

# Constitution ESVCE

## March 22<sup>nd</sup> 2006

ESVCE



### TITLE ONE – Name, registered office, purpose, duration

#### **ARTICLE 1**

The name of the association is “ESVCE” or “European of Veterinary Clinical Ethology”. It concerns a non-profit association (“*vereniging zonder winstoogmerk/association sans but lucratif*”). All acts, invoices, announcements, publications and other documents issued by the association, need to mention the name of the association, immediately preceded or followed by the words “*vereniging zonder winstoogmerk/association sans but lucratif*”, clearly legible and written down in full, or the abbreviation “VZW/ASLB” as well as the registered office of the association.

#### **ARTICLE 2**

The registered office of the association is established at Oostveldkouter 222, 9920 Lovendegem in the judicial district of Ghent. The registered office of the association can, by means of a decision of the Board of Directors, be transferred to any other place in Belgium. Regional offices can, by means of a decision of the Board of Directors, be established in other places within Belgium.

#### **ARTICLE 3**

The purpose of the association is to promote animal behavioural medicine by educating and training veterinarians and to promote research in animal behaviour medicine and related areas such as animal welfare. These aims are to be served through the organisation of international and national meetings, through the provision of information via a website and through the education and professional training of veterinarians in applied clinical ethology. The ESVCE will also aim to promote scientific research in the field and foster the image of the veterinary behaviourist both within the veterinary profession and among colleagues in related professional disciplines such as ethologists, professional trainers etc.

#### **ARTICLE 4**

The association is incorporated for an unlimited term. The association can be dissolved at any time.

### **TITLE II – Members – Contribution**

#### **ARTICLE 5**

The number of members is unlimited, but may not be less than three. Besides the founding members, the association consists of effective members and associated members.

# Constitution ESVCE

## March 22<sup>nd</sup> 2006

ESVCE



The whole of membership rights can only be granted to the founding-members and the effective members. The associated members can only be granted the rights granted to them by this constitution. A membership register shall be kept at the registered office of the association according to article 10 of the Law of May 2, 2002.

### **ARTICLE 6**

The following persons can be granted **full membership status**:

Full membership is open to veterinarians with an interest in veterinary behavioural medicine. Applications are invited from graduates of a University or College or an accredited veterinary university or College who have satisfied any formal admission requirements laid down by the Board. Full members have full voting rights within the organisation.

The following persons can be granted **affiliate membership status**:

Affiliate membership is open to non-veterinarians with an interest in veterinary behavioural medicine. This level of membership does not carry voting rights.

Membership status of one of the above-mentioned categories can be granted at the invitation of the Board of Directors or upon request, subject to the acceptance by the Board of Directors, who is empowered to decide on the applications and is not obliged to motivate its decision.

The acceptance as a member of the association implies the approval of this constitution and the internal regulations of the association as well as the obligation to comply with the constitution and by-laws.

Furthermore, a special category of members is created, named the “**honorary members**”. Honorary members are natural or legal persons who have contributed greatly to the realization of the associations’ purpose. Honorary members are no actual members of the association, they do not pay a membership fee and have no membership rights. They will be admitted on the recommendation of the Board of Directors by resolution of the General Assembly deciding with a majority vote

### **ARTICLE 7**

The membership of the association ceases:

- in case of resignation: each member may resign from the association at any time by giving written notice of his resignation to the Board of Directors.
- in case of expulsion: Subject to a decision of the general assembly adopted by a majority of two thirds of the votes present or represented and provided that the member concerned has been invited at least fifteen days in advance to defend himself before the general assembly.
- in case of death.

# Constitution ESVCE

## March 22<sup>nd</sup> 2006



- in case of an official exclusion, if the member concerned refuses to pay his membership fee. A member will be considered to refuse to pay his membership fee if no answer has been received within fifteen days after sending a notice of default.

Upon serious breach, the Board of Directors is empowered to suspend the membership rights until the general assembly has decided on the expulsion of the member concerned at its first meeting.

### **ARTICLE 8**

Members who have resigned, have been suspended or have been expelled/excluded and the legal successors and creditors of such members, or of the deceased members shall not be reimbursed or compensated for membership fee, contribution or any other payment made to the association and shall have no claims on the assets or revenues of the association. In no case may they demand the communication of a copy of the accounts, nor the justification thereof, the placing of official seals on the property of the association or the drawing up of an inventory. The suspension or the loss of membership shall have no effects whatsoever on the contractual obligations of such member towards the association, provided that these contractual obligations result from services delivered by the association.

