



**European Society of  
Veterinary Oncology**

**COVER SHEET FOR  
CONSTITUTION OF THE EUROPEAN SOCIETY OF VETERINARY ONCOLOGY**  

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**(FOUNDED 24<sup>TH</sup> SEPTEMBER 1992)**

**Adopted 28<sup>th</sup> March 2009 at Annual General Meeting in Visegrád, Hungary.**  
Replacing previous constitution

**Amendments:**

to Byelaw 3, adopted 25<sup>th</sup> March 2011 Annual General Meeting in Glasgow, UK.  
Addition of Byelaw 3.6

to Byelaw 3, adopted 2<sup>nd</sup> March 2012 at Annual General Meeting in Paris, France  
Sections 3.1 to 3.9 replacing previous Byelaw 3 (sections 3.1 to 3.6)

# **CONSTITUTION OF THE EUROPEAN SOCIETY OF VETERINARY ONCOLOGY**

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## **NAME, DOMICILE AND LANGUAGE**

### Article 1

- 1.1 The official name of the organization is "European Society of Veterinary Oncology", abbreviated as ESVONC.
- 1.2 It shall have its domicile in the municipality of Utrecht, The Netherlands.
- 1.3 The official language of the Society shall be English.

## **PURPOSE, AIMS AND OBJECTIVES**

### Article 2

- 2.1 The Society shall be an organisation for recognised specialists in veterinary oncology and other individuals who take interest in research, teaching or the practice of veterinary and comparative oncology.
- 2.2 The Society is a non-profit making organisation and shall not engage in commercial activities.
- 2.3 The aim of the Society shall be to further scientific progress in veterinary and comparative oncology. It shall endeavour to achieve this aim by several key objectives:
  - (a) to encourage research and other contributions to the knowledge related to pathogenesis, diagnosis, therapy and prevention of animal tumours.
  - (b) to further education in veterinary oncology by:
    - encouraging adequate training in oncology in veterinary institutions.
    - providing educational opportunities for graduate veterinarians to carry on advanced studies in oncology.
    - establishing requirements for post-graduate education in veterinary oncology.
  - (c) to provide a means of exchange of information in veterinary and comparative oncology for the members and other interested parties.

## **ORGANISATION**

### Article 3

- 3.1 The Constitution and Byelaws of the Society will be the governing documents.
- 3.2 The General Meeting shall be the supreme governing body of the Society and is composed of all Full Members of the Society.
- 3.3 The Membership of the Society shall elect an Executive Committee who shall have the responsibility for administering Society affairs.

- 3.4 The Society shall be established for an unlimited period.
- 3.5 The Society year shall run concurrently with the calendar year.

## **MEMBERSHIP**

### Article 4

- 4.1 The Society shall include the following membership categories:
- a) Full Members
  - b) Honorary Members
  - c) Other non-voting member categories as required.
- 4.2 Full members shall be admitted in accordance with the specific byelaws.
- 4.3 Full Members only are permitted to vote.
- 4.4 Full Members shall enjoy privileges as can be set out in a specific byelaw.
- 4.5 Honorary Membership status shall be conferred by the Society on persons who have made exceptional contributions to veterinary and comparative oncology, or to the Society itself.
- 4.6 Honorary Members shall not be required to pay the annual dues, they shall not have a vote nor shall they hold office but they will be entitled to all other rights and privileges enjoyed by Full Members.
- 4.7 Membership of the European Society of Veterinary Oncology may not be abused for commercial gain.

## **EXECUTIVE COMMITTEE**

### Article 5

- 5.1 The Executive Committee in having responsibility for administering Society affairs is answerable to the Membership and shall report to the General Meeting.
- 5.2 The Executive Committee shall be composed of at least five Full Members including the following officers: President, Vice-President, Secretary, Treasurer and Membership Secretary, and at least one Member without portfolio.
- 5.3 Officers and Members of the Executive Committee shall be elected by the Full Membership by a written ballot, the result of which shall be announced at an Annual General Meeting. The process of nomination and election shall be defined by the appropriate byelaw.
- 5.4 Each Member of the Executive Committee shall be elected for a term of 3 years. They shall be eligible for re-election but the President and Vice-President shall serve no more than two terms in their respective offices. However, the Vice-President can be elected to become President and serve another term.

