

## **Constitution of the European Women Lawyers Association**

(Proposal, not final)

### **1. Name, Seat, Business Year, Language**

- 1.1 The name of the association is "European Women Lawyers Association (**EWLA**)", hereafter referred to as "**EWLA**". **EWLA** has been constituted and incorporated as an International Association in accordance with the Belgian act of October 25, 1919, as modified.
- 1.2 **EWLA** has its seat and head office in Belgium, currently in Avenue Louise 486/B, B-1050 Brussels. It may be transferred to any other location in Belgium by simple decision of the Board published within one month in the Annexes au Moniteur belge.
- 1.3 The business and the membership year shall be the calendar year.
- 1.4 The official language of **EWLA** in Belgium is French. The Working Language is English (as well as any official language of the Member States of the European Union).

### **2. Object and Functions**

- 2.1 **EWLA** is a non- profit making international non- governmental organization having philanthropic, scientific and pedagogical aims. The aims of **EWLA** are:
  - to improve the understanding of European legislation in relation to equal opportunities, with particular reference to women, and its effects;
  - to bring together women lawyers across the European Union, e.g. by the closest possible contacts with bars, law societies, associations of women lawyers, faculties and schools of legal education and research, both on a national and international level and with European or other public authorities;

- to undertake studies, research and conferences of European women lawyers also with organizations and institutions inside and outside of Europe with view to achieving equality of rights and opportunities;
- to strengthen links between EU women lawyers and to encourage meetings, cooperation and understanding between women lawyers.

Women's interests in the institutions of the European Union in all women's issues in general and in the legal field in particular are represented and defended without prejudice to the scientific and pedagogical principal character of EWLA.

2.2 **EWLA** shall pursue its object in particular by:

- holding conferences and other events;
- distributing information material;
- giving advice or opinions on actual legal topics concerning EU-policies or on cases of the courts of the EU or of the European Court for Human Rights;
- proposing or commenting on drafts of EU-legislation;
- in general, to undertake any activity, including cooperation with existing institutions, organizations, and networks, to facilitate the achievement of the objectives of **EWLA** and all other activities auxiliary to the objectives and activities mentioned above.

**3. Constitutional Bodies of EWLA**

The constitutional bodies of **EWLA** shall be:

- the Board (Section 7);
- the Conference Committee (Section 8);

- the General Assembly (Section 9).

## **4. Membership**

### 4.1 Full membership

Any person who is a qualified woman lawyer according to customs and practice of the member state where the relevant woman has her principle residence, or has studied law, or is a student of law, in one of the EU member states is eligible for membership (hereafter: individual member).

Any association of women with legal capacity in legal professions with its principal seat in one of the EU member states is eligible for membership (hereafter: corporate member).

### 4.2 Associate membership shall be open to

Any person who is a qualified woman lawyer according to customs and practice of the state where the relevant woman has her principal residence, or has studied law, or is a student of law, in Europe, but outside of the European Union, if agreed upon by the Board, and

all associations of women with legal capacity in legal professions with its principal seat in Europe, but outside of the European Union, if agreed upon by the Board.

### 4.3 Applicants shall address a written application for membership to the Board in which they must state that they agree to abide by the Constitution. The applicant shall indicate in the application, if applying for full or associate membership.

The Board shall accept the application when the applicant fulfills the conditions mentioned in Article 4.1. or Article 4.2.

- 4.4 The Board reserves the right to refuse to admit an applicant in order to avoid that the majority of the members represents less than three member states. Applicants may claim to membership once according to rules of procedure proposed by the Board and agreed upon by the General Assembly.
- 4.5 Each member shall be obliged to pay promptly the annual membership fee (Section 10.1), and (in case of her or its participation) the conference fees (Section 10.2) and the fees for other events (Section 10.3).
- 4.6 All categories of members have the right to participate in all the membership activities of **EWLA**, its meetings, and workshops.

Only full members have the full voting rights. Corporate members have one vote.

