

"FECAVA BY-LAWS
FÉDÉRATION DES ASSOCIATIONS EUROPÉENNES DE VÉTÉRINAIRES SPÉCIALISÉS
EN ANIMAUX DE COMPAGNIE " IN ENGLISH "FEDERATION OF EUROPEAN
COMPANION ANIMAL VETERINARY ASSOCIATIONS", ABBREVIATED AS "FECAVA."

I. NAME, HEADQUARTERS, PURPOSE

Article 1. Name

1.1 An international non-profit organisation has been formed called the "**Federation of European Companion Animal Veterinary Associations**", abbreviated as "FECAVA".

This name must always be preceded or followed by the words "international non-profit organisation".

1.2 This organisation is governed by:

- the provisions of title III of the law dated 27 June 1921 on non-profit organisations, non-profit international organisations and foundations
- these by-laws; and
- the internal regulations.

Article 2. Headquarters

The international non-profit organisation's headquarters are located at **Etterbeek (1040 Brussels) Avenue de Tervueren 12**, but may be transferred to any other place in Belgium to be published within that month in the Belgian Official Gazette, as will be decided by the Board of Directors acting by a simple majority.

Article 3. Period

The organisation is established for an unlimited period.

Article 4. Purpose and activities

The organisation has no profit motive and was created in order to:

- promote the role of the veterinarian in promoting the health and well-being of companion animals.
- take part in the general activities of the FVE and the UEVP as well as decision making procedures, including the General Meeting.
- take part in the implementation of the chosen strategy regarding the position of companion animal veterinarians in Europe.
- take part in relevant FVE and UEVP working groups.
- advise these working groups and comment on the documents produced.
- get involved in FVE's production of position papers, flyers and brochures aimed at other stakeholders, policy makers or the general public in the field of companion animal veterinarians.
- take part in European forums in the field of companion animal veterinarians.
- lobby for influence on a European level in order to defend the positioning of companion animal veterinarians.
- improve animal welfare in Europe through action on regulations.
- represent all European veterinarians involved in activities with animals that have an impact on human activity, actively promote the role of the companion animal veterinarian in public health.
- promote higher standards for companion animal welfare.

II. MEMBERS AND ASSOCIATE MEMBERS

Article 5. Membership

The organisation consists of "members" and "associate members" The rights and responsibilities of members and "associated members" are governed by these By-laws.

All members and associate members must be legally constituted corporate entities under the laws and customs of their country.

The number of members cannot be fewer than four.

Article 6. Admissions

6.1. The status of organisation member is open to national organisations representing veterinarians **Specialising in Companion Animals** in each European country according to the following rules:

- have sent their written application to the Chairman providing evidence supporting this approach;
- accept these By-laws and the Internal Regulations;
- submit a copy of their official status or official document from their national government or other judicial body proving that they were formed in accordance with the laws and customs of their country of origin;
- be approved by the Council by two thirds of votes present or represented; and
- pay an annual membership fee for the duration of the calendar year within two months of the call for fees.

6.2. The status of associate member of the organisation is open to:

1. National associations representing professions related to the profession of veterinarians **Specialised in Companion Animals** according to the following rules:

- have sent their written application to the Chairman providing evidence supporting this approach;
- accept these By-laws and the Internal Regulations;
- submit a copy of their official status or official document from their national government or other judicial body proving that they were formed in accordance with the laws and customs of their country of origin;
- be approved by the Council by two thirds of votes present or represented;
- pay an annual membership fee for the duration of the calendar year within two months of the call for fees.

Article 7 Resignation - Exclusion

7.1. The status of member or associate member is lost:

- by written resignation to the Chairman, in which case the resignation is effective as of January of the following year, or
- by exclusion decided by a two-thirds majority of the delegations present or represented by regularly convened Council Meeting and after the member concerned has had the opportunity to present their defence.

7.2. The Council decides to

- automatically exclude a member or associate member who has failed to pay the annual membership fee for two consecutive years; in such cases, the exclusion is effective from 1 January of the following year;
- the temporary suspension of voting rights until payment of the outstanding fees, if a member had neglected to pay their fees within six months following receipt of the notice to pay.

III. BODIES

Article 8.

The organisation bodies are:

- the Council
- the Board of Directors
- the Financial Advisory Committee.

COUNCIL

Article 9. Composition

9.1. The national delegations in the organisation are the representatives of one or several internal national organisations representing veterinarians **Specialising in Companion Animals**.

9.2. Each European organisation member of the organisation is considered a single delegation.

9.3. Each delegation member participates and votes in the Council Meeting in the name and on behalf of the members of their own delegation.

9.4. Notwithstanding the number of internal national organisations represented by each delegation to the organisation, the number of delegates taking part in the Council Meeting is limited to maximum of 2 per delegation.

9.5. Before each Council Meeting, each delegation with the right to vote must designate a person who will be responsible for this task.