- 5.5 Where possible, one third of the members of the Executive Committee shall resign each year and will be eligible for re-election.
- 5.6 A member of the Executive Committee shall be competent to resign at any time, with due observance of a term of at least three months prior notice, in writing.
- 5.7 If for any reason the President is unable to fulfil the duties of office then the Vice-President shall become acting President until the next Annual General Meeting when they shall be acclaimed President for a full term.
- 5.8 Other interim vacancies which may occur shall be filled by the Executive Committee from members of the Executive Committee until a new officer has been elected.
- 5.9 The General Meeting may suspend or dismiss a member or officer of the Executive Committee should they judge there to be grounds for this. A majority of two-thirds of the valid votes cast shall be required for this decision.

## **POWERS and FUNCTIONS of the EXECUTIVE COMMITTEE**

### Article 6

- 6.1 The Executive Committee shall meet to discuss Society business at least two times each year or when at least three members of the Executive Committee shall require.
- 6.2 All officers jointly as well as the President and Secretary jointly, are authorized to represent the Society legally and in general.
- 6.3 The Executive Committee as well as the President and the Secretary may allow themselves to be represented, as stated in paragraph 2, by written power of attorney, with the understanding that should the Treasurer be granted power of disposition over bank and giro accounts, this shall only extend as far as the precisely defined limits of the authorization.
- 6.4 The Executive Committee is authorized to take decisions both in and out of session. In the latter case, all officers and members of the Executive Committee are required to register their support in writing. A decision is made by a simple majority.
- 6.5 The Executive Committee shall require the certification of the General Meeting for the contraction of loans, as well as for the purchase, alienation, encumbrance, renting or letting of property, and for contracts under the terms of which the Society shall be bound as guarantor or several co-debtor, render financial protection to a third party or bind itself as security for the debts of a third party.
- 6.6 The Executive Committee may invite other Full Members to attend Executive Committee meetings; these members shall then have an advisory vote.
- 6.7 The members of the Executive Committee are entitled to a reimbursement of expenses incurred (travel and overnight accommodation) to attend an Executive Committee Meeting, but shall have the privilege to waive this refund. The Treasurer must approve the travel and accommodation expenses of the individual Executive Committee members prior to confirmation of the travel modality.

- 6.8 Full Members invited to attend an Executive Committee meeting shall be entitled to reimbursement of expenses incurred (travel and overnight accommodation). The Treasurer must approve the travel and accommodation expenses of the invited full members prior to confirmation of the travel modality.

## **DUTIES OF OFFICERS**

### Article 7

7.1 The President shall

- (a) preside at meetings of the Executive Committee and at General Meetings; and
- (b) appoint all committees except the Editorial Committee and the Budget Committee.

7.2 The Vice-President shall:

- (a) become acting President in the event of absence or non-appearance of the president.

7.3 The Secretary shall be responsible for:

- (a) regular and complete minuting of meetings of the Executive Committee and of the General Meeting.
- (b) maintaining the records of the Society.
- (c) performing all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Executive Committee.
- (d) act as Editor of the Newsletter of the European Society of Veterinary Oncology, issued separately or incorporated in the ECVIM-CA Newsletter

7.4 The Treasurer and Membership Secretary shall:

- (a) be responsible for managing the funds and financial administration of the Society.
- (b) be responsible for the publication of a detailed Annual Account of the financial status of the Society, and for such additional financial statements as the Executive Committee may require.
- (c) perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Executive Committee.
- (d) be responsible for the registration of all members
- (e) maintain the full list of the membership.

7.5 Additional duties for the Officers and other Members of the Executive Committee can be defined by specific byelaws.

## **RESIGNATION, CEASATION of MEMBERSHIP and EXPULSION from the SOCIETY**

### Article 8

8.1 Membership expires:

- (a) upon the death of the member;
- (b) upon resignation by the member;
- (c) upon cancellation of membership on the part of the Society; or
- (d) upon expulsion of the member from the Society.

