



ASSOCIATION EUROPÉENNE DES AVOCATS
EUROPEAN ASSOCIATION OF LAWYERS

Coordinated text of the articles of
Association of AISBL "Association
européenne des Avocats - European
Association of Lawyers"
en abrégé "AEA-EAL"
done on 18.09.2017

Article 1. Name - Language

The Association is named the "Association Européenne des Avocats" European Association of lawyers", abbreviated "AEA-EAL", hereafter referred to as "the Association". It has been constituted as an International non-profit association in line with the provisions of title III of the Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations. All acts, invoices, notices, publications and other documents issued by the Association bear the name of the Association, preceded or immediately followed by the words "international non profit association" or the initials "AISBL" as well as the address of the registered office of the Association. The official language of AEA-EAL in Belgium is French. However, English is used as working language.

Article 2 Purpose

The purpose of the Association, which is entirely non-profit, is to foster the community spirit of its members, promote the European concept of the profession of lawyer and develop ways to facilitate the practice of the profession by providing information and legal training to its members as well as through scientific and cultural exchanges. The Association shall achieve its purpose through intensive collaboration with interested persons, organisations or companies, namely by organising international scientific or cultural conferences, meetings or exchanges amongst its members and other persons sharing the purpose of the association, conducting studies for the European authorities, as well as producing and publishing -

research work.

Article 3. Members

3.1. General provisions

The Association comprises four categories of members: Full Members, Associate Members, Correspondent Members and Honorary Members. The admission of all the members is subject to the approval of the board (see art. 14.1).

The rights and responsibilities of the different categories of members are defined in the current Statutes.

All members will comply with the goals and Statutes of the Association.

Members pay a membership fee according to the category to which they belong.

3.1.1. Full Members

Can apply for Full Membership:

- *natural individuals who are Lawyers,*
- *legal entities which practice the profession of Lawyer,*
- *the private-law and public-law groupings representing the collective interests of the profession of Lawyer, hereafter referred to as "Collective Members",*

belonging to a Member State of the Council of Europe.

3.1.2. Associate Members

Can apply for Associate Membership:

- *natural individuals who are Lawyers,*
- *legal entities which practice the profession of Lawyer,*
- *the private-law and public law groupings representing the collective interests of the profession of Lawyer, hereafter referred to as Collective members,*

belonging to any State that is not a Member State of the Council of Europe.

3.1.3. Correspondent members

Can apply for correspondent membership:

- *natural individuals who are members of other regulated or not regulated professions but not Lawyers,*
- *the legal entities involved in a regulated or not regulated profession other than that of the one of Lawyers.*
- *the private-law and public law groupings representing the collective interests of regulated or not regulated professions other than that of Lawyer*

belonging to any State, Member State or not of the Council of Europe.

3.1.4. Honorary Members

The General Assembly, at the proposal of the Board of Directors, may bestow the title of honorary member upon natural persons who or legal entities which, through their activities, have supported the principles and goals of the Association.

3.2. Specific provisions regarding Full Members.

In addition to the conditions established in clause 3.1.1. above, Full Members must fulfil the following conditions:

3.2.1. For natural persons:

- *practice the profession of Lawyer, to be proved by*
 - (a) *the registration with a Bar, or*
 - (b) *the registration with another similar official authority, or*
 - (c) *any other document established by an official authority in the States where there is no obligation of registration*

- *in a Member State of the Council of Europe.*

3.2.2. For legal entities practicing the profession of lawyer:

- *bring together practicing Lawyers (it is specified that, for the application of the present Statutes, economic interest groupings are regarded as legal entities practicing the profession),*
- *have their registered office in a Member State of the Council of Europe.*

3.2.3. For Collective Members:

- *have the mission, as established in their Statutes, of representing the collective interests of the profession of Lawyer*
- *have their registered office in a Member State of the Council of Europe.*

3.3. Specific provisions regarding Associate Members

In addition to the conditions established in clause 3.1.2. above, Associate Members must fulfil the following conditions:

