

THE REGULATORY BYLAWS OF
THE IE EUROPEAN LAW STUDENTS ASSOCIATION
REVISED 21 NOVEMBER, 2022

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PREAMBLE

Whereas,

The *European Law Students' Association* (ELSA) is an independent and apolitical international student Association of Law and young jurists, founded on May 4, 1981, in Vienna, Austria;

Keeping in mind that the purposes of ELSA are the professional development and relations of an international character in the field of Law of students, in order to prepare its members for professional life in an international environment, contributing to the exchange of experiences in academics and of stimulating mutual understanding and friendship under the principle of equality of all its members;

Taking cognizance that the continuous expansion of international relations in the fields of trade and industry, legislation and state administration make the demand for all types of professionals, especially Law;

Understanding that the European legal professions must not only recognize the importance of the growth of international cooperation but must also prepare themselves for the demands this development produces;

Convinced that in order to meet all these demands and to widen and improve the international side of education, the practice of law and exchange, the existence of an international organization of Law students and young jurists is recommended;

Expressing that within this competition, the ultimate objective of ELSA, is to motivate and facilitate direct contact and cooperation, individually and collectively, as well as privately or officially, between people from different States involved in the field of Law and promote the use of foreign legal experience through the expansion of knowledge and understanding of the different concepts and solutions of legal issues developed in the member states;

Reaffirming that ELSA hopes to motivate understanding and peaceful cooperation among member states in the spirit of the Final Act of the CSCE conference concluded in Helsinki;

Convinced that we will know how to comply with the principles of ELSA, that our objectives are framed within the overall objectives of ELSA Spain and ELSA International, it being our intention and desire to make them comply, through a consistent and delivered activity;

Now, therefore, the members of ELSA IE resolve to adopt the following Bylaws with submission to the current legislation on associations, in order to carry out the above regulated principles and purposes.

CHAPTER I. CONSTITUTION, DENOMINATION, DOMICILE AND PROPERTY

Article 1. Denomination and Legal Regime

Under the name of ELSA IE (acronym for *The European Law Students' Association, IE University*) a non-profit Association is hereby incorporated.

There is the commitment to respect the current legality, the Statutes and Regulations of IE University, its University operations, and good academic order.

Article 2.- Domicile

ELSA IE has its domicile in P.º de la Castellana, 259, 28029, Madrid, Community of Madrid, Spain.

Article 3.- Proposed Purposes

ELSA IE is an apolitical, independent and non-profit association whose objectives are the establishment, promotion, and development of mutual understanding, cooperation, and of personal contact between Law students and young jurists from the same or different States and legal systems, in order to prepare them for professional life in an international environment.

To realize the aims previously set forth, ELSA IE will be guided by the following philosophy:

Vision:

A just world in which there is respect for human dignity and cultural diversity.

Purpose:

Contribute to legal education, foster mutual understanding and promote social responsibility among Law students and young jurists.

Objectives:

To provide opportunities for Law students and young jurists to learn about other cultures and legal systems in the spirit of critical dialogue and scientific cooperation.

Help Law students and young jurists develop an international mindset and professional skills.

Encourage Law students and young jurists to act for the good of society.

In order to achieve the objectives cited above and in the Preamble, the main fields of action of ELSA IE are;

- Seminars and Conferences (S&C), which consists in organizing events through which the theoretical training of Law students is complemented and young jurists.
- Academic Activities (AA), which consists of developing legal knowledge through guided practical activities.
- The international ELSA Traineeships Program, which provides opportunities for Law students and young lawyers in order for them to gain professional experience in foreign legal systems while learning about other cultures.

Article 4. Duration

The Association shall be constituted of a permanent character, and shall be dissolved only by agreement of the Extraordinary General Meeting as provided in Chapter VI.

Article 5. Affiliation

ELSA IE is a member of the ELSA Spain federation, already through it of ELSA International, and shall comply with the provisions of its respective regulations.

CHAPTER II. MEMBERSHIP

Article 6. Admission Requirements

Members of ELSA IE may be those persons who so desire and are Bachelor, Degree or Master students in Law at IE University, or young jurists who had undertaken the above mentioned studies therein.

