 24. Rules of Procedure

1. The general meeting may adopt rules of procedure.
2. The rules of procedure may not be in conflict with the law, even where it does not contain mandatory law, or with the statutes.

FINAL DETERMINATION

Incorporation into the Chamber of Commerce

The Board will ensure immediate first registration of the association in the Chamber of Commerce, in order to prevent the board members from remaining jointly liable for obligations of the association

Location Selection

Parties choose for everything concerning this deed domicile at the office of the notary, custodian of this deed.

