



CC/92/19

ORIGINAL: English

DATE: August 3, 2016

INTERNATIONAL UNION FOR THE PROTECTION OF NEW VARIETIES OF PLANTS

Geneva

CONSULTATIVE COMMITTEE

Ninety-Second Session
Geneva, October 27, 2016

REQUEST OF THE EUROPEAN LAW STUDENTS' ASSOCIATION (ELSA)

Document prepared by the Office of the Union

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1. The European Law Students' Association (ELSA) requested, by letter of February 22, 2016, the granting of observer status to the Council and the Administrative and Legal Committee (CAJ). A copy of the letter is contained in Annex I.
2. The "Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies" (Granting Rules) (see http://www.upov.int/edocs/infdocs/en/upov_inf_19_1.pdf) provide that the Consultative Committee is responsible for deciding which international non-governmental organizations should be granted observer status to the Council and the CAJ (see document UPOV/INF/19/1, paragraph 2(a)(ii) and (c)(ii)).
3. The Granting Rules (see document UPOV/INF/19/1, paragraph 3(a) and (b)) provide that the following procedure should be followed by an organization wishing to obtain observer status:
 - "(a) In the first instance, the head of the organization should send a letter to the Secretary-General of UPOV requesting the granting of observer status to the Council and, if appropriate, to the CAJ, the TC and/or the TWPs.
 - "(b) The letter should contain a brief description of the organization's objectives, activities, structure and membership and: for intergovernmental organizations, a copy of the constituent treaty; and for international non-governmental organizations a copy of the statutes."
4. The letter from the President of ELSA to the Secretary-General of UPOV is presented in Annex I. The Statutes and Standing Orders of ELSA are reproduced in Annex II (in English only).
5. The Granting Rules provide the following (see document UPOV/INF/19/1, paragraph 2):

"The granting of observer status to intergovernmental and international non-governmental organizations is reserved to those organizations with competence in areas of direct relevance in respect of matters governed by the UPOV Convention. The constituent treaty for intergovernmental organizations and the statutes for international non-governmental organizations will form the basis to determine that competence. [...]"
6. *The Consultative Committee is invited to consider the request of ELSA for the granting of observer status to the Council and the CAJ.*

[Annexes follow]

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Brussels, 22 February 2016

KINDLY REQUESTING THE GRANTING OF OBSERVER STATUS TO THE UPOV COUNCIL AND CAJ IN ACCORDANCE WITH UPOV/INF/19/1

Mr. Gurry,

I am writing to you in your function as Secretary-General of UPOV. Please allow me to kindly request the granting of Observer Status to the UPOV Council and CAJ in accordance with UPOV/INF/19/1 for ELSA (The European Law Students' Association) with this letter.

ELSA is an international, independent, non-political, non-profit-making organisation run by and for students. It is comprised of students and recent graduates who are interested in academic and personal excellence in addition to their studies at their universities. ELSA offers law students a perfect platform to develop their existing skills, acquire new skills and meet fellow students and legal professionals throughout Europe.

ELSA activities comprise a large variety of academic and professional events that are organised to fulfil the vision of ELSA and in order to provide our members opportunities to enhance their skills and to interact with each other. Furthermore, ELSA provides its members opportunities to develop their skills through our traineeship programme as well as through our publications. Finally, working in the ELSA network prepares active members of ELSA for their professional life through international experience gained through the association.

ELSA has gained consultative status with several United Nations bodies. In 1994 ELSA was granted Consultative Status in Category C in UNESCO (UN Educational Scientific and Cultural Organisation), in 1997 ELSA obtained Special Consultative Status with UN ECOSOC (United Nations Economic and Social Council). In addition UNCITRAL (UN Commission on International Trade Law) is inviting ELSA delegates to participate in their sessions. Furthermore, in 2000 ELSA was granted Participatory Status with the Council of Europe. This cooperation was further widened with the signing of a Human Rights Partnership between Council of Europe and ELSA in 2008.

However, we would also like to mention that we are particularly proud of our long-standing cooperation with the World Intellectual Property Organization (WIPO) which you are heading in your function as Director General of WIPO.

It is our understanding that “the granting of observer status to intergovernmental and international non-governmental organizations is reserved to those organizations with competence in areas of direct relevance in respect of matters governed by the UPOV Convention. The constituent treaty for intergovernmental organizations and the statutes for international non-governmental organizations will form the basis to determine that competence” (UPOV/INF/19/1). With a network of over 40.000 law students and young lawyers, we feel competent regarding matters governed by the UPOV Convention as it is - in essence - a sui generis patent protection system. Within WIPO, we successfully send delegates to the SCP and PCT Working Group since the granting of our observer status and we would be capable of expanding our observer delegations also to UPOV.

At the same time, the granting of an observer status at UPOV would support ELSA to fulfill its statutory purpose, namely “to contribute to legal education, to foster mutual understanding and to promote social responsibility of law students and young lawyers”.

We would be thankful if you could consider our request.

For the time being, I have appointed Claus Gawel, our Geneva-based Coordinator for WIPO, dwipo@elsa.org to act as our facilitator during the application process. Please do not hesitate to contact him if that this request should not include the necessary information for the granting of the observer status at UPOV.

Sincerely,



Anna Haipola
President
ELSA International

[Annex II follows]



The European Law Students' Association

Statutes and Standing Orders

In force at the end of the 68th Council Meeting of ELSA, held in Batumi, Georgia
18th – 25th of October 2015

Authenticated by

A handwritten signature in black ink, appearing to read "H. Tsamis".

