



BYLAWS – REGLEMENT INTERIEUR

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PREAMBLE

The aim of these ByLaws is to complete and explain several items of the Constitution of the Society called ESLAV (European Society of Laboratory Animal Veterinarians), hereafter known as the “Society”, as written in article 14 of the Society’s Constitution: “... for the ordinary functioning of the Society”. As it completes and explains with more details items in the various Constitution’s articles, these Bylaws should be read in parallel to the Constitution and the Constitution article numbers are given as reference.

Article 1: Formalities

The President of the Governing Board must conduct all formalities of declaration and publications as requested by the French law of July 1st 1901 and by the French Decree of August 16th 1901, not only at the time of creation of the Society, but also during its entire existence.

If the President is not French, ESLAV should seek assistance by other French Governing Board members, French ESLAV members or a French working group in order to perform these formalities.

In case of any change in Board Composition and/or in Constitution including the headquarter address, the French authority where the Society is declared must be informed by a signed letter.

Article 2: Objectives.

See Constitution

The main objective of the Society, to promote and disseminate expert veterinary knowledge within the field of laboratory animal science and medicine. This can be achieved by any means (e.g Webinars, distant meeting applications) that enables participation.

ESLAV members should be encouraged to offer training to non vets as well.

Article 3: Registered Office

Society Register:

The Society Register shall contain:

- The names of all members of the Governing Board with their addresses and the year of their election. Minutes of Governing Board Meetings and other related reports or Memoranda or other matters of general interest to the members are also included.
- 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/her name, address and all other particulars are correctly entered and updated therein.

The Society Register is kept and updated by the Honorary Secretary and the Honorary Treasurer in an electronic format and secured with digital copies.



Article 4: Life span

See Constitution (articles 4 and 15)

Article 5: Members

The following categories of Members exist in the Society:

- Ordinary Members:

Persons who hold appropriate qualifications in veterinary science / medicine and show interest in Laboratory Animal Science and Medicine.

- Honorary Members:

Honorary Membership is awarded by the Governing Board following an official recommendation of the President. Proposals, together with a supportive statement must be received by the Secretary or Secretariat at least one month in advance of the AGM and be presented to the AGM.

Honorary Members are exempt from the membership fee. Award of Honorary Membership should be a unique event, and only be given to any person working or having worked in the field of Laboratory Animal Science and Medicine and who has furthered the interests and aims of the Society in an exceptional manner. No more than two Honorary memberships may be awarded at each AGM.

- Student Members:

Student membership is granted to undergraduate students who are in the process of acquiring a degree in veterinary science and who satisfy the Governing Board with their suitability. These Members shall be entitled to pay a reduced subscription fee and receive any other benefit as may be formulated by the Governing Board in accordance with the Bylaws, but will not be given the right to vote in the conduct of affairs of the Society. Student members must confirm their student status to the Secretary yearly.

Responsibility of Members

No Member of the Society shall be personally responsible for the commitments made by the Society. The assets of the Society will be solely held liable.

The Society may contract, if wished, liability insurance.

Members are responsible for keeping the Secretary informed about any change in their contact details. In case that members fail to update their personal details and the Secretary is not able to successfully contact them, their membership will be automatically terminated. Membership will be reactivated if new contact details are received by Honorary Secretary.



Article 6: Subscription and Cancellation

Conditions for membership approval

Membership of the Society shall be open to all veterinarians regardless of nationality. Membership is granted by the Governing Board.

Candidates applying for new membership to the Society shall make their applications to the Secretary of the Society who will submit them to the Governing Board.

Each application should be supported by two Ordinary Members of the Society and will be considered by the Governing Board, which in all cases should have absolute discretion in deciding whether the candidate shall be admitted to Membership or not.

In case the application is not supported by 2 members, a detailed CV and documents verifying completion of veterinary training and employment should be brought to the consideration of the Governing Board.