3.3.1. For natural persons:

- *practice the profession of Lawyer, to be proved by*
 - (a) *the registration with a Bar, or*
 - (b) *the registration with another official authority, or*
 - (c) *any other document established by an official authority in the States where there is no obligation of registration*
- *in any State that is not a Member State of the Council of Europe.*

3.3.2. For legal entities which practice the profession of lawyer:

- *bring together practicing Lawyers (it is specified that, for the application of the present Statutes, economic interest groupings are regarded as legal entities practicing the profession),*
- *have their registered office in any State that is not a member of the Council of Europe.*

3.3.3. For Collective Members:

- *have the mission, as established in their Statutes, of representing the collective interests of the profession of Lawyer,*
- *have their registered office in any State that is not a member of the Council of Europe.*

3.4. Specific provisions regarding correspondent members

In addition to the general conditions established in clause 3.1.3 above, Correspondent Members must fulfil the following conditions:

3.4.1. For natural individuals and legal entities (as defined above):

- *justify the current practice of a regulated or not regulated profession other than that of Lawyer.*

3.4.2. For Collective Members:

- *justify the mission, as established in the Statutes, of representing the collective interests of a regulated or not regulated profession other than that of Lawyer.*

3.5. Rights

Only Full Members have full rights within the Association, including the right to vote (see also art. 6.5.).

Associate Members and Correspondent Members are regarded as supporting members. They are entitled to exercise the rights attributed to them in the current Statutes or in accordance with these. These rights do not include the right to vote.

3.6. Membership fee – Contributions

Members pay an annual contribution, the sum of which is determined by the General Assembly. The

contribution serves to cover costs and expenses of the Association. The General Assembly, however, reserves the right to claim an additional sum to cover exceptional expenses, as proposed by the Board of Directors.

The financial liability of each member is limited to the expected sum of the contributions due by him/her.

Article 4. Registered Office

The Association has its registered office at 1050 Brussels, avenue Louise 235. The registered office may be transferred to any other place in Belgium by simple decision of the Board of Directors published in the month of its date in the annexes of the Belgian Official Gazette.

Article 5. Term

The Association is constituted for an unlimited period. It can be dissolved at any moment in line with the provision of the law and the current Statutes.

Article 6. General Assembly

6.1. Organization

The General Assembly is the Association's sovereign body. It comprises all Full Members who have paid their membership fees for the current financial year. The affiliation process will coincide with the ongoing social exercise and the calendar year.

It meets at the initiative of the Board of Directors or of two directors be it for ordinary and extraordinary meetings.

It is chaired by the President of the Association, in his absence, by the first Vice-President or, by default, by the longest serving among the elected Vice-Presidents or, by default, among the directors.

The Meeting can be convened anywhere in a State of the Council of Europe or, upon decision of the Board of Directors, in any other State, if the situation requires it.

The General Assembly's powers include the following:

- the approval of activity reports as well as accounts and budgets
- the appointment and dismissal of the directors as well as relieving of their duties
- the amendments of the Statutes
- the final expulsion of a member who appealed to the General Assembly to contest an expulsion decision taken by the Board of Directors, in accordance with Article 14.2.2.
- the dissolution of the Association as well as its liquidation
- the setting up and modifications of the internal rules
- the setting of the membership fees per category of members
- as well as all other powers defined by the legal framework of the General Assembly.

6.2. Ordinary General Assembly

The Ordinary General Assembly must be convened within six months after the close of the financial year.

The agenda of the Ordinary General Assembly shall inter alia include the following:

- report of the President of the Association
- report of the Treasurer
- approval of accounts of the previous financial year and of the budget of the coming year
- setting of the membership fees
- discharging directors of their duties for the previous financial year
- elections as specified in the Statutes.

6.3. Extraordinary General Assembly

The Board of Directors may convene an Extraordinary General Assembly as often as it deems

necessary.

It should, in addition, be convened within three months following a written request to that effect submitted by one-fifth of the Full Members, indicating the items to be included on the agenda.

