

## THE EUROPEAN LAW INSTITUTE (ELI)

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### ARTICLES OF ASSOCIATION (as amended by Council Decision 2022/3 of 24 February 2022)

**Revised**

#### **Article 1: Name, identity and duration**

- (1) The Association is called 'European Law Institute', abbreviated ELI. It may be referred to under equivalent names, which may be specified in Byelaws, in each of the official languages of the European Union.
- (2) The Association has legal personality and is established as an International Not for Profit Organisation (Association Internationale Sans But Lucratif AISBL/Internationale Vereniging Zonder Winstoogmerk IVZW/Internationale Vereinigung ohne Gewinnerzielungsabsicht IVoG) under Belgian law.
- (3) The Association is founded for an indefinite period of time.

#### **Article 2: Basic principles**

The Association is based on and committed to the principles of political and economic independence, principles of diversity including of legal traditions and disciplines, gender and age, and the idea of cooperation among jurists from different vocational backgrounds, including academics, judges, lawyers, notaries and other legal professionals, and jurists involved in government or the legislative process.

#### **Article 3: Aims**

- (1) The Association is a not for profit organisation which aims to study and stimulate European legal development in a global context. Its field of activity covers all branches of the law.
- (2) The Association may, either on its own or, where appropriate, in collaboration with other institutions, *inter alia*:
  - evaluate and stimulate the development of EU law, legal policy, and practice, and in particular make proposals for the further development of the acquis and for the enhancement of EU law implementation by the Member States;
  - identify and analyse legal developments in areas within the competence of Member States which are

relevant at the EU level;

- study EU approaches regarding international law and enhance the role EU law could play globally, for instance in drafting international instruments or model rules;
  - conduct and facilitate pan-European research, in particular draft, evaluate or improve principles and rules which are common to the European legal systems; and
  - provide a forum, for discussion and cooperation, of jurists irrespective of their vocation or occupation, *inter alia* academics, judges, lawyers and other legal professionals, who take an active interest in European legal development and together represent a broad range of legal traditions.
- (3) To realise its aims the Association may undertake any activity, including commercial activities, on the condition that any profit derived from such activities is used exclusively for the realisation of those aims. It may receive gifts or other forms of financial support under the conditions determined by law and in compliance with any Code of Conduct issued by the Association.

#### **Article 4: Funding**

For the purpose of fulfilling its aims, the Association shall obtain funding from the following sources:

- Membership fees;
- Donations, gifts and financial support from individuals or legal entities, as well as national and European institutions, under conditions determined by law and in compliance with any Code of Conduct issued by the Association;
- Research grants, subsidies and project funding;
- Income from any activity, including of a commercial nature, as long as it is in compliance with its status as a not for profit organisation and is in line with its charitable aims;
- Asset management and income therefrom, with a view to supporting its status as a not for profit organisation and in line with its charitable aims.

#### **Article 5: Bodies and officers of the Association**

- (1) The Association shall have the following statutory bodies:
- a. the Membership, which is composed of all the Association's Fellows and Observers (Article 10);
  - b. a General Assembly, within the meaning of Article 10(5) of the 2019 Belgian Code on Companies and Associations, of members' delegates (hereinafter 'Council') (Article 11);
  - c. an Executive Committee, which is the Association's administrative body within the meaning of Article 10(9) of the 2019 Belgian Code on Companies and Associations (Article 12);
  - d. a Senate, which is a consultative body of disinterested persons with an outstanding reputation (Article 15); and

e. an Arbitral Tribunal (Article 17).

(2) The Association shall have the following executive officers:

- a. the President of the Association (hereinafter 'President');
- b. two Vice-Presidents of the Association (hereinafter 'Vice-Presidents'); and
- c. the Treasurer of the Association (hereinafter 'Treasurer').

#### **Article 6: Seat and administrative office**

- (1) The seat of the Association is in the (billngual) Brussels Region.
- (2) The Association shall establish, in Belgium, an Administrative Office.
- (3) The Administrative Office shall carry out and discharge all activities and matters directly linked with the Association's existence as a legal person, in particular issues of registration, taxation, and state supervision.
- (4) Nothing in this Article shall preclude the Secretariat, which may be established in Belgium or outside Belgium, from carrying out any of the activities provided for in Article 6.

#### **Article 7: Secretariat**

- (1) The Secretariat shall support the competent bodies of the Association in fulfilling the tasks assigned to them under these Articles of Association, any Code of Conduct or Byelaws, in particular by coordinating the Association's various activities.
- (2) The Secretariat may be established either in Belgium or in another European country, and may subsequently be re-established, from time to time, in different European countries.
- (3) The Secretariat shall not be responsible for any of the activities that are within the competence of the Administrative Office under Article 6.

