

ESVCE By-laws and Constitution

As adopted by the ESVCE Board

Article 1. Name

A society is hereby constituted which will bear the name of “European Society of Veterinary Clinical Ethology”. The Society is referred to in these bylaws and may be described elsewhere by its acronym 'ESVCE'.

The seat of the organisation is located at:

**Oostveldkouter 222
9920 Lovendegem
Belgium**

Article 2. Foundation

The ESVCE was founded in Utrecht in 1994 by Barteld Willem Knol (Netherlands) , Joel Dehasse (Belgium) and Patrick Pageat (France) as a non-legalised organisation .

The Board members of the 2002 elected Board , Sarah Heath (UK) , Claude Beata (France), Maria Cristina Osella (Italy), Eva Biosca (Spain) and Tiny De Keuster (Belgium) , agreed to formally legalise the ESVCE on 18 September 2003 in Salzburg (Austria)

Article 2. Purpose

The Association is a non-profit making organisation whose aims are 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 3. Membership

3.1 Types of Membership

There are three types of status in the ESVCE:

- Full Members
- Affiliate Members
- Honorary Members.

3.1.1 Full Members

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.

3.1.2 **Affiliate members**

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

3.1.3. **Honorary Members**

Honorary Members are individuals who have made an outstanding contribution to veterinary behavioural medicine and who have been admitted as such in an Annual General Meeting (AGM) by a majority vote. Honorary Members are not required to pay membership fees. This level of membership does not carry voting rights.

3.2 **Voting**

Each paid up Full Member shall have one vote at the AGM.

3.3 **Termination of Membership**

Membership will cease on the death of a member or as otherwise detailed below:

a) Members may leave the ESVCE at any time by giving written notice to the secretary. Fees paid by any such member shall not be refunded.

b) Membership will automatically terminate if annual membership fees remain unpaid for one full year. Members who are in arrears are not eligible to vote and will not receive benefits of membership.

c) The Board may recommend to a General Meeting that a member be expelled if, after the member has been given a hearing before the board, expulsion is believed to be in the best interests of the ESVCE. Any decision on expulsion requires two thirds of those present or voting by proxy at the General Meeting to vote in favour of the expulsion after giving the member the opportunity to present their case. The decision of the General Meeting shall be final.

3.4. **Membership Fees**

On advice from the Board, membership fees are decided by a majority of the votes of those present or voting by proxy at the General Meeting.

Article 4. Administrative Structure

4.1 The administrative bodies of the ESVCE shall be the Annual General Meeting and the Board.

4.2.1 The Board shall have six officers; the President, the Vice President, the Secretary, the Membership Secretary the Treasurer and the Communications Officer. The Board Members shall be elected by Elections by post to four year terms from the time of election. All officers of the Board must hold European nationality.

- 4.3. The President Elect is elected to two consecutive terms in office, these being: a) President, b) Immediate Past President. If a board member fails to complete their term of office, the remaining board will appoint a temporary replacement to the post. The post will then be open for election at the next AGM.

Article 5. The Annual General Meeting

- 5.1 An Annual General Meeting comprises all attending current Full Members. It shall meet at least once every year. Annual General Meetings are called by three months notice in writing by the Board. Notice of the meeting including the agenda shall be sent to each member with the right to vote.
- 5.2 Extraordinary General Meetings may be called for a specific purpose by the Board or by written request to the Board from at least 10 full members. Written notice of such general meetings, including details of the agenda, time and location must be sent to all current members a minimum of four weeks before the day of the meeting.
- 5.3 The Chair shall be the President unless the President designates another Full Member.
- 5.4 Any Member or Honorary Member may have a subject included in the agenda of the following Annual General Meeting providing the Board has received the request in writing no later than one month prior to the Annual General Meeting.
- 5.5 Voting is by show of hands, unless any Member attending request a ballot.
- 5.6 Simple resolutions shall be passed by a simple majority of votes cast.
- 5.7 Abstentions shall be deemed to be null and void votes. On the equality of votes the Chairman shall have a second or casting vote.
- 5.8 A change in these Bylaws or dissolution of the ESVCE requires two thirds of the full members present or voting by written ballot at the General Meeting to vote in favour of the proposal. Voting by proxy on changes in these bylaws is not possible.
- 5.9 At least three months notice of a proposal to amend or change the Bylaws or dissolve the ESVCE must be given to all Members.
- 5.9.1 Full members may grant a written proxy to another Full member.
A copy of the proxy must be mailed to the Secretary to be received no later than 2 weeks prior to the Annual General Meeting.
- 5.10 The Annual General Meeting deals with the agenda determined by the Board or Members as laid down in the Standing Order of Business.
- 5.11 Minutes shall be kept by the Board according to the Standing Order of Business.