Only the full individual members have the right to be elected as an officer of **EWLA**. Accordingly, the right to be elected as President of the Board, as Vice President as treasurer or as secretary is restricted to full individual members.

The right to vote on questions concerning directly the representation and the promotion of the interests with the institutions of the European Union rests exclusively with full members (Section 4.1).

## **5. Termination of Membership**

### 5.1 Membership ends upon:

- non-compliance with the conditions for admission;
- exclusion by **EWLA**;
- death or liquidation, dissolution or bankruptcy of a member;
- failure to pay membership fees or other fees during any two consecutive years.

- 5.2 Termination by the member shall only be possible in writing upon three months' notice to the end of the business year (Section 1.3). Notice of termination must be sent to the President or the Vice- President of the Board.
- 5.3 If the circumstances of compliance with the conditions for admission as specified in Section 4 change, the Board may suspend or terminate the membership with three months' notice to the end of a calendar year. The member may claim against the termination once before the General Assembly according to rules of procedure proposed by the Board and agreed upon by the General Assembly. The rules of procedure have to respect the right to defense oneself; the member potentially to be excluded has the right to be heard.
- 5.4 Members, who through gross negligence damage the interests of **EWLA**, may be expelled from **EWLA**. Resolutions on the expulsion of members shall be adopted at the General Assembly. The Member may claim against the termination once before the General Assembly according to the rules of procedure (Section 5. 3).
- 5.5 Upon termination of their membership, members shall have no claim to the assets of **EWLA**.

## **6. Observer status**

- 6.1 Observer status shall be open to the following institutions and organizations:
- institutions engaged in women's issues,
  - organizations of legal professions,
  - representative student associations with an orientation on European legal education,
  - scientific associations in the field of law,
- if they have their with principal seat in Europe and if agreed by the Board;

- any other institution,

if proposed by the Board and agreed upon by the votes of the General Assembly.

- 6.2 Applicants shall address a written application for observer status to the Board in which they must state that they agree to abide by the Constitution.

Applicants for observer status have no claim to membership. No grounds have to be stated for refusing an applicant for observer status.

- 6.3 Observers can be excluded by the Board at its discretion.

- 6.4. Observers receive informations on a regular basis on all **EWLA** membership activities, its meetings, and workshops. Observers shall have access to the General Assembly. They are able to participate in other activities of **EWLA** on request. The Board decides the request.

## **7. Board**

- 7.1 The number of Board members shall not exceed the number of EU member states. Only one Board member per EU member state is permitted, such member is to be a full member of **EWLA** qualified pursuant to Section 4 in the member state she represents.

If for one member state is no member of the Board elected, this position is left vacant.

- 7.2 The Board consists of the president, the vice- president, the treasurer, the secretary, and the other board members.

The term for these positions is two years. The maximum tenure is two continuous terms in one office.

- 7.3 The maximum boardmembership is six years.

7.4 The members of the Board are elected by the General Assembly.

Every two years six members of the Board shall be re-elected by the General Assembly. The first six members to be re-elected are those from the first six EU member states according to the alphabetical list (according to the French name of the member states):

Allemagne (Germany)  
Autriche (Austria)  
Belgique (Belgium)  
Danemark (Denmark)  
Espagne (Spain)  
Finlande (Finland)  
France  
Grèce (Greece)  
Irlande (Ireland)  
Italie (Italy)  
Luxembourg (Luxemburg)  
Pays- Bas (The Netherlands)  
Portugal  
Royaume Uni (Vereinigtes Königreich)  
Suède (Sweden).

If the Board member of one of those six EU member states is a member of the Conference Committee (Section 8) at the time of re-election, she shall be replaced by the member of the next EU member state on the list.

The Board members to be re-elected in the following cycle of two years shall be the members from the next six EU member states on the above mentioned list including those who are not eligible for re-election in the previous two- year cycle on account of their membership in the Conference Committee and so forth.