#### **Article 8: Categories of members**

- (1) Members of the Association may come from academia, judiciaries, the various legal professions, government, legislatures, or other vocations. There are two categories of member:
  - a. Fellows, who may either be:
    - i. Individual Fellows; or
    - ii. Institutional Fellows.
  - b. Observers, who may either be:
    - i. Individual Observers; or
    - ii. Institutional Observers.
- (2) Individual Fellows must be natural persons and must actively engage, by their professional, vocational or scholarly activities, in European legal development. They must undertake to speak, vote and participate



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in activities carried out within the framework of the Association on the basis of their own personal and professional convictions without regard to the interests of particular stakeholders.

- (3) Individual Observers must be reputable natural persons who take an active interest in European legal development.
- (4) Institutional Fellows and Observers must be legal entities representing organisations, institutions or networks, which are actively involved in European legal development. An institution is free to opt to be a Fellow or an Observer.

#### **Article 9: Member status**

- (1) The status of ELI Member is conferred either following appointment or ex-officio and must be accepted by the relevant member.
- (2) The Council may appoint Fellows and Observers who have applied for membership by a two thirds majority vote. It may either:
  - a. approach potential candidates for membership and invite their applications; or
  - b. consider applications submitted by candidates on their own initiative, provided they are supported by recommendations from two Fellows of the Association and demonstrate how the candidate satisfies the requirements specified in Article 7 for the relevant category of membership.
- (3) Byelaws shall be issued, from time to time, by the Council establishing a list of persons, who will be offered ex-officio membership while they hold a specified office or position. They will be either ex-officio Fellows or ex-officio Observers depending on whether or not they can comply with the general requirement of independent judgement under Article 8(2).
- (4) Members are required to:
  - a. pay annual membership fees, as provided for in paragraph (5);
  - b. participate in the Association's activities;
  - c. act consistently with these Articles of Association, any Code of Conduct or Byelaws, and any decision taken in conformity with them; and
  - d. refrain from any action that may cause serious detriment to the Association or the aims pursued by it.
- (5) Membership fees shall be determined by the Council. They may differ according to category of membership and, within a category, according to other appropriate criteria, as determined by the Council. They may be reduced for good cause in any individual case, by decision of the Council.
- (6) Membership lasts for an indefinite period and ends by:
  - a. voluntary resignation, which may occur at any time by notification in writing to the President;

- b. exclusion pursuant to paragraph (8); or
- c. loss of legal capacity, or death.

Upon membership terminating, no claim whatsoever arises to the assets of the Association or any share thereof, or to reimbursement of membership fees paid.

- (7) Where a member fails to pay the membership fee within two months of the date on which payment was due, the Treasurer shall issue the member with notification to pay. Where the member fails to provide the Treasurer with a compelling reason for non-payment within another two months of the date of the notification to pay, the member is deemed to have resigned.
- (8) A member may be excluded for good reason by a two thirds majority vote of the Council. Such vote shall only take place:
  - a. after the Council has consulted the Senate on the matter; and
  - b. after the member in question has been given no less than three weeks' notice by the President prior to the vote taking place; such notice must set out the reasons why exclusion is sought and give the member no less than two weeks to respond to the notice.

## **Article 10: The Membership**

- (1) The Membership is composed of all the Association's Fellows and Observers. Observers have a right to participate in meetings and to speak, but not to vote.
- (2) The Membership is the competent body for the:
  - a. election, discharge and dismissal of the Council members;
  - b. approval of the results of the Association's projects under Article 13(3)(c); and
  - c. dissolution of the Association (Article 19).
- (3) An ordinary meeting of the Membership shall be called every year in order to discuss progress reports concerning the Association's projects and, where applicable, to approve the results of the Association's projects and to hold elections. An extraordinary meeting of the Membership may be called by the Executive Committee when the interests of the Association so require. The Executive Committee is obliged to call an extraordinary meeting of the Membership when at least 200 members or one-fifth of the members, whichever is the lesser, so request in writing.
- (4) Members shall be given no less than one month's notice in writing to attend either an ordinary or extraordinary meeting of the Membership.
- (5) The Executive Committee shall determine the agenda for each meeting of the Membership, which must be sent to all members no later than two weeks before the date of the meeting. Members may place items on the agenda or have additional information regarding agenda items circulated where:
  - a. the proposal is signed by no less than 25 members or one fourtieth of the members, whichever is the lesser; and

- b. notification of the duly signed proposal is given to the President no less than three weeks before the date of the relevant meeting.

