



Berquin Notaires SCRL – avenue Lloyd George 11 - 1000 Brussels
Company number BE 0474.073.840 – Brussels Trade & Companies Register

www.berquinnotaires.be

Tél. +32(2)645.19.45 Fax : +32(2)645.19.46

Coordinated text of the articles of the
international non-profit association
**“Federation of European Companion
Animal Veterinary Associations”**
abbreviated as **"FECAVA"**

at 1030 Schaerbeek, Rue Victor Oudart 7,
company number 0659.790.931
Brussels Trade & Companies Register

after the amendment made to
the articles of association
of 15 november 2023

BACKGROUND

(In accordance with article 2:8, §1 of the Companies and Associations Code)

INSTRUMENT OF INCORPORATION:

The Association was incorporated under French law in a private deed dated June 17, 1995.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION :

The articles of association have been amended by :

- a report drawn up by notary Paul Maselis, in Brussels, on on April 28, 2016, published in the Appendix to the Belgian Monitor of the following August 1, under number 16108285.

The Articles of Association were last amended by report drawn up by the notary Frederic Helsen, in Brussels, on November 15, 2023, filed for publication in the Appendix to the Belgian Monitor.

ARTICLES OF ASSOCIATION COORDINATED ON 15 NOVEMBER 2023
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I. NAME, HEADQUARTERS, PURPOSE

Article 1. Name

1.1 An international non-profit association has been formed called the "**Federation of European Companion Animal Veterinary Associations**" in English, "**Fédération des Associations Européennes de Vétérinaires Spécialisés en Animaux de Compagnie**" in French, abbreviated as "**FECAVA**".

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

1.2 This association is governed by:

- the Code of Companies and Associations 23 March 2019;
- these by-laws; and
- the internal regulations.

Article 2. Headquarters

The international non-profit association's headquarters is established in the Brussels-Capital Region, but may be transferred to any other place in Belgium to be published within that month in the Annexes of the Belgian Official Gazette, as will be decided by the Board of Directors acting by a simple majority.

Article 3. Period

The association is established for an unlimited period.

Article 4. Purpose and activities

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

- harmonise the activities of the National Associations of Companion Animal Veterinarians in Europe,
- publish a journal in English with articles appearing in European veterinary journals,
- represent the interests of the Companion Animal Veterinary profession in other corporations and organisations,
- contribute to the structures of the European Veterinary Specialisation,
- 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 and veterinary 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 association 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 association 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 Chairperson 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 General Assembly 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 association is open to 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 Chairperson 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 General Assembly 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 and suspension

Members may only be suspended or expelled under a procedure that is fair and reasonable and carried out in good faith, as provided by Belgian law. A Member must be provided with a written notice to the last known electronic address 15 days prior to the exclusion or suspension.

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

- by written resignation to the President, 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 votes present or represented by regularly convened General Assembly and after the member concerned has had the opportunity to present their defense.

7.2. The General Assembly will decide:

- 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;
- to temporarily suspend 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.

7.3. The General Assembly will decide if a Membership may be suspended. Sufficient cause for suspension of membership shall include, but not be limited to,

- violation of these Bye-Laws;
- non-payment of dues;
- violation of any lawful rule or practice duly by Members;
- any other conduct prejudicial to the ongoing work of the association.

The suspension can be imposed temporarily by the Board of the association and ratified by the next General Assembly by Members. The vote for suspension of a Member requires a two-thirds majority to be carried out at a General Assembly. If a Member is suspended for any reasons other than non-payment of fees, the Member must have the opportunity to defend themselves at or before the next General Assembly.

- A suspended or expelled member may not receive any communication from the association except on matters regarding the implementation or removal of the suspension.
- The suspended or expelled member must not use any logo of the association or offer any indication that are members of the association to their membership or wider public.
- All wider services of the association are immediately unavailable to the suspended or expelled Member.

7.4. Reversal of Suspension or Expulsion

A Member automatically regains full membership if the suspension is due to non-fee payment and those payments are completed.

The General Assembly of Members can vote to end the period of suspension if the suspended Member is deemed to have fulfilled their obligations and a suspension can no longer be justified.

In addition, a suspended Member may request the removal of a suspension. This requires a written petition by the Members that will then be voted on at the General Assembly. This petition is allowed once per calendar year.

Restoration of suspended membership requires a simple majority vote of a General Assembly.

If the Member continues to be suspended for two calendar year, the Member will automatically be excluded from the association.