9.6. Elections in the Council Meeting are organised on the basis of one vote per voting delegation.

Article 10. Calling the meeting

- 10.1. *The Council Meeting is held at least once a year.*
- 10.2. *The Council Meeting may be held at any location specified in the meeting notice.*
- 10.3. *The Council Meeting will be called by the Secretary General, acting on behalf of the Chairman. The meeting notice must be received by the delegations at least 6 weeks prior to the meeting, either by email or by regular post.*
- 10.4. *Each individual delegation is responsible for providing accurate contact details.*
- 10.5. *Each delegation present or represented at the Council Meeting will be considered as having received actual notice.*
- 10.6. *The minimum agenda must include approval of the agenda and approval of the report from the previous meeting.*
- 10.7. *The organisation may be convened to an extraordinary Council Meeting at any time by decision of the Board or at the request of at least one fifth of the members.*

Article 11. Responsibilities

The powers of the Council are those defined in Belgian law including:

- *to determine the policy of the organisation;*
- *to develop the internal regulations;*
- *to elect and remove Directors;*
- *to admit and exclude members and associate members;*
- *to check the activities of the Board;*
- *to authorise the Board of Directors to delegate to a third party;*
- *to inspect the accounts and financial transactions;*
- *to approve the budget and accounts of the organisation;*
- *to modify these By-laws;*
- *to decide on any legal action;*
- *to dissolve the organisation;*
- *to decide on the allocation of organisation assets in case of dissolution; and*
- *to determine the terms of liquidation.*

Article 12. Voting - representation - method of decision

12.1. *The Council Meeting is validly convened when half the delegations members are present or represented.*

Each member has one to three votes based on the number of its National Member (1-200 = 1 vote, 201-2000 = 2 votes and 2001 and more, 3 votes).

12.2. *Each delegation may give notice of its representation by another delegation by regular mail or by any written means. No delegation may hold more than two proxies.*

12.3. *Council Meeting decisions are taken by a simple majority of present or represented delegations, except in any case specifically stated in these By-laws.*

Specifically, they require:

- *a two-thirds majority of votes from present or represented members for the modification of the by-laws;*
- *a two-thirds majority for the exclusion of a member or associate member;*
- *a four-fifths majority of present or represented members for the dissolution of the organisation; in this case, two thirds of the members must be present or represented; a subsequent Council Meeting convened in the appropriate manner will be valid, regardless of the number of members present or represented;*
- *a four-fifths majority of present or represented members for the modification of the object of the organisation; in this case, two-thirds of the members must be present or represented.*

12.4. *In case of a tie, the Chairman of the meeting is compelled to vote and this will be a casting vote.*

12.5. *If the quorum is not reached, decisions of the Council Meeting must be ratified by a subsequent Council Meeting convened at least fifteen days after the first.*

12.6. *The Chairman may, at his convenience, convene an additional Council Meeting within one month which must be held within two months following the previous meeting to ratify the decisions already taken.*

12.7. This additional meeting will be constituted valid whatever the number of delegations present or represented and decisions are taken by a simple majority of delegations present or represented.

Article 13. Publication

13.1. The Council Meeting may only take decisions on the subjects stated in the agenda, but other subjects may be discussed without any formal decision.

13.2. The Council Meeting reports are recorded in a register at the headquarters, signed by the President and the Secretary General, and where they may be viewed by all members.

13.3. The reports are available electronically and can be sent on request.

Article 14. Written decisions of members

In exceptional cases and when urgency requires, the Council Meeting may make decisions by reasoned written procedure.

14.1 To this end, the person designated by the Board of Directors will send, using any means communication deemed suitable, the suggested resolutions to all members and associate members.

14.2. The communication will be accompanied by a note specifying the reasons for this procedure and the context of the suggested resolutions.

14.3. The suggested resolutions will be considered adopted if, within ten days after sending, the number of duly completed responses are returned to the Board of Directors by the delegations, is sufficient to reach the required quorum.

14.4. The resolutions adopted by mail will be ratified by the next Council Meeting in plenary session.

BOARD OF DIRECTORS

Article 15. Composition

15.1. A President, a Vice President, a General Secretary and a Treasurer are elected during the Council Meeting from among the delegates according to an election described below:

- nominations to the Board must be received by the organisation secretariat at least thirty days before the Council Meeting;
- the number of administrators cannot be fewer than three;
- voting will take place in the following order: President, Vice-President, Secretary General, Treasurer;
- the vote will take place by secret ballot and by a simple majority unless otherwise decided at the General Meeting;
- in the event of a tie for the positions of Chairman, Vice-President, Secretary General or Treasurer, a second round will be organised between the two candidates with the most votes;
- in the event of insufficient candidacies for the position, the vote of the latter will be postponed to the next Council Meeting; in this case the Board of Directors has the right to co-opt a replacement interim acting until the next Council Meeting;
- the co-opted replacement may present themselves at the next election, but the total term of office may not exceed what is provided for in these By-laws.