The Membership, at its discretion, may deviate from the agenda.

- (6) Each Fellow has a single vote at a Membership meeting. Unless the law or these Articles provide otherwise, the Membership shall decide by a simple majority of the votes of Fellows present or voting by means of a distance voting scheme under paragraph (7). For the election of Council members, Fellows may be represented by proxy, with representation being limited to a maximum of one mandate per Fellow. In the case of a tied vote, the proposal shall be deemed to be rejected. Abstentions shall not count.
- (7) In order to approve or reject the results of the Association's projects under Article 13(3)(c), Fellows must be offered adequate means to exercise their voting rights from a distance, with silence amounting to abstention. Where approval of a project cannot be postponed until the next meeting of the Membership a decision of the Membership may, on the initiative of the Executive Committee, be taken by means of distance voting only. In both cases:
  - a. the President shall give notice via electronic mail to all members of the Association, specifying the project to be approved;
  - b. electronic access to the materials for which approval is sought shall be provided to all members of the Association; and
  - c. the Fellows of the Association shall be given not less than three weeks to vote.
- (8) Minutes shall be kept of the meetings of the Membership. These Minutes shall be brought to the attention of the members of the Association in writing. After approval, which may occur through an accelerated decision procedure to be specified in Byelaws, they shall be published on the Association's website.

## **Article 11: The Council**

- (1) The Council consists of at least seven and a maximum of 56 members, elected by the Membership from among the Individual Fellows in a way that adequately takes into account general principles within the meaning of Article 2. No Fellow may be a member of the Council and of the Senate at the same time. Apart from the maximum of 56 elected members, the President, the two Vice-Presidents and the Treasurer become ex-officio members of the Council from the moment they take office. The Council may grant further ex-officio Council membership to a maximum of 10 persons holding ex-officio ELI membership under Article 9(3).
- (2) Council members serve a single four-year term. Their mandate may be renewed for a further single term. Once a member has served two consecutive four-year terms that member is not eligible to stand as a Council member until four years have elapsed. This restriction does not apply to ex-officio Council members.
- (3) Council members shall not receive any remuneration and may obtain reimbursement of their costs only insofar as rules on reimbursement so permit.

- (4) Council membership may be resigned at any time by giving the President reasonable prior notice. A member of the Council may be dismissed only by a two thirds majority vote of the Membership.
- (5) The Council may exercise all powers not attributed by law or by these Articles to the Membership or to another body of the Association. In particular, the Council is the competent body for the:
- election, discharge and dismissal of the members of the Executive Committee;
  - election of the President, the Vice-Presidents, and the Treasurer;
  - approval of the accounts and the budget;
  - election, discharge and dismissal of auditors as well as determination of the appropriate level of their remuneration, if such auditors are required by law, or have otherwise been appointed; and
  - modification of these Articles of Association, which may only occur on a two thirds majority vote.
- (6) The Council may delegate tasks and powers to one or more of its members or to any third person. In particular, Byelaws may provide for the establishment of standing or temporary Council committees entrusted with specific tasks.
- (7) The Council shall meet at least once every year. Council meetings may be called by the Executive Committee or by at least one-fifth of the Council at any point in time. A representative of the Senate shall be invited to take part as an observer; the Executive Committee may, with the permission of the Council, invite further observers. Written notification of such meetings shall be sent to each Council member and to the Senate Speaker by the President no later than four weeks prior to such meeting.
- (8) The Executive Committee shall determine the agenda for each Council meeting, which must be sent to all Council members no later than two weeks before the date of the meeting. Council members may propose items to be placed on the agenda where:
- the proposal is signed by no less than six Council members; and
  - notification of the duly signed proposal is given to the President no less than three weeks before the date of the relevant Council meeting.
- The Council, at its discretion, may deviate from the agenda.
- (9) A quorum of the Council is met when half of its members are present at the meeting or represented by proxy given to another Council member, with representation being limited to a maximum of one mandate per person.
- (10) Each Council member has one vote. Unless the law or these Articles provide otherwise, the Council shall decide by a simple majority of the members present or represented. In the case of a tied vote, a proposal shall be deemed rejected. Abstentions shall not count.
- (11) Where a Council decision is required but cannot be postponed until the next Council meeting, the Council may, at any time, on the initiative of the Executive Committee, decide through an accelerated decision procedure via electronic mail. Paragraph 9 applies accordingly, with silence amounting to abstention.

(12) Minutes shall be kept of the meetings of the Council. After approval, they shall be published on the Association's website. Decisions taken by the Council will be published on the Association's website and/or brought to the attention of the members of the Association in writing.