6.4. Convocation, composition

Convocation letters are addressed by the General Secretary to all the Full Members who have paid their membership fees for the current financial year. The convocation letters, containing the agenda and specifying the date, place and the time of the meeting, are sent in the form of circular letters by post, fax or e-mail, at least one month in advance.

The General Secretary distributes along with the convocation letters to the Ordinary General Assembly the up-to-date list of the members of the Board with the date of expiry of the mandate of each of these members.

Associate Members, Correspondent Members or Honorary Members who have paid their membership fees for the current financial year, can be invited by the Board of Directors to attend the meetings of the General Assembly.

6.5. Voting rights

Only Full Members who have paid their membership fee for the current financial year have the right to vote, with each of them having a single vote. The voting right is exercised for the Collective Members by their legal representative or the delegate mandated by him.

6.6. Powers of attorney/Proxy

Voting by Proxy is allowed; the mandates must be made in writing and only Full Members of the association will be appointed.

Each Full Member is allowed a maximum of five mandates.

6.7. Majority

6.7.1. The decisions of the General Assembly are ratified by the absolute majority of votes cast, regardless of the number of members present or represented. Blank or spoilt ballots do not constitute cast votes. In the event of a tie, the President has the casting vote.

6.7.2. To amend the Statutes, dissolve the Association, the permanent expulsion of a member who had appealed against a decision to expel him/her taken by the Board of Directors, at least two-thirds of the Full Members must be present, either in person or by power of attorney. If this quorum is not met, the Assembly is adjourning for at least six weeks and a new convocation is addressed to the Full Members; in this case, the Assembly held on the date for which it was convened, regardless of the number of Full Members present or represented, will be considered valid. In any event, the decision must be adopted by at least a two-third majority of votes cast, regardless of the attendance quorum required.

If necessary, certain modifications to the Statutes may require a notarial deed or a formal endorsement through a Royal Decree.

6.8. Minutes of proceedings – Register

The deliberations of the General Assembly will be recorded in the Minutes of Proceedings signed by the President and/or by the Vice-President. The Minutes of Proceedings will be kept in a register which will be available to members at the registered office of the Association.

Article 7. Board of Directors

7.1. Composition

7.1.1. The Association is administered by a Board of Directors comprising at least ten and at most thirty directors. Collective Members can propose the candidature of their legal representative or of one of their members provided that the candidate is an individual who is a lawyer fulfilling the conditions of article 3.2.1. Any application for this position must be submitted in writing to the

Secretary General, at least twenty-four hours before the opening of the General Assembly.

7.1.2. The directors are elected by the General Assembly for a term of three years maximum. They may be re-elected, the number of successive mandates being unlimited. A Director who, upon expiry of his mandate, requests its renewal, must present a report on the execution of his completed mandate to the General Assembly, before the vote.

7.1.3. The office of director is not remunerated. However, the Board may allocate to a director entrusted with a special mission an allowance covering the expenses incurred during the mission.

7.1.4. The Chairman of the Board is the President of the Association referred to in article 9.1.

7.1.5. In the event of a vacancy in the Board, the Board of Directors may make provision for the replacement of the director concerned by co-opting a full member to exercise the mandate until the next General Assembly.

7.1.6. The Board of Directors may appoint, from among the associate and corresponding members, observers whose mandate ends at the following General Assembly and is renewable. The observers attend all of the Board's meetings. The Board may also invite any qualified person in order to be informed about his or her opinions.

7.1.7. Directors can be dismissed by the annual or Extraordinary General Assembly upon decision by a two-third majority of the members present or represented.

7.1.8. The Association's former Presidents have the right to attend the meetings of the Board of Directors in a consultative capacity like the observers and invited guests, unless they exercise a director's mandate.

7.2. Meetings

7.2.1. The Board of Directors meets at the initiative of the President, of the first Vice-President, of one Vice-President or two directors.

