

EVSSAR

BYLAWS

Article 1: NAME, DOMICILE and LANGUAGE

1.1 title: The Society shall be called the European Veterinary Society for Small Animal Reproduction. It shall have its domicile at 11, rue des frères Grislein 1400 Nivelles (Belgium) in the municipality of Nivelles (B 4000 Belgium).

The founding members are :

Dr John Verstegen, DVM, Agrégé, Université de Liège, Géromont 36, 4170 Comblain-au-Pont, Belgique.
Dr Martine Lennoz, DVM, rue Marchandes, Clinique les Roches, 38090 Villefontaine, France.
Dr Catherina Linde-Forsberg, DVM, Swedish university of Agricultural Science, Department of OG, Box 7039, 75007 Uppsala, Sweden.
Dr Gary England, DVM, The Royal Veterinary College of London, Department of large Animal Surgery and Medicien, Hawkshead lane, North Mymms, Hatfield AL 9 7 TA Herts. United Kingdom.
Dr Wenche Farstad, DVM, Norwegian College of Veterinary Medicine, Department of reproduction and Forensic Animals, POB 8146 Dep, 0033 Oslo, Norway.
Members :
Dr Antonio Prats, DVM, Rocaberti 10, 08017 Barcelona, Espagne;
Dr Kathrin Lange, DVM, Bulowstrasse 54, 26384 Wilhemshaven, Germany;
Dr Ib Engelhard, DVM, Kirke Vaerloseevej, 26, 3500 Vaerlosee Denmark.

1.2 The official language of the European Veterinary Society for Small Animal Reproduction (EVSSAR) "shall be French as one of the three recognised official languages of Belgium. However, English will be used during meetings to allow communication and exchanges between all the members.

Article 2 : OBJECTIVES

The objective of the Society shall be to further scientific and clinical progress in veterinary and comparative Companion Animal Reproduction, pediatrics and neonatology, as an International non-profit making organization. Even though the emphasis is on reproduction of companion animals, other species (such as laboratory, exotic, wild and zoo animal species) are also considered as species of interest to the society.

The EVSSAR shall endeavour these objectives by:

- a. encouraging, promoting and facilitating knowledge and skills related to companion animals and related species as mentioned above.
- b. encouraging further and post-academic education, in collaboration with the ECAR and other national and international societies
- c. encouraging collaboration and discussion between scientists and veterinary practioners.
- d. promoting and influencing legislative aspects of small animal reproduction
- e. promoting the increase of the overall knowledge in the field of small animal reproduction

Article 3

3.1 The Society shall be established for an unlimited period.

Article 4. : MEMBERSHIP

4.1 Membership

The number of members is unlimited, but may not be less than 3 members.

There shall be four classes of members.

(a) Honorary members who shall be elected from distinguished persons who are either as Small Animal Theriogenologists, or have in other respects, have contributed to an exceptional degree towards the advancement of small animal reproduction, and on whom the Society desires to confer recognition.

(b) The Ordinary members who shall be elected from veterinary practitioners and scientists who are actively interested in the practice of small animal reproduction, or who have made significant contributions to the subject of small animal reproduction.

(c) Associate members who shall be elected from within the field of medicine and biology, and others holding university degrees who, while actively interested in small animal reproduction, are not themselves practising veterinary medicine related to small animal reproduction.

(d) Fellows who shall be elected from distinguished persons, either as small animal Theriogenologists or other areas on very rare occasions in recognition of special and exceptional services to the Society, or in the advancement of small animal reproduction.

Only the Honorary and Ordinary members shall possess voting rights.

4.2 Mode of election

Honorary members and Fellows shall be elected only on the nomination of the Committee at an Annual General Meeting of the Society.

Candidates for ordinary members and associate membership shall send an application form to the secretary of the EVSSAR, who shall submit them to the first meeting of the Committee following the date of receipt. The Committee shall consider every such nomination and, if satisfied that the appropriate conditions laid down previously are fulfilled, the name of the nominated persons shall be put for election at the next General Meeting.

A membership list shall be updated at least once a year on the society Internet website with the latest update published no longer than sixty days before the next general meeting. Any objection to the appointment of a new member shall be made by members in writing to the office of the secretary until 2 weeks before the general meeting, giving reasons for the objection. The General meeting shall rule on these objections, and also on any complaint regarding no admittance.

4.3 Privileges dependent on the payment of subscriptions

The maximum membership fee is 1.250 €.

The rights of every member shall be personal to himself or herself and can not be transferred or transmitted.