## **Article 12: The Executive Committee**

- (1) The Association shall have an Executive Committee consisting of the President, two Vice-Presidents, the Treasurer, and three ordinary members.
- (2) The Executive Committee shall have the following powers:
  - a. representation of the Association;
  - b. general administration of the Association;
  - c. implementation of decisions made by the competent bodies of the Association;
  - d. publication of official statements on behalf of the Association, which have been approved by the competent bodies of the Association; and
  - e. any other powers delegated to it by the Council.
- (3) Members of the Executive Committee shall as such not receive any remuneration and may obtain reimbursement of their costs only insofar as rules on reimbursement, approved by the Council, permit.
- (4) The Executive Committee may distribute its tasks among its members and delegate powers to one or more of its members, or to a third person. Unless provided otherwise:
  - a. the President represents the Association, convenes and chairs the meetings of the Membership, the Council, and the Executive Committee and monitors the implementation of decisions taken by the competent bodies of the Association; the President may delegate any of these functions to one of the Vice-Presidents; and
  - b. the Treasurer develops the annual budget, monitors the accounts and financial administration, and reports to the Council and the Membership.
- (5) The President, the Vice-Presidents and the Treasurer shall be elected by the Council from among the Fellows that have been nominated by a Council member or by a search committee called by the Senate Speaker. The other members of the Executive Committee shall be elected by the Council from among the Council members. The President, the Vice-Presidents, the Treasurer and the three other members of the Executive Committee shall be elected for a period of two years, renewable once. The President, the Vice-Presidents and the Treasurer become ex-officio members of the Council (Article 11(1)); the ordinary members of the Executive Committee retain their Council membership.
- (6) The members of the Executive Committee may resign at any time by giving notice a reasonable length of time in advance. They may, at any time, be dismissed by a two thirds majority vote of the Council. 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.

- (7) Meetings of the Executive Committee may be called by the President or by at least two of its members at any point in time. A representative of the Senate and an elected future President, Vice-President or Treasurer shall be invited to take part as an observer; the Executive Committee may invite further observers. Written notification of such meetings shall be sent to each member of the Executive Committee, to the Senate Speaker and to any elected future President, Vice-President or Treasurer by the incumbent President no later than one week prior to such meeting.
- (8) A quorum of the Executive Committee is met when four of its members are present at the meeting. Unless the law or these Articles provide otherwise, the Executive Committee shall decide by a simple majority of the members present. Abstentions shall not count. In the case of a tied vote, the vote of the President shall be decisive.
- (9) Where a decision of the Executive Committee is required but cannot be postponed until the next meeting, the Executive Committee may, at any time, on the initiative of any of its members or of third persons entrusted with particular tasks under paragraph (2), decide through an accelerated decision procedure via electronic mail or other means of distance communication. Paragraph (8) applies accordingly, with silence amounting to absence.

### **Article 13: Project management**

- (1) The Council shall identify relevant projects within the field described in Article 3, following consultation with the Senate and taking into account suggestions made, in particular, by other bodies or members of the Association or by stakeholder organisations.
- (2) For each project identified as a project to be carried out under the auspices of the Association, the Council shall decide whether it is subject to:
  - a. the regular procedure under paragraph (3); or
  - b. the accelerated procedure under paragraph (4), which is appropriate only for cases where a quick reaction of the Association is required, in particular where new developments require a position paper or similar statement by the Association.
- (3) Under the regular procedure:
  - a. the Council will appoint one or more Project Reporters, either on its own initiative or after having carried out a call for tender;
  - b. the Council will normally appoint advisors, assessors and/or establish a Members Consultative Committee; and
  - c. project results may only be published as official statements of the Association with the approval of both the Council and the Membership; for the purposes of this rule, the Membership may only approve or reject adoption of the project's results as an official statement of the Association.
- (4) Under the accelerated procedure:
  - a. the Executive Committee will appoint one or more Project Reporters and, where appropriate,

other members of the Project Team and/or advisors; and

- b. results of the project may only be published as official statements of the Association with the Council's approval.
- (5) The Council shall publish guidelines for the selection, management and approval of projects carried out under the auspices of the Association.
- (6) The Association's activities, including the Association's projects, shall be subject to self-evaluation every four years. The self-evaluation report shall be made public.

#### **Article 14: External representation of the Association**

- (1) In all relations with third parties, including the entry into juridical acts and participation in judicial or administrative proceedings, the signature of the President and one of the Vice-Presidents together is sufficient to bind the Association. The President and the Vice-Presidents may delegate their functions of external representation for a particular transaction or type of transaction.
- (2) Extracts of decisions for deposit in registries, acts and documents of daily administration, receipts for postal services and communications with financial institutions may be signed validly by any single member of the Executive Committee appointed to this task, or by an authorised third person.