7.2.2. The convocation letters are sent at least eight clear days in advance; they include the agenda and specify the place, the date and the time of the meeting. The convocations are made in writing and sent by post, fax or e-mail.

7.2.3. Any director who is unable to attend may, in writing, by post, fax or e-mail, give power of attorney to another member of the Board to represent him at a particular meeting. A director may not hold more than three powers of attorney.

7.2.4. At Board meetings, deliberations and decisions on agenda are valid only if a majority of the directors are present or represented.

7.2.5. If no consensus is reached, the decisions of the Board of Directors are adopted by an absolute majority of the votes cast. The Board of Directors acts collectively.

7.2.6. In the event of a tie, the President has the casting vote.

7.2.7. An ordinary meeting of the Board of Directors will be held and considered valid even if all or some of the directors are not physically present or represented, but participate in deliberations and decisions through other means of telecommunication which allow them to communicate directly with each other, like for instance a conference call or a video conference. In such a case, the directors will be considered present.

7.2.8. The Board of Directors can make decisions through written procedures. In such a case, the President will send a letter through ordinary mail or any other means of written communication (including e-mail) to all the Directors, mentioning the agenda and proposals about decisions to be taken. The letter will also include a request to all Directors to approve the proposals made and to return same through ordinary mail or any other form of written communication (including e-mail) to the registered office of the Association or to any other place mentioned in the letter. The reply must be duly signed and returned within the deadline mentioned in the letter. If the approval of at

least half of the Directors concerning the proposals on the agenda is not received within the prescribed period, no decision will be made concerning the proposals.

7.2.9. The Minutes of the meetings of the Board, signed by the President and/or a Vice-President, will be kept in a register by the President, who will make them available to the members at the registered office of the Association and, at the end of a mandate, will hand them over to his successor.

7.3. Powers, delegations, representations

7.3.1. The Board of Directors has the most extensive powers to act on behalf of the Association and to do or accomplish all acts which support the activities of the Association or which are necessary or useful for the achievement of its purpose, subject to the attributions of the General Meeting. In particular, the Board of Directors has the power of accepting admission of new Members of the Association. The Board of Directors can delegate the day-to-day management and/or certain specific missions to the Management Committee referred to in Article 8 & It may also confer, under its responsibility, special and specific powers upon one or several persons.

7.3.2. The deeds that bind the Association other than those of day-to-day management shall be signed by two Directors, unless there is a special delegation of power of the Board.

7.3.3. The Board represents the Association toward third persons.

7.3.4. Legal actions, both as plaintiff and defendant, are followed by the Board of Directors represented by the President, the first Vice-President or a Vice-President.

7.3.5. The last names, first names, professions and addresses of all the directors are published in the annexes of the Belgian Official Gazette.

7.4. Non-remuneration of the positions

7.4.1. The positions held within the Association are unpaid and cannot be considered for remuneration.

7.4.2. The costs incurred for correspondence by the President, the First Vice-President and the Vice-Presidents as well as the travel costs incurred in the fulfilment of special duties for the Association could be reimbursed to them subject to (1) provision of substantiating evidence showing that, concerning travel costs, it involved travels distinct from those undertaken by the members of the Association or the members of the Board of Directors for the current activities of the Association and (2) the limits of the budgets specially established for this purpose by the General Meeting

7.4.3. The costs of correspondence incurred by the General Secretary and the Treasurer as well as their travel costs specially incurred for the necessities of the Association can be reimbursed to them subject to (1) provision of substantiating evidence showing that, concerning travel costs, it involved travels distinct from those undertaken by the members of the Association or the members of the Board of Directors for the current activities of the Association and (2) within the limits of the budgets specially established for this purpose by the General Meeting.

7.4.4. Any reimbursement of costs has to be approved in advance by the Board of Directors.

7.5. Internal rules

Internal rules may be submitted by the Board of Directors to the General Assembly. Modifications to these rules may be made by a General Assembly by decision of a simple majority of the members present or represented.

