

CONSTITUTION OF THE EUROPEAN CRIMINAL BAR ASSOCIATION

Articles of Association.

Article 1.

Definitions.

In these articles of association, the following terms have the following meanings:

- *General Assembly:*
the body of the Association formed by members of the Association with voting rights;
- *Executive Committee:*
the Association's Executive Committee;
- *Written/In Writing:*
by letter, fax or e-mail, or by any other means of communication commonly used that can be transmitted and received electronically or on paper, provided that the identity of the sender can be established with adequate certainty;
- *Articles of Association:*
the Association's articles of association;
- *Association:*
the legal entity to which these Articles of Association pertain.

Article 2.

Name.

The Association is named: **European Criminal Bar Association**, abbreviated "ECBA".

Article 3.

Registered office.

The Association has its registered office in the Municipality of Amsterdam.

Article 4.

Object.

1. The Association's object is:
to reflect the views of criminal defence lawyers practising in the Member States of the Council of Europe, and to promote the administration of justice and human rights in the applicable jurisdiction in the Member States of the Council of Europe and among the peoples of the world.
2. The Association tries to achieve this object by, among other things:
 - a. promoting professional development of, and cooperation between, criminal defence lawyers by means of annual conferences and project working groups;
 - b. submitting applications to supranational legislatures and policy-makers to ensure that they are aware of the views of criminal defence lawyers;
 - c. expressing the collective views of the Association in situations in which fundamental human rights are at stake and, where necessary, intervening in and observing significant cases in which fundamental human rights are at stake.

Article 5.

Members. Associates.

1. The Association has individual members, institutional members, honorary members and associates.
2.
 - a. Individual members are natural persons who practise the profession of criminal defence lawyer and are authorised to represent suspects in criminal proceedings before the national courts of a Member State of the Council of Europe.
 - b. Institutional members are national organisations and associations with an object similar to the object of the Association that represent the profession referred to at a. and have been admitted as such by the Executive Committee.
 - c. Honorary members are natural persons who have performed exceptionally well for the Association and who have been appointed as such, and have accepted this appointment, by the General Assembly on the recommendation of the Executive Committee by an absolute majority of the votes validly cast.
 - d. Associates are natural persons who either or not practise the profession of lawyer, have an interest in the criminal defence practice and the administration of justice, and have been admitted as such by the Executive Committee.
3. An institutional member may be represented by a person appointed by that organisation In Writing, on the understanding that a vote of an institutional member must be cast by a person appointed by the relevant organisation In Writing for that purpose, such in accordance with Article 15(3).
4. The Executive Committee will keep a register containing the names and addresses of all individual members, institutional members, honorary members and associates.

Article 6.

Admission.

1. The Executive Committee will decide whether to admit individual and institutional members and associates, but may delegate the admission of individual members to the secretariat of the Association.
2. If the Executive Committee refuses admission, the General Assembly may resolve to admit the applicant anyway.
3. The members of the Predecessor to the Association will become members of the Association upon the foundation of the Association.

Article 7.

End of membership and end of the rights and obligations of associates.

1. The membership of the Association ends:
 - a. on the death of the individual member or the honorary member;
 - b. when the institutional member ceases to exist;
 - c. on notice of termination by the member;
 - d. on notice of termination by the Association.

This may occur when a member has ceased to satisfy the requirements for membership laid down in the Articles of Association, when the member fails to fulfil its obligations to the Association and when the Association cannot reasonably be expected to allow the membership to continue;

- e. following disqualification.

This may only be pronounced if a member acts in breach of the Association's Articles of Association, rules or resolutions, or if they are unreasonably prejudicing the Association.

2. Notice of termination by the Association will be given by the Executive Committee.
3. A membership may only be terminated by a member or by the Association with due observance of a notice period of four weeks.

Furthermore, the membership may immediately be terminated if the Association or the member cannot reasonably be expected to allow the membership to continue.

4. A notice of termination in breach of the provisions of the preceding paragraph will cause the membership to end at the earliest permissible time following the date by which notice of termination was given.
5. A member may terminate its membership with immediate effect within one month after the member has been informed of a resolution to convert the Association into another legal form or to merge or demerge within the meaning of Title 7, Book 2 of the Dutch Civil Code.
6. A member may furthermore terminate their membership with immediate effect within one month after they become aware or are informed of a resolution that restricts their rights or increases their obligations to the Association.

The resolution will in that case not apply to the member concerned.

A member will not be authorised to exclude a resolution which has changed the member's financial rights and obligations from applying to the member concerned by terminating that membership.