Hector Tsamis
Secretary General
ELSA International
Brussels, 5th December 2015

Statutes

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 Council, in Budva, October 2003;

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

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

Article 2 – Official Seat

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

Article 3 – Aims and Activities

3.1 ELSA is a non-political, independent, non-profit-making association the aims of which are to promote, establish and develop mutual understanding, co-operation and personal contacts between 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 above aims, ELSA will 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’s main fields of activity are:

The Student Trainee Exchange Programme (STEP), providing opportunities for law students and young lawyers to gain work experience in a foreign legal system while learning about other cultures.

Seminars and Conferences (S&C) involving the acquisition of knowledge through exposure to professionals and foreign cultures.

Statutes

Academic Activities (AA) involving the development of legal knowledge through guided practical activities.

Article 4 – Organisation

To achieve the said aims and activities ELSA and its related organisations (hereinafter also: “ELSA Network”) is organised on three levels: local, national and international.

On a local level the ELSA Network is organised in local groups, 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.

On a national level the ELSA Network is organised in national groups being the organisations, which confederate local groups present in each respective country. They represent ELSA nationally and represent their local groups in the international network. National groups are members of ELSA in the context of these statutes.

Internationally ELSA is represented by the International Board.

Members and Observers

Article 5 – Observers

5.1 A national organisation from any European State with members being local groups present at law faculties, or law students and young lawyers, which supports the aims and activities of ELSA, may become an Observer of ELSA provided the following requirements are met:

- (i) in the State of the organisation that is applying for Observership there is no existing Member or Observer; and
- (ii) a written application for Observership is submitted to the International Board in which the national organisation states that it supports the aims and activities of ELSA; and
- (iii) the national organisation submits its statutes and standing orders to the International Board and these statutes and standing orders are compatible with those of ELSA; and
- (iv) the application for Observership is approved by Council with a two thirds majority.

5.2 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, Ural River and Caspian Sea in the east, the Caucasus Mountains and the Black Sea with its outlets, Bosphorus and Dardanells in the south. Armenia, Azerbaijan, Georgia, Kazakhstan, Russia and Turkey are considered part of both Europe and Asia.

Statutes

Article 6 – Members

6.1 Membership of ELSA is open to Observers of ELSA that have proved to support and work for the aims and activities of ELSA providing the following conditions are met:

- (i) the Observer can apply for membership no earlier than at the second Council Meeting immediately following the Council Meeting where the status of Observership was attained; and
- (ii) a written application for membership is submitted to the International Board in which the observer states the methods and means by which it has been supporting the aims and activities of ELSA thus far; and
- (iii) the Observer submits its statutes and standing orders to the International Board and these statutes and standing orders are compatible with those of ELSA; and
- (iv) the application for membership is approved by the Council with a two thirds majority.

6.2 In accordance with Article 2.2 of the Standing Orders, a direct Membership application can be put to vote to the Council by an active Local Group or a group of active Local Groups that wishes to apply as a National Group when its geographic location is no longer considered part of a State that was previously considered as such but is still situated in a European State as defined in Article 5.2 of the Statutes.

The applicant shall follow the procedures stated on Article 6.1 (ii), (iii) and (iv) of the Statutes.

Article 7 - Demotion

Membership can be demoted to Observership with a two third majority vote by the Council if that Member has either:

- (i) not paid any of the fees or amounts due to ELSA for two consecutive Council Meetings; or
- (ii) ceased to support the aims and core activities of ELSA.

Article 8 – Termination

Membership or Observership immediately ends if:

- (i) an Observer did not apply for membership or was rejected as member for 4 consecutive Council Meetings following the Council Meeting where the observer can apply for membership;
- (ii) a Member or Observer notifies the International Board in writing that it wishes to terminate its Membership or Observership;
- (iii) a Member or Observer is expelled in accordance with Article 9 of these Statutes.

Statutes

Article 9 – Expulsion

A Member or Observer can be expelled from ELSA on a two-thirds majority vote by the Council if that Member or Observer has either:

- (i) violated these Statutes, the Standing Orders, decisions taken by Council or the interests of ELSA; or
- (ii) not paid any fees or amounts due to ELSA for four consecutive Council Meetings; or
- (iii) caused considerable harm to ELSA, any of its Members or Observers or anyone within their responsibility; or
- (iv) ceased to support the aims and activities of ELSA or to otherwise satisfy the requirements of Article 4 and 5 above; or
- (v) ceased to take appropriate measures in case anyone within the Member's or Observer's responsibility violates point i, iii, and iv above.

Organs

Article 10 – Organs

The principal organs of ELSA are:
The Council
The International Board.

Article 11 – Council

11.1 Role of the Council

The Council represents the members of ELSA and is the supreme decision-making body of ELSA the decisions of which are binding on the entire organisation as defined in Article 4 in these Statutes.

The Council shall decide on any questions or matters within the scope of the present Statutes and Standing Orders except for those assigned to other organs by these same Statutes and Standing Orders.

11.2 Summoning of Council

The Council shall meet twice a year, in spring and in autumn, at a time fixed by the International Board. Extraordinary meetings can be requested by the International Board or by at least one-third of all the Members.

The Council shall be summoned by means of written invitations sent by the International Board to all Members, Observers, Auditors, and any person appointed by the International Board or Council to carry out a specific task at least twenty-eight days before the opening of the Council Meeting in question.

Statutes

11.3 Right to make proposals

The following have the right to make proposals to the Council:

The International Board

Members

The Presidents' Meeting

11.4 Quorum and validity of decisions

The Council in Plenary session is only fully competent when it has been summoned in accordance with Article 11.2 of these Statutes and when at least one-half of the Members are represented and able to vote.

Unless these Statutes specify the contrary, decisions by the Council shall be determined by an absolute majority of the votes cast by a competent Council. Abstentions shall not be included in the number of votes cast with the exception of elections, as provided for in Article 12.5 paragraph 3 of the Standing Orders.