#### **Article 15: The Senate**

- (1) The Senate is a body of persons each of whom has an outstanding reputation, ready to give advice.
- (2) The Senate consists of up to 21 Fellows of the Association who have not yet reached the age of 80; after having reached that age, members of the Senate will, however, maintain their office and all the rights it entails. Membership of the Senate comes to an end by resignation, exclusion as a Fellow of the Association, loss of capacity, or death. The first ten Senate members will be elected by the first Council. The Senate may then, on an on-going basis, co-opt new members to the extent that the limit of 21 members under 80 is not reached.
- (3) The members of the Senate shall as such not receive any remuneration and may obtain reimbursement of their costs only insofar as rules on reimbursement, approved by the Council, permit.
- (4) The Senate shall elect a Speaker. It may distribute its tasks among its members and delegate powers to one or more of its members or to any third person.
- (5) The Senate shall be informed by the Council of the actions and decisions taken by the Council, and it shall make recommendations and give advice on its own initiative as well as upon consultation by any of the other bodies of the Association.

#### **Article 16: Conflicts of interest**

- (1) To secure the independence of the Association and to further its Aims, the statutory bodies, officers, and members must act consistently with the Association's basic principles as defined in Articles 2, 3 and 4.
- (2) Fellows, in respect of all acts and decisions of any kind taken as Association members, must avoid all conflicts of interests, whether personal, financial, professional or otherwise.

- (3) Without prejudice to the generality of paragraph (2), no Executive Committee member or member of the Senate who is involved in any one of the Association's projects, or any proposal for a future project, may take part in the decision-making process concerned with the project by any of the Association's bodies.
- (4) Where a conflict of interest arises the relevant individual Fellow:
  - a. must expressly declare that conflict of interest; and
  - b. must not speak, vote or participate in any act or decision of the Association or of its statutory bodies, standing committees, project groups or otherwise, where the act or decision relates to the conflict of interest.
- (5) Where five per cent of the Membership or ten per cent of the Council conclude that there is a substantial risk of a conflict of interest, they may submit the issue to the Senate for resolution under the procedure established in Article 17(1).
- (6) A Code of Conduct governing conflicts of interest and the Association's institutional independence will be issued, from time to time, by the Council.

#### **Article 17: Dispute settlement**

- (1) Disputes between Association members, between Association members and one or several bodies of the Association, or between two or several bodies of the Association, and which concern the question whether or not an act or omission is in conformity with these Articles of Association, any Code of Conduct or Byelaws or the statutory regime shall be settled by a standing Arbitral Tribunal. The Arbitral Tribunal shall not have the competence to make or overrule decisions which are within the competence of another body of the Association.
- (2) The Arbitral Tribunal shall consist of three members of the Senate appointed by the Senate.
- (3) Appointment to the Arbitral Tribunal shall be for a period of three years. Appointment is renewable without limit.
- (4) Where a conflict of interest arises for any member of the Arbitral Tribunal in respect of a dispute to be settled by the Tribunal Article 16(4) applies. In such a circumstance a substitute Arbitral Tribunal member shall be appointed by the Senate.

#### **Article 18: Accounts and budget**

- (1) The financial year of the Association shall run from the 1st of January to the 31st of December.
- (2) The revenues of the Association may consist of
  - a. membership fees;
  - b. profits from activities as described in Article 3 of these Articles; and
  - c. gifts and subsidies.

- (3) The approval of the accounts and the budget by the Council shall discharge the members of the Executive Committee.

#### **Article 19: Dissolution of the Association**

- (1) The Association may be voluntarily dissolved at any time by a two thirds majority vote of the Membership.
- (2) In the event of the dissolution or termination of the Association or in the event of the discontinuation of its previous charitable aims, the assets of the Association remaining after its liabilities have been covered shall be allocated to institutions pursuing the same or similar charitable aims as the Association with the obligation to use the assets for the same or similar charitable aims. The Membership shall decide to which of the above-mentioned purposes the assets shall be allocated.

#### **Article 20: Miscellaneous**

- (1) Writing includes electronic mail. Meeting includes teleconference and/or videoconference.
- (2) These Articles of Association enter into force on 12 July 2022, replacing the Articles of Association as amended by the relevant Council Decision of 2019.
- (3) All matters not regulated by these Articles shall be governed by the 2019 Belgian Code on Companies and Associations, or by legal provisions otherwise applicable.