If the number of the EU memberstates enlarges, the new member states are integrated into the alphabetical list; the number of the members of the Board enlarges with the next General Assembly after the enlargement.

- 7.5 During their term of office, Board members may only be removed for good cause.
- 7.6 The Board shall manage the affairs of **EWLA** and represent it vis-à-vis third parties. The day-to-day management may be delegated by the Board to the President, or to another member of the Board or to a third party. The Board, or the President and the Vice President acting together, may appoint a special representative of **EWLA** for specific missions. In legal actions as plaintiff or as defendant the Board represents **EWLA**; the President or a member of the Board shall be elected by the Board to act on its behalf.
- 7.7 All actions binding **EWLA**, except special powers of attorney, have to be signed by the President, the Vice-President or by two members of the Board in order to release them of the obligation to proof their power of attorney.
- 7.8 The Board may enter into obligations for **EWLA** only if it is ensured that the liability of **EWLA** is limited to the amount of **EWLA**'s assets.
- 7.9 The Board shall act by simple majority of its members.

Voting proxies by mail or fax are permitted and can be given to any member of the Board of **EWLA**. Members of the Board can hold maximum one proxy from another Board member. The President shall have a casting vote in case of a tie. The Board may adopt its rules of procedure including voting principles etc. These rules of procedure have to be approved by the General Assembly.

- 7.10 The Board shall establish specific committees on actual or basic legal issues and supervise its activities. The members of these committees shall be appointed by the Board. The procedure for the appointments will be regulated by rules of procedure proposed by the Board and approved by the General Assembly.
- 7.11 The Board shall have the widest powers to implement the objectives of **EWLA** and shall be responsible for preparing and implementing the actions, programs, and instructions discussed and approved by the General Assembly, except for those powers which are specifically reserved to the General Assembly.

7.12 The Board shall keep the minutes of its meetings and may establish an administrative office with a secretariat. Every member may ask to look at these minutes. The rules of procedure for keeping the minutes and for access to these minutes by the members shall be regulated by rules of procedure agreed by the Board.

## **8. Conference Committee**

8.1 The Board shall establish a Conference Committee to organize conferences and the Board shall supervise its activities.

8.2 The Conference Committee shall consist of three Board members comprising the two Board members from the EU member states in which the next two annual conferences are to be held and the Board member from the EU member state in which the last annual conference took place.

8.3 The chairwoman of the Conference Committee shall be the Board member from the member state in which the next annual conference is to take place. The chairwomanship is handed over from the chairwoman to the next chairwoman at the end of the conference.

## **9. General Assembly**

9.1 General Assemblies shall be held at least every two years, and when dictated by the interests of **EWLA**.

Except as otherwise provided in Section 9.6, the place where the General Assembly is to be held shall be determined by the Board. The General Assembly may be combined with a conference.

The General Assembly of the members of **EWLA** shall consist of the full members and the associate members.

Observers shall have access to the General Assembly.

9.2 The General Assembly may adopt resolutions on the following:

- membership fees;
- formal approval for the Board's actions, especially for the biannual report and the annual accounts;
- election and removal of Board members; rules of procedure for these elections and removals may be proposed by the Board and have to be approved by the General Assembly;
- election and removal of officers within the Board (section 7.2); rules of procedure for these elections and removals may be proposed by the Board and have to be approved by the General Assembly;
- passing of resolutions enabling the Board to undertake certain actions within the framework of the objectives and activities of **EWLA**;
- expulsion of members;
- members' motions to the General Assembly;
- amendments to the constitution without prejudice to Art. 5 of the law of October 25, 1919, as modified;
- dissolution of **EWLA**, and
- appropriation of assets.

Amendments to this constitution will take effect according to the law of October 25, 1919, as modified.