On approval, each Ordinary, Student and Honorary Member shall so be informed, and his/her name shall be entered on the register. They shall also be supplied with the Constitution and the Bylaws. These regulations will be made available to all Members of the Society by the Secretary upon approval of membership directly or making them available on the members section of the ESLAV webpage.

Resignation

Any Member may withdraw at any time from the Society by giving notice in writing to the Secretary

Article 7: Fee

Each Ordinary or Student Members shall pay an annual subscription, Student Members are entitled to a reduced fee. Honorary Members are not entitled to a fee.

The subscription shall be payable in advance, and shall become due each year by March 31st.

Non-payment at this time will result in one reminder by the Treasurer with payment due by June 30th of the same year. Non-payment by June 30th will result in a second reminder by the Treasurer and a raise of the subscription fee.

Non-payment and/or no response to the second reminder by the Treasurer will result in the termination of the membership by the Governing Board within 3 months. This member will also lose all ESLAV privileges

In case of membership cancelled due to non-payment, the Governing Board will only consider new subscription.

Article 8: Resources

Proper records of accounts of all sums of money received and expended by the Society shall be kept.

The Governing Board might ask Members to perform an audit of the accounts of the Society on a regular basis.



Article 9: Governing Board

The business of the Society shall be managed in accordance with these Bylaws by the Governing Board, which shall have sole control in all matters relating to the management and organisation of the Society.

Governing Board Role:

The Governing Board shall have the power to establish, determine the powers and mode of conduct of business of the Society, regulate and dissolve Committees, Scientific Sections, and its Representatives to other bodies.

Election of the Governing Board

Voting members of the Society shall be eligible for election as Members of the Governing Board.

Available positions on the Governing Board shall be posted 2 (two) months prior to the AGM on the website of the Society and the information shall also be distributed to all members. Every candidate for membership to the Governing Board shall be proposed in writing by at least two Members of the Society. Every nomination, together with the candidates' consent to stand for election, shall be sent to the Secretary of the Society so as to reach him no less than 4 weeks before the AGM.

Every Ordinary Member of the Society present at the meeting shall be entitled to give one vote in favour of each or any number of candidates not exceeding the number of Members to be elected to the Governing Board.

The candidates who receive the highest number of votes shall be deemed elected.

Vacancies:

In case of unexpected vacancies (death, resignation, exclusion), the Governing Board shall be entitled to appoint an Ordinary Member of the Society as a Board Member to fill a vacancy, howsoever caused. The person so appointed shall hold office until the Annual General Meeting (AGM) next after his/her appointment. He/She shall then retire, but shall be eligible for election as provided by the Bylaws, his/her period of service being understood to commence upon that election.

Exclusion:

A Governing Board Member is excluded if he/she does not attend at least 50% of the Governing Board meetings within a year. In the event of any motion being brought forward for the censure or removal of any Governing Board Member of the Society, the vote shall be taken by ballot among the Governing Board members.

Ad hoc Committees:

In the case that ad hoc Committees would be appointed, a time shall be fixed by the Governing Board within which the business entrusted to the Committees shall be finished and reported to the Governing Board. When a Committee has made its final



report to the Governing Board, it is automatically discharged, unless the Governing Board shall otherwise determine.

Article 10: Governing Board Meetings

The Governing Board Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit either face-to-face or virtually.

When a meeting is convened, the notice shall state the character of the business to be discussed.

Role of Elected Members of the Governing Board and Other Representatives:

Governing Board Members elected by the Society Members at the AGM:

Role and Duties of the President

Following the term as the President Elect, he/she shall automatically become President for a period of two (2) years. He/She has to be confirmed annually at the AGM. After his/her period as the President, he/she will serve as the Past President for one (1) year until a new President Elect is appointed. Thereafter, he/she shall not be eligible for further service on the Governing Board until an interval of at least one (1) year has elapsed.