11.5 Voting rights

Each Member has three (3) votes in Council, irrespective of the number of delegates or representatives attending the Council Meeting.

The voting rights of a member are suspended if a member either has not fully fulfilled its financial obligations towards ELSA or has not submitted the State of the Network Inquiry to ELSA International.

In case of any disagreement on the fulfilments of the obligations specified above, between a member and ELSA International, the member has the right to address the Chair of the Council Meeting. If the Chair has not yet been elected, the member instead has the right to address the President of ELSA International. ELSA International is then obliged to state the reasons why the obligations are not considered fulfilled. If the member does not accept the statement given by ELSA International, the member has the right to address the Council with its own statement on the reasons why the obligations should instead be considered fulfilled.

The respective statements shall be followed by a call for votes from the Council. The call for votes is made by the Chair or the President of ELSA International. The call for votes is to determine whether the obligations of the member are to be considered fulfilled or not. All members having fulfilled the requirements according to article 5.4 of the Standing Orders shall have the right to vote upon this matter.

If a simple majority of the members decides that the obligations are to be considered fulfilled, ELSA International shall not, according to this article, suspend the voting rights of the member.

This right of appeal can only be claimed once for each member during the Council Meeting.

Article 12 – The International Board

12.1 The Role of the International Board

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 activity, to advance the aims and efficiency of ELSA as well as executing and implementing Council decisions.

The International Board consists of the President, the Secretary General, Treasurer, the Vice President in charge of Marketing, the Vice President in charge of Academic Activities, the Vice President in charge of Moot Court Competitions, the Vice President in charge of Seminars and Conferences, and the Vice President in charge of the Student Trainee Exchange Programme.

In order to be legally representative at least four of the International Board positions has to be occupied.

12.2 Elections

The Council shall elect the International Board members during the Spring Council Meeting for a period of one year, starting the 1st of August in the year of election and terminating 31st of July of the following year.

12.3 Composition

There may not be more than two persons with a substantial connection to the same Member on the International Board.

12.4 Dismissal

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

Presidents' Meeting The International Presidents' Meeting

Article 13 – Presidents' Meeting

13.1 Role of the Presidents' Meeting

The Presidents' Meeting is a horizontal meeting of the Presidents of the Members and Observers which meets on a bi-annual basis, once in winter, once in summer.

The aims of the Presidents' Meeting are to exchange experience, information and ideas existing in the National Groups, to learn from other National Groups, to contribute to the implementation of the Council Meeting decisions and to prepare for the Council Meeting.

Statutes

13.2 Right to attend

The President or his substitute of each Member or Observer has the right to attend the Presidents' Meeting.

The President of the International Board or his substitute must attend the Presidents' Meeting. The members of the International Board, their Directors and Secretaries are permitted to attend the Presidents' Meeting and shall enjoy the right to address the Meeting.

13.3 Right to submit proposals

The Presidents' Meeting has the right to submit proposals to the Council.

A qualified majority of two-thirds of the Members present at a Presidents' Meeting must approve such a proposal.

Any proposal by the Presidents' Meeting to be submitted to the Council, must be sent to the Secretary General of ELSA International in accordance with Article 5.2 of the Standing Orders of ELSA.

Any proposal submitted by the Presidents' Meeting to the Council shall detail the number of the votes in favour, against or abstentions.

13.4 Voting Rights

Each President or his or her substitute, of each Member, has one vote irrespective of the number of the representatives attending the Presidents' Meeting.

Finance

Article 14 – Source of Funding

14.1 The costs of running the activities of ELSA are to be funded by annual membership fees, observer administration fee and special activity fees, sales and advertisement revenues, fundraising from private and public bodies and organisations, public subsidies and donations whether in cash or in kind, provided however that such funds must not be accepted if they are tied to conditions contrary to the aims and principles of ELSA or if they are otherwise not in the interests of ELSA.

14.2 Each Member of ELSA is obliged to pay an annual membership fee for each financial year of membership to ELSA, the amount of which is decided by the Council from time to time.

Article 15 – Accounts

The financial year of ELSA is from the first day of August until the thirty-first day of July.

The audited final accounts shall be submitted to the Council Meeting in the financial year immediately following the year to which they refer.

The audited interim accounts covering the first six (6) months of each of ELSA's financial years shall

Statutes

be submitted to the Council Meeting following the 6 months period in the financial year to which they refer.

Article 16 – Audit

Two Auditors and one Vice Auditor shall be elected by Council for a period of one year starting the 1st day of August and terminating with the final decision of the Council on the financial accounts. They shall not be granted discharge until the financial accounts are approved. The Auditor shall be a person independent from the International Board and with necessary experience in accounting and finance or a society of chartered auditors. In the case of selecting a society of chartered auditors, the society of chartered auditors shall announce the person responsible for carrying out the audit.

The Auditors shall examine the accounts of all revenue and expenditure of ELSA and the financial management of ELSA, according to the generally accepted auditing standards. The Auditors shall provide a certification as to the reliability of the accounts and the legality and regularity of the underlying transactions. The Auditors shall present their auditing report and certification concerning the final accounts to the Council.

Statutes and Standing Orders

Article 17 – Standing Orders

The Council will further regulate internal affairs of ELSA, the rights and obligations of the Members towards ELSA and such other affairs that may appear to the Council in its discretion to require further regulation in its Standing Orders. In the event of conflict, these Statutes shall take precedence over the Standing Orders.

Article 18 – Amendments

18.1 Any amendment to these Statutes may be made if supported by two-thirds of the votes cast by the Council and provided the proposed amendment was sent out to everybody referred to in Article 11.2 at least 28 days before the opening of the Council Meeting.

Any amendments to the Statutes take effect only when a notarial deed containing the amendments has been executed. Every member of the International Board is entitled to have such a notarial deed signed and executed.

