



## **Constitution**

**2015**

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(Amendment approved on June 11, 2015)

## Name, place of establishment, language and registration

### Article 1

1. The name of the Organisation is: European Board of Veterinary Specialisation, herein after also to be referred to as EBVS.
2. The Organisation is listed in the register of associations held by the Dutch Chamber of Commerce. The Executive Committee of the EBVS can decide to locate the Organisation's office elsewhere.
3. The Organisation shall have its registered office in the municipality of Utrecht.
4. The language of the Organisation, including all oral and written exchanges, shall be English (British).

## Duration

### Article 2

1. The Organisation has been set up for an indefinite period.
2. The Organisation's year, for financial and audit purposes, shall run from the start of January to the end of December.

## Mission/Objective/Resources

### Article 3

#### 1. Mission

The Organisation is committed to leading and promoting veterinary specialist professional training and certification in Europe to advance animal health and wellbeing and public health.

#### 2. Objectives

- a. Create and continually develop frameworks for training and qualifications, "professional specialist diplomas", not directly related to the academic system, focussed on services provided by the veterinary profession to the public.

Each veterinary specialist college represents a key discipline that spearheads advances in veterinary medicine and science, through a diverse group of

certified specialists working in different areas of the veterinary profession such as education, practice, government, research and industry.

- b. Work with other veterinary organisations to ensure national and EU recognition of the need for specialist knowledge and expertise, as part of the range of veterinary professional services available to and protecting the public.
- c. Grant permission to use the title “European Veterinary Specialist in (name of the speciality)” to veterinary specialists who comply with the EBVS’ guidelines.
- d. Maintain a register of specialists recognised by the EBVS.
- e. Provide information on veterinary specialisation in Europe to government bodies, private organisations, veterinarians and animal owners.
- f. Employ all resources, which may contribute to the realisation of the organisation’s objectives.

### 3. Resources

- a. The EBVS is a non-profit organisation and does not pursue any commercial interests.
- b. Financial resources may only be committed in accordance with the Articles of Association and accompanying rules.
- c. No member of the Board or the Executive Committee shall receive any payment from the organisation’s funds, with the exception of expenses payments.
- d. The EBVS may enlist the services of a chief executive officer (CEO) and a secretariat who will be responsible for implementation and communication of the EBVS-approved mission, strategic goals and objectives, as well as the operational management for the Executive Committee and support of the Board.

## Membership, Observers and Elections

### Article 4

#### 1. The Board

The Organisation’s Board consists of the Executive Committee, members and observers. The members are organisations of veterinary specialists recognised by the EBVS (“Colleges”). Each of these organisations is entitled to delegate one representative and one deputy representative to the Board. The College which supplies the President is entitled to send a second deputy representative.

2. The representatives and deputy representatives referred to in Paragraph 1 are chosen by the College that they represent. The term of office commences at the first Annual General Meeting of the Board following their selection.
3. The members are obliged to pay EBVS an annual fee set by the Board.
4. The Executive Committee can invite organisations to function as observers. Each organisation recognised as an observer by the Board is invited to send one representative to attend the Annual General Meeting of the Board.
5. Representatives of the observers are chosen by the organisation they represent. The term of office commences at the first Annual General Meeting of the Board following their selection.
6. New member Colleges and observer Organisations are proposed by the Executive Committee. This proposal is voted on by the Annual General Meeting. Membership requires a simple (absolute) majority of the total number of the Board members. The membership or capacity of an observer is terminated if the EBVS's recognition of the organisation in question is withdrawn or if the organisation in question is dissolved. Withdrawal of recognition takes place by means of a proposal of the Executive Committee. The chairperson and secretary of the organisation for which withdrawal of recognition has been proposed shall be notified of this no later than thirty days before the meeting at which this withdrawal is to be discussed, not including the date of notification and the date of the meeting. The proposal to withdraw the recognition will be voted on at the Annual General Meeting. Withdrawal of recognition requires a simple (absolute) majority of the total number of the Board members.

## Executive Committee

### Article 5

1. The Executive Committee of the EBVS consists of the President, Senior Vice-President, Vice-President, Secretary and Treasurer. The Board elects the Executive Committee from representatives of fully recognised Colleges. Each member of the Executive Committee must be re-elected annually.
2. The President chairs the meetings of the Board and the Executive Committee, maintains order, chairs debates, announces the results of elections and fulfils every obligation legally attached to the office of President. The President has no voting rights at the Annual General Meeting. A candidate for President should have been a member of the Executive Committee for at least two years.
3. The Senior Vice-President is usually the immediate Past President.