7. Members can only be disqualified by the Executive Committee.
8. The resolution to terminate a membership by the Association on the grounds that a member does not fulfil its obligations to the Association, or that the Association cannot reasonably be expected to allow membership to continue, and a resolution to disqualify a member, will be open to appeal submitted to the General Assembly by the member concerned, within one month of receiving notice of the resolution.

The member concerned will be notified In Writing of the resolution and the grounds for the resolution as soon as possible.

During the appeal period and pending the appeal, the member will be suspended, provided, however, that the suspended member will be entitled to account for their actions to the General Assembly where the appeal referred to in this paragraph is heard.

9. If a membership ends in the course of a financial year, the entire annual contribution will nevertheless remain due.
10. An associate's rights and obligations may at any time be mutually terminated by notice, subject to the condition that the annual contribution for the current financial year will remain due in full.
11. Termination by the Association as meant in the previous paragraph will be effected by the General Assembly, subject to delegation to the secretariat of the Association where the General Assembly considers such appropriate.

Article 8.

Rights and obligations. Annual contributions.

1. Individual members have the right to attend and cast a vote at the Association's General Assembly, to offer themselves as candidates for the Executive Committee and to nominate candidates for the Executive Committee.
2. Institutional members have the right to attend and cast a vote at the Association's General Assembly, provided that the assembly is attended and a vote is cast by a person appointed In Writing by the organisation concerned.
3. Associates have the right to attend the General Assembly, but not to cast a vote.
4. Honorary members have the right to attend the General Assembly and to cast a vote.
Honorary members have the right to attend the Advisory Board's meetings, on the understanding that they cannot cast a vote.
5. Individual members and associates are obliged to pay an annual contribution, to be determined by the General Assembly. To this end, they can be divided into categories paying a different contribution.
6. Institutional members and honorary members – if they are not also individual members – do not pay annual contributions.
7. The Executive Committee is authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.
8. The Executive Committee, after having obtained consent from the General Assembly, will be authorised to attach obligations to the membership.

Article 9.

Board.

1. The Executive Committee will consist of a number of at least six (6) persons to be determined by the General Assembly, on the understanding that the first directors are appointed through this deed.
The directors will be appointed from among the individual members of the Association.
2. Each individual member who stands for election must send a motivation letter to the secretary at least 21 days before the General Assembly to be held, which motivation letter states why the member concerned stands for election and for what position.

Article 10.

End of Executive Committee membership. Periodic resignation. Suspension.

1. Directors may be dismissed or suspended at any time by the General Assembly.

Suspensions not followed by a resolution to dismiss within three months will end by the expiry of that period.

2. Directors are appointed for a period of three (3) years and will resign according to a rotation schedule to be determined by the Executive Committee.

Retiring members may be reappointed; in the event of an interim appointment, a newly appointed director will take the place of their predecessor on the schedule.

The chairperson's eligibility for reappointment is limited in that the chairperson may not serve more than three (3) terms in total.

3. The membership of the Executive Committee furthermore ends:
 - a. on the end of membership of the Association;
 - b. on resignation from the Executive Committee.

Article 11.

Positions in the Executive Committee. Adoption of resolutions by the Executive Committee.

1. The Executive Committee is elected and is comprised of at least:
 - a. a chairperson;
 - b. two or more vice chairpersons;
 - c. a treasurer;
 - d. a vice treasurer;
 - e. a secretary.

The Executive Committee may appoint a replacement for each of them from among its members.

2. The Executive Committee will meet as often as one or more of its members deems desirable. The convocation is effected while stating the issues to be addressed by the secretary, or if the latter is absent, the director at whose initiative the meeting was called, with due observance of a convocation period of at least eight days.

During the meetings each director has the right to cast one vote. The directors can be represented by another director through a Written proxy.

Executive Committee meetings may also be held by means of telephone or video conferencing, or by any other means of communication, provided that each participating director can be heard simultaneously by all the others. The secretary will take minutes of the proceedings at each Executive Committee meeting, which will be adopted and signed by the chairperson and the secretary.

The minutes can also be signed electronically provided that the identity of the signatories can be established with sufficient certainty.

3. The Executive Committee can also adopt resolutions outside the meeting provided that this is done In Writing, all directors were informed on the resolution to be adopted and none of them opposes this manner of adopting resolutions.

The Executive Committee resolves, both in and outside the meeting, with an absolute majority of votes of all directors permitted to take part in the adoption of resolutions. If the votes are tied, then no resolution is adopted.

