

**Council Decision CD 2013/5  
of 2 April 2013  
on Election Procedure  
and  
Amendments to the Articles of Association**

1. In accordance with Article 10(4)(c) of the Articles of Association (the Statute), the Council decides by qualified majority to amend the Statute in the following way:
  - a) In Article 9(6), the sentence ‘Proxy voting is not possible.’ shall be replaced by the sentence ‘For the election of Council members, Fellows may be represented by proxy, with representation being limited to a maximum of one mandate per Fellow.’
  - b) At the end of Article 10(1), the following sentences shall be added: ‘Apart from the maximum of 60 elected members, the Council may grant ex-officio Council membership to a maximum of 10 persons holding ex-officio membership under Article 8(3). Only ex-officio Council members who are also ex-officio Fellows shall be allowed to vote on the Council.’
  - c) In Article 10(2) the sentence ‘Once a member has served two consecutive four-year terms they are not eligible to stand as a Council member until four years has elapsed.’ shall be replaced by the sentence ‘Once a member has served two consecutive four-year terms that member is not eligible to stand as a Council member, unless it is as President, until four years has elapsed.’
2. In accordance with Article 10(4) of the Statute, the Council adopts the following ELI Election Byelaw.

## **ELI ELECTION BYELAW**

This Byelaw on the election of the ELI Council and Executive Committee (the Byelaw) is issued in accordance with Article 10(4), 1<sup>st</sup> sentence, of the ELI's Articles of Association (the Statute).

The Byelaw has been passed by a qualified majority. To the extent that it addresses issues already addressed in the Statute, the Byelaw shall be considered to contain an authentic interpretation of the Statute.

### **Part I: General provisions**

#### *Section 1: Scope of application*

1. The Byelaw sets out the election process of the ELI Council and Executive Committee and the procedures for the appointment of ex-officio Council members and Council members serving on standing Council committees.
2. The members of the Council, the Executive Committee, and the standing Council committees should adequately represent different legal traditions, disciplines and professions (Article 10(1) of the Statute). Particular attention must be given to the extent to which an individual is prepared to actively contribute to the ELI's work.

#### *Section 2: Administration and supervision*

1. The ELI Secretariat is responsible for the preparation and administration of the election process.
2. The election process, in particular the counting of votes cast, shall be overseen by one or several ELI Fellows who are not themselves standing for election (Returning Officers). The Returning Officer(s) shall be nominated by the Senate and may be member(s) of the Senate.
3. In any case of doubt, the Arbitral Tribunal shall decide on the interpretation of the Byelaw unless an authentic interpretation is given by the Council.

## **Part II: Election to the Council**

### *Section 3: Elected Council members*

1. The Council consists of at least seven and a maximum of 60 elected members, elected by the General Assembly (Article 10(1) of the Statute).
2. Council members serve a single four year term. Their mandate may be renewed for a further single term (Article 10(2) of the Statute).
3. Council elections take place every second year at the ordinary meeting of the General Assembly, starting in 2013. Elections take place for those seats on the Council that have become vacant because a Council member's term under paragraph 2 has elapsed, or because of a Council member's resignation, dismissal, loss of capacity, or death.

### *Section 4: Standing for Council elections*

1. Any ELI Fellow is eligible to stand for Council elections. Where, however, an ELI Fellow has served two consecutive terms on the Council, that Fellow may not stand again for Council elections until a period of four years has lapsed (Article 10(2) of the Statute).
2. No Fellow may be a member of the Council and of the Senate at the same time (Article 10(1) of the Statute), and acceptance of election as a Council member counts as resignation from the Senate.