4. The Vice-President fulfils the President's duties in his or her absence or incapacity.
5. The Secretary oversees all correspondence of the Board and the Executive Committee, oversees the notification to new members of the Board and the Executive Committee of their election and oversees the minutes of all meetings of the Board and the Executive Committee. These minutes are signed by the president and the secretary. They remain the property of the EBVS and shall be accessible at any time and place, within reason.
6. The Treasurer manages the financial resources of the EBVS and keeps full and meticulous accounts, which contain an overview of all financial receipts and expenditure. The accounts are the property of the EBVS and are available for inspection by authorised bodies at any reasonable time and place. The Treasurer oversees collection of contributions and membership fees when these are due, and oversees the notification to any members who remain in default. Additionally, the Treasurer presents a written financial report on the accounts of the previous year and a proposed budget for the next year, during the Annual General Meeting for the Board's approval.
7. The Executive Committee may co-opt additional members on a year-by-year basis. These co-opted members do not have voting rights.

## Meetings

### Article 6

1. The Board meets at least once a year. The Annual General Meeting is held in the spring, no later than six months after the end of the organisation's year.
2. The Executive Committee can call an Extraordinary General Meeting at any time.
  - a. The Executive Committee must call an Extraordinary General Meeting if it receives a written request to do so from at least ten percent (10 %) of the Board members. This request must state the reason for calling an Extraordinary General Meeting. The meeting in question must be held within six weeks of receipt of the request. If a meeting date has not been set within fourteen days of the request being submitted, the members are entitled to call the meeting themselves.
  - b. Convocation is made in writing or electronically to the Board members within 4 weeks, not including the days of convocation and meeting.
3. All travel and accommodation expenses incurred by Board members and observers attending the Annual General Meeting and the Extraordinary General

Meeting shall be paid for by the Organisation (College or Observer) that they represent.

#### Quorum and voting rights

##### Article 7

1. The quorum, which is the minimum number of members necessary to conduct the business of the organisation, is composed of two-thirds of the representatives of the Colleges. If a quorum is not present, the meeting can proceed but no official decisions can be made.
2. Each College has one vote. If a College representative is absent or unable to vote, his/her voting rights pass to the College deputy representative. Votes can be yes or no. Colleges that abstain are considered as having no opinion and are counted as non-voting. Observers do not have any voting rights.
3. At the Annual General Meeting and Extraordinary General Meetings, voting shall take place in person. The Executive Committee decides if the vote is to be taken by a show of hands or in writing.
4. The Executive Committee can hold a postal or electronic ballot at any time outside the Annual General Meeting and Extraordinary General Meetings. The same rules apply to postal ballots as to voting during the Annual General Meeting and Extraordinary General Meetings. A postal ballot is only valid if the necessary number of signed voting slips is received and an electronic ballot is only valid if the necessary number of votes is registered on the secure section of the EBVS website, protected with unique passwords.
5. Amendments to these Articles of Association require a two-thirds majority of the members present. For all other decisions, in as much as these do not belong to the exceptions listed elsewhere, a simple majority is sufficient. Proposals from the members to amend these Articles of Association must be submitted to the Executive Committee before the thirty-first of December of each year for inclusion on the agenda of the next Annual General Meeting. All proposed amendments shall be circulated among the Board members at least thirty days before the Annual General Meeting, along with the Executive Committee's recommendation. The proposals shall be voted on at the Annual General Meeting.
6. Any amendment to the Articles of Association comes into effect only after a notarial deed of the amendment has been drawn up.

#### Policies and Procedures

##### Article 8

1. The Board sets the Policies and Procedures. These may not be in conflict with the law or with these Articles of Association.
2. Any amendment to the Policies and Procedures is subject to the same provisions as those stated in Article 7 Paragraph 5 for amendments to these Articles of Association.

#### Dissolution of the Organisation

##### Article 9

1. Any decision to dissolve the organisation is subject to the same provisions as those stated in Article 7 Paragraph 5 for amendments to these Articles of Association; in the event of dissolution, the Executive Committee is charged with settlement.
2. In the event that the organisation is dissolved or that the organisation loses its status as being not-profit organisation, all assets shall be divided among the Colleges.