Any Member that is excluded has to reapply to the association as per the By-Laws for a new Member.

III. BODIES

Article 8.

The association bodies are:

- the General Assembly;
- the Board of Directors;
- the Financial Advisory Committee.

GENERAL MEETING

Article 9. Composition

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

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

9.3. Each delegation member participates and votes in the General Assembly 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 association, the number of delegates taking part in the General Assembly is limited to maximum of 2 per delegation.

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

9.6. Elections in the General Assembly are organised on the basis of one vote per voting delegation.

Article 10. Calling the meeting

10.1. The General Assembly is held at least once a year.

10.2. The General Assembly may be held at any location specified in the meeting notice.

10.3. The General Assembly will be called by the Secretary General, acting on behalf of the Chairperson. 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 General Assembly 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 association may be convened to an extraordinary General Assembly 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 General Assembly are those defined in Belgian law including:

- to determine the policy of the association;

- to develop the internal regulations;
- to elect and remove Directors;
- to admit, suspend 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 association;
- to modify these By-laws;
- to decide on any legal action;
- to dissolve the association;
- to decide on the allocation of association assets in case of dissolution; and
- to determine the terms of liquidation.

Article 12. Voting - representation - method of decision

12.1. The General Assembly is validly held 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.

Each delegation may participate remotely in the General Assembly by means of an electronic means of communication made available to her by the association, except in cases where the law does not allow it. Delegations who take part in the General Meeting in this way are deemed to be present at the place where the General Assembly is held for compliance with the quorum and majority conditions.

Each delegation may also vote by letter or electronically using a form established by the Board, which contains the following information: (i) identification of the member, (ii) the number of votes to which he is entitled and (iii) for each decision which must be taken by the General Assembly in accordance with the agenda, the indication "yes" or "no" or "abstention"; the form must be sent to the association at least one day before the General Assembly.

12.3. General Assembly 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 is required for suspension or exclusion of a member or associate member;
- a four-fifths majority of present or represented members for the dissolution of the association; in this case, two thirds of the members must be present or represented; a subsequent General Assembly 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 association; in this case, two-thirds of the members must be present or represented.

12.4. In case of a tie, the President 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 General Assembly must be ratified by a subsequent General Assembly convened at least fifteen days after the first.

12.6. The President may, at his convenience, convene an additional General 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 General Assembly may only take decisions on the subjects stated in the agenda, but other subjects may be discussed without any formal decision.

13.2. The General Assembly 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

The General Assembly may make by reasoned written procedure all the decisions that come under the powers of the General Assembly, with the exception of the modification of the By-laws. In this case, the convening formalities do not have to be completed.

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 members of the association will, unanimously and in writing, approve the decisions.

14.4. The resolutions adopted by mail will be ratified if necessary by the next General Assembly 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 General Assembly from among the delegates according to an election described below:

- nominations to the Board must be received by the association secretariat at least thirty days before the General Assembly;
- the number of directors 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 Assembly;
- in the event of a tie for the positions of President, 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 General Assembly; in this case the Board of Directors has the right to co-opt a replacement interim acting until the next General Assembly;
- 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 association's meetings and Board of Officers meetings, and when travelling within the context of work approved by the association, 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 director designated for this purpose by the President.

15.7. Collective or individual duties of the Board are specified at the General Assembly.

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

15.9. The dismissal of one or more directors is decided at the General Assembly 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 General Meeting or not mentioned by it. Their powers include in particular:

- managing the association's business;
- the representation of the association in judicial and extrajudicial documents;
- the proposal accounts for the past year and the budget for the year ahead for the approval of the General Assembly;
- calling the General Assembly;
- 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 Board of Directors 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 association. The Board of Directors 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. Each member of the Board may, by any means of telecommunication or video, participate in the deliberations of a Board of Directors and vote in order to organize meetings between different directors geographically distant from each other to allow them to communicate simultaneously.

16.5. The General Assembly defines the way in which the Board must perform its tasks, in accordance with Belgian law.

16.6. The acts binding the association 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 association'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. Association funds

The association'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 General Assembly.

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

Article 19. Audit Committee

19.1. The General Assembly 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 General Assembly 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 association 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 General Assembly that will decide on the proposal in question.

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

20.4. Modifications to the purpose and activities will be submitted to the Belgian Minister of Justice and Modifications to the by-laws will be published in the Annexes of 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 the Code of Companies and Associations.

CERTIFIED COPY

Frederic HELSEN
Notary