Any of the rights of the membership depend on payment of membership fee before the due date, at least 30 days before the general assembly.

Name of the Society may not be used for commercial gain.

4.4 Termination of membership

Membership (including Associate and Corresponding Membership) shall cease in the following circumstances:

- (a) upon the death of the member
- (b) upon cancellation by the member (if by notice in writing to the Secretary he resigns his membership) by the first of December.
- (c) upon exclusion (under 4.5).

4.5 Exclusion of members

Members who do not pay their annual membership fees before the due date, at least 30 days before the general assembly, are considered as resigning. Exclusion from the membership may only be implemented when a members actions conflict with the articles of association, regulations or decisions of the Society, or damages the Society in an unreasonable way.

Exclusion of any member can only be pronounced by a decision of the board deliberating at a majority of two thirds of the members present or represented. This exclusion must be approved by the next general assembly before being effective.

The member concerned shall be notified of this decision without delay.

If and when membership ends in the course of the society year, regardless of the reason or cause, the annuals dues of the member shall nevertheless be payable in full, unless the Executive Committee shall decide otherwise.

A member, by cancellation of membership, cannot evade a resolution pursuant to which monetary obligations of the members are increased, except of course the provisions of paragraph 2 of this Article.

Article 5: FUNDS

5.1 The funds of the Society consist of annual membership fees or any other incomes approved by the board.

5.2 Annual dues for full members as well as initial fees shall be fixed annually by the Executive Committee of the Society. This decision shall require the approval of the General Meeting. Payment of the annual dues entitles the member to receive the Annual Account and all other notices of the Society, and to be listed in the directory.

The Annual Subscription for each Ordinary member and for each Associate Member and Corresponding Member of the Society shall be decided by the members of the Society at an Annual General Meeting on the recommendation of the Committee and may be varied from time to time with the approval of the members of the Society. It shall be paid on the 1st of January in each year by banker's order.

Every notice to resign under Rule 5 hereof shall be deemed unless otherwise expressed, to take effect as from the Annual General Meeting after such notice, but members are still liable to pay all arrears of subscriptions on the giving of such notice. If any member shall give such notice less than one calendar month previous to the date of such Annual General Meeting he shall be liable to pay his subscription for the following year.

5.3 Notice of annual dues shall be mailed with the Newsletter by the Treasurer and must be paid in full within three months.

Article 6. : BOARD

6.1 Officers of the Society

The affairs of the Society shall be conducted by a board consisting of the President, Junior Vice-President, the Senior vice-president, the Secretary, the Treasurer, the Editor and three other members, who shall be elected in the manner provided in the Bylaws. The elected members of the board shall not all reside in one geographical area, a maximum of two residents from the same country is be advisable. The Committee shall have power to invite as advisors any individual or representative from any organisation whose assistance would be of value. They will not have the right to vote.

If the quorum of 50% is not reached, the board meeting is not valid and another board meeting is called. If the 50% quorum is not reached a second time, then the board meeting is considered as valid. All decisions should be taken at the 2/3 majority of present members or dully represented members. When unable to attend an executive meeting, a member could be ask to be represented by procuracy. The member present could only vote for one duly excused member of the Executive Committee. The Junior Vice-President shall become acting President to fill out the unexpired term, if for any reason the President shall be unable to fulfil the duties of office.

A fifty percent ratio between academics and practitioners will be aspired to in the composition of the members of the committee.

Board members have to reside in an european country.

6.2. Election of Officers

Board members are appointed for a maximum of 6 years at a time, and cannot apply for re-election immediately after leaving the board.

The President, the junior vice president, the treasurer, the secretary and the editor shall be elected within the executive. The President is elected for 2 years, and shall be eligible for one extra year re-election. The junior vice president is elected for 2 years and shall be eligible for re-election for one extra year. As often as possible, the president and the junior vice president should be chosen so that one is a practitioner and the other comes from the academic world or vice versa. No more than 2 persons are non-veterinarian.

The treasurer, the secretary and the editor are elected for 2 years and are eligible for re-election.

Vacancies on the board will be advertised to ordinary members and all applications will be presented for election to the election committee at least two months before the annual general meeting.

At the beginning of the AGM, an election committee consisting of the secretary + ordinary members that are not in the board will be in charge of ensuring the eligibility of the votes and the list of the honorary and ordinary members who are allowed to vote. Ordinary members of the society will be asked to vote either by post, electronically or directly at the AGM. Each honorary or ordinary member shall have one vote and can represent a maximum of one excused honorary or ordinary member. In case two candidates have the same equal number of votes, a draw will decide.