18.2 Any amendment to the Standing Orders may be made by the Council Meeting if supported by two-thirds of the votes cast.

Statutes

Article 19 – Arbitration

Any dispute or difference arising out of or in connection with these Statutes shall be settled by arbitration in accordance with the UNCITRAL Arbitration Rules as may be currently in force.

Dissolution

Article 20 – Dissolution

ELSA may be dissolved by unanimous decision of the Council.

In order to be valid, a decision by the Council to dissolve ELSA must be preceded by a proposal to that effect on the Council Meeting agenda.

The Council shall upon a decision to dissolve ELSA elect 2 liquidators and shall subsequently decide about the destination of the net assets and property of ELSA, if any.

Standing Orders

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

Scope of Association

Article 1 – ELSA as a faculty-based association

Local groups of ELSA can only be established in the presence of a law faculty. The term “law faculty” shall be interpreted as meaning 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 thus enabling students to carry out the aims of ELSA.

Members and Observers

Article 2 – Application for Membership or Observership

2.1 Any application for Membership, direct Membership or Observership as referred to in Articles 5, 6 and 7 of the Statutes must be submitted to the International Board at least 35 days prior to opening of a Council Meeting.

The International Board shall send a reminder to all Observers of ELSA at least 50 days prior to the opening of a Council Meeting where the Observer has the possibility to apply for Membership.

An application for Observership must include the documents referred to in Article 5 of the Statutes.

The written application referred in paragraph ii of Article 5 of the Statutes must include:

- (i) a declaration by means of which the applicant group expresses its commitment to the aims and activities of ELSA and its will to become an Observer;
- (ii) a report stating by whom the state of the organisation that is applying for Observership is recognised.

An application for Membership must include the documents referred to in Article 6 of the Statutes.

An application for direct Membership must include the documents referred to in Article 6 (ii), (iii) and (iv) of the Statutes.

The written application referred in paragraph ii of Article 6 of the Statutes must include:

- (i) a declaration in which the applicant group expresses its commitment to the aims and activities of ELSA and its will to become a Member;
- (ii) a report stating the applicant group's activities during its period as an Observer or its period as a Local Group/group of Local Groups;
- (iii) a report on the organisational structure of the Observer or Local Group/group of Local Groups that is applying for Membership, including guarantees for continuity;

Standing Orders

- (iv) a report stating by whom the state of the organisation that is applying for Membership is recognised.

2.2 Observership, direct Membership or Membership is open to organisations established in a state that is recognised as such by a formal act of a United Nations Body and under the same name.

2.3 The International Board shall recommend to the Council whether to accept or decline an application for Observership or Membership. The International Board shall consider the organisation's statutes compliance with the statutes and standing orders of ELSA and shall present a report regarding this to the Council.

Article 3 – Demotion, Termination & Expulsion

3.1 A termination of membership as referred to in Article 8 (ii) of the Statutes shall be effective when the International Board receives either:

- a) a written notification, signed by all elected board members, of the decision stating the intention of termination taken in accordance with the member's or observer's Statutes and the Domestic Law of the country in which the group is based; or
- b) a notification of the member's or observer's dissolution, as decided by the National Council of the member or observer in accordance with its Statutes and the domestic law of the country in which the group is based; or
- c) a notification of the member or observer's dissolution, as decided by a supreme domestic decision-making instance whereby the dissolution takes effect according to domestic law.

3.2 In order for a demotion or expulsion to be valid in accordance with Article 7 and Article 9 of the Statutes, the Member or Observer must be given adequate opportunity to explain its acts and to reply to any allegation made against it.

The International Board must prove to the Council that the respective letter of invitation according to the Article 11.2 of the Statutes was sent to the Member or Observer, thereby giving it adequate opportunity.

The Council

Article 4 – Council Meeting Host

4.1 The International Board in cooperation with the elected host is responsible for choosing the date and for the organisation of each Council Meeting. The Council shall however elect a Council Meeting host responsible for the practical organisation of the Council Meeting. Dates of the Council Meeting

Standing Orders

shall be between the third Sunday of March and the last Sunday of April for spring Council Meeting and between the second Sunday of October and the third Sunday of November for autumn Council Meeting.

4.2 Announcing a call for the International Council Meeting Host

The International Board is responsible for announcing the call for the upcoming International Council Meeting hosts. This call shall be included to the working materials described in the article 5.3 in these Standing Orders. This call shall include a request for applicants to state all information described in the article 4.6 in these standing orders in their application.

4.3 Eligible applicants

Any national or local ELSA group is eligible for applying to host a Council Meeting.

4.4 Application to host a Council Meeting

A written application to host a Council Meeting shall be handed in to the International Board. The application shall contain name of venue, a draft budget, a draft programme and can be supplemented with other relevant material. The application shall be handed in to the International Board not later than the third day of the Council Meeting where a vote on the application in question is scheduled to take place.

No decision can be taken upon the application earlier than twenty months before the Council Meeting the group has applied to host.

4.5 An election of a Council Meeting host shall be taken by means of an absolute majority of votes.

4.6 Each Council Meeting host shall sign a contract with the International Board that is agreeable to both parties under the following headings:

- Dates of the Council Meeting;
- Venue and logistics;
- Financial implications;
- Responsibilities of both parties;
- Discharge of Council Meeting host.

This contract shall be drafted by the International Board and annexed to the working materials. This contract will be a binding offer from the International Board towards every applying group.

This contract shall be signed before the Council will vote upon the Council Meeting hosts and shall be in force towards the elected host after the Council Decision upon the Council Meeting host.

The pre-drafted contract is negotiable between the parties prior to the opening of the Council Meeting.

