



## EUROPEAN COUNCIL FOR RURAL LAW

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### ARTICLES OF CONSTITUTION of

### THE EUROPEAN COUNCIL FOR RURAL LAW (C.E.D.R.)

The following national association members (state 31<sup>st</sup> May 2010):

- Agricultural Law Association, London, United Kingdom ;
- Association Belge de Droit Rural, Belgische Vereniging voor Agrarisch Recht, Brussels, Belgium ;
- Asociación Española de Derecho Agrario, Madrid, Spain ;
- Association Française de Droit Rural, Paris, France ;
- Associazione Italiana dei Cultori di Diritto Agrario, Florence (Firenze, Italy) ;
- Deutsche Gesellschaft für Agrarrecht e.V. , Bonn, Germany ;
- Maaseutuoikeuden Seura r.y., Helsinki, Finland ;
- Magyar Agrarjogi Egyesület, Miskolc, Hungary ;
- National Association of Agrarian, Land and Ecology Law, Moscow (Moskva), Russie ;
- Norsk Forening for Landbruksrett, Oslo, Norway ;
- Österreichische Gesellschaft für Agrar- und Umweltrecht, Wien, Austria ;
- Polskie Stowarzyszenie Prawników Agrarystów, Warsaw (Warszawa), Poland ;
- Schweizerische Gesellschaft für Agrarrecht – Société Suisse de Droit Agricole, Switzerland ;
- Vereniging voor Agrarisch Recht, Wageningen, Netherlands ;
- Association Bulgare de Droit Rural, Sofia, Bulgarie;

together with the honorary members and the individual members have established and adopted the articles of Constitution of the European Council for Rural Law in manner hereinafter appearing.

#### ARTICLE I – Constitution

The European Council for Rural Law, hereinafter C.E.D.R., is an association of all those non-corporate persons or corporate bodies who fulfil the requirements set out in these articles. It shall be subject to the Law of the country in which its registered office is situate and to the provisions contained in these articles.

#### ARTICLE II – Objects :

The objects of the European Council for Rural Law shall be:

- 1) to undertake research into and to study all questions of rural law and other related studies within the European context, particularly within that of the European Union (E.U.) and to promote the dissemination of information and the exchange of views between its members, particularly to organise congresses, colloquia, symposia, seminars and other scientific meetings at European and regional level to achieve these objects;
- 2) to take positions to bring to the attention of governments and international organisations, particularly to the European Institutions (European Parliament, European Commission and Council) and formulate propositions with solutions according to practice;
- 3) to collect, publish and disseminate opinions, propositions, research and studies results, and concepts of its members concerning rural law and its related sciences;
- 4) to collaborate with universities and specialized colleges;
- 5) to promote the action of association members.

#### ARTICLE III – Name :

The name of the association shall be :

- in French : Comité Européen de Droit Rural, acronym, C.E.D.R.
- in English : European Council for Rural Law, acronym, C.E.D.R.
- in German : Europäische Gesellschaft für Agrarrecht und das Recht des Ländlichen Raumes, acronym, C.E.D.R.
- in Italian : Comitato Europeo di Diritto Rurale, acronym, C.E.D.R.
- in Spanish : Comité Europeo de Derecho Rural, acronym, C.E.D.R.

ARTICLE IV – Registered Office :

The Registered Office of the C.E.D.R. is situated in Paris, XVII, 7-11 Avenue des Chasseurs. The registered office may be transferred to any other location in France by decision of the Board of Management of the Council and to any other country by the decision of the General Assembly.

ARTICLE V – Duration :

The duration of the C.E.D.R. is of 99 years, renewable.