He/She shall be the Chairperson of the Governing Board and the General Meetings, and in his/her absence the Past or President Elect will deputise. He/She shall be a Member, *ex officio*, of any *ad hoc* Committee of the Society. He/She shall perform usual duties (e.g. represent the Society, distribute tasks amongst members of the Governing Board) of such office. He/ She is able to take any decision on behalf of ESLAV in case of an urgent situation or during a meeting where there is no time limit to discuss the issue with the Governing Board. In this case this decision must be ratified by the Governing Board during its next meeting. In case the Governing Board does not ratify this decision, it has to be withdrawn if possible.



Role and Duties of the President Elect

The President Elect will be selected to assist the President with defined tasks. The President Elect shall succeed to the office of the President should that office be vacated before the end of term. He/She shall be the Chairperson of any meeting and represent ESLAV on behalf of the President. Furthermore, he/she performs all duties of the President in his/her unavailability. The President Elect also serves as an ambassador to ESLAV members to represent board positions when requested.

The President Elect is an ESLAV Governing Board member and is a choice of the Governing Board after a ballot among candidates in the Governing Board itself. If there are no candidates within the Governing Board, the position becomes open to ESLAV members with membership for at least one year. The Governing Board then elects one candidate. The President Elect shall be ratified every two (2) years for one (1) year at the AGM where the mandate of the Past President ends. In the case there is no candidate, the President retains the position until a candidate appears.

Role and Duties of the Past President

At the term of his/her mandate, the President shall become the Immediate Past-President. In the absence of the President, he/she shall be the Chairperson of any meeting. He/she holds this duty for one (1) year. The Past President performs the duties of the President in the absence or disability of the President. In the case there is no President Elect, the Past President retains the position until a candidate appears.

Role and Duties of the Honorary Secretary

The Honorary Secretary shall be elected by the Governing Board, subject to annual re-confirmation at the AGM. He/she may serve multiple terms to ensure continuity of his/her duties and is responsible for ensuring that the society fulfils the requirements of the Constitution and the ByLaws.

The Honorary Secretary is an ESLAV Governing Board member and is a choice of the Governing Board after a ballot among candidates in the Governing Board itself. If there are no candidates within the Governing Board, the position becomes open to ESLAV members with membership for at least one year. The Governing Board then elects one candidate.



The Honorary Secretary shall be responsible for:

- ensuring that the secretariat of the Society is managed according to instructions given by the Governing Board.
- issuing the invitations and agenda of the General meetings, the Governing Board meetings and any Committee meetings in consultation with the President,
- Receiving proposals for agenda items from other Governing Board members.
- Ensuring arrangements for meetings are met (booking the room, arranging for equipment and refreshments, organising facilities for those with special needs, etc).
- Checking that quorum is present for every meeting (AGM, GB or Committee meeting).
- Keeping the Minutes of the Governing Board and General Meetings and circulating the draft minutes to all committee members, making sure that they are approved as soon as possible
- Carrying out other tasks, which in common practice fall within his/her duties, including communicating open positions of the ESLAV Board to the members and managing all electronic communication with the members and other interested parties.
- Being in charge of the correspondence of the Society, such as supplying the Bylaws to elected Members.
- Being in charge of the Society Register (see article 3).
- Serving as an ambassador to ESLAV members to represent board positions when requested.
- Ensuring up-to-date records of committee membership.

Some of these duties can be performed by external staff (named ESLAV Secretary) following a decision of the Governing Board.

Role and Duties of the Honorary Treasurer

The Honorary Treasurer shall be elected by the Governing Board, subject to annual re-confirmation at the AGM. He/she may serve multiple terms to ensure continuity of his/her duties and is responsible for ensuring that the society fulfils the requirements of the Constitution and the ByLaws.

The Honorary Treasurer is an ESLAV Governing Board member and is a choice of the Governing Board after a ballot among candidates in the Governing Board itself. If there are no candidates within the Governing Board, the position becomes



open to ESLAV members with membership for at least one year. The Governing Board then elects one candidate.