- 9.3 A General Assembly must be convened if five percent or more of the members so request in writing (by mail or fax). These five percent must comprise members of at least two member states.
- 9.4 The General Assembly shall be convened by the Board upon one months' notice in writing or by fax or e-mail, specifying the items on the agenda.
- 9.5 Except as otherwise provided in Section 9.6, the General Assembly shall be chaired by the Board member in whose EU-state it is held.
- 9.6 If five percent or more of the members ask the Board to convene a General Assembly in accordance with section 9.3, and the Board fails to do so, the members in question may themselves convene a General Assembly, specifying the location and identity of the person chairing the meeting.
- 9.7 All duly convened General Assemblies shall constitute a quorum regardless of the number of members present. Except as expressly provided otherwise by mandatory law or by this constitution, resolutions shall be adopted by a simple majority of the votes cast. Abstentions will not be counted. Proxies are not accepted.
- 9.8 Resolutions regarding amendments of the constitution shall require a majority of two thirds of the members present. The proposal for amendments of the constitution has to be communicated with the notice at least one month in advance of the convention of the General Assembly according to Section 9.4.
- 9.9 Resolutions of the General Assembly shall be entered in minutes signed by the Chairwoman according to Section 9.5 (or Section 9.6) and the Secretary. If election of the position of the Secretary takes place the past Secretary has in this respect to stay in her office until the end of the convention of the General Assembly. If the Secretary is not present, any other Board member may act on behalf of her. The minutes are kept with the head office (Section 1.2).

## **10. Membership fees**

10.1 The membership fees are due by the 15th of January of each business year (section 1.3). Until the General Assembly decides on proposal of the Board otherwise, the categories of fees will be the following:

- full individual member: 100 Euro per business year; in 2000: 60 Euro;
- corporate member: 200 Euro per business year; in 2000: 120 Euro.

On reductions of fees, e.g. for students or unemployed, decides the Board.

10.2 The conference fees shall be levied separately in advance and shall depend on the estimated cost of the annual conference. The cost estimate shall be drawn up by the Conference Committee. If the total annual conference fees shall exceed the actual costs of the conference, the excess shall be allocated to **EWLA's** assets.

10.3 All other fees (except fees according to section 10.1 and 10.2) shall be levied separately in advance and shall depend on the estimated cost of the event. If the total fees shall exceed the actual costs of the event, the excess shall be allocated to **EWLA's** assets.

10.4 The Board member designated by the Board shall collect the fees. **EWLA's** accounts shall be audited each year by another Board member or a substitute appointed by him to ensure that the finances are being duly and properly administered; a report on the outcome of the audit shall be given at the following General Assembly.

10.5 The resources of **EWLA** shall consist of:

- annual membership fees, conference fees and fees for other events;
- subsidies from public authorities;
- grants, donations, and bequests made on behalf of the **EWLA**;
- other sources

in accordance with the law of October 25, 1919, as modified.

10.6 All members including the members of the Board, and all observers of the **EWLA** contribute to the aims of **EWLA** on a honorary basis.

10.7 No member or observer will use her or its membership or observer status as a mean of promotion of her or its personal business or aims. The membership or observer status may not be mentioned in her or its business or personal letterhead or correspondance.

## 11. Dissolution

11.1 **EWLA** shall exist for an indefinite period of time. It can be dissolved if a resolution to this effect is adopted by the General Assembly. The resolution shall require a majority of two third of the members.

11.2 **EWLA** shall be wound up by the Board. The General Assembly shall decide pursuant to Section 9.2 on the appropriation of the assets remaining after **EWLA** has been wound up.

## 12. Jurisdiction

The courts at the seat of **EWLA** shall have exclusive jurisdiction to hear any dispute between **EWLA** and its members or between members themselves. The applicable law shall be the procedural and the substantial law of the seat of **EWLA**.

## 13. Transitional Dispostions

The actions of **EWLA** in foundation shall be binding for **EWLA** as soon as **EWLA** has obtained legal capacity by Royal Decree.

## 14. Miscellaneous

All which is not mentioned in this constituion especially the publications in the “Annexes de Moniteur belge” shall be regulated according to the law.

## **15. Founding Members**

The founding members of **EWLA** are listed in a document in annex to this deed of incorporation.