6.3. The board

The office of a member of the Committee shall ipso facto be vacated if:-

(a) He ceases to be an Ordinary member of the Society

(b) By notice in writing he resigns office.

The appointment of an elected member of the Committee to be an Officer of the Society shall be deemed to create a casual vacancy among the members of the Committee.

The board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and the number of members to form a quorum shall be a number as shall from time to time be prescribed by the Bylaws, provided that they shall meet not less than twice yearly unless the President directs otherwise. A clear five days notice stating the purpose of a meeting shall be given to members of the board. No member of the Committee whilst out of their country of residence shall be entitled to notice of a Special Meeting of the board.

6.4. Powers of the Board.

The board meeting is called by the president or at least 5 members of the board.

The board meetings are held at least twice and no more than 4 times a year.

The board is charged with conducting the affairs of the Society. The board may, until cancellation, delegate tasks and authority to a daily board.

The board is, as described in paragraph 3 of this article, empowered to represent the Society when engaging in financial transactions and liabilities.

The board must obtain the approval of the General Meeting before engaging in contracts as described in paragraph 2 of this article. Without the approval of the General Meeting, the Society will not assume responsibility for the actions of the board.

The board represents the Society.

The President together with the Secretary or the Treasurer, or the Secretary together with the Treasurer have the right to represent the Society.

The board may grant authorization to one member of the board to represent the Society within the limitations of that authorization.

The board will publish an annual detailed financial report that has to be approved by the General Assembly.

The decisions of the board will be taken when at least 50% of the board members are in favour of a proposal. In case there is a strict equality between two opposite proposals, the vote of the president is pre-eminent.

The decisions of the board will be published in the Internet website, at the latest 60 days after the decisions have been taken.

The members of the board do not contract any personal obligation in relation to the financial activities of the society. The responsibility of board members is limited to the accomplishment of the activities that were given to them by the board and do not extend to unforeseen circumstances.

The Executive Committee is authorised to take decisions both in and out of session. In the latter case, all officers and members of the Executive Committee are required to register their support in writing. A decision is made by a simple majority. All decisions taken under such circumstances have to be confirmed by the next assembly of the executive Committee.

The Executive Committee shall require the certification of the General Meeting for the contraction of loans as well as for the purchase, alienation, encumbrance, renting or letting of property, and for contracts under the

terms of which the Society shall be bound as guarantor or several co-debtor, render financial protection to a third party or bind itself as surety for the debts of a third party.

6.5. : Duties of Officers

The Vice-President shall:

Becomes acting President in the event of absence or non-appearance of the President.

The Secretary shall be responsible for:

- (a) regular and complete recording of meetings of the board and of the General Meeting.
- (b) maintaining the records of the Society.

The Treasurer shall:

- (a) call and receive subscriptions,
- (b) pay all bills and present the Accounts yearly to the board. The Treasurer may pay without special order the current ordinary expenses of the Society but he may not disburse any other sum unless previously authorised to do so by the board.

The Treasurer shall with the assistance of the secretary:

- (a) be responsible for managing the funds and financial administration of the Society.
- (b) be responsible for the publication of a detailed annual Account of the financial status of the Society, and for such additional financial statements as the Executive Committee may require.
- (c) perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the board.
- (d) be responsible for the registration of all members and the publication of a full list of new members in the Annual Account at least once a every two years.

The Editor

The editor shall be responsible for the production of the society newsletter and/or the updating of the website.

6.6. Resignation from the board.

The members of the board may leave the board by writing a registered letter. This resignation becomes effective only after publication in the official Belgian journal.

6.7. Exclusion of board members.

The board members can at any time be suspended or dismissed by the General Meeting after giving its reasons and the decision must be carried by two thirds of the submitted votes. If a suspended member of the board does not renounce to his appointment within three months of his suspension, the suspension ends. The suspended board member has the right to defend himself at the General Meeting and may be assisted in this by a counsellor.

Article 7: ACCOUNTS

7.1. General elements.

The financial year of the society is equal to the calendar year. During the annual General Assembly, the board must submit an annual financial report. The annual financial report must be signed by the board members and failure of a board member to sign this report must be noted in the minutes of the general assembly.

7.2. Restriction of liability of Members of the Committee and Officers

No Officer or member of the Committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other Officer or member or for going in any receipt of other acts of conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or from any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or from any loss or damage occasioned by error of judgement or oversight on his part or from any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty or wilful neglect or default.