ARTICLE VI – Membership :

The following may be members of the C.E.D.R.:

- a) Associations whose registered office is situated in Europe and whose membership consists primarily of lawyers in or specialising in rural law and other related social sciences and having at least twenty members, its aims being those of the C.E.D.R.;
- b) Individual members, whether corporate or non-corporate, from those European countries, in which there is no association-member of the C.E.D.R. or one or more association-members confining membership to certain branches of the profession and

of which membership is not available to those persons similarly qualified to subscribe to the objectives of the C.E.D.R.;

- c) Correspondent members, that is to say lawyers concerned with rural law or other related social sciences who are not represented in the C.E.D.R. by members described in Paragraphs (a) and (b) above :
- d) Honorary members, that is to say individuals having particular eminence in the field of rural law or other related social sciences or having rendered outstanding service to the C.E.D.R.;
- e) Associate members, that is to say associations where membership consists primarily of lawyers specialising in rural law or other related social sciences or individuals specialising in rural law or other related social sciences who or which do not have the nationality of one of the European states.
- f) Scientific Institution members, institutions whose function is the study or teaching of or research into rural law or other related social sciences
- g) Observer members, public or private institutions whose object is related to agriculture or rural world;

#### ARTICLE VII – Conditions and end of Membership :

- (1) Application for membership of the C.E.D.R. must be made in writing (including in electronic form); membership shall become effective on the date that the applicant is notified by the Secretary General that the Board of Management has accepted the application.

Honorary membership is conferred by the General Assembly upon the proposal of the Executive Board.

- (2) Membership shall cease in the following circumstances :
  - a) on the death of a member.
  - b) by resignation : this is effected by the member concerned giving not less than six months' written notice to the President, expiring on the 31<sup>st</sup> December in the year in which membership is intended to cease.

- c) by expulsion : a member may be expelled if he fails to pay his subscription for three consecutive years and remains in default six months after service upon him of a written demand for due payment of subscription sent by registered letter. A member may be expelled not only for non payment of subscription as aforesaid but also on grounds of serious misconduct.

Expulsion shall be stated by a majority decision of the Board of Management after the member concerned has been given the opportunity of making representation to the Board of Management either orally or in writing. An appeal from the decision of the Board of Management shall lie to the General Assembly by the Appellant within thirty days of receiving notice of the Board of Management's decision.

The decision of the General Assembly is final.

- (3) Members resigning or who have been expelled shall remain liable for payment of their subscription, including any arrears up to and including the year in which their membership ceases.

#### ARTICLE VIII – Administration :

The following are the organs of administration of the C.E.D.R.:

- a) General Assembly (ordinary meetings and extraordinary Meetings);
- b) The Board of Management;
- c) The Executive Board.

#### ARTICLE IX – General Assemblies :

##### 1 Ordinary Meetings :

- a) An ordinary meeting of the General Assembly is held every two years. Such meeting is convened by not less than two months notice in writing (including in electronic form) by the President or, in default, by the First Vice President.
- b) Ordinary meetings of the General Assembly shall :
  - receive the report of the Board of Management on matters of management and of general progress and on the financial state of the C.E.D.R.;

- confirm the election of the members of the Board of Management provisionally nominated;
  - arrange for the filling of vacancies on the Board of Management;
  - authorise all acquisitions of immovable property deemed necessary for the pursuit of the C.E.D.R.'s objects and also all exchange and sales of such property;
  - authorise all loans whether secured by mortgage or otherwise;
  - debate, in broad outline, all topics of general interest and all questions put to it by the Board of Management other than those concerned with modification of these articles;
- c) An ordinary meeting of the General Assembly shall have power to debate the foregoing only if there shall be present at least a quarter of those entitled to vote (see article XI, 2 to 4). In the event of the persons entitled to vote being insufficient to form a quorum the ordinary meeting shall be reconvened in the form and with the notice prescribed in paragraph 1a) of this article and the ordinary meeting re-convened as aforesaid shall be competent to debate the said matters irrespective of whether or not the said quorum is present provided that such competence shall extend only to the agenda laid before the preceding void meeting.
- d) Resolutions shall be passed by simple majority of votes cast; no account being taken of abstentions in determining the majority.

