

**CONSTITUTION  
of the  
EUROPEAN SOCIETY OF VETERINARY AND COMPARATIVE NUTRITION  
(ESVCN)**

**§ 1. Name, Registered Seat, and Sphere of Activity**

- (1) The name of the Society is the European Society of Veterinary and Comparative Nutrition (ESVCN).
- (2) It is registered in Vienna and its activities cover predominantly Europe

**§ 2. Purpose**

The Society, whose activities are not profit-oriented, is exclusively and directly concerned with research and dissemination of knowledge in the field of veterinary and comparative animal nutrition plus nutrition related disease.

**§ 3. Means used to accomplish the purpose of the society**

(1) Activities:

- The organization of symposia, workshops, seminars and meetings
- the support of lectures and their presenters
- Participation in events in the field of nutritional science for veterinarians and comparative nutrition science
- Dissemination of research results and knowledge obtained from basic research into practical use for veterinary and other educational purposes.
- Publication of newsletters and specialist publications
- Establishment of a website for scientific exchange
- Cooperation with other institutions that are also active in the area of the association's purpose
- Within the scope of its activities, the Society will stimulate and encourage pre- and postgraduate studies as well as collaborative research in veterinary and comparative nutrition.

(2) Entitlement:

- The society is entitled to participate in/engage with commercial companies.
- In order to fulfil the purpose of the association, the society may use external agents in accordance with section 40 (1) of the Federal (Bundes) Tax Code and also act as an external agent if the purpose of the society can be better implemented in this way.
- The society is entitled, in compliance with § 40a of the Federal Tax Code, to transfer funds for specified purposes to other organizations that are eligible to claim tax back on donations (are registered to receive donations), provided that these organizations are also active in the area contained within the purpose of the society.
- The society is also entitled to make funds available for prizes and scholarships in compliance with § 40b of the Federal Tax Code.
  - o The recipients of such scholarships or prizes must therefore be selected by University representatives, although the criteria for selection can be defined and controlled for by the Society

(3) The necessary material Resources shall be raised by:

- a. membership fees
- b. returns from events
- c. contributions, legacies, subsidies, and other donations.
- d. sponsorships

#### **§ 4. Types of Membership**

- (1) The Society members are either Ordinary Members or Honorary Members. Members agree to abide by any rules and regulations of membership as listed on the society website.
- (2) Ordinary membership shall be veterinarians and University graduates, as well as students towards a University Degree, in any academic discipline who are interested in the purpose of the society.
- (3) Honorary membership shall be awarded by the Society's General Meeting to those who achieve special recognition by the Society. These are exempt from membership fees. Nominations should be passed to the Secretary for initial consideration by the Executive board and if approved taken to a vote during the next General Meeting.

#### **§ 5. Admission to the Society**

- (1) Applications for membership shall be via the ESVCN website or in writing or via email to the secretary. Membership in accordance with § 4 shall be confirmed on receipt of the appropriate subscription.
- (2) The membership year will run from Jan 1<sup>st</sup> to Dec 31<sup>st</sup> and members can join at any time of the year, but membership will only continue until the end of that calendar year.

#### **§ 6. Termination of Membership**

- (1) The executive board through the treasurer may cancel membership if a member has defaulted in payment of the membership fees by the 30th June despite two reminders.
- (2) Membership shall terminate upon the Member's death, in the case of legal entities by loss of legal personality, by voluntary resignation, cancellation or exclusion.
- (3) Voluntary resignation involves written notification of cancellation of membership either by letter or e-mail to the Executive Committee and can only be terminated on the 31st December, following at least 2 months' prior notice.
- (4) The General Meeting may resolve to deprive a Member of their membership in the case of a severe violation of their duties as a Member or dishonourable conduct.

#### **§ 7. Rights and Duties of Members**

- (1) All Members shall enjoy the right to vote and be elected at General Meetings.
- (2) All Members may present proposals to the Executive Committee of the Society or to General Meetings.
- (3) All members shall be entitled to attend the annual conference and general events organized by the society.
- (4) All Members shall be entitled to reduced fees at Meetings of the society.
- (5) All Members shall be obliged to promote the interests of the Society to the best of their ability and to refrain from all activities likely to adversely affect the reputation and objectives of the Society. They shall comply with the Society's Constitution and the resolutions passed by the bodies of the Society. Members shall be obliged to pay their membership fees on time and to the amount agreed upon annually by the General Meeting.