### *Section 5: Nomination of candidates*

1. Each candidate must submit a nomination form containing a short curriculum vitae and statement of interest, specifying *inter alia* how the candidate could contribute to the aims of the ELI, together not exceeding 400 words, and a portrait photograph. After the deadline under paragraph 5 has expired the nomination forms received shall be uploaded on to an electronic platform accessible to all ELI Fellows.
2. In order to be nominated for the Council elections a candidate must be endorsed by five ELI Fellows. Candidates cannot endorse their own nomination. Each ELI Fellow may endorse an unlimited number of candidates. Endorsement shall occur electronically, with the names of endorsers being visible only to the Returning Officer(s) and support staff. Once a candidate has received five endorsements this shall be made clearly visible, and no further endorsements shall be accepted for that candidate.
3. A candidate may alternatively submit a nomination form complete with five endorsements. The candidate should obtain written confirmation of the endorsements and submit them together with the nomination form to the Secretariat, which will upload the candidate's information on to an electronic platform accessible to all ELI Fellows.

4. A list with the candidates nominated under paragraphs 2 and 3 shall be published not less than two months before the elections. The full nomination forms shall remain published on the electronic platform accessible to all ELI Fellows. In addition to that, minimum information on candidates such as their name, profession, country of habitual residence, and a portrait photograph, may be published on the ELI website.
5. The Secretariat shall notify all ELI Fellows of the deadlines for submission of candidatures and their endorsement. Notification shall occur by electronic mail or other means of electronic communication not less than one month before the relevant deadline. After the deadline has passed no further nominations or endorsements shall be accepted.

#### *Section 6: Election of candidates*

1. Every ELI Fellow present at the meeting of the General Assembly is entitled to vote.
2. Proxy voting is possible, with the number of proxies limited to one proxy per Fellow (Article 9(6) of the Statute). Proxies have to be issued in writing and filed with the Secretariat not later than two weeks before the elections. The list of proxies will be published by the Secretariat on the electronic platform accessible to all ELI Fellows one week before the elections. If no objections are raised the published list will be deemed correct.
3. Voting occurs by ballot. Every ELI Fellow entitled to vote under paragraph 1 or 2 has a maximum of 30 votes. Only one vote may be cast for each candidate.
4. The results will be counted immediately after the ballot. If two or more candidates receive the same number of votes, and not all of them can be elected because the maximum number of Council members would otherwise be exceeded, they will draw lots.
5. The elected candidates are members of the Council on the condition that they accept their election. If a candidate is not present at the elections, he or she should file their anticipated declaration of acceptance with the Secretariat prior to the elections.

### **Part III: Ex officio Council members**

#### *Section 7: Appointment of ex-officio Council members*

1. The Council will, from time to time, offer ex-officio seats on the Council to persons who have been offered ex-officio membership under Article 8(3) of the Statute. Ex-officio Council members may be represented by individuals of their choice who need not be members of the ELI.
2. The maximum number of ex-officio Council members is 10 (Article 10(1) of the Statute). The Council may decide that there are permanent and rotating ex-officio seats on the Council.

3. For the decision on who should be offered ex-officio Council membership, only the elected Council members are entitled to vote.

#### **Part IV: Executive Committee**

##### *Section 8: Executive Committee members*

1. The Executive Committee consists of the President, the Vice-President, the Treasurer, and four ordinary members (Article 11(1) of the Statute). They serve a single two year term.
2. Elections of the Executive Committee take place at the first meeting of the newly elected Council, directly after the Council elections. Where a seat on the Executive Committee becomes vacant before that member's term has elapsed because of a member's resignation, dismissal, loss of capacity, or death, the Council shall elect, at its next meeting, a new member, whose term will end when the predecessor's term would have ended.

##### *Section 9: Standing for Executive Committee elections*

1. Any member of the ELI Council is eligible to stand for Executive Committee elections.
2. Where, however, a Council member has served two consecutive terms as ordinary member of the Executive Committee or as a particular officer that person may not stand again for the same position on the Executive Committee (Article 11(3) of the Statute).