Article 7. The Members

Members are all those individuals who, having applied and having undertaken the appropriate requirements for the purposes and ends of the Association, are accepted in ordinary meetings held by the Board of Directors. The rejection of an application must be reasoned and may be appealed before the Board of Directors.

The Board of Directors, in its discretion, may confer the title of honorary member on such members of the Association as it so considers.

Article 8. Rights of the Members

The members have the following rights:

1. To take part in the General Meetings by voice and vote.
2. Power to be elected to managerial positions.
3. Enjoy all the benefits of the Association, in accordance with the rules and regulatory provisions.
4. Elevate to the Board of Directors how many projects or inquiries were precise for the better functioning of the Association.
5. Figure in the membership file and make use of the Association emblem, if it had one.
6. Possess a digital copy of the Statutes and Regulations of the Internal Regime if available, and file applications and complaints before the governing bodies.
7. Participate in the collective social acts, and enjoy the elements intended for the common use of the partners.
8. To be expressed in writing, with a preliminary character to the adoption of disciplinary measures, and informed of the causes which motivate them, which can only be founded on the breach of their duties as members.
9. To resign their membership at any time, without prejudice to commitments acquired pending compliance.

Article 9. Duties of Membership:

Duties of the Members:

- (a) To share the objects of the membership and to cooperate in their achievement.
- (b) To pay such dues and other contributions as required, in accordance with the established fees as determined by the Board of Directors, corresponding to each member.
- (c) Discharge faithfully such administrative positions as may be assigned to them.
- (d) To abide by and comply with the present Bylaws, the Internal Regime Ordinances, and the agreements validly adopted by the governing bodies of the Association.
- (e) Provide services as determined by rules and regulatory provisions and General Assembly agreements, as well as comply with such agreements.

- (f) Observe good civic conduct.
- (g) To sail for the purposes of the Association and fulfillment of the same.
- (h) Comply with the rest of the obligations arising from the Bylaws.

Article 10. Honorary Members

The Board of Directors may confer the title of Honorary Fellowship on those who by their prestige or having contributed in a relevant way to the dignity and development of the Association, are proven worthy of such distinction.

The distinction of Honorary Fellow is a title which, as such, is independent of status, and does not guarantee Membership of the Association.

Article 11. Loss of Membership Status

Membership shall be forfeited in the following cases:

1. Voluntarily.
2. By separation by sanction, when any of the following circumstances are given: a breach, reiterated and deliberate, of the duties emanating from the present Bylaws, or, of the orders, guidelines, and agreements validly adopted by the Board of Directors and the Plenaries of Members.

Article 12. Sanctioning Process

The associated persons may be sanctioned by the Board of Directors for violating the Statutes, or, the agreements of the General Assembly or the Board of Directors. Sanctions may range from suspension of entitlements, for no more than one academic semester, to definitive expulsion, in the terms provided for in the following articles.

To such effect, the Presidency may order the opening of an investigation to clarify those conducts that may be sanctionable. The actions will be carried out by the Secretary General, as the instructing body, which will propose to the Board of Directors the adoption of the appropriate measures.

The imposition of sanctions shall be the responsibility of the Board of Directors, without the participation of the President, who acts as the mediator, and the Secretary General; being the instructing body, and shall be preceded by the hearing of the person concerned. Against such agreement, which will always be motivated, he will be able to appeal before ELSA Spain.

Article 13.- Initiating the Sanctioning Process

If a sanctioning indictment is initiated, the Chairman and Secretary General, after checking the facts, shall send to the person concerned a letter setting out manifestly the charges against him, to which he may answer alleging in his defense what he considers expedient within the period of seven days, elapsed during which, at all events, this matter shall be included in the Agenda of the first meeting of the Board of Directors, which shall agree what proceeds, without the votes of the President and Secretary General, who will act as mediator and prosecutor respectively.

The adopted agreement shall be notified to the person concerned, communicating that, in case of sanction, against the same he may appeal before the Local General Plenary, or, if the aforementioned were not to be carried out within three months, an Extraordinary Session, convened specifically for such purposes. Meanwhile, the Board of Directors may agree that the offending person be suspended in his or her rights as a member and, if he or she forms part of the Board of Directors, must decree the suspension in the exercise of office.

