

# EELA Constitution

## 1. Name, Seat, Business Year

The European Employment Lawyers Association is an unincorporated association established in accordance with German law. It shall have its seat at the offices of the law firm Gleiss Lutz Rechtsanwälte, Lautenschlagerstraße 21, 70173 Stuttgart, Germany or such other offices as the Board may from time to time decide. The business and membership year shall be the calendar year.

## 2. Object and Functions

The object of the Association is:

- to bring together practising employment lawyers across the European Union;
- to improve the implementation and understanding of the social dimension;
- to exchange views on the manner of such implementation;
- to strengthen links between EU employment lawyers.

The Association shall pursue its object in particular by holding annual conferences and other events and distributing information material.

## 3. Constitutional Bodies of the Association

The constitutional bodies of the Association shall be:

- the Board (section 6);
- the General Assembly (section 7);
- the Conference Committee (section 6 (2)).

## 4. Membership

4.1 Any person who is a qualified lawyer and practises employment law to a substantial extent in one of the EU jurisdictions or in Iceland, Norway, Liechtenstein, Switzerland, England and Wales, Scotland or Northern Ireland, as defined in Appendix A, is eligible for membership.

4.2 Applicants shall address a written application for membership to the Board, in which it must state that they agree to abide by the Constitution. In all cases, the applicant's request for membership shall be examined by the Board Member of the applicant's jurisdiction. Requests for membership will be dealt with within three months of receipt of the application form. 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 jurisdictions. Applicants have no claim to membership. In case of refusal, applicants will be informed on the basis of which section of the Constitution their request for membership has been rejected.

4.3 Each member shall be obliged to pay the annual membership fee (section 9 (1)) and (in case of his/her participation) the conference fees in accordance with section 9 (2). No member may bring the Association into disrepute. In particular, no member shall be entitled to print or otherwise place the name of the Association or to make any reference to the Association or his/her membership of the Association on headed paper, compliment slips, brochures or other material. Further, no member may refer to his/her membership as a professional qualification. Notwithstanding the foregoing, members are permitted to mention their membership of the Association in the course of normal business, in curricula vitae or in legal directories.

## 5. Termination of Membership

5.1 Membership shall end upon a member's death, by written termination or expulsion.

5.2 Termination shall be possible only in writing upon three months' notice to the end of a calendar year. Notice of termination must be sent to the Board.

5.3 If a member does not pay the membership fee despite two reminders, the Board may suspend or terminate the membership with one month's notice to the end of a calendar month. The member shall have no claim against the termination.

5.4 Members who through gross negligence damage the interests of the Association may be expelled from the Association. Resolutions on the expulsion of members shall be adopted by the Board. The Board decision shall be effective immediately but it will be subject to appeal before the General Assembly.

5.5 Upon termination of their membership, members shall have no claim to the assets of the Association.

## 6. Board

6.1 If available, the Board shall consist of one member for each EU jurisdiction and one for each of the other jurisdictions listed in Sec. 4.1 (England and Wales together count as one jurisdiction, Scotland and Northern Ireland as separate jurisdictions), such member having to be a member of the Association. Board Members shall satisfy at all times the requirements for the membership of the Association as specified in section 4 (1) and Annex A.

6.2 The Board shall establish a Conference Committee to organise the annual conferences. The Conference Committee shall consist of five Board Members comprising the three Board Members from the jurisdictions in which the next three annual conferences are to be held and the Board Members from the jurisdictions in which the last two annual conferences took place. The chair of the Conference Committee shall be the Board Member from the jurisdiction in which the next annual conference is to take place.

6.3 In each calendar year with an odd number, beginning in 2007, one-third (rounded down) of the Board Members shall be subject to election by the General Assembly. Those Board Members subject to election shall be those with the longest service on the Board since they were last elected. If several Board Members have served the same length of time since their election, then those with the longest total service on the Board shall be subject to election, and in the event of all things being equal between them and they comprise more than one-third of the Board, those selected for election shall be determined by lot.