The Treasurer shall be responsible for:

- Maintaining an overview of the organisation's financial affairs, ensuring its viability and that proper financial records and procedures are maintained.
- Ensuring that appropriate accounting procedures and controls are in place.
- Ensuring that the accounts of the Society are kept in order and managed according to directives given by the AGM and/or the Governing Board.
- Receiving subscriptions and paying all bills
- Being in charge of financial transactions related to the functioning of the Society, under the direction of the Governing Board.
- Presenting the budgets, accounts and financial statements to the Governing Board and to the Annual General Meeting.
- Liaising with designated staff about financial matters.
- Being able to pay without special order the current ordinary expenses of the Society. Expenses exceeding 1500 (one thousand five hundreds) Euro may not be disbursed unless previously authorised by the President.
- Ensuring compliance with relevant legislation
- Ensuring any recommendations of auditors originating from the ESLAV members are implemented.
- Ensuring that accounts meet the conditions of contractual agreements with external agencies such as sponsors.
- Advising on the financial implications of ESLAV strategic and operational plans.
- Ensuring that there is no conflict between any investment held and the aims and objectives of the society.

Some of these duties can be performed by external staff (named ESLAV Secretary) following a decision of the Governing Board.

Role and Duties of the Webmaster

The webmaster is in charge of:

- maintaining and managing the ESLAV website on the World Wide Web.
- managing communication with IT companies or services for the website (oversee website construction and maintenance)
- ensuring that the ESLAV website is easy to navigate and addresses the needs of ESLAV members and the Governing Board.
- ensuring smooth website function by appropriate licencing, policies (e.g. cookie and personal data usage), domain name ownership, software updates, server subscription etc.



- Maintaining relevant passwords and information up to date
- overseeing management of the content and its update in a timely manner (eg. news, job announcements, events, files).
- coordinating of different users of a website in terms of access rights, and setting up a site's navigation.
- checking legal protection of websites.
- Making sure to have proper privacy policies, terms and disclaimers is essential to protect the website owner and visitors from legal issues that may arise.
- manage social media accounts (e.g. LinkedIn, Twitter)
- assisting members in website access issues
- assist the Governing Board on website-related issues

- Webmaster must overlook and delegate the above, if not undertake them him/herself.

These duties can be performed either by a Governing Board member, an ESLAV member or external staff following a decision of the Governing Board.

Role and Duties of Ordinary Board Members

Ordinary Governing Board Members shall serve for three (3) years, subject to annual confirmation at the AGM and shall subsequently be eligible for no more than one further re-election. After a period of six (6) years, he/she shall not be eligible for re-election as an Ordinary Board Member until an interval of at least one (1) year has elapsed. Without any interval, they shall be eligible for election to an office on the Governing Board.

Invited persons, representatives of Society Members and Others Associations:

These invited guests could participate to any discussion within the Governing Board, but they are not entitled to vote.

Role of other associations' Liaisons on the Governing Board

The members of other scientific associations shall support the perfect harmonisation between the Society and these associations. They shall be



assigned by their Boards and are invited to join all meetings of the Governing Board at their own expenses.

Role of ESLAV National Representatives towards the Governing Board

In each country where the Society has members, a national representative is elected by the country members.

The ESLAV Governing Board shall organise meetings with these ESLAV national Representatives.

Quorum:

The quorum for a meeting of the Governing Board shall be a minimum of three Members. More specifically, at least one member of the ESLAV Executive Committee must be present (President, Past or Elect President, Honorary Secretary, Honorary Treasurer).

Motions and votes during Board meetings:

Unless otherwise provided by these Bylaws questions arising at any meeting shall be decided by a majority vote, and in the case of an equality of votes the Chairman shall have a second or casting vote.

Except where otherwise provided, the votes of Members of the Governing Board shall be taken as the President or Chairman may think fit, but any group of three members present shall have the right to demand a ballot.

Article 11: Payment – Reimbursement

Board Members, as well as ESLAV National Representatives Coordinator and New Emerging Country Coordinator, are entitled to reimbursement of expenses upon presentation thereof. Their functions are voluntary.