Standing Orders

4.7 *Force Majeure*

In case of *force majeure* the International Board has the right to delegate the practical organisation of a Council Meeting to a national group, local group or an organising committee. This decision by the International Board can in such cases overturn a Council decision to delegate the organisation.

The venue stated in the application to host a Council Meeting can only be changed upon agreement with the International Board in case of *force majeure*.

4.8 Presentation of Council Meeting accounts

Every Council Meeting host shall submit a financial report the International Board upon request.

Within six weeks after the Council Meeting, the Council Meeting host shall present a report listing all the income and expenses of the Council Meeting to the International Board and upon their request to the Members and Observers.

Article 5 – Requested Information

5.1 Invitations

The written invitation to the Council Meeting referred to in Article 11.2 of the Statutes shall specify the date, venue, participation fee and any other relevant information concerning the Council Meeting.

5.2 Submitting proposals and other information to the Council

All proposals, activity reports, financial documents and other materials that are to be submitted to Council must be sent to the Secretary General of the International Board at least 35 days before the opening of the Council Meeting.

5.3 Working materials

The Secretary General of the International Board shall send to all those referred to in Article 11.2 of the Statutes the agenda of the Council Meeting, information about organisations applying for Observership or Membership, all proposals and the activity reports of all International Board members at least 28 days before the opening of the Council Meeting.

5.4 Letters of authorisation

To be allowed to participate in the Council, the delegates representing the Members must be duly authorised to vote in Council on behalf of the Members and must therefore present to the Secretary General of the International Board letters of authorisation duly issued and signed by two (2) board members of their respective national group.

The letters of authorisation shall be accompanied with a list of local groups that are currently members or observers of the respective national group.

5.5 Number of delegates

Members and Observers have the right to send nine delegates to each Council Meeting. The host of the Council Meeting in agreement with the International Board may increase this number.

Standing Orders

If a Member or Observer can not fulfil all nine positions with its own members, the respective group can give free positions from its delegation to the members from other Member or Observer groups.

The national board of the person applying shall approve him/her as a delegate and shall bear the financial responsibilities for him/her.

Article 6 – Council Meeting General Procedure

6.1 Opening of the Council Meeting

The President of the International Board shall open the Council Meeting.

The Secretary General shall announce the Members and Observers represented, and shall announce those Members entitled to vote following due to authorisation.

The President shall announce any guests and Council Guests present.

6.2 Election of Council Meeting officers

After the opening of the Council Meeting the following officers of the Council Meeting must be elected:

- a) Chair
- b) Vice-chair
- c) Two (2) to four (4) secretaries
- d) Two (2) to six (6) tellers
- e) A nomination committee consisting of three (3) persons.

6.3 Approval of the Council Meeting agenda

The agenda of the Council Meeting shall be approved by the Council after the opening of the Council Meeting and the election of the Council Meeting officers. It may be amended by the Council upon a seconded proposal.

6.4 Proposals not sent to the Secretary General of ELSA International in accordance with Article 5.2 of these Standing Orders will only be allowed to be submitted to Council at the absolute discretion of the Chair of the Council or if requested by four fifths of the Members present at the Council.

6.5 Amendments to proposals sent to the Secretary General of ELSA International in accordance with Article 5.2 of these Standing Orders will be allowed to be submitted to Council by the Members and the International Board.

6.6 All proposals to Council by those referred to in article 11.3 of the Statutes, submitted in accordance with Article 5.2 of these Standing Orders, shall be presented and voted upon by Council.

6.7 A revision of the list of votes shall be taken at the commencement of all sessions and adjournments of the Council Meeting. Should national groups subsequently leave/join the session, they shall inform the Chair of their absence/presence and this shall be recorded in the minutes.

Standing Orders

6.8 At the commencement of all sessions of the Council Meeting, the Chair shall inform delegates of these procedures and about the possibility for a Member to be represented by proxy according to article 8 of these Standing Orders.

Article 7 – Council Meeting Voting Procedure

7.1 The voting procedure shall be as following:

- (i) The Chair asks the Council for arguments in favour and against a proposal and any proposed amendments thereto.
- (ii) If any amendments are proposed, the Chair asks the 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.
- (iii) The Chair asks the Council to vote on either the original proposal or the amended proposal, depending on whether any amendment was accepted. The Chair asks for votes in favour, the votes against and abstentions. The Chair announces the result of the voting process.
- (iv) If there are two or more proposals on the same issue and neither of them obtains an absolute majority in the first vote, the Chair may ask for a new vote on the two proposals that obtained the most votes.
- (v) 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.

7.2 Secret Voting

Voting in Council shall be carried out by written and secret vote (ballot sheets according to article 7.4 of these Standing Orders) whenever there is an election, an observership application, a membership application, demotion, expulsion, relief of responsibilities or any one voting delegate requests a secret vote. In all other cases voting in Council shall be carried out by a show of hands.

Whenever a secret voting takes place, the counting of the votes shall be conducted publicly by the Tellers. The Chair presents the ballot sheets themselves to the Tellers, who shall count the votes cast in the following way, and write each of the results down in two copies:

- a. the number of invalid ballot sheets,
- b. the sum of all votes in favour,
- c. the sum of all votes against,
- d. the sum of all abstentions.

Invalid ballot sheets are deducted from the total amount of votes used to determine the majority.

The Tellers, then, forward one copy of the results to the Chair, who announces the result to the Council.

Standing Orders

Only one delegate per each national group is allowed to be present in the room during the counting of votes. The delegates allowed to watch the counting of the votes have to stay in silence and cannot disturb the counting procedure.

7.3 When voting, the Members shall be allowed to split their three (3) votes as referred to in Article 11.5 of the Statutes.

