

ALTERATION OF THE ARTICLES OF ASSOCIATION@

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Name, Base and Duration

Article 1

1. The foundation is called: **ECVIM-CA Congress foundation** (called hereafter: “**the foundation**”).
2. The foundation’s registered office is in **Utrecht** (the Netherlands).
3. The foundation has been established for an undetermined period of time.
4. The official language of the foundation is English.

Aim and Means

Article 2

1. The foundation’s objectives are: to organize an annual congress for the benefit of the European College Internal Medicine-Companion Animals’, after this to be called “**ECVIM-CA**”. The congress should also involve members of the various European Veterinary Societies Interested in joining the congress. These societies will pay a fee to participate in the Congress.
The congress is also open for all veterinarians with a special interest in small animal medicine.
2. The foundation aims to achieve its objectives by:
 - a. institution of an ‘Executive Committee’, in order to coordinate the foundation’s activities and to execute its daily business; institution of a ‘Scientific Committee’, which takes care of the scientific programme; institution of a ‘Local Organizing Committee’, which takes care of the local organisation of the congress; and institution of the professional secretariat of the annual congress, for which the foundation will be responsible;
 - b. The chairman of the Executive committee will report regularly to the Board of the College and at least once a year in writing and once a year in person, in respect to the organisation and the financial position of the congress;
 - c. the bringing in and contracting of sponsors, and to provide in this way for a solid financial basis for the congress.

Capital

Article 3

1. The capital of the foundation will consist of:

- a. congress fees,
 - b. sponsor fees,
 - c. subsidies and donations,
 - d. gifts and legacies,
 - e. any other income.
2. Legacies and inheritances will only be accepted under the privilege of the total inheritance description.

Rules

1. The 'Executive committee ("EC") of the foundation consists of the following members:
 - a. Chairman;
 - b. Vice-chair (past president of the ECVIM-CA college or one of the nominees of the board of the ECVIM-CA)
 - c. Treasurer;
 - d. Chairman-elect;
 - e. Past-chairman;
 - f. Two to three members;
 - e. A representative of the congress professional congress office (only advisory)
2. The newsletter Editor will be responsible to edit the Newsletter for the ECVIM-CA and the affiliated Societies. The Newsletter Editor is member of the Scientific Committee.
3. The Scientific Committee ("**SC**") consists of one representative from each society joining the congress (e.g. ESVIM, ESVC, ESVONC, ESVE, ESVCP, ESFM, ESCG, ESCH, ESVNU, VBPS, EVECCS, ESVCN, any other new Society) the chair, treasurer and vice-chair of the EC.
4. Members of the EC (except professional secretary) are elected in a position for a period of three years and can be re-elected in the same position once for the same period of time. After this term it is possible to be re-elected again but only in a different position for another three to six years. The EC chooses from amongst itself a treasurer(with the exception of the very first board, where the members will be appointed as such). The ECVIM-CA Board nominates an ECVIM-CA Executive Committee member (e.g. ECVIM-CA past president) for the position of vice chair. All members of the EC are elected by the annual general assembly ("**AGA**") of the

ECVIM-CA.

5. Members of the SC are appointed by their respective society and are appointed according to that society's rules and regulations. When one or more vacancies in the SC occur, the EC will make a suggestion to the board of the societies for one or more candidates to fill this vacancy within two months after the vacancy (or vacancies) first occurred.
6. If for any reason a member might be absent from the EC, the remaining member(s) will constitute a legally functioning EC, with a minimum of three voting members.
7. This EC has the following tasks:
 - a. Organisation and financial control of the annual ECVIM congress
 - b. Publication of the newsletter
 - c. Maintenance of the Congress Website
 - d. Potentially other tasks as deemed necessary in the future, where these tasks relate to EC.
8. The EC will be assisted by;
 - a. a local organizing committee ("**LOC**") if feasible
 - b. Scientific Committee (SC)
 - c. the Newsletter Editor, who is responsible for producing the newsletter.
9. The LOC will be appointed well in advance by the EC

Meetings and decisions**Article 5**

1. General SC meetings will be held at the place indicated by the letter inviting all SC members to this meeting.
2. These SC meetings will be held on an annual basis, and will be held during the annual ECVIM-CA congress.
3. SC Meetings will also be held when the chair judges this necessary or when one of the other EC members submits a written request clearly stating the issues to be discussed to the chair of the EC. If the chair does not comply with a written request such that a SC meeting cannot be convened within two months after submission of the request, the EC member submitting the request will be entitled to call a SC meeting, provided the necessary formalities are observed.
4. The notice for the SC meeting will –except for what is stated in paragraph 3- be issued by the chair of the EC at least two months before the proposed meeting, not including the days that the notice was issued and the meeting is to be held.