##### *Section 10: Nomination of candidates*

1. Any Council member may nominate himself or herself as a candidate or put forward the name(s) of other Council members.
2. A search committee, called by the Senate Speaker and consisting of members of the Senate and/or other persons appointed by the Senate, will convene at an early point in time and well before the nomination procedure for Council elections begins in order to identify candidates for the position of ELI President. The identified candidates will stand for Council elections where they are not already on the Council or where their term has elapsed. The fact that they are recommended by the search committee shall be indicated on the list of candidates. The recommendations made by the search committee are not binding on the Council.
3. For candidates identified and recommended by the search committee under paragraph 1, neither the restrictions under Section 4 paragraph 1 nor the deadlines specified under Section 5 paragraph 5 shall apply.

*Section 11: Election of candidates to the Executive Committee*

1. Every Council member present at the Council meeting is entitled to vote.
2. Proxy voting is possible, with the number of proxies limited to one proxy per Council member (Article 10(8) of the Statute). Proxies must be issued in writing and submitted at the meeting before the elections take place.
3. Voting occurs by ballot. Each Council member has one vote.
4. The positions of the President, the Vice-President and the Treasurer will be subject to separate ballots, which will take place before the election of the four ordinary members of the Executive Committee.
5. Where, in a ballot for the President, Vice-President or Treasurer, a candidate receives the absolute majority of votes cast, that candidate shall be elected. Where none of the candidates receives the absolute majority, a second ballot will be held, in which Council members have to decide between the two candidates who received the highest number of votes. The candidate who receives the higher number of votes in the second ballot shall be elected.
6. For the election of the four ordinary members of the Executive Committee, the four candidates who receive the highest number of votes are elected.
7. Section 6 paragraphs 4 and 5 apply accordingly.

**Part V: Standing Council Committees**

*Section 12: Appointment of committee members*

1. At its first meeting following elections to the Council, the Council will appoint new members of the standing Council committees, in particular: the Projects Committee, the Membership Committee, the International Relations Committee, and the Fundraising Committee.
2. Any Council member can express his or her interest to serve on a committee. Council members who are not present at the meeting may file their expression of interest in writing with the Secretariat and not later than one week after the meeting.
3. Where a committee would become too big or significantly imbalanced the President will make a decision in the light of the criteria under Section 1 paragraph 2. Where it turns out that a committee is too small or that there are other good reasons for adding one or several members to the committee the President will, at any point in time, appoint additional Council members, with their approval, to serve on that committee.
4. The members of a committee will elect a chair.

## **Part VI: Final and transitional provisions**

### *Section 13: 2013 Council elections*

1. In 2013, all 60 elected Council members will be elected or re-elected.
2. In order to provide for continuity, 30 members must be re-elected from the group of those Council members who have already served on the Council before the meeting of the 2013 ordinary General Assembly and who decide to stand for re-election.
3. At the ordinary General Assembly in 2015, 30 members of the Council elected in 2013 will resign. The Council members to resign will be identified by drawing lots, or they may volunteer, at a point in time before nomination for the 2015 elections begins. Council members who resign in 2015 may stand for re-election.

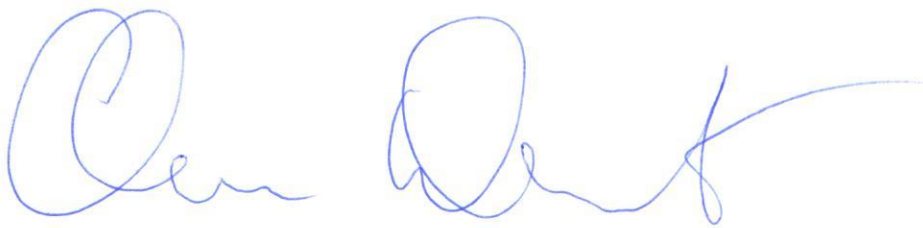
The above decision has been adopted by the Council of the ELI by means of an electronic poll which was open from 16 March to 1 April 2013. Votes were cast as follows:

Yes: 42

Yes to the draft decision, excluding the provision of section 13 paragraph 2: 4

No: 3

Abstentions: 8



Univ.-Prof. Dr. Christiane Wendehorst, LL.M.

ELI Executive Committee