## **§ 8. Executive Bodies of the Society**

- (6) The Executive Bodies of the Society shall be the General Meeting (§§ 9 and 10), the Executive Committee (§§ 11-13), the Auditors (§14) and the Court of Arbitration (§ 15).

## **§ 9. The General Meeting**

- (1) At least one General Meeting per year must take place. The date of the Annual General Meeting shall be determined every year by the Executive Committee.
- (2) An Extraordinary General Meeting may be convened in accordance with the resolution of the Executive Committee or of the Annual General Meeting, upon written request (letter or e-mail) of at least one tenth of the membership stipulating the reasons for such a request or upon request of the Auditors within three months after filing of the request.
- (3) All members must be invited in writing (including e-mail) at least 28 days prior to any ordinary or 14 days to an extraordinary general meeting. The call to a general meeting must be made with an outline agenda. The meeting is convened by the Executive Committee.
- (4) Motions for the General Meeting shall be submitted to the Executive Committee in writing (letter or e-mail) at least 14 days prior to the date of the Meeting.
- (5) All Members shall be entitled to participate in General Meetings. Each Member shall have one vote. A Member may transfer their right to vote to another Member by means of a written (email or letter) authorization received by the secretary within 14 days of the General Meeting or within 7 days of an extraordinary meeting. On decision of the Executive Committee, circulated proposals may be voted upon in writing via letters or e-mail (as specified during circulation). These votes shall be received by the Secretary at least 14 days prior to the General Meeting.
- (6) A quorum for the General Meeting shall be at least 15 % of the Members (or their representatives) (para. 5) on the date of issue of the notice of the Meeting. If a quorum is not present at the time fixed, the Meeting shall start 15 minutes later with the same agenda and shall constitute a quorum irrespective of the number of Members present.
- (7) Elections of the Auditors and resolutions shall normally be adopted in the General Meeting by a simple majority. However, resolutions designed to modify the constitution shall require a qualified majority of two thirds of the valid votes cast including abstentions.
- (8) Election of the Members of the Executive Committee shall be by secret ballot at the General Meeting. The final decision shall be the candidate with the greatest number of votes. If there are more than two nominations and none of the candidates gains a majority of all the votes cast in the first ballot, a second ballot shall take place between the two candidates having gained the greatest number of votes in the first ballot.
- (9) The General Meeting shall be presided over by the President or, in their absence, by the Vice-President. If the Vice-President is absent as well, the Past-President shall preside over the Meeting.

## **§ 10. Business of the General Meeting**

The General Meeting shall have the following duties:

- (1) To present and approve the minutes of the previous General Meeting which should have been circulated to all members at least 21 days prior to the General meeting.
- (2) To receive and approve the annual Report and statement of accounts.
- (3) To approve the budget.
- (4) To appoint and relieve the Members of the Executive Committee and the Auditors.
- (5) To approve the annual membership fees recommended by the executive board.
- (6) To award or terminate honorary membership.
- (7) To exclude members from membership.
- (8) To approve any modifications of the constitution and the voluntary dissolution of the Society.
- (9) To consider and decide any other business.

### **§11. The Executive Committee**

- (1) The Executive committee shall comprise 5 Members: President, Vice-President, Past-President, Secretary and Treasurer.
- (2) Vice-President, Secretary and Treasurer shall be elected by a vote and confirmed by the General Meeting. The Vice-President shall succeed to the President's office after three years. After completion of their three-year term of office, the president shall officiate as past-President for three years. In the case of a Member resigning from the Executive Committee, the Executive Committee may co-opt an alternative Member for the period until the next General Meeting.
- (3) The Executive term of office shall be for an initial three years. The secretary and treasurer can stand for re-election for a further 3 years at the end of each elected term. In any case the Executive committee shall remain in office until a new Executive Committee has been elected.
- (4) The Executive Board may use an hourly paid "external agent" to fulfil its charitable purpose, such as an administrator or executive administrator.
- (5) The Executive Committee shall be convened by the President or, in his/her absence, by the Vice-President, orally or in writing (letter or email).
- (6) The Executive Committee shall constitute a quorum when all its Members have been invited and at least three are present.
- (7) All resolutions shall be taken by a simple majority; the President holding a casting vote in the case of a tie. If required, ballot is permissible by post or email/digital communication.
- (8) The chair shall be held by President, in their absence, by the Vice-President. If the Vice-President is absent as well, the Meeting shall be presided over by the Past-President.
- (9) The office of a Member of the Executive Committee shall terminate upon the Member's death or the completion of their term of office (para. 3) as well as by suspension from office (para. 10) or resignation from office (para.11).
- (10) The General Meeting may at any time suspend from office the entire Executive Committee or any of its Members.
- (11) Any Member of the Executive committee may at any time give notice of their resignation in writing or via email. This notice of resignation shall be addressed to the Executive Committee, or, in the event of the entire Executive Committee resigning, to the General Meeting. Resignation shall become effective only upon election or co-option (para. 2) of a successor at the next