The former President is also part of the Board of Directors.

15.2. The President:

- may not be National Director simultaneously, and as soon as he is elected, his organisation is asked to appoint another Director.
- Does not vote, but in the event of a blocked vote, he can assert his right to use a deciding vote.
- When travelling to attend FECAVA and Board of Officers meetings, and when travelling within the context of work approved by FECAVA, the President will be reimbursed for hotel and travel expenses.

15.3. The Vice-President and the Secretary may also be the Directors in office of their respective National Organisations.

15.4. Those elected will form the Board of Directors for a period of two (2) years .

15.5. The President and the Vice President can be re-elected for a second two-year term. The maximum total term is four years. These terms do not need to be consecutive.

The Secretary and the Treasurer may serve for a maximum of eight years, although re-election is required every two years during this period. The maximum serving period does not need to be continuous.

15.6. *Legal actions, whether as plaintiff or defendant, are pursued by the Board of Directors represented by its President or by the administrator designated for this purpose by the President.*

15.7. *Collective or individual duties of the Board are specified at the Council Meeting.*

15.8. *Each director has the right to resign at any time. This resignation is effective upon written notice to the Council Meeting without having to be approved by the latter.*

15.9. *The dismissal of one or more directors is decided at the Council Meeting by a simple majority of present or represented members.*

Article 16. Responsibility

16.1. *The Board of Directors has the power to decide on all matters not reserved to the Council Meeting or not mentioned by it. Their powers include in particular:*

- *managing the organisation's business*
- *the representation of the organisation in judicial and extrajudicial documents*
- *The proposal accounts for the past year and the budget for the year ahead for the approval of the Council Meeting*
- *calling the Council Meeting*
- *receiving the resignations of members or associate members.*

16.2. *The Board of Directors shall be validly constituted if a majority of the directors are present or represented.*

16.3. *The decisions are taken by simple majority.*

16.4. *The Council Meeting will convene at least once a year when called by the President, or at any other time when necessary for the proper functioning of the organisation. The Council Meeting will also be convened at the request of a third of its members. Invitations to attend are sent to the director either by email or by ordinary post at least 15 days prior to their meetings.*

16.5. *The Council Meeting defines the way in which the Board must perform its tasks, in accordance with Belgian law.*

16.6. *The articles binding the organisation must be signed by two directors, including the President.*

16.7. *The Board of Directors may delegate daily management to a third person.*

16.8. *The decisions of the Board of Directors must be recorded in a register signed by the President and one other director and must be viewable by members at the organisation's headquarters.*

16.9. *The Board of Directors may convene in any location specified in the meeting notice.*

16.10. *The meeting notice must be received by the members of the Board of Directors at least 2 weeks before the date of the meeting.*

16.11. *Each member of the Board of Directors is responsible for providing accurate contact details.*

IV. FINANCE AND ACCOUNTS

Article 17. Organisation funds

The organisation's funds come from member and associate member membership fees and any other sources, including:

- *all private and official subsidies and grants,*
- *all gifts and donations,*
- *all corporate and sales contracts,*
- *all legacies of real or personal property.*

Article 18. Financial year

18.1. *The fiscal year starts 1 January of each year and ends 31 December.*

18.2. *The Board of Directors must present the accounts for the previous financial year, the relevant report and the budget for the following year for approval by the Council Meeting.*

18.3. *Giving discharge to the directors is subject to a separate vote.*

Article 19. Audit Committee

19.1. *The Council Meeting will designate from among its members a committee to audit the financial statements; this committee will consist of two members and one alternate who is not a member of the Board.*

19.2. *The committee will verify the financial management and accounts, communicate the results of this verification in writing during the first Council Meeting following the end of the fiscal year.*

19.3. *The annual accounts will be submitted to the Federal Public Service Justice according to legal provisions.*

V. BY-LAW MODIFICATION AND DISSOLUTION

Article 20.

20.1. *The Board of Directors or any delegation may propose the dissolution of the organisation or a modification of the By-laws or Internal Regulations.*

20.2. *The Board of Directors shall give notice at least six weeks before the date of the Council Meeting that will decide on the proposal in question.*

20.3. *The Council Meeting will decide how the organisation is dissolved and liquidated. This liquidation will be performed by a liquidator paid for this purpose by the Council Meeting. The remainder of the net profits will be allocated to non-profit objectives by the Council Meeting.*

20.4. *Modifications to the by-laws will be submitted to the Belgian Minister of Justice and published in the Belgian Official Gazette.*

VI. GENERAL PROVISIONS.

Article 21.

Anything not provided for in these By-laws and in particular the publications to be made in the Belgian Official Gazette, is governed by the provisions of Title III of the Law dated 27 June 1921 on non-profit organisations, international non-profit organisations and foundations. "