- 8.2 Resignation from the Society by a Member shall be accomplished by notification in writing, which must be in the possession of the Membership Secretary prior to the first of December. The Membership Secretary shall be obliged to acknowledge receipt in writing within ten days. If a cancellation has not taken place within the time limit, then membership shall run until the end of the following Society year, unless the Executive committee shall decide otherwise, or the member cannot reasonably be expected to prolong his membership.
- 8.3 Failure to pay annual membership dues, after two written summons thereto, shall be taken as cancellation of Membership by the Member. The Treasurer shall issue a statement that Membership has lapsed due to non-payment of dues.
- 8.4 If and when membership ends in the course of the Society year, regardless of the reason or cause, the annual dues of the member shall nevertheless be payable in full, unless the Executive Committee shall decide otherwise.
- 8.5 Contrary to the terms of the first sentence of Section 36 sub-section 3 of the Netherlands' Civil Code, a member, by cancellation of membership, cannot evade a resolution pursuant to which monetary obligations of the members are increased, except of course the provisions of paragraph 2 of this Article.

#### Article 9

- 9.1 Expulsion from the Society may be implemented when a Member's actions conflict with the Constitution or its Byelaws, regulations or decisions of the Society, or damages the Society in an unreasonable way.
- 9.2 The Executive Committee shall be authorized to suspend a member until the following General Meeting, should the member repeatedly act contrary to his membership responsibilities, or severely damage the interests of the Society through his actions or behaviour. At the following General Meeting the Executive Committee shall be held accountable for the decision to suspend, and shall make more specific proposals with regard to it.
- 9.3 The Executive Committee shall notify the member concerned of this well-founded recommendation as soon as possible, with a statement of the reason(s) for it. The Member concerned is entitled to submit any well-founded objection to this to the General Meeting within one month of receiving the notification. The member shall be suspended until the following General Meeting.
- 9.4 During the period of a suspension, no rights appertaining to membership may be exercised.
- 9.5 The expulsion shall be enacted by the General Meeting, upon acceptance of a well-founded recommendation of the Executive Committee. The decision of the General Meeting regarding a recommendation for expulsion shall be taken with at least a two-thirds majority of the valid votes cast. The Member concerned shall be notified of this decision without delay.

## **FUNDS of the SOCIETY**

### Article 10

- 10.1 The funds of the Society shall consist of dues of the full members, net profit or loss of the official annual conference of the Society, of incidental receipts by virtue of testamentary disposition, legacies and donations and any other incidental fortuitous assets.
- 10.2 Annual dues for Full Members shall be fixed once a year by the Executive Committee of the Society. The Executive Committee is granted the power to increase the annual membership dues in line with the inflation rate in The Netherlands recorded in the preceding year. A higher increase shall require the approval of the General Meeting. Payment of the annual dues entitles the member to receive the Newsletter and all notices of the Society, and to be listed in the membership directory on the website.
- 10.3 Notice of annual dues shall be mailed by the Treasurer at least thirty days before the end of each calendar year and must be paid before the end of the calendar year.

## **GENERAL MEETINGS**

### Article 11

- 11.1 There shall be an Annual General Meeting and an optional second General Meeting each year.
- 11.2 The Annual General Meeting shall be held together with and at the same location as the annual European Society of Veterinary Oncology Conference.
- 11.3 General Meetings shall be called by the Executive Committee, within a period of not less than sixty (60) days. The membership shall be notified in writing, by electronic or by conventional means. The announcement also shall be placed on the website.
- 11.4 The final Agenda, Resolutions and Proxy Voting Forms for the General Meeting shall be announced to the Membership not less than thirty days before the date of the meeting.
- 11.5 Additional General Meetings shall be held if and when the Executive Committee shall require.
- 11.6 Additional General Meetings shall also be held if and when a number of members representing one tenth of the Full Membership shall apply in writing to the Secretary with a statement of the reason.
- 11.7 After receipt of an application described in sub-article 11.6, the Executive Committee shall be required to convene a General Meeting within a period of sixty days. If and when no response to the application shall be forthcoming within thirty days of its receipt by the Executive Committee, then the applicants shall be authorized to proceed to convening the General Meeting in the same way, as the Executive Committee shall do.

## **FORMAT of GENERAL MEETING**

### Article 12

