

**Articles of Association
European Law Society**
English translation¹

§ 1

Name, location, business year

1. There exists an Association under the name of "European Law Society" according to Art. 60 ff. Swiss Civil Code.
2. The Association is located in Zürich (Switzerland). The Association shall be registered in the commercial register.
3. The business year of the Association corresponds to the calendar year.

§ 2

Purpose

1. The purpose of the Association is to exclusively promote charitable objectives by supporting the professional education of European lawyers and other people interested in the field of European and International Law. The Association particularly aims at supporting knowledge and understanding of European and International Law, as well as the law of the members' countries of origin through presentations, essays, meetings, suggestions and support of academic papers and by supporting the exchange between lawyers as well as the network between lawyers of its members' countries of origin. The Association can also deal with other jurisdictions within the scope of its purpose.
2. The Association is altruistic and non-profitable.
3. The Association is neutral as far as politics and confessions are concerned.

§ 3

Membership

1. All natural and legal persons who support the purpose of the association and who work or have their residence respectively their legal seat in the EU or in a country connected to the EU may become members. Natural persons shall have a legal education.
2. The admission of new members is based on the "Göttiprinzip". The membership application of the candidate and a letter of recommendation of an existing member shall be addressed to the board.
3. The board decides about the acceptance of new members. Applications rejected by the board may be submitted to the general assembly if the applicant requests so in writing.
4. The general assembly can appoint honorary members upon the board's recommendation.

§ 4

Termination of membership

Membership is terminated through:

¹ The original Articles of Association were written in German. The German text shall prevail in case of ambiguities due to translation.

1. written declaration of resignation to the board. The termination shall become effective immediately, but does not release of the duty to pay the full amount of the annual contribution.
2. exclusion by the board, when a member violates the purpose of the Association. The member has to be heard by the board prior to the exclusion. The member excluded may request a decision of the general assembly, such request has to be addressed to the board.
3. resolution of the board if a member is in delay with his or her fees after two reminders.

§ 5

Finances

1. The Association is financed through membership fees, public and private contributions as well as contributions of participants of conferences/excursions.
2. Each member - with the exception of honorary members - shall pay an annual fee (without any bank charges or other costs). The annual fee shall not exceed EUR 400.00 and shall be determined by the general Assembly upon recommendation by the board.
3. The annual fee has to be paid in correspondence to the business year. A new member acceding the Association during a business year has to pay the member fee proportionally, one twelfth of the annual fee for each month of the membership, including the month of entry. Members leaving the Association have to pay the entire annual fee.

§ 6

Liability

The liability for obligations of the Association is limited to the assets of the association. The financial liability of the members is limited to their payment of the annual fee.

§ 7

Use of funds

The Association's funds may only be used in pursuit of the objectives set forth in these Articles of Association. Members shall not receive any share of the profits or other benefits in their capacity as members out of the assets of the Association; the same applies for members of the board. Members do not have a claim with regard to assets of the Association in case of leaving or the dissolution of the Association. No person shall benefit from payments for administrative expenditure which is not in accordance with the objectives of the Association. Appropriate reimbursement for expenses is possible.

§ 8

Organisation

The Association bodies are the general assembly, the board and the auditors.

§ 9

The general assembly

1. The general assembly is the supreme body of the Association. The general assembly executes all matters assigned to it by the Articles of Association or the board.

2. The general assembly shall be convened by the board. Invitations shall be in writing or electronically, they shall include the agenda and have to be issued at least four weeks before the date of the meeting. A shorter notice period of two weeks is only allowed if all members approve it in writing or by electronic message or if all members attend the general meeting without any objections or if there are compelling reasons. The meeting of the general assembly can be replaced by a strike vote, which can be convened by letter or electronic message. The vote can be in writing or electronically. The members shall be given at least three weeks to vote. The Term *general assembly* also implies strike vote. One general assembly shall be held in each business year.
3. The general assembly shall be convened if its demanded by 1/5 of all members. Purposes and reasons shall be communicated to the board.
4. An agenda that has not been announced properly cannot be decided, unless a new general assembly will be convened or if all members personally attend the general meeting (universal meeting).
5. The approval of a request of all members in writing or electronically is equivalent to a decision of the general meeting, even without complying with the formal requirements.
6. The general assembly, which was convened according to the Articles of Association, has a quorum, irrespective of the number of members present or represented or the voting members in case of a strike vote. At the general assembly each member has one vote. Decisions are approved through a simple majority, unless the Articles of Association provide otherwise. The members can delegate their right to vote to a present member by written proxy or to the chair (president) by written or electronic message. These members are classified as represented members. The vote will be given in public unless the general assembly decides to vote in confidentiality.
7. The general assembly has the following obligations:
 - a) Approval of the minutes of the last general meeting.
 - b) Receiving the board's annual report.
 - c) Approval of the financial statements and the audit report.
 - d) Discharge of the board.
 - e) Setting the membership fee and deciding on the annual budget.
 - f) Electing the board, the chairman (president) and the auditor.
 - g) Decisions about exclusions according to § 4 al. 2.
 - h) Change of the Articles of Association, with the majority of 2/3 of the votes cast.
 - i) Dissolution of the Association.
 - j) Discuss motions and requests made by the board and members.
8. Minutes of the general assembly's resolutions are to be produced and are to be signed by the chairperson and the secretary.

§ 10

The board

1. The board shall be competent for all affairs of the Association and represents the Association externally. The board shall be composed of chairman (president) and at least two additional members. The board shall constitute itself, with the exception of the chairman (president).
2. The board shall be elected by the general assembly and shall be in office for a period of two years. The board shall remain in office until a new board has been elected. Members entering the board during the period of office, will be elected for the remaining period of office.
3. The board determines the people authorized to sign on behalf of the Association and determines the form in which they shall sign.
4. The members of the board work on a voluntary basis but they are entitled to compensation for their expenses, provided that they stand in relation to the funds of the association.

5. The board meets upon request of the chairman or two other members of the board. Decisions of the board are approved through a simple majority of the present members. The board is not quorate if less than three members are present. Resolutions can also be given in writing or electronically if at least three members vote. In urgent cases, the chairman decides but informs the other members of the board immediately about the particular decision made.

§ 11

Advisory council

The board may elect an advisory council who supports and advises the board. The advisory council works on a voluntary basis.

§ 12

The auditor

The general assembly elects a natural or legal person as auditor for the office period of two years. The auditor verifies the Association's accounting and annual financial statements, its adherence to the financial decisions taken by the general assembly and the board. The auditor reports to the general assembly in writing and files a request. The auditor works on a voluntary basis but he or she is entitled to compensation for their expenses, provided that they stand in relation to the funds of the association.

§ 13

Dissolution of the Association

1. The Association can be dissolved by decision of the general assembly with a majority of 3/4 of all voting members.
2. In case of dissolution of the Association or if the objectives can no longer be achieved, its available funds shall be distributed to a public corporation or another association carrying tax privileges to use the assets for the promotion of the education of people as set out in these Articles of Association. The recipient will be named by the general assembly together with the decision under section one.

These Articles of Association correspond to the Articles of Association approved by the founding assembly of 25 February 2005 in Innsbruck (Austria) and the amendments according to the resolution of the general assembly of 26 November 2010.

Madrid, 26 June 2015

European Law Society

Chairman (President) Vice president

Manuel De Arpe Tejero Barbara Klett