## 2 Extraordinary meetings of the General Assembly :

- a) An Extraordinary Meeting of the General Assembly is held as the need arises or if at least half the countries who are represented by members shall demand one. Such meeting is convened by not less than two months notice in writing (including in electronic form) by the President or in default by the First Vice-President.
- b) An Extraordinary Meeting of the General Assembly shall be competent to modify these articles in all respects. In particular it shall have power to determine at any time that the C.E.D.R. shall be dissolved or that it shall amalgamate with other associations having the same objects.
- c) An Extraordinary Meeting of the General Assembly shall be competent only if there are present at least of the persons having the right to cast half of the votes .

If such a quorum is not present the Extraordinary Meeting shall be convened in the manner and with the notice prescribed above (paragraph 1a) in this article and the Extraordinary Meeting re-convened as aforesaid shall be competent to debate the said matters irrespective of whether or not the said quorum is present provided that such competence shall extend only to the agenda laid before the preceding void meeting.

- d) Resolutions shall be passed by three quarters majority of votes cast, no account being taken of abstentions in determining the majority.

ARTICLE X – Procedure at the General Assemblies :

- 1) The President presides at the General Assembly. If the President is indisposed, the First Vice-President or, in default, the Vice-President with the longest current period of service shall do so.
- 2) Minutes of each General Assembly shall be recorded in a special Minute Book and shall be signed by the President and by the Secretary-General.
- 3) Copies of extracts of Minutes whether required for legal proceedings or otherwise shall be signed by the Secretary-General or by two members of the Board of Management.

ARTICLE XI – Voting Rights in the General Assembly :

- 1) In addition to members of the Board of Management the following shall be entitled to attend meetings of the General Assembly, that is to say the representatives of member associations, individual members, corresponding members, honorary members, representatives of scientific institution members and of observer members as well as a delegation from each member association.
- 2) Each association member of any one country shall be entitled to cast not less than twelve votes; where, however, the association member for any one country has a total of more than 150 members, it shall be entitled to cast eighteen votes ; where it shall have a total of more than 300 members, it shall be entitled to cast twenty four votes.

If association members of the same country cannot agree amongst themselves as to the division of votes this shall be determined by the Board of Management having regard to the number of persons belonging to each respective association member. Where no agreement has been reached over the division of votes, all the votes which the several association members form any one country are entitled to cast in the aggregate shall be cast as a single block.

All the votes which any association member is entitled to cast shall be cast by a single representative authorised by the said association member.

- 3) Each individual member and each honorary member shall be entitled to cast one vote provided that he is not already entitled to cast a vote in any other capacity. He cannot vote by proxy.

The delegates of the scientific institution members shall only be entitled to address the General Assembly.

The correspondent, associate and observer members shall have no rights of vote.

- 4) Each member of the Board of Management (other than those members with advisory capacity only) shall be entitled to cast one vote. He cannot vote by proxy. A national delegate and his deputy shall between them be entitled to cast one vote only.
- 5) Individual members, honorary members and members of the Board of Management shall cast separate votes.
- 6) The right to vote may not be exercised by a member unless his subscriptions have been paid up to and including the year preceding the General Assembly nor, in the case of an Association member, also if it has not submitted to the Secretary General a declaration of the number of its members as at 31<sup>st</sup> December in the year preceding the General Assembly not later than two months prior to the date of the General Assembly.