On the assumption that the sanctioning file is elevated to the Local General Plenary, the Secretary General will draft a summary thereof, so that the Board of Directors can account to the Local General Plenary of the written submission by the accused person, and duly report on the facts so that the Office can adopt the corresponding agreement. The sanction agreement, which will always have due cause, must be communicated to the person concerned.

Upon communicating to a member his termination from the Association as a consequence of sanction, he will be required to comply with the obligations he has outstanding for with that, in his case.

CHAPTER III. **GOVERNMENT AND ADMINISTRATION**

Article 14. Bodies of Government and Administration

The government and administration of ELSA IE shall be in charge of the following collegiate bodies:

- The General Assembly of Members.
- The ELSA IE Board of Directors.

Article 15. The General Assembly

1. Composition and powers of the General Assembly

The General Assembly, integrated by all members, is the supreme decision-making body. They are powers of the General Assembly:

- (a) The election of the members of the Board of Directors.
- (b) The examination and approval of the annual accounts and of the budget for the ensuing year.
- (c) The amendment of Statutes.
- (d) The dissolution of the Association.
- (e) The approval of the disposal or alienation of property.
- (f) Any other competence not attributed to another social body.
- (g) The approval, where appropriate, of the management of the Board of Directors.
- (h) The acts of collaboration with other associations, or the abandonment of any of them.
- (i) The agreement of compensation of expenses of the members of the Board of Directors, as the case may be.
- (j) The adoption of the agreement of definitive separation of the members.

2. Ordinary sessions

The General Assembly shall meet in ordinary and extraordinary sessions.

The General Assembly shall be convened in ordinary session, at least once a year, within the second quarter, for the approval of the annual accounts and the budgets for the ensuing year and the election of the Board of Directors.

The convening of the Assembly for the renewal of the Board of Directors before June¹ will be mandatory, in accordance with the national statutes.

3. Extraordinary sessions

The General Assembly shall meet in extraordinary session when so agreed by the Board of Directors, either on its own initiative, or at the request of a third of the members, indicating the purpose of the meeting and, in any case, to know and decide on the following matters:

- (a) Statutory Modifications.
- (b) Dissolution of the Association.

4. General Meetings

General Plenaries shall be sent in writing to all members stating the place, day and time of the meeting, as well as the agenda with concrete expression of the matters to be dealt with.

¹ Composition and functions

Between the convocation and the day appointed for the holding of the Assembly shall be at least seven days, so that it may be determined if it proceeds, the date and time at which the Assembly shall meet.

General Meetings, both ordinary and extraordinary, shall remain validly constituted on first call, when one-third of the membership entitled to vote contest it, and on second call any number of associates entitled to vote.

5. Majorities

In addition to the Board of Directors, any member has the right to raise proposals to the Assembly. Agreements of the General Assembly shall be adopted by a simple majority of the persons present or represented except in the cases hereafter cited. Members who are not up to date on their financial obligations to the Membership will not be able to vote.

The following agreements will be agreed by an absolute majority: election of the Board of Directors, disposition or alienation of assets and the compensation of expenses of the Board of Directors.

The amendment of the Bylaws requires a qualified two-thirds majority of the persons present or represented, as well as the dissolution of the Association.

6. Representation

The members may delegate their representation, for the purposes of attending General Meetings, to any other member. Such representation shall be given in writing, and shall be made by the Clerk of the Assembly, at least 24 hours before the sitting is held.

Each member present will be able to have only one delegate vote.

Article 16. The Board of Directors

1. Composition and powers

The Board of Directors is the supreme executive body of ELSA IE. Its task consists of representing ELSA IE, being responsible for the daily operation and good status of the Association, promoting and supervising its fields of activity, fostering the achievement of objectives and the efficiency of ELSA IE, in addition to executing and implementing the decisions of the Assembly. Only members will be able to form this cabinet.

The Board of Directors will be composed of the President, the Secretary General, the Treasurer, the Vice President for Marketing, the Vice President for Seminars and Conferences, the Vice President for Academic Activities, the Vice President for Human Resources, and the Vice President for Professional Development.

2. Meetings

The Board of Directors should meet at least once per month and whenever the proper development of social activities requires.

Failure to attend the specified meetings on 2 consecutive or 5 alternate occasions without just cause –as established in the proceedings– will lead to cessation in the respective position.