7. 4. Ballot sheets

7.4.1 Secret voting shall be done using official ballot sheets handed out by the International Board only. The International Board hands out one Ballot sheet per vote. If several different votings/elections are printed on the same sheet of paper, they still must be seen as separate ballot sheets.

7.4.2 Ballot sheets are invalid if

- a- they are not signed or handed out by the International Board
- b- they contain insulting remarks
- c- they are not filled out by handwriting
- d- it is unclear which alternative is voted for

Article 8 – Rules for Proxies

8.1 General rules

8.1.1 In order for a Member to be able to authorise another Member to be represented by proxy it has to have fulfilled its financial obligations towards ELSA International, either through agreement or by settling its debts.

8.1.2 A proxy vote has to be correctly signed by two (2) board members of the Member giving such a proxy vote, clearly stating the date of signature and the accepting Member, which is appointed as well as the ICM for which the proxy is valid.

8.1.3 Only a Member can act as proxy; it will be its delegates who have the right to speak and vote on behalf of the proxy-giver. Delegates are to be understood as the delegates stated in the Letter of Authorisation of the Member acting as proxy.

8.1.4 A delegation can only hold the votes of one (1) other Member in addition to its own.

8.1.5 A letter of authorisation cannot be used as proxy.

8.2 Submission

8.2.1 A proxy vote has to be addressed directly to the Secretary General of ELSA International.

8.2.2 A proxy vote can only be used in Council after it has been received and the Secretary General of ELSA International has confirmed its receipt.

Standing Orders

8.2.3 When submitting a proxy vote by fax or letter the proxy vote shall state the phone number to be used to confirm its receipt. The Secretary General has to confirm receipt of the proxy vote as soon as it reaches him or her.

8.2.4 A proxy vote can be submitted by fax, letter, e-mail with a scanned document attached or handed in directly.

8.2.5 A proxy vote can be withdrawn at any time following the same procedure as for submission.

8.3 Proof in Case of Doubt

In case of doubt of the authority of the signatories of the proxy vote, the International Board shall request proof from signatories of the proxy vote that they have been duly elected to the National Board of the relevant Member.

8.4 Relations between the Proxy and the Represented Group

8.4.1 The Member acting as proxy must follow any instructions, oral or written, given by the Member represented by proxy. For this reason the proxy vote should explicitly state the content and instructions given to the proxy.

8.4.2 The voting of the Member acting as proxy is valid, independently whether the instructions were followed or not.

8.4.3 Any misuse of a proxy vote shall remain a matter between the Member acting as proxy and the Member represented by proxy.

8.4.4 If a delegate is temporarily unable to vote, his vote may be used by a fellow delegate.

Article 9 - The Council Meeting Officers

9.1 The Role of the Council Meeting Officers

- (i) The role of the Chair of the Council Meeting is to ensure that the Council Meeting agenda is respected and adhered to, to supervise and assist the other Council Meeting officers, to invite persons to address the Council, to decide when to put proposals to a vote, to supervise the voting process, to announce the result of the voting process, to supervise the election process, to bring the meeting to order and to resolve any question concerning the procedure of the Council Meeting.
- (ii) The role of the Vice-Chair is to assist the Chair and stand in for the Chair in the event of his absence.
- (iii) The role of the Secretaries of the Council Meeting is to take the minutes of the meeting. The secretaries are responsible to the Secretary General of the International Board.
- (iv) The role of each teller is to count the votes, compare the results of the counting process and inform the Chair of the result. Tellers may not be voting delegates.
- (v) The role of the Nomination Committee is to receive nominations for the elections and to announce the nominations to the Council.

Standing Orders

9.2 Dismissal of Council Meeting Officers

A Council Meeting officer may be dismissed by the Council upon a seconded proposal by a majority of two-thirds of the votes cast if the officer does not satisfactorily perform his/her tasks. Abstentions shall be included in the number of votes cast.

Article 10 – Standing Orders, Decision Book and Minutes

10.1 The coming into force of Council decisions

Amendments to the Standing Orders come into force when the updated Standing Orders have been made available to the Network, unless the Council decides otherwise.

Council decisions come into force when the updated Decision Book has been made available to the Network, unless the Council decides otherwise.

10.2 Standing Orders

Standing Orders is an official document regulating further internal affairs of ELSA, the rights and obligations of the Members towards ELSA and such other affairs that may appear to the Council in its discretion to require further regulations as stated in Article 17 in the Statutes of ELSA. The updated Standing Orders shall be made available to the Network no later than 60 days after the Council Meeting.

10.3 Decision Book

The Decision Book is an official record of all decisions currently in force taken by the Council. When taking new decisions Council must state which decisions are put out of force or amended. The updated Decision Book shall be made available to the Network no later than 60 days after the Council Meeting.

10.4 The Minutes

The Minutes of the Council Meeting shall be drawn up by the Secretary General of the International Board from the draft minutes prepared by the Secretaries of the Council. The Minutes shall be sent out to all those mentioned in Article 11.2 of the Statutes no later than 6 weeks from the end of the Council Meeting.

The Minutes shall be approved, with amendments if necessary, by the next Council Meeting and then be signed by the Secretary General of the International Board.

The Minutes are not to be regarded as an incontrovertible record of Council Meeting decisions until they are signed by the Secretary General.

The following shall be included in the Minutes:

- a) All proposals submitted to Council and amendments thereto, together with the results of the voting process;
- b) The Auditors' report;
- c) Budget;
- d) A list of the nominations received, together with the results of the voting process;
- e) Any other relevant documents the Secretary General of the International Board judges necessary to include in the minutes.

Standing Orders

Article 11 – Council Guests

11.1 The Council at each Council Meeting shall elect a maximum of three individuals as Council Guests for the next Council Meeting.