For those Member States that join/have joined the EU in 2005 or later, Board Members shall be elected as soon as one or more candidates for the respective country are proposed by another member of the Association, beginning in 2008. Until a Board Member for such country has been elected, the Board may co-opt a member from that country to the Board. After the election, the Board Member will be subject to the same rule as above.

The Board shall always have the power to co-opt EELA members on to the Board in order to fill vacancies arising between General Assemblies or for other requirements.

6.4 During their term of office, Board Members may only be removed for good cause. Good cause includes situations where the circumstances of a member change, so that he/she no longer satisfies the requirements for the membership of the Association as specified in section 4 (1) and Annex A.

6.5 The Board shall manage the affairs of the Association and represent it vis-à-vis third parties. The Association may be represented jointly by two Board Members or – if the value of the matter does not exceed EUR 500 – by a Board Member designated by the Board.

6.6 The Board may enter into obligations for the Association only if it is ensured that the members' liability is limited to the amount of the Association's assets. This limitation of liability must be expressly mentioned in all legal transactions concluded on behalf of the Association.

6.7 The Board shall act by simple majority of its members. Written voting proxies are permitted and can be given to any members of the Association including other members of the Board. The chair shall have a casting vote. The Board may adopt its rules of procedure, especially in respect of the election of the chair, voting principles, etc.

## 7. General Assembly

7.1 General Assemblies shall be held as and when dictated by the interests of the Association, however at least once a year. Except as otherwise provided in section 7(6) the place where the General Assembly is held shall be determined by the Board. The General Assembly may be combined with the annual conference.

7.2 The General Assembly shall adopt resolutions on the following:

- membership fees;
- formal approval for the Board's actions;
- formal approval for the Association's accounts;
- election and removal of Board Members;
- expulsion of members;
- members' motions to the General Assembly;
- amendments to the Constitution;
- dissolution of the Association and appropriation of assets.

7.3 A General Assembly must be convened if 5% or more of the members so request in writing.

7.4 The General Assembly shall be convened by the Board upon one month's notice specifying the items on the agenda. In case of urgent business, the notice period may be shortened to two weeks. All members of the Association may submit motions in writing at least one month prior to the General Assembly. Such motions must be addressed to the Board.

7.5 Except as otherwise provided in section 7(6), the General Assembly shall be chaired by the Board Member in whose EU State it is held.

7.6 If 5% or more of the members ask the Board in writing to convene a General Assembly 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.

7.7 All duly convened General Assemblies shall constitute a quorum. 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.

7.8 Resolutions regarding amendments of the Constitution shall require a majority of three-quarters of the members present. This shall not apply to Annex A of the Constitution, which can be amended from time to time by a Board resolution requiring a majority of three-quarters of the Board Members present.

## 8. Annual Conference

Where possible the Association shall hold an annual conference each year. The board shall be responsible for deciding on the location and sending out invitations to the conference.

## 9. Membership Fees

9.1 The membership fees shall be Euro 80 per member (plus applicable remittance costs), payable at the beginning of each calendar year. The Board shall be entitled to determine categories of membership and fees, subject to approval by the next General Assembly.

9.2 The annual 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 cost of the conference, the excess shall be allocated to the Association's assets.

9.3 The Association's accounts shall be audited each year by an EELA member who is not a member of the Board; a written report on the outcome of the audit shall be given at the following General Assembly.

## **10. Dissolution**

10.1 The Association 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 three-quarters of the members present.

10.2 The Association shall be wound up by the Board. The General Assembly shall decide pursuant to section 7(2) on the appropriation of the assets remaining after the Association has been wound up.

## **11. Jurisdiction**

The courts at the seat of the Association shall have exclusive jurisdiction to hear any dispute between the Association and its members or between members themselves.

Done in London, 25th April 1998, and thereafter amended