3. Election and duration of office

The offices composing the Board of Directors, shall be elected by the General Assembly and shall last for a period of 1 year, unless expressly revoked therefrom, being subject to re-election.

Elections shall be anonymous in nature, conducted and voted in the Plenary, and counted, wherever necessary, by the VP for Human Resources. The term will begin on August 1 immediately following the election and last until July 31 of the following year.

4. Access Requirements

To belong to the Board of Directors shall be indispensable requirements:

- (a) Be vouched for by an administrator of the Law School.
- (b) Be designated in the manner provided in the Bylaws.
- (c) Be a member of ELSA IE.

The office of the Board of Directors shall be assumed on the 1st August immediately following the General Meeting at which he is elected, if this was ordinary, or at the conclusion of the same, if it was Extraordinary.

5. Termination

The members of the Board of Directors shall forfeit their title in the following cases:

- (a) Expiration of term of office.
- (b) Resignation.
- (c) Cessation of membership.

In cases (b) and (c), the President himself shall cover the vacancy by provisional appointment of a director, which shall be submitted to the Board of Directors for ratification or revocation, proceeding, in the latter case, to the corresponding designation.

All modifications in the composition of this body shall be communicated by the Board of Directors to the Registrar of Associations.

6. Functions

The functions of the Board of Directors are:

- (a) To direct the ordinary management of the Association, in accordance with the guidelines of the bylaws and the assembly.
- (b) Schedule the activities to be developed by ELSA IE.
- (c) Submit to the approval of the General Assembly the annual budget of expenditure and income, as well as the statement of accounts for the previous year.
- (d) Confection the Agenda of Plenaries, as well as agreeing to the convening of ordinary and extraordinary General Assemblies.
- (e) Entertain and consider all proposals or suggestions formulated by the members, adopting accordingly, the necessary measures.
- (f) Interpret the precepts contained in these Statutes, to be reported to the Secretary General, in accordance with what is laid down in the statutes of ELSA Spain and ELSA International.
- (g) To exercise such competencies as are conferred upon it by the General Assembly by express agreement, provided they are not within its exclusive competence.

7. Sessions

The Board shall hold its sessions as often as the Presidency determines, either on its own initiative, or a request of any of its components. It shall be chaired by the President, and in his absence, by the Secretary General, if any, and in the absence of both, by the Treasurer.

For Board actions to be valid, they must be adopted by a majority vote of the persons present, requiring the quorum of half the members.

Of the sessions, the General Secretary shall take up minutes which shall be transcribed into the corresponding Book.

GOVERNING ROLES

Article 17. Chairman President

The President of ELSA IE assumes his legal representation, and shall execute the agreements adopted by the Board of Directors and the General Assembly.

The President is responsible for the direction and coordination of all ELSA IE work, the execution of the expansion, the internal communication of the Board of Directors and the planning and execution of external relations. The Chairman shall ostentatiously cast the quality vote in the internal votes taking place in the Board of Directors.

The President is the highest representative of ELSA IE vis-à-vis outside individuals and agencies and is responsible for communication with the same. It shall likewise be empowered to operate the bank accounts in the name of the Association in solidarity with the other bodies empowered to the effect under the present Bylaws.

The President shall have the following powers:

- (a) To convene and stand the sessions held by the Board of Directors and the General Assembly.
- (b) To propose the plan of activities of the Association to the Board of Directors, propelling and directing its tasks.
- (c) Order payments as approved.
- (d) To resolve such matters as may arise of an urgent character, giving notice thereof to the Board of Directors at the first meeting to be held.
- (e) To exercise such competencies as are conferred upon it by the General Assembly by express agreement, unless they are of exclusive competence thereof.
- (f) To hold the sole power to initiate a charged indictment against a member, and to serve as the mediator of the hearing therein.

Article 18. Secretary General

The Secretary General shall in a concrete manner be entrusted with receiving and processing applications for membership, carrying the file and the Register of Members, attending to the custody and drafting of the Minute Book, and overseeing the charge of members who are facing disciplinary action.

Equally, it will ensure compliance with the legal provisions in force on Associations, as well as the present Bylaws, custodian of the official documentation of the Entity, certifying the contents of the minutes and files, and having referred to the competent authority the perceptive communications on appointment of Board of Directors and changes of domicile.