Representatives of other organisations (ECLAM Council Liaison and LAVA Council Liaison) shall cover their own expenses, as well as any other invited guest, unless otherwise decided by the Governing Board.

No expense shall be incurred by any Committee unless a sum of money has been voted by the Governing Board for the special purpose of that Committee.

Exception to these rules due to exceptional circumstances are permitted upon approval by the whole Governing Board

Article 12: General Meeting

An Annual General Meeting (AGM) is held once a year following notification issued by the President or the Secretary. Should an AGM not be so held, two (2) ordinary members in good standing of the Society may convene a General Meeting within the



ensuing four (4) months. General Meetings will be held in various parts of Europe (or in countries around), the venues to be selected by the Governing Board, bearing in mind the wishes of the membership., The AGM can also take place virtually.

Agenda:

The Agenda of the AGM should be circulated to Members not less than one (1) month before the AGM.

Business:

The business of an AGM shall be:

- to receive and consider the accounts, the balance sheet and the reports of the Secretary and Treasurer, and such other reports as the Board shall determine
- to transact any other business which under these Bylaws ought to be transacted at an Annual General meeting: report of activity of the Society, elections of Governing Board Members.

Vote and Decisions:

All Ordinary Members shall be entitled to vote at the General Meetings except that no Member shall be entitled to vote if his/her subscription is 180 (one hundred and eighty) days or more in arrears.

Decisions on the internal functioning of the Society are taken with a simple majority of the votes of Members present.

Quorum:

10 (ten) members present or connected virtually shall be a quorum for a General Meeting, and no business shall be transacted by any General Meeting unless the quorum requisite is present at the commencement of the business.

The President shall be entitled to take the Chair at every General Meeting. If he/she does not make appearance within fifteen minutes after the time appointed for holding such meeting, the President Elect shall take the Chair. If the President Elect is not present, it shall be the Past President who shall take the chair. In the unlikely event that none of the above-mentioned is present, the Members personally present shall choose one member of the Governing Board to take the Chair.

If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting, if convened upon the requisition of ordinary Members shall be dissolved, but if not so convened, it shall stand adjourned to another day. If at such an adjourned meeting a quorum is not present and five ordinary Members who are personally present or connected virtually shall be a quorum and may transact the business for which the meeting was called.

Power to adjourn General Meeting:

The Chairman of a General Meeting may, with the consent of the meeting attendees, adjourn the meeting from time to time and from place to place, but no business shall



be transacted at any Adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Article 13: Extraordinary General Meeting

see Constitution

Article 14: Bylaws ("Règlement")

The Bylaws shall be constructed so as not to conflict with the Constitution. The making, alteration or repeal of a Bylaw shall be carried out in the following manner:

- Any member of the Governing Board desiring to propose a new Bylaw must give notice of motion to the President or Secretary at least two (2) months previous to the Annual General Meeting at which it is to be brought forward, and the terms of the motion shall be placed upon the Agenda for that Meeting and circulated to all Members of the Society.

- If the motion, with or without amendment, is passed by that meeting, the enactment or alteration shall become part of the Bylaws or if repealed, shall be removed from the Bylaws.

Every enactment, alteration or repeal of Bylaws shall be entered, together with the date, by the Secretary in a copy of the printed Bylaws kept for that purpose and shall be initialled by the President and this copy shall be the authoritative copy until the next reprinting of the Bylaws.

Article 16: Exceptional circumstances

The Governing Board is authorised under exceptional circumstances to take decisions regarding the functioning of the Society that differ from the current rules. The whole membership must be informed of these decisions and the related circumstances. These decisions must be approved at the next AGM by the whole membership (at least two-thirds (2/3) majority vote of members present at the AGM).

Done at Copenhagen, on December 1st 2021

Massimiliano Bardotti
ESLAV Honorary Secretary

Katerina Marinou
ESLAV Board Ordinary Member

Peter Glerup,
ESLAV President