11.2 The International Board may invite guests to attend Council Meetings.

The International Board

Article 12 – Elections

12.1 To be eligible for a post on the International Board, a person must be nominated by a Member and seconded by another Member. The nomination must specify who is nominated for which post and contain the names and signatures of the nominator, the seconder and the nominee.

12.2 To be taken into account at the elections, nominations must be received by the Nominations Committee before midnight on the second day of the Council Meeting. The time when the nomination was received shall be recorded on the nomination sheet. If there is no candidate for one or more posts on the International Board, the Council can with a two-thirds majority reopen the nomination for these posts.

12.3 The nominee must prepare a personal presentation in writing and distribute this to the Members before midnight on the day before the final Plenary session. This presentation must include personal curriculum vitae, an ELSA curriculum vitae and a programme of action.

12.4 The elections start with the reading out of all nominations received in accordance with this Article of these Standing Orders by the Nomination Committee.

Each candidate for a post on the International Board shall be given five (5) minutes for a short presentation to the Council. After each presentation, the Council shall be given ten (10) minutes to question the candidate. Candidates standing for the same board position must leave the meeting room during the presentation and hearing of their fellow candidates. During the presentation and hearing, no person shall leave the meeting room.

After the presentation and hearing of all candidates, the delegates shall be given considerable time to discuss how to vote.

12.5 A person will be elected to the International Board if he/she obtains an absolute majority of the votes cast.

If after the first election for a post on the International Board no person obtains an absolute majority of the votes cast and there are more than one candidate, another election shall be held for which only the two candidates who obtained the most votes in the first election shall be eligible.

Standing Orders

If, in the second election, no person obtains an absolute majority of the votes cast, a third election shall be held for which only the candidate who obtained the most votes in the second election shall be eligible.

If, at the first election there was only one candidate for the post, new candidates can be nominated for election. In case there are new candidates nominated, new elections for the position shall be held. The original sole candidate shall not be eligible for nomination in the new elections.

Article 13 – Role of the Board Members

13.1 The President

The President is in charge of the overall co-ordination of 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.

13.2 The 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 ELSA groups. 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 Council.

13.3 Treasurer

The Treasurer is in charge of the financial management of ELSA being responsible among other things for the accounting, property, and payments pursuant to Articles 14 and 15 of the Statutes and Article 19 of the Standing Orders and for the arrangement of internal financial control.

The Treasurer is responsible for billing and collecting the annual membership fees together with any special fees, levies or other amounts due to ELSA from the Members, Observers or any third parties.

The Treasurer shall present interim accounts and the final accounts to the Council according to Article 19 of the Standing Orders.

13.4 The Vice Presidents

The Vice Presidents are responsible for the overall planning, co-ordination and supervision of their respective field of activity; they are responsible for the stimulation and execution of the specific programmes and projects that the Council initiates within their respective field of activity.

13.5 International Board members and their Deputy Officers shall not hold any other elected or appointed position in ELSA or ELSA Network while in office. Unless holding such a position is explicitly required by the Statutes, Standing Orders or Decision Book of ELSA in connection to the role as member of the International Board or position held.

Article 14 – Representation

ELSA is represented by the members of the International Board jointly and severally. Furthermore the President of the International Board can appear on behalf of ELSA on any deed.

Standing Orders

The International Board or the President of the International Board can authorise one or more persons to represent ELSA by means of a limited or unlimited power of attorney.

The International Board may appoint any person to carry out a specific task under its responsibility. The International Board shall be accountable to the Council for the activities of this person.

Article 15 – Quorum and Decisions

Each member of the International Board is to have one vote within the International Board.

The International Board is only fully competent when at least four members are present after the entire Board has been duly summoned.

Decisions will be implemented by means of a simple majority. If a simple majority is not reached, a second vote will take place. If the draw persists, the President's vote will prevail.

Article 16 – Vacancy

16.1 In case of a vacant position in the International Board, the other International Board members of the board in question are jointly responsible for the activities of the vacant International Board position.

16.2 Whenever there is a vacant position in the International Board prior to a Council Meeting, elections for the vacant position must take place during that Council Meeting.

16.3 If an International Board member resigns during a Council Meeting, an election to fill the vacant post must take place at that same Council Meeting.

16.4 The International Board may appoint a Deputy Officer to hold a vacant board position until the elections for the vacant position take place according to Article 16.2 of the Standing Orders hereto 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.

16.5 Appointment procedure of a Deputy Officer is in the discretion of the International Board. Deputy Officer will not become a member of the International Board

16.6 A candidate refused by the Council for a position in the International Board shall not be appointed as a Deputy Officer for the same term of office.

The International Presidents' Meeting

Article 17 – Procedure of the International Presidents' Meeting

17.1 The International Board in cooperation with the elected host is responsible for choosing the date and for the organisation of each Presidents' Meeting. The Council shall however elect a Presidents' Meeting host responsible for the practical organisation of the Presidents' Meeting. Dates of the

Standing Orders

Presidents' Meeting shall be between the third Wednesday of January and the third Sunday of February for winter Presidents' Meeting and between the first Wednesday of August and the first Sunday of September for summer Presidents' Meeting.

17.2 Announcing a call for the International Presidents' Meeting Host

The International Board is responsible for announcing the call for the upcoming International Presidents' Meeting hosts. This call shall be included to the working materials described in the article 5.3 in these Standing Orders. This call shall include a request for applicants to state all information described in the article 4.6 in these standing orders in their application.

17.3 Eligible Applicants

Any National or Local ELSA Group is eligible for applying to host a Presidents' Meeting.

17.4 Application to host a Presidents' Meeting

A written application to host a Presidents' Meeting shall be handed in to the International Board. The application shall contain name of venue, a draft budget, a draft programme and can be supplemented with other relevant material. The application shall be handed in not later than the third day of the Council Meeting where a vote on the application in question is scheduled to take place.