In the event that the position of President becomes vacant, the Secretary-General shall assume the duties and responsibilities appropriate until it becomes possible to elect a successor. It shall also be entitled to the representation of ELSA IE in the Arbitration Committees which, in its case, shall be convened by ELSA Spain.

Article 19. Treasurer

The Treasurer is in charge of the financial management of ELSA IE, being responsible for keeping accounts, presenting the annual accounts, operating the bank accounts on behalf of the Association and managing collections and payments in

accordance with the provisions of these Statutes and Internal Regulations, in their case. It is the responsibility of the Treasurer to communicate and contribute the necessary economic information to the Auditors. The Treasurer shall submit the proposed and amended budgets, and the final accounts to the General Assembly.

Article 20. The Vice-Presidents

The Vice-Presidents are responsible for all planning, coordination and supervision of their respective fields of activity so determined by the Board of Directors.

Article 21. Vacancies

The officers appointed by the Board of Directors in case of vacancy shall have the same duties and obligations as the members of the Board of Directors whose vacancy they are covering. They shall remain in office until the General Assembly immediately following their appointment, at which elections shall be held for the office in question. In case they do not turn out to be elected for the position they opt for, they must cease in the act.

Article 22. Appointed Directors

The Appointed Directors shall have such duties and obligations as the Board of Directors may entrust to them. They shall be appointed by an absolute majority of the Board of Directors and shall be dismissed, in their case, by the same majority. They may be invited to attend Board of Directors meetings, where they will have a voice but in no case a vote. The call for nominations for Directorship should be advertised to all members.

CHAPTER IV. **FINANCIAL EQUITY AND BUDGET REGIME**

Article 23.- Initial Finances

ELSA IE initiates with no prior equity.

Article 24. Means of Financing

The economic resources envisaged by ELSA IE for the development of social activities may be as follows:

- (a) Entrance and attendance fees.
- (b) The periodic installments to be agreed.
- (c) The products of the property and rights due to it, as well as the grants, bequests and donations it may legally receive.
- (d) The income it derives through the legal activities it agrees to carry out by the Board of Directors, always within the statutory purposes.

The associational and economic year will be annual and its closing will take place on July 31 of each year.

The benefits obtained by the Association, derived from the exercise of economic activities, including the provision of services, shall be devoted, exclusively, to the fulfillment of its purposes.

CHAPTER V. AMENDMENT OF BYLAWS

Article 25. Amendment

An Extraordinary General Meeting shall be called for the purpose of amending the Bylaws. The announcement of Extraordinary General Meetings with the purpose of amending the bylaws by the Secretary General shall be communicated no less than three (3) days prior to the given meeting, and shall come accompanied by the amendment proposals proposed by the Board.

Upon receiving the announcement and the Board's proposed amendments, Members are allowed to present amendments to those suggested by the Board.

All final amendments will be voted upon in the corresponding Extraordinary General Meeting.

Amendments may be formulated individually or collectively, be made in writing and contain the alternative of another text.

CHAPTER VI. THE DISSOLUTION OF ASSOCIATION

Article 26. Dissolution

The Association shall be dissolved by the will of the members, expressed in an Extraordinary General Meeting called for the effect.

Article 27. Liquidation

In the event of dissolution of the Association, the Extraordinary General Meeting agreeing to the dissolution shall appoint a Liquidating Committee, composed of all members of the Board of Directors, to take charge of existing funds.

Once the social obligations vis-à-vis members and vis-à-vis third parties are satisfied, the surplus social equity, if any, will be handed over preferably to ELSA Spain or another local group of ELSA.

FINAL PROVISION


The General Assembly may adopt an Internal Regime Regulation or Code of Ethics, as a development of the present Statutes, which shall not, in any case, supersede the provisions of this document.

THEREFORE,

ON THIS DAY

The 21st November 2022,

THE MEMBERS OF ELSA IE HEREBY ESTABLISHES THE REGULATORY PROVISIONS OF THE IE EUROPEAN LAW STUDENTS' ASSOCIATION;



JACOB DANE CHILTON, *Chairman President*



JORGE SANJUÁN FEMENÍA, *Secretary General*