Article 8. Management Committee

8.1. The Management Committee comprises the President, the first Vice-President, Vice-Presidents, the last Past-President, the General Secretary and the Treasurer. In addition, the Management Committee can invite one or more third party(ies) to one or more of its meeting(s), without giving them the right to vote.

8.2. *The Management Committee is vested with the full powers for the day-to-day management of the Association particularly in meeting its objectives.*

8.3. *The committee meets upon the President's request, at a time and place mentioned in his convocation. The Committee deliberates, at the initiative of any of the Full Members, on any question relating to the day-to-day management of the Association, and this by any means of communication; its decisions are adopted by a majority of the votes cast; in the event of a tie, the President has the casting vote.*

Article 9. Presidency of the Association

9.1. Appointment

9.1.1. *The Board of Directors elects from among its members the President of the Association. The term of the President's mandate is two years. He/she may be re-elected. The President in office remains a director until the end of his mandate of President.*

The President can resign at any time and should submit his resignation to the Board of Directors through a letter, fax or e-mail addressed to the members of the board. The resignation will be effective as from the first meeting of the Board of Directors held after 14 days of the receipt of the resignation letter or as from any other date agreed between the Board of Directors and the outgoing President.

9.1.2. *The President represents the Association. He/she is responsible for the day-to-day management and the execution of the decisions of the General Assembly, of the Board of Directors and of the Management Committee. He/she chairs the meetings of the Association's bodies and all of its activities in general. He/she carries out his/her duties with the assistance of the first Vice-President, the Vice-President, the last Past-President, the General Secretary and the Treasurer.*

9.2. The first Vice-President and the Vice-Presidents

9.2.1. *The Board of Directors appoints from amongst its members one or two Vice-Presidents and a first Vice-President for the respective terms set in article 12. The Vice-Presidents may be re-elected. Unless there are exceptional circumstances, the first Vice-President succeeds the President in office upon expiry of his mandate.*

The Vice-Presidents can resign at any moment and should submit their resignation to the Board of Directors through a letter, fax or e-mail addressed to the President and to the members of the board. The resignation will be effective as from the first meeting of the Board of Directors held after 14 days of the receipt of the resignation letter or as from any other date agreed between the Board of Directors and the outgoing Vice-President.

9.2.2. *The first Vice-President and Vice-Presidents assist the President in his/her task of representing and managing the Association. The latter can entrust particular missions to them.*

Article 10. General Secretariat

10.1. Appointment

The Board of Directors appoints from among the Full Members a General Secretary for the term set in article 12.

The General Secretary may be re-elected.

10.2. Duties

The General Secretary:

10.2.1. *Attends the meetings of the General Meeting and of the Board of Directors and drafts the minutes. In his/her absence the minutes may be drafted by a Director.*

10.2.2. *Performs the correspondence tasks that are entrusted to him/her by the President and the convocations to the General Assemblies and to the meetings of the Board of Directors.*

10.2.3. *Keeps up to date the list of the members of the Association, the composition of the Board*

and the calendar of the renewal of the various offices within the Association. Maintains the archives of the Association, documents and works distributed, procedures and lists of control of the operations to be undertaken for the various actions of the Association.

Article 11. Treasury

11.1. Appointment

The Board of Directors appoints for the term set in article 12 below a Treasurer chosen from amongst the Directors. This office can be held together with the mandate of first Vice-President or Vice-President.

The Treasurer may be re-elected.

11.2. Duties

The Treasurer:

11.2.1. Collects the membership fees according to the instructions given by the Board of Directors.

11.2.2. Preserves and invests the funds of the Association; he/she is personally accountable for such funds.

11.2.3. Executes the expenditures ordered by the President and/or the Board of Directors within the framework of the budget.

11.2.4. Every six months, provides to the President, to the first Vice-President and Vice-Presidents, to the General Secretary, a financial statement setting forth the revenue and expenditure for that period, as well as a concise inventory of the Association's assets.

11.2.5. Prepares the budget and reports on its execution.

11.2.6. The Treasurer makes available to members the annual accounts and budgets approved by the General Assembly at the registered office of the Association.