4. A director will not participate in the consultations and the adoption of resolutions if the relevant director has a direct or indirect personal interest that conflicts, or appears to conflict, with the interest of the Association and its associated organisation.

If no resolution can be adopted as a result, the resolution will nevertheless be adopted by the Executive Committee.

5. Further rules regarding the meetings of and adoption of resolutions by the Executive Committee may be laid down by internal regulations.

Article 12.

Duties of the Executive Committee. Representation. Remuneration.

1. Subject to the restrictions under these Articles of Association, the Executive Committee is charged with the management of the Association.

In the performance of their duties, the directors must be guided by the interests of the Association and its associated organisation.

2. If the number of directors drops below five (5), the Executive Committee will remain authorised. The Executive Committee must, however, call a General Assembly as soon as possible in which the filling of any vacancies must be discussed.
If one or more directors are absent or unable to act, the remaining director or directors will be charged with the entire management.
The General Assembly will ensure that a person is appointed who will temporarily manage the Association in the event of the absence or inability to act of all the directors or the sole director. In these Articles of Association "unable to act" is taken to mean that:
 - a. The director is unavailable for a period of more than seven days due to illness or other causes; or
 - b. The director has been suspended.
3. The Executive Committee is authorised to instruct committees to be appointed by the Executive Committee to perform certain parts of its duties under its responsibility.
4. The Executive Committee is authorised – subject to approval from the General Assembly – to resolve to enter into agreements to buy, alienate or encumber property subject to registration, or to enter into agreements under which the Association undertakes to act as guarantor or as joint and several co-debtor, warrants performance by a third party or provides security for the debt of a third party, and to represent the Association in the matter of such acts.
The absence of the approval of the General Assembly referred to above may be invoked against third parties.
5. The General Assembly is authorised to subject resolutions of the Executive Committee to its approval.
Such resolutions must be clearly defined and notified In Writing to the Executive Committee.
6. Without prejudice to the provision of paragraph 4 of this Article, the Association is represented by the Executive Committee.
Representative authority is also vested in each director.
7. The directors may not be granted any remuneration.
Directors may be reimbursed for costs they incur in the context of performing their duties upon presentation of supporting documents. The costs of travelling to meetings organised by the Association or other costs of attending those meetings are not eligible for reimbursement.

Article 13.

Directors' report. Accountability report.

1. The financial year of the Association coincides with the calendar year.
2. The Executive Committee is obliged to keep records of the financial position of the Association and of everything connected with the activities of the Association, in accordance with the requirements ensuing from these activities, and to keep the accounts, records and other data carriers in such a way that the rights and obligations of the Association can be ascertained from such at any time.
3. The Executive Committee will present a directors' report on the course of affairs within the Association and the management conducted at a General Assembly within six months after the end of the financial year, unless the General Assembly has extended this period by no more than four months.
The Executive Committee submits the written balance sheet and the statement of income and expenditure with an explanation to the General Assembly for approval.
These documents must be signed by the directors; these documents can also be signed

electronically provided that the identity of the signatories can be established with sufficient certainty; if the signature of one or more of them is missing, this fact and the reasons for such must be stated.

After expiry of the term, any member may claim performance of these obligations by the directors from the collective directors in legal proceedings.

4. Each year, the General Assembly appoints from among the members a financial committee of at least two persons who may not be part of the Executive Committee.

The financial committee audits the documents referred to in the second sentence of paragraph 3 of this article and reports its findings to the General Assembly.

The Executive Committee is obliged to provide the financial committee with any information it requests for the purpose of its audit and, if required, to show the Association's the cash funds and assets and the Association's accounts, records and other data carries for reference.

5. Should the audit of the accountability report require special accounting expertise, the financial committee may obtain assistance from an expert.
6. The General Assembly may revoke the mandate of the financial committee at any time, but only by appointing a different financial committee.
7. The Executive Committee is obliged to keep the accounts, records and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years, without prejudice to the provisions of paragraph 8 of this article.

For clarity's sake: although the Executive Committee bears this responsibility, it may delegate the retention obligation referred to in paragraph 3 of this article to the secretariat of the Association.

8. The data stored on a data carrier, with the exception of the written balance sheet and statement of income and expenditure, may be copied to another data carrier and saved, provided that the copying occurs with the correct and full representation of the data and this data remains available for the full retention period and can be made readable within a reasonable time.

Article 14.

General Assemblies.

1. All powers in the Association that are not conferred to the Executive Committee by the law or the Articles of Association are vested in the General Assembly.
2. A General Assembly – the annual meeting – is held annually, no later than six months after the end of the financial year.