### **ARTICLE 9**

The membership fee will annually be determined by the Board of Directors. The amount of the membership fee shall not exceed [100 Euros]. The amount is linked to the fluctuations of the price-index for consumer goods.

## **TITLE III - Board of Directors**

### **ARTICLE 10**

The association will be governed by the Board of Directors consisting of at least the minimum number of directors as required by law, these natural persons will be elected out of the effective members or the founding-members. The directors will be appointed and be dismissed by the general assembly. The office of director is unpaid, unless otherwise decided by the general assembly.

### **ARTICLE 11**

The directors will be appointed for a duration of four years. Directors are re-eligible.

# Constitution ESVCE

## March 22<sup>nd</sup> 2006

ESVCE



### **ARTICLE 12**

If one of the directors dies or resign during the financial year, the Board of Directors will replace such director. Such replacement shall be temporary and is subject to the ratification by the first general assembly. Such member will continue the mandate of his predecessor.

### **ARTICLE 13**

The Board of Directors can appoint among its members a president and/or a managing director empowered to the daily management of the association. The Board of Directors may partially delegate its powers to one of its members or to any other person.

### **ARTICLE 14**

The Board of Directors convenes each time required by the interest of the association. The Board of Directors is convened by the President and will be presided by the President, or in his/her absence or unavailability by the oldest present director. The Board of Directors must also be convened when at least two directors or the managing director requests so. The Board of Director can only deliberate and decide if at least the majority of its members is present or duly represented. A director may give a power of attorney to another director to represent him at a meeting of the Board of Directors. However, a director can only represent one other director. All decisions of the Board of Directors are adopted by a simple majority of votes cast. In case of a tie, the President has the casting vote. The Board of Directors shall draw up minutes of all meetings, which will be kept in a special register and shall be signed by the President or two directors.

### **ARTICLE 15**

The Board of Directors is vested with the most extensive power to govern the association. It is the obligation of the Board of Directors to annually submit for approval to the general assembly the annual accounts for the year ended and the budget for the following financial year. The Board of Directors has the power to carry out all acts, with the exception of the powers reserved to the general meeting by law or the by-laws. The Board of Directors establishes the internal regulations. Towards the general assembly, the Board of Directors has all residuary powers. The Board of Directors can take urgent or exceptional measures, provided that if they belong to the powers of the general assembly, those measures have to be ratified by the general assembly.

# Constitution ESVCE

## March 22<sup>nd</sup> 2006

**ESVCE**



EUROPEAN SOCIETY  
of VETERINARY  
CLINICAL ETHOLOGY

### **ARTICLE 16**

The Board of Directors has the power -without being exhaustive- : to make and receive payments, to give discharge and to claim for discharge, to deposit and receive deposits, to acquire, exchange or alienate movable and immovable assets, to enter into lease agreements or to transfer such agreements, even if such agreements are concluded for a longer term than nine years, to accept and receive all private and official financial aids, to accept and receive all legacies and donations, to allow and accept all subrogations and guarantees, to conclude all loans and advances, to withdraw from all contractual or actual rights and all actual or personal guarantees, to lift all privileged rights, mortgages, seizures or other encumbrances, prior to or after payment; to act as claimant or defender before all courts, to execute all judicial decisions, to settle and to submit to arbitrational decisions.

### **ARTICLE 17**

For all acts on behalf of the association not falling within the scope of the daily management or of a special delegation of powers, the association is validly represented by the President or two directors acting jointly, without having to justify the resolution of the Board of Directors towards third parties. All acts of daily management are signed by the person(s) to whom the daily management is delegated.

## **TITLE IV – General Assembly**

### **ARTICLE 18**

The general assembly consists of all founding-members and effective members of the association.

The general assembly has the power to decide on:

- 1°- the appointment and dismissal of directors and the determination of the number of directors;
- 2°- the annual approval or refusal of the accounts and budgets and the discharge of the directors;
- 3°- amendments of the constitution and by-laws of the association;
- 4°- the dissolution of the association;
- 5°- the exclusion of member by a majority vote of two thirds of the votes cast, no quorum required;
- 6° - any other matters conferred to the general assembly by law or by virtue of the by-laws of the association.