## ARTICLE XII – Board of Management :

The C.E.D.R. is administered by a Board of Management consisting of :

- A President (Chairman)
  - A First Vice-President (Vice-Chairman), elected from among the Vice-Presidents
  - A Vice-President for each country having one or more association members other than for the country providing the President;
  - A Delegate General;
  - A Secretary General;
  - A Treasurer General;
  - A maximum of three Assistant Delegates General;
  - An Assistant Secretary General.
  - A National Delegate for each country represented. A Deputy will replace such National Delegate when the latter is prevented from attending any meeting;
  - One or more Honorary Presidents;
  - One or more persons (including honorary members) attending in an advisory capacity only.
- 1) The President, who must be member according to art. 6 a) and b), shall be elected for two years by the General Assembly, and is eligible for re-election for only one mandate.
  - 2) the First Vice-President and the Vice-Presidents shall be elected for two years by the General Assembly; they are eligible for re-election.  
The First Vice-President shall be elected on the proposal of the President in office after consulting with the Executive Board members.
  - 3) The remaining members of the Board of Management, other than the National Delegates and their Deputies, shall be elected for four years by the General Assembly; they are eligible for re-election.

- 4) The Honorary Presidents shall be elected on the proposal of the Executive Board.
- 5) Notifications of candidature, except for the First Vice-President and the Honorary Presidents, shall be sent to the Secretary General at least two months before the General Assembly. In case of controversy concerning candidatures the decision of the Board of Management will be final.

In case of absence, impossibility or incompatibility of Secretary General, his obligations shall be assumed by the President.

- 6) The National Delegates and their Deputies are nominated by the Association members or by the individual members of the country to which they belong where there is no Association member.

The National Delegates and their Deputies may be replaced at any time by a communication to the Secretary General with effects from the reception notice.

Where there is more than one Association member in any one country they shall jointly nominate a National Delegate and a Deputy. If such Association members are unable to agree on such nominations the Board of Management shall make such nominations having regard to the proposals put to it.

**ARTICLE XIII – Powers and competence of the Board of Management :**

- 1) The Board of Management shall possess the widest powers to act in the name of the C.E.D.R. and to authorise all acts and transactions which the C.E.D.R. is competent to undertake and which are not reserved to the General Assembly. The Board of Management in particular can nominate such of its members as are required to be elected for a term of four years and where appropriate for a limited

period, can appoint and dismiss all employees, fix their remunerations, take a lease of any premises necessary for the purpose of the C.E.D.R., meet all claims for compensation, buy and sell all manner of goods and personal property including choses in action, use the funds of the C.E.D.R.

2) Board of Management members, cited below, shall have the following powers delegated to them :

a) The President shall be responsible for carrying out the decisions of the General Assembly and of the Board of Management. He is required to represent the C.E.D.R. in legal proceedings and in the execution of formal acts and documents, to ensure the proper working of the C.E.D.R. and to guarantee the circulation of information between members.

He shall be empowered to convene the General Assembly, the Board of Management and the Staff.

b) The First Vice-President shall assist the President in the exercise of his duties and shall themselves exercise these when the President is prevented from exercising them himself.

c) The Delegate General shall direct the work of the C.E.D.R. in academic matters. He shall make all contacts needed to carry out this aim.

d) The Secretary General shall be responsible for the administration of the C.E.D.R., for drafting the minutes of meetings of the General Assembly and the Board of Management and for keeping the register prescribed by article 5 of the French Law of the 1<sup>st</sup> July 1901.

e) The Treasurer General, with the authority of the Board of Management pursuant to Art. XIV, shall keep the account of the C.E.D.R., discharge all debts and receive all sums due, effect the withdrawal, transfer and disposal of all securities and negotiable instruments.

f) The Assistant Delegates General shall assist the Delegate General in the academic pursuits of C.E.D.R. and shall undertake those tasks which are delegated to them.

g) The Assistant Secretary General shall assist the Secretary General in the exercise of his duties undertaking the tasks assigned to him.

- 3) The details of the powers activities and responsibilities of members of the Board of Management shall be specified in regulations made internally.

