

Task Force on review and revision of the EURALO By-Laws

Mailing List

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| Joanna Kulesza |

- **Next EURALO Bylaws Taskforce Meeting:** [31 January 2019](#)
- **Last EURALO Bylaws Taskforce Meeting:** [11 September 2018](#)

Past EURALO Bylaws Taskforce Meetings

Tasks

- First task will be to map out the differences between the bylaws are drafted and how EURALO actually works.
- The Task Force will revert back to EURALO ALSes with their results
- In order not to reinvent the wheel, many information sources will need to be accessible on the task force's page.
- Define what the EURALO wants to do and check if, to do so, there is or is not a need that parts of the Bylaws should be revised.
- Come back and consult with our members about such selected or proposed parts and reasons.
- Members should review these proposals and reasons and decide on the scope for further reviews

DOCUMENTS DRAFTED BY TASK FORCE MEMBERS

DRAFT ARTICLES OF ASSOCIATION - shared by Florian Hule on Mon 6/4/2018

FIRST DRAFT - EURALO By-Laws - Date 3/7/2017

The Statutory (Governing) Bodies. Duties, responsibilities and other, document drafted by Mikhail Medrish - DATE 5/26/2016

Table summary with Quorum discussion to be discussed in Helsinki. by Olivier Crepin-Leblond - DATE: 6/22/2016

The table is currently at: https://docs.google.com/spreadsheets/d/1NNdRi0T-ol_ytvxhGYB6aTAe3QqeTnxd0hCPG7fKsQw/edit?usp=sharing

Proposal to review the By- Laws in accordance with Swiss Law- Outline By Florian Hule (email dated Tue 1/17/2017)

The main structure of the articles of association in Switzerland usually is the following:

- 0) Founding The Association starts to exist, from the moment the members agree upon its written articles and elect the managing board.
 - 1) Name and Seat of the Association Question: Do we have an address for the Association?
 - 2) Aim and Purpose of the Association Since EURALO is not commercially active, there has to be a corresponding section in the articles.
 - 3) Means If EURALO means to raise or manage any form of capital we have to list how this is going to be done.
 - 4) Membership 4.1. Who can be a Member and how to become one 4.2. Membership rights Note: The swiss ZGB differentiates between active and passive members (both of these categories are allowed to vote, but passive members only support the association either financially or ideally). 4.3. End of Membership
 - 5) Organs of the Association Please note that only membership assembly and the managing board are obligatory, all other organs are optional, so we are rather free in designing them.
- 5.1. The Membership assembly (Vereinsversammlung) The most important of the organs, made up of all members. One fifth of the members can call for a meeting and usually decisions are made by the bare majority.

Everyone of these meetings needs an agenda, about which the members have to be informed otherwise they are not allowed to vote (except the articles state otherwise).

5.2. Managing Board (Vorstand)

6. Dissolution of the Association

There is a number of options, you should be aware of:

- 1) A liability of members is only optional and not the norm. 2) All Associations can be registered in the Swiss Commercial-registry. This is necessary if the Association has to prove to another company that it exists, if it exceeds certain financial thresholds or is going to be commercially active. If the association registers, they have to report a full list of members, the complete statutes and all changes of membership. 3) There is no mention of an internal arbitration panel in the code, since we deal with a large number of international members, there probably should be a provision in the articles. Otherwise we risk expansive litigation in a country, not exactly known for its cheap court-system. Also please keep in mind, that the EU System of Court-Competency is not automatically applicable. 4) There may be the problem of rights-transfer, the rights EURALO currently possess have to be transferred upon the new association. I am currently researching how this can be done in a simple and inexpensive manner.

Maybe we can use this bare structure as an agenda for further discussions.

Kind regards, Florian Hule

Reference documents

- **EURALO Articles of Association** Adopted in Lisbon, on the 27th of April 2007, changed on 24th of May 2011.(corrected version April 2015)
- **EURALO Articles of Association**. Note : The version with annotations shows the REDLINE difference between the 2007 version and the 2011 version of the bylaws, annotations by Wolf Ludwig. See **VERSION WITH ANNOTATIONS HERE** PDF: **HERE**
- **EURALO MOU**
- **EURALO Vote 2011 records on Bylaw modifications**
- **RALO and ALAC Rules of Procedures**