Article 6. **The Board**

- 6.1 The Board shall have the responsibility of managing and controlling the affairs and property of the ESVCE as laid down by the Annual General Meeting. The Board shall promote and implement the objectives of the ESVCE and carry out all the activities with broad powers for the ordinary and extraordinary management of the ESVCE, which may be delegated by resolution to the President.
- 6.2 Board members shall receive no honorarium but expenses incurred while performing the duties of office will be reimbursed, upon submission of invoices. One of three ordinary board meetings will normally take place in association with the Annual General Meeting.
- 6.3 Extraordinary board meetings may be called as needed. Expenses for extraordinary Board meetings must be specified in the Treasurers report.
- 6.4 The Chair of the Board is the President unless the President designates another Officer.
- 6.5 The quorum of the Board shall be three of the six Members of the Board.
- 6.6 The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they may think fit. A quorum of Members of the Board, or the Chairman may at any time, upon written request, summon a meeting of the Board. Due notice shall be given to all Board Members.
- 6.5.1 All board business will be conducted in a professional manner and discussions within the board will be treated as confidential. Questions at board meetings will be decided by majority vote. Board members who are unable to attend in person may appoint a proxy.
- 6.8 On the equality of votes the Chairman shall have a second or casting vote.
- 6.9 The Secretary shall keep the minutes of the Board meetings.
- 6.10 Resolutions may be adopted without a meeting if they are in writing and are signed by all Board Members.
- 6.11 The ESVCE will legally be bound by the signatures of the President and one other Board Member or by any three Members of the Board or by the signature of one Member of the Board if all the Members of the Board have granted to such a Member an authorisation for accurately described legal acts relating to an urgent specific matter. Such an authorisation shall be evidenced by the minutes of the meeting in question and in writing by all Members of the Board.
- 6.12 The Board is entitled to manage the ESVCE, and in particular, but not so as to restrict the generality thereof to acquire, control, protect, expend, dispose of and invest the funds and other assets of the ESVCE in such manner as they shall consider most beneficial for the purposes of the ESVCE.

- 6.13 The board prepares a Standard Order of Business (SOB) as guidelines for routine functions of the Board. The SOB cannot be made subject of voting but must be agreed on unanimously by all Board members.

Article 7. Management

The routine business of the ESVCE may be delegated to a management organisation. The management organisation undertaking business for the ESVCE will be bound by the ESVCE bylaws and any other rules, regulations or guidelines set by the Board. It shall report back to the full board on all matters.

Article 8. The Accounts

- 8.1 The Board will keep accurate, appropriate and complete records of all business conducted. The treasurer is responsible for recording all matters relating to the ESVCE finances and reporting to the AGM. All records will be kept in a capable and professionally acceptable manner.
- 8.2 The Treasurer will send the accounts of the ESVCE to an independent, authorised accountant for auditing prior to each annual meeting. The accounts and the accountants report will be presented at the AGM.
- 8.3 Any Member may inspect and make copies of the accounting records, files, vouchers and other documents of the ESVCE by giving notice to the Board. The documents will then be made available for the member to examine during the next Board – or Annual General Meeting.

Article 9. Dissolution

- 9.1 Dissolution of the ESVCE requires two thirds of the full members present or voting by proxy at the General Meeting to vote in favour of dissolution. At least three months notice of dissolution of the ESVCE must be given to all Members.
- 9.2 If less than two thirds of the Full Members fail to respond to a written request from the Board to dissolve the ESVCE and if less than two thirds of the Full Members attend the Annual General Meeting or Extraordinary General Meeting, either in person or by proxy, following such a request; the Board after an unanimous vote may dissolve the ESVCE without further notice.
- 9.3 All assets of the ESVCE upon dissolution shall be transferred to another non-profit body with objects similar to those of the ESVCE.