5. The notification letters will state date and place of the meeting, and the issues to be discussed.
6. The chair of the EC will chair the SC meeting; in his absence, the EC will appoint a chairman from amongst themselves.
7. Minutes of what has been discussed during the SC meeting will be taken by the secretary or, if so requested by the chair, by one of the other members present. After approval by the SC, the chairman and secretary of the meeting will sign the minutes.
8. The SC can only take valid decisions during a SC meeting when there is a majority of acting members either present or represented.
A SC member may ask to be represented by proxy by another member of the SC, provided a written proxy has been seen and approved by the chair of the meeting. Each member of the SC may act by proxy for only one other SC member.
9. The SC may also take decisions not during a SC meeting, provided that all members of the SC have been given the opportunity to give their opinion either by letter, fax, telex, telephone or e-mail. The secretary will make an account of decisions thus taken, including the SC members' replies, which will be added to the minutes after it has been co-signed by the chair.
10. Every member of the SC is entitled to one vote.
Decisions of the SC are taken when there is an absolute majority of valid votes.
11. All votes at a SC meeting will be taken verbally, unless the chair judges that a written vote is preferable or when one of the voters requests written voting.
12. Blank votes will be considered void.
13. The chair will have the final decision if voting disputes do not conform to the society's regulations.

Powers and representation of the board

Article 6

1. The EC is responsible for the government of the foundation in pursuing the interest and wishes of the ECVIM-CA.
2. The EC has the authority to conclude negotiations in order to obtain, alienate or engage with registered goods.
3. The EC is not authorised to enter negotiations in which the foundation acts as a surety or fellow debtor, nor when it takes responsibility for a third party or acts as surety for another party's debt.

Article 7

1. The EC shall represent the foundation in judicial and non-judicial matters.
2. The EC can be represented by the chair or the treasurer, together with one of the other EC members.

Termination of SC membership

Article 8

Membership of the SC ends when:

a SC member dies, becomes unable to freely manage his or her finances, resigns by written notice, terminates his or her function in another society linked to the SC, or is dismissed by unanimous decision of the other SC members. Dismissal by other SC members is only possible when other functions in organisations linked to the SC are also terminated. When a function in another organisation linked to the foundation's SC membership ends, SC membership of the foundation will also be terminated.

Financial year and annual report

Article 9

1. The foundation's financial year is the same as the calendar year.
2. The foundation's books will be closed at the end of each financial year. The treasurer will draw up from these a balance sheet and a list of assets and charges for that financial year, and these will be presented to the EC of the foundation within six months after the end of the financial year, accompanied by the audit of a registered accountant or similar administrative consultant.
3. The annual report has to be approved by the board of ECVIM-CA.

Regulations

Article 10

1. The EC has the authority to lay down rules, regulating those topics that have not been worded in these articles.
2. The rules may not be contrary to the law or these articles.
3. The provisions of article 11 paragraph 1 apply to the establishment, change and abolition of the rules.

Alteration of the articles of association, amalgamation and splitting up

Article 11

1. The EC of the foundation has the authority to change these articles of association and to decide to amalgamate or split off. Such decisions have to be taken unanimously in an EC meeting wherein all EC members are present or represented, and when there are no vacancies in the EC.

2. The changes must be achieved and certified by notarial act in order not to be nullified.
3. The members of the EC are obliged to deposit an authenticated copy of the changes at the commercial deed registry office of the Chamber of Commerce of the area in which the foundation is based.

Dissolution and settlement

Article 12

1. The EC is authorised to dissolve the foundation, subject to the provisions of article 11 paragraph 1
2. After it has been dissolved, the foundation will continue to exist as long as needed for the settlement of its accounts and assets.
3. The EC does the settlements.
4. Those responsible for the settlement are responsible for it that the dissolution of the foundation is entered into the register aforementioned in article 11, paragraph 3.
5. The foundation's rules will be in force as far as possible during the period of the settlement; all assets still owned by the foundation will be transferred to the ECVIM-CA.

Internal rules

Article 13

1. The EC of the foundation shall further develop these articles of association, and will establish further rules concerning all other aspects deemed necessary by the EC.
2. Specifically, rules will be established pertaining to the procedures of appointment, composition, working-methods and responsibility of the executive EC, SC, secretariat and other parts of the organisation.
3. The rules need to be approved by the EC.
4. The internal rules may be altered when so decided by the EC with a two third majority, and will take effect only after approval by the EC.

Final regulations

Article 14

In all circumstances not provided for by both law and these articles, the EC decides.