The following matters, among others, are addressed at the annual meeting:

- a. the directors' report and the accountability report referred to in Article 13 and the report of the committee referred to therein;
 - b. the appointment of the committee referred to in Article 13 for the following financial year;
 - c. any vacancies will be filled;
 - d. the proposals of the Executive Committee or the members, announced in the convening notice.
3. Other General Assemblies are convened as often as the Executive Committee deems such desirable or when the Executive Committee is required to do so by law.

4. Furthermore, at the Written request of at least such a number of members as is entitled to cast at least one-tenth of the votes, the Executive Committee will be obliged to convene a General Assembly within a term of no later than four weeks after the request was submitted.

If no action is taken on the request within fourteen days, the persons making the request may themselves proceed to convene the General Assembly in accordance with Article 18 or by means of an advertisement in at least one daily newspaper that is widely read in the place where the Association has its registered office, with due observance of the convocation period provided in Article 18.

In that event, the persons making the request may appoint persons other than directors to chair the assembly and take the minutes.

Article 15.

Access and voting rights.

1. All members and associates of the Association have access to the General Assembly. Suspended members, subject to the provisions of Article 7(8), and suspended directors do not have access.
2. The General Assembly resolves on the admission of any persons not mentioned in this paragraph 1 of this article.
3. Each Individual member, each Institutional member and each honorary member of the Association who is not suspended will have one vote, on the understanding that a vote of an institutional member must be cast by a person appointed In Writing for this purpose by the organisation concerned, of which appointment the Executive Committee must be notified In Writing at least seven days before the assembly to be held.
Associates have the right to attend the General Assembly, but not to cast a vote.
4. A member's vote may be cast by another member who is authorised to do so In Writing.
5. If the Executive Committee has expressed such possibility upon convening a General Assembly, the members with voting rights will be able to exercise those rights through electronic means of communication, provided that (i) the conditions set for using the means of communication, such as the connection, the security and suchlike are announced in the convocation letter, (ii) the member can be identified,

(iii) the member can directly take note of the business transacted at the meeting, and (iv) if this possibility has been expressed, the member can take part in the deliberations.
6. If the Executive Committee has expressed such possibility, votes may be cast prior to the General Assembly through an electronic means of communication, but no sooner than the thirtieth day before the date of the assembly, at an e-mail address specifically designated for that purpose. These votes are equated with votes cast in the General Assembly.

Article 16.

Chairmanship. Minutes.

1. The General Assemblies are chaired by the chairperson of the Association or chairperson's deputy. If the chairperson or the chairperson's deputy are absent, one of the other directors to be designated by the Executive Committee will act as the chairperson. If no chairperson is appointed in this manner either, the assembly itself will appoint a chairperson.
2. The secretary or a different person designated by the chairperson will take minutes of the proceedings at each assembly, which will be adopted and signed by the chairperson and minute taker. The minutes can also be signed electronically provided that the identity of the signatories can be established with sufficient certainty.

The persons who convened the assembly may have a notarial record drawn up of the proceedings of the assembly.

The contents of the minutes or the record will be disclosed to the members.

Article 17.

Resolutions of the General Assembly.

1. The chairperson's decision pronounced at the General Assembly on the outcome of a vote is decisive.
The same applies to the contents of an adopted resolution in so far as a proposal not recorded In Writing was decided by vote.
2. However, if the correctness of a decision as referred to in the first paragraph is challenged immediately after it is pronounced, a new vote will take place if either the majority of the assembly, or – if the original vote was not taken by roll call or ballots – a present person with voting rights requests such.
This new round of voting renders the original vote invalid.
Votes cast electronically before the General Assembly in accordance with Agreement 15(6) will also be considered to have been cast in the new vote.
3. Unless the Articles of Association or the law provide otherwise, all General Assemblies are adopted by an absolute majority of votes.
4. Blank and invalid votes count as not having been cast.
5. If no one person receives the absolute majority of votes in an election, a second vote will take place.
If no one has received an absolute majority in that vote either, re-votes will take place until either one person has received the absolute majority or the vote is between two people and the votes are tied.
In these re-votes, which are understood not to include the second vote, the vote is always between the persons involved in the preceding vote with the exception of the person who received the smallest number of votes in the preceding vote.
If more than one person received the smallest number of votes in the preceding vote, which of these persons will be excluded from the next vote is determined by drawing lots.
In the event of a tied vote between two persons, the matter will be decided by drawing lots.
6. If the votes are tied, the proposal is rejected, without prejudice to the provisions of paragraph 5 of this article.
7. All votes are cast orally.
However, the chairperson may decide that votes are to be cast by ballots.
If the vote concerns the election of persons, a present person with voting rights may also request that the votes be cast by ballots.
Votes cast by ballot must be cast by means of sealed and unsigned ballots.
Resolutions may be adopted by acclamation, unless a person with voting rights requests a vote by roll call.
8. A unanimous resolution adopted by all the members, whether they are at an assembly or not, has the same force as a resolution adopted by the General Assembly, provided that it is adopted with the prior knowledge of the Executive Committee.
This also applies to resolutions to amend the Articles of Association or to dissolve the Association.