Article 12. Provisions common to the positions of the President, first Vice-President, Vice-Presidents, General Secretary and Treasurer

12.1. Their respective mandates start on the day of the appointment.

12.2. They are elected for the following periods:

- the President: for a period of two years,
- the first Vice-President and other Vice Presidents: for a period of max. 2 years coinciding with the period of the President,
- the Secretary General and Treasurer: for a period of max. 3 years coinciding with the next term of renewal of the Board.

12.3. All mandates are renewable.

Article 13. Budget and accounts

The financial year begins on 1 January and ends on 31 December of each calendar year.

Once a year, the Board submits the accounts of the past financial year and the budget for the coming financial year to the General Assembly for approval.

Before approving the accounts, the General Assembly may appoint, from among its members or from outside, a person in charge of a control of the accounts.

If this control is done by a member, it is not remunerated. If the Board decides to charge an external professional of this control, it has to agree in advance on the remuneration to be paid to this professional.

Annual accounts are established in accordance with Article 53 of the Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Article 14. Admission, resignation and expulsion of the members

14.1. Admission

14.1.1. The Full Members of the Association are persons who meet the conditions established by the

present Statutes and on whom the Board of Directors confers this status. Their admission can only be refused for valid reasons.

14.1.2. The Associate Members and Correspondent Members of the Association are the persons who meet the conditions established by the present Statutes and on whom the Board of Directors confers this status at its discretion.

14.1.3. The admission of Full Members, Associate Members and Correspondent Members is subject to their commitment to comply with the present Statutes as well as with the rules and regulations that might be established by the General Assembly.

14.1.4. Admission will be effective as from the day of the decision of the Board of Directors and payment of the fees.

14.2. Resignation and expulsion

14.2.1. In addition to the ipso jure resignation resulting from the loss of one of the conditions set in article 3, any member may, at any time, resign in writing by post, fax or e-mail addressed to one of the members of the management committee to the attention of the President. The member only owes the membership fees that are due up to that time, and neither he/she nor his/her heirs or assigns has any right over the Association's assets as well as over the social funds.

14.2.2. The Board of Directors may, by reasoned decision, expel any member whose behavior conflicts with the goals, the Statutes or any internal rules of the Association. The expulsion decision is communicated by registered letter to the expelled member who can, within thirty days (from mailing date), submit an appeal before the General Assembly. This Assembly takes a decision within three months of receipt of the appeal, after the applicant has first been heard regarding his defense. The appeal is made through registered letter addressed to the President and has a suspensive effect on the decision taken by the Board of Directors. The General Assembly takes a decision according to the majority rules provided by Article 6.7.2 of the Statutes.

14.2.3. Members who resign or are expelled cannot claim any reimbursement of membership fees or any right over the Association's assets as well as over the social funds.

Article 15. Amendments to the Statutes, liquidation and dissolution

Any proposal seeking an amendment of the Statutes, the liquidation or dissolution of the Association must come from the Board of Directors or from at least one-fifth of the Full Members. The Board of Directors convenes the General Assembly in accordance with the procedures stipulated in article 6.4. Decisions are adopted in the manner set forth in article 6.7.2.

Amendments to the Statutes shall become effective only after fulfilment of all the legal formalities in effect and publication in the annexes of the Belgian Official Gazette.

The General Assembly shall establish the methods for dissolution and liquidation of the Association. In the event of dissolution, the net assets of the registered capital must be allocated to a similar non-profit organization with no vested interest.

Article 16. General provisions

Unless otherwise specified in the current Statutes:

- *All notifications and letters are addressed in writing by letter, by mail, fax or e-mail.*
- *The notifications of the Association will be sent to the last address or the last contact details submitted to the Association.*
- *The notifications to the Association will be addressed to its registered office and to its President and, when appropriate, to the contact details available on the Association's website.*

Anything that is not stipulated by the present Statutes shall be governed in accordance with the internal rules and the provisions of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations. "