Article XIV, Accounts and Budget

- 1) The Treasurer General shall prepare and establish the accounts of the C.E.D.R. to 31<sup>st</sup> December in each year.
- 2) Prior to the first meeting in each year of the Board of Management he shall present the accounts to two members of the Board of Management who shall verify the accuracy of the accounts to their satisfaction.
- 3) At the first meeting in each year of the Board of Management it shall approve the accounts of the C.E.D.R. verified in that manner, by majority of present votes.
- 4) Once the Board of Management has approved the accounts in accordance with this Article, no amendments thereto may be admitted, save in case of obvious error or dishonesty.
- 5) The Treasurer General shall prepare the annual budget of the CEDR and shall submit it for approval to the Board of Management.

ARTICLE XV – Board of Management meetings and voting rights :

- 1) The Board of Management shall meet as often as the interests of the C.E.D.R require it, whether at the registered office of the C.E.D.R. or at such other meeting place as may be selected by the President.
- 2) The Board of Management shall be convened by the President or in default by at least four of its members representing at least three different countries.

- 3) The scientific institution and observer members may be invited to Meetings of the Board of Management.
- 4) The Board of Management shall not deliberate validly unless there are present Members with at least a quarter of the votes.
- 5) The Board of Management shall be competent to take effective decisions on a simple majority of the members present. Each member shall be entitled to cast one vote. The President shall have a casting vote in the case of equality of votes.

Voting by proxy shall not be permitted.

The National Delegates and their Deputies shall between them be entitled to cast one vote only.

The representatives of the scientific institution and observer members and members of the Board of Management present in an advisory capacity shall be entitled to address the Board.

- 6) The deliberations and resolutions of the Board of Management shall be recorded in the minutes signed by the President and by the Secretary General.

#### ARTICLE XVI – The Executive Board

The Executive Board is responsible for the daily management of the C.E.D.R., which shall extend particularly to making preparations for the meetings of the Board of Management and the General Assembly, the execution of their decisions and any act necessary for that management.

It shall be composed of the President, the First Vice-President, the General Delegate, the General Secretary and the General Treasurer. It invites the Honorary Presidents and any other person, who may assist its work, to participate in its meetings, all of whom with consultative status.

Meetings of the Executive Board are convened by the President and in default by the First Vice-President.

ARTICLE XVII – Commissions :

- 1) The Board of Management may create permanent or temporary commissions to determine certain questions.
- 2) The proceedings of the Commissions shall be in accordance with internal rules adopted by the Board of Management. The members of the Commissions accountable therefore shall be invited to meetings of the Board of Management if they are not members of it and if the agenda justifies their attendance.

ARTICLE XVIII – Elections - Votes :

The votes at the Board of Management and at the General Assembly shall be cast by show of hands, except if the majority of those present and entitled to vote requisition a secret ballot. For elections, a vote shall take place only in the event that there is more than one candidate for the same function. In that case those entitled to vote shall cast their vote by secret ballot.

ARTICLE XIX – Subscriptions :

The Board of Management shall determine the amount of the subscriptions and matters relating to their demand and collection.

ARTICLE XX – Dissolution - Liquidation :

- 1) In the event of the C.E.D.R. being dissolved voluntarily, compulsorily or in accordance with these articles the General Assembly in extraordinary meeting shall appoint one or more liquidators with unlimited powers to realise assets and discharge liabilities.
- 2) The net balance of the assets following their realisation shall be handed to an association or institution nominated by the General Assembly in extraordinary meeting have objects similar to those of the Council so far as the same shall conform with the Law.

ARTICLE XXI – Declaration and publication :

- 1) The Board of Management shall attend to the formalities of declaration and publication prescribed by law and it may give mandate to one of its members to fulfil these formalities.
- 2) The translations of these articles are approved by the Board of Management and in the event of any dispute the French text shall prevail.

Made at La Haye the 20<sup>th</sup> October 1973, at Berlin the 13<sup>th</sup> October 1979, at Puerto de la Cruz the 26<sup>th</sup> September 1985, at Ghent the 5<sup>th</sup> October 1989, at Strasbourg the 11<sup>th</sup> April 1992 and at Edinburgh the 5<sup>th</sup> June 2010.