### **ARTICLE 19**

The general assembly validly deliberates and decides irrespective of the number of members present or represented, unless a quorum is required by law or under the by-

# Constitution ESVCE

## March 22<sup>nd</sup> 2006

ESVCE



laws. The decisions of the general assembly are adopted by a simple majority of the votes cast. In case of a tie vote, the president has the casting vote.

Amendments to the constitution can only be deliberated and decided upon if the proposed amendments are expressly mentioned in the convening notice and if at least two thirds of the members of the association are present or represented. Amendments to the constitution are adopted by a majority of two thirds of the votes present or represented.

Amendments to the constitution related to the purpose of the association can only be adopted by a majority of four fifths of the votes present or represented.

The general assembly can only deliberate and decide on the dissolution of the association in accordance with the same terms and conditions as applicable to resolutions regarding amendments to the constitution related to the purpose of the association. The previous paragraph of this article 19 will apply.

### **ARTICLE 20**

The general assembly will be presided by the President, or in his absence, by a director and will at least be held once a year during the second quarter. The general assembly is convened by the Board of Directors by means of a convening notice sent at least fifteen days prior to the general assembly. The convening notice shall mention the agenda of the general assembly. The general assembly shall only deliberate and decide on matters mentioned in the agenda set forth in the convening notice. The Board of Directors shall convene an extra-ordinary general assembly whenever required or if at least one fifth of the members request so.

### **ARTICLE 21**

At the general assembly, all members (founding-members or effective members) shall have one vote. Each member may designate another member as its representative by means of a written proxy. The maximum number of proxies per member is limited to one tenth of the aggregate amount of members.

### **ARTICLE 22**

The minutes will be kept in a register and will be signed by the President and by each member requesting so. The register of minutes shall be kept at the registered seat of the association, where parties establishing a legitimate interest can take note of such minutes without transferring such register. Third parties establishing a legitimate interest who are no member of the association can be allowed access to the minutes subject to the written approval of the president of the Board of Directors or of the managing director. Copies or extracts of the minutes are signed by the President, the managing director or two directors.

# Constitution ESVCE

## March 22<sup>nd</sup> 2006



### **TITLE V – Budgets and financial accounts**

#### **ARTICLE 23**

The financial years of the association runs from 1 January to 31 December.  
As an exception to the previous paragraph, the first financial year shall run from today ( March 22<sup>nd</sup>) to 31 December 2006. At the end of each financial year, the annual accounts for the year ended and the budgets for the following financial year will be submitted to the general assembly for approval.

### **TITLE VII – Dissolution and liquidation**

#### **ARTICLE 24**

The dissolution or the liquidation of the association should be adopted by the general assembly in accordance with the term and conditions of article 19 of this constitution.  
At the same time, the general assembly decides on the disposal of the assets, elects the liquidator(s), determines their powers and fixes their emoluments.

#### **ARTICLE 25**

In the event of dissolution, the surplus on the association's assets –after payment of all outstanding liabilities of the association- will be allotted to a non-profit purpose in accordance with the terms and conditions to be set forth by the general assembly. In the event of a judicial dissolution, the same procedure will be applied by the general assembly convened by the liquidators. In no event, members or their legal successors shall have any claim on the association's assets.

### **TITLE VII – miscellaneous**

#### **ARTICLE 26**

Reference is made to the law applicable to non-profit associations for all matters not covered in this constitution.

Immediately following the decision to incorporate the association, the general assembly deliberate and decide to appoint the following directors, who accept:

- 1) Sara Heath , 11 Cotebrook Drive, Upton, Chester. England CH2 1RA
- 2) Claude Beata, 353 A Bd Grignan 83000 Toulon France
- 3) Maria Cristina Osella, Via G. Basso 2, 10034 Chivasso, Italy
- 4) Eva Biosca Numancia 85-89 esc B 12º 1ª 08029 Barcelona Spain
- 5) Tiny De Keuster Oostveldkouter 222, 9920 Lovendegem, Belgie

# Constitution ESVCE

## March 22<sup>nd</sup> 2006

**ESVCE**



EUROPEAN SOCIETY  
of VETERINARY  
CLINICAL ETHOLOGY

The Board of Directors subsequently convenes and decides to fix the end of the first financial year at December 31<sup>st</sup> 2006 and to appoint as President Sarah Heath. and as [executive/managing] director, Tiny De Keuster referred to above, empowered to the daily management of the association.

Done at Brussels

Date as referred to above March 22<sup>nd</sup> 2006

After carefully reading the above, all parties have signed.