9. As long as all members are either present or represented at a General Assembly, valid resolutions can be adopted about all subjects that are discussed – thus including a proposal to amend the Articles of Association or to dissolve the Association – provided they are passed unanimously, even if the assembly was not convened in the prescribed manner or if any other rule concerning convening and holding assemblies or a related formality was not observed.

Article 18.

Convening a General Assembly.

1. General Assemblies are convened by the Executive Committee, without prejudice to the provisions of Article 14(4).
Convening notices must be sent In Writing to the addresses (including e-mail addresses) of the members and the associates stated in the register referred to in Article 5.
The term for convening an assembly is at least fourteen (14) days.
If an individual member, an institutional member, an honorary member or an Associate consents thereto In Writing, the notice may be sent in the form of a legible and reproducible message sent by electronic means to the address they have made known to the Association for this purpose.
2. The convening notice states the topics to be discussed, without prejudice to the provisions of Article 21 and 22.

Article 19.

Advisory Board.

1. The General Assembly will establish an Advisory Board, which will provide the Executive Committee with advice, on request or otherwise, about the performance if its duties and matters concerning the Association.
2. The Advisory Board consists of at least six (6) persons.
3. Only individual members are eligible to take seat on the Advisory Board.
4. The further duties and responsibilities of the Advisory Board will be laid down in its internal regulations.

Article 20.

Affiliated organisations.

1. The Executive Committee is authorised, with the prior approval of the General Assembly, to incorporate and manage organisations affiliated with the Association, regardless of whether these organisations have legal personality and regardless of the law under which these organisations are/have been incorporated.
2. An affiliated organisation of the Association will be: the association without legal personality formed under the laws of England and Wales: The European Fraud and Compliance Lawyers, abbreviated as “EFCL”, having its registered office at 25 Bedford Row in (WC1R 4HD) London, Great Britain and Northern Ireland.
3. A resolution to incorporate and/or manage an affiliated organisation other than the affiliated organisation referred to at 2 requires an amendment of the Articles of Association.

Article 21.

Amendment of the Articles of Association.

1. Without prejudice to the provisions of Article 17(8) and (9), the Articles of Association can only be amended through a resolution of the General Assembly, convened with the announcement that an amendment to the Articles of Association will be proposed there.
2. Those who have convened the General Assembly to discuss a proposal to amend the Articles of Association must make a copy of that proposal, in which the proposed amendment has been included verbatim, available for inspection by the members at an appropriate location at least twelve (12) days prior to the assembly until after the end of the day on which the assembly is held.
The aforementioned copy must be sent In Writing to the addresses (including e-mail addresses) of the members and the associates stated in the register referred to in Article 5,.
3. A resolution to amend the Articles of Association requires at least a two-thirds majority of the votes cast.
4. An amendment of the Articles of Association takes effect only after a notarial deed thereof has been prepared.
Each director is authorised to have that deed executed.

Article 22.

Dissolution.

1. The Association may be dissolved by a resolution of the General Assembly.
The provisions of paragraphs 1 and 3 of Article 21 apply *mutatis mutandis*.
2. After the dissolution, the liquidators will handle the liquidation.
The Executive Committee may resolve to appoint other persons as liquidators.
3. Any surplus of the dissolved Association must be spent for the benefit of an organisation with an objective similar to that of the Association, to be designated by the Executive Committee.
4. After completion of the liquidation, the accounts, records and other data carries of the dissolved Association must be kept for the period prescribed by law in the custody of the person appointed by the liquidators.
5. The provisions of Book 2, Title 1 of the Dutch Civil Code also apply to the liquidation.

Article 23.

Internal regulations.

1. The General Assembly may adopt internal regulations.
2. The internal regulations may not be contrary to the law, even where it does not contain compulsory law, nor to the Articles of Association.

Article 24.

Transitional provision.

The first financial year of the Association runs up to and including the thirty-first day of December two thousand and twenty-three.

This article lapses after the first financial year has ended.