7.3. Audit of Accounts

The accounts shall, as soon as practicable after the end of each financial year, be audited by a professional registered Auditor who is authorised through the board. The audit of such accounts shall be completed not less than 60 days before the Annual General Meeting.

7.4. Inspections of Accounts

Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the Society in General Meeting, the books and accounts of the Society shall be opened to the inspection of the members at all reasonable hours.

7.5. Annual Report and Balance Sheet

At the Annual General Meeting in each year the Treasurer shall lay before the Society the Balance Sheet containing a summary of the property and liabilities of the Society made up at the end of the last financial year. This report should be published in the minutes at the general assembly.

7.6. Society Register

The Society has to keep at its domicile a register of:-

(1) The names and surnames of all members with their addresses.

(2) All the decisions, exclusions, resigning, of members. They should be written no more than 8 days after decision.

All members should have access to the register at the domicile of the society, as to the minutes and decisions of the general assembly and of the board meetings, as to all financial elements.

The Society Register shall be considered as a correct list of all members of the Society and it shall be incumbent on each individual to ascertain that his name, address and all other particulars are correctly entered therein.

Article 8: GENERAL MEETINGS.

8.1. A general assembly shall be held annually. The general assembly is composed by all the members of the society.

8.2. The calls for the general assembly can be done:

- by the board: General Meetings shall be called by the board, within a period of not less than sixty days. Convening shall be accomplished by notification in the newsletter or by other written notification to each member at the address known by the Society.
- if at least one fifth of the members ask for it by any written notification sent to the president.

The dates, place and time of the general assembly will be decided by the board.

The calls will be accompanied by a written agenda. Members can submit other issues by sending written questions to the president, at the latest two days before the general assembly.

8.3. During general assemblies, votes have to be organised for:

- changes to the bylaws
- election and exclusion of board members
- nomination and termination of auditors and financial remuneration
- approval of the reports of the President, Secretary, Treasurer and Auditors
- approval of the budget and the accounts
- dissolution of the society
- exclusion of an ordinary member
- any changes of the legal status society

- any other cases or situations mentioned in the bylaws.
- 8.4. Quorum :
- The meeting is valid whatever the number of members present or represented and the decisions are taken at the majority of votes; in case of an equality of votes the Chairman shall have the casting vote.
- The General Meeting may not deliberate on the subject of modifications to the bylaws if these modifications are not explicitly notified in the convocation for the General Meeting and if the meeting does not consist of at least two thirds of the members present or represented
- Modifications to the bylaws may only be adopted with a majority of votes of two thirds of the members present or represented. Nevertheless, a modification concerning the objectives of the Society may only be adopted with a majority of votes of four fifths of the members present or represented. If two thirds of the members are not present or represented during the first meeting, a second meeting may be convened which may deliberate valuably, whatever the number of members present or represented, and may adopt the modifications considering the necessary majorities concerning the votes as stated in paragraph 3. A second reunion may not be held earlier as fifteen days after the first one.
- 8.5. The President shall be entitled to take the Chair at every General Meeting or if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the members personally present shall choose another member of the Committee to take the Chair. The chairman determines the voting method at the general assembly. An anonymous ballot will have to be held if at least one honorary or ordinary member asks for it. All decisions of the general assembly have to be held in the register at the society's address and the minutes have to be signed by two board members.
- 7.6. These five points require that at least two third of the members are present or represented and the approval should be made by four fifth of the votes:
- modifications of the bylaws
 - exclusion of a member
 - dissolution of the society
 - changes of the objectives of the society
 - diminution of funds of the society.

Article 8: Dissolution and Liquidation

The General Meeting may dissolve the society only if at least two thirds of the members are present or represented and the approval should be made by a majority of four fifths of the votes of the members present or represented.

The General Meeting designates a liquidator.

The procedure of liquidation, be it voluntary or pronounced by a Court and if not stated otherwise in the current Bylaws, will be settled in accordance with the law of the 27th June 1921, as modified by the law of 2nd May 2002.

In the case of voluntary or judicial dissolution, whatever the moment or the origin, the remaining credit balance, after liquidation of debts, shall be allocated by the General Meeting to another association in furtherance of those aims as are in greatest accordance with the aims of the Society.

If the General Meeting does not decide on this topic within three months from the dissolution, the Executive Committee will, without appeal, allocate the credit balance to another association in furtherance of those aims as are in greatest accordance with the aims of the Society.

Article 9: Final dispositions

Any detail not foreseen by the present bylaws will be decided by the law of the 27th June 1921, as modified by the law of 2nd May 2002.