General Meeting or for an interim period prior to this election, if the tasks can be absorbed by another Executive Committee member or the Executive administrator, following approval of the remainder of the Executive Committee.

## **§ 12. Business of the Executive Committee**

The Executive committee shall be in charge of the administration of the affairs of the Society. It shall be assigned all those duties that have not been allocated to another body of the Society by the constitution. Its duties shall include:

- (1) To draw up annual budget as well as annual report and accounts.
- (2) To prepare the General Meeting.
- (3) To convene the Annual General Meeting as well as any Extraordinary General Meetings.
- (4) To inform the Members about the society's business and finances in the General Meetings.
- (5) To administer the finances and property of the Society.

## **§13. Special Duties of Individual Members of the Executive committee**

- (1) The President is the chief executive. They shall represent the Society, in particular in external matters, in its contacts with the authorities and third parties. They shall preside over the General Meeting and the Executive committee. In emergency, the President shall be entitled to give independent directions also in matters within the competence of the General Meeting or the Executive Committee. However, any such directions shall require subsequent approval by the competent body of the Society.
- (2) The Secretary (secretary) has to assist the President in running the society. He / she is responsible for keeping the minutes of the General Assembly and the Executive Board. The Secretary is responsible for the day-to-day management of the society in accordance with the instructions of the Executive Board. He / she is authorized to sign off society transactions.
- (3) The Treasurer shall handle the financial affairs of the Society. They shall receive all money paid to it and use this money to meet all the financial obligations of the Society. Payments exceeding €5000 shall require approval by another Member of the Executive committee. Any amounts of money not immediately required by the Society, shall be invested by the Treasurer with the agreement of the Executive Committee. At each General Meeting the Treasurer shall present an audited report on the income and expenditure of the Society as well as on the balance sheet.
- (4) All written statements and publications of the Society in particular all documents involving any liability for the society shall be signed by the President and the Secretary. If they relate to financial matters, however by both the President and the Treasurer.

## **§ 14. The Auditors**

- (1) Two Members shall be elected by the General Meeting for a term of three years to act as Auditors. Re-election shall be possible.
- (2) The Auditors shall supervise the current business transactions of the Society and audit the statement of accounts. They shall report to the General Meeting on the audit results.
- (3) As for the rest, the provisions of § 11 para. 3, 9, 10 and 11 shall apply analogously to the Auditors.

### **§ 15. The court of Arbitration**

- (1) The Court of Arbitration shall decide in all disputes arising under the constitution of the Society.
- (2) The Court of Arbitration shall comprise five Full Members. It shall be constituted through each party to the dispute, by informing the Executive Committee of two nominated Members to act as Arbiters within 14 days. These shall elect a chairman of the Court of Arbitration by a majority vote. In the case of a tie, one of those nominated shall be elected by lottery.
- (3) The Court of Arbitration shall arbitrate in the presence of all its Members by a simple majority. The Arbiters shall rule to the best of their knowledge and belief. The decisions of the Court of Arbitration shall be final within the Society.

### **§ 16. Dissolution of the Society**

- (1) Voluntary dissolution of the Society may only be determined at a General Meeting with at least half the Members entitled to vote physically present.
- (2) The last Executive Committee shall notify the competent authority of the voluntary dissolution in writing and shall be obliged to publish the voluntary dissolution in an official gazette.
- (3) The remaining assets shall be allocated to the charitable or related purposes specified in the articles of incorporation, at least in accordance with § 34 of the Austrian Federal Tax Code. The remaining assets cannot be distributed to members of the Society, unless the amount due to the member does not exceed the nominal amount of a capital contribution made by that member. This applies both in the event of voluntary or official triggering of dissolution of the society or loss or 'need' for the society.