No decision can be taken upon the application earlier than eighteen months before the Presidents' Meeting the group has applied to host.

17.5 Election

The Council shall elect a Presidents' Meeting host responsible for the practical organisation of the Presidents Meeting.

The election of the winter Presidents Meeting shall take place at the autumn Council Meeting and the election of the summer Presidents' Meeting shall take place at the spring Council Meeting. If no host is elected for the Presidents' Meeting at the respective Council Meeting, the election shall take place at the following Council Meetings, until a host is elected.

An election of a Presidents Meeting host shall be taken by means of an absolute majority of votes.

17.6 Responsibilities

Each Presidents' Meeting host shall sign a contract with the International Board that is agreeable to both parties under the following headings:

- Dates of the Presidents Meeting;
- Venue and logistics;
- Financial implications;
- Responsibilities of both parties;
- Discharge of Presidents Meeting host.

This contract shall be drafted by the International Board and annexed to the working materials. This contract will be a binding offer from the International Board towards every applying group.

This contract shall be signed before the Council will vote upon the Presidents' Meeting hosts and shall be in force towards the elected host after the Council Decision upon the Presidents' Meeting host.

Standing Orders

The pre-drafted contract is negotiable between the parties prior to the opening of the Council Meeting.

17.7 Force Majeure

In case of force majeure the International Board has the right to delegate the practical organisation of a Presidents Meeting to a National Group, Local Group or an Organising Committee. This decision by the International Board can in such cases overturn a Council decision to delegate the organisation.

The venue stated in the application to host a Presidents Meeting can only be changed upon agreement with the International Board in case of force majeure

17.8 Presentation of Presidents' Meeting accounts

Every Presidents' Meeting host shall submit a financial report to the Treasurer of the International Board upon request.

Within six weeks after the Presidents' Meeting, the Presidents' Meeting host shall present a report listing all the income and expenses of the Presidents' Meeting to the International Board and upon their request to the Members and Observers.

Finance

Article 18 – Responsibility of the Members and Observers

18.1 The Members and Observers may 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 and these Standing Orders and the Decision Book.

18.2 Special fees

Members and Observers that participate, or whose individual members participate, in any of the activities of ELSA and for which a special fee is payable (as determined by the Council) or for which other moneys are due, are obliged to pay such fees to ELSA.

18.3 Payment of the membership fee

The annual membership fee must be paid before the 31st of July of the year preceding the year for which the membership fee is due.

18.4 Debts of a National Group after termination of its Membership or Observership

In case the Membership or Observership of a National Group is terminated, any debts to ELSA International shall continue to exist whether or not this National Group reapplies for Observership to the ELSA Network, except in the instance that the Council decides to waive the debt, in accordance with the waiving procedures in 18.5.

18.5 Delaying and waiving amounts due

The International Board may agree to delay receiving payment of any fees or other amounts due under Article 14 of the Statutes or agree to receive payment other than in cash, in which case the value of the non-cash payment must be at least equal to the amount of cash that would have been received.

Standing Orders

The Council may agree to waive or reduce any amounts due by member or observer groups under Articles 14 of the Statutes with a two third majority vote. The Council shall adapt the budget of ELSA International to the depreciation at the same time.

The proposal for waiving or reducing debts shall be submitted to the Secretary General of the International Board at least 35 days before the opening of the Council Meeting. The proposal shall be accompanied with a detailed report on how the debt came to be and a detailed fundraising plan.

The Treasurer of ELSA International shall add his or her written statement to the proposal stating the International Board's view on the report on how the debt came to be. The statement may only cover factual claims made in the report and the steps taken by the International Board to manage the debt.

The National Group may not make a proposal about waiving or reducing a debt if it has made a proposal under this article and the proposal was approved by the Council during the past four consecutive International Council Meetings.

The National Group may not make a proposal about waiving or reducing a debt if it has made a proposal under this article and the proposal was not approved by the Council during the past two consecutive International Council Meetings.

Article 19 – Budget and accounting

19.1 The Council decides on the budget of the next following financial year submitted by the Treasurer of ELSA International during the Spring Council Meeting.

19.2 All funds raised for the benefit of, or payable to, ELSA shall be paid into the ELSA International account and be properly and accurately accounted for by the Treasurer of the International Board.

19.3 The accounts of ELSA shall be drawn up in accordance with the International Financial Reporting Standards (IFRS).

19.4 The accounts shall include:

- A statement of financial position at the end of the period (balance sheet)
- A statement of comprehensive income for the period
- A statement of changes in equity for the period
- A statement of cash flows for the period
- Notes, comprising a summary of accounting policies and other explanatory notes

19.5 The 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.

Article 20 – Audit

20.1 The auditors as referred to in Article 16 of the Statutes of ELSA are hereby called Internal auditors of ELSA and shall be elected according to the electoral procedure of the International Board, but will not be required to provide an action plan. Internal auditors shall not hold any other elected or

Standing Orders

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.

20.2 External auditors of ELSA shall be appointed by the International Board of ELSA in accordance to a cooperation agreement, in case such an agreement is signed with an external company specializing in audit. The appointment of external auditors shall be subject to the approval of the Council at the following International Council Meeting.

20.3 Internal auditors of ELSA shall focus their work on governance, risk and internal controls with their reports, largely factual in nature, with recommendations for improvements in the areas reviewed. In addition to certification referred to in Article 16 of the Statutes Internal auditors shall provide the 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.

20.4 External auditors of ELSA are appointed to carry out an audit of the yearend financial statements in accordance with international auditing standards and a review of the interim financial statements in accordance with ISRE 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

Article 21 – Liquidation

The liquidators shall make an account of all assets, 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 between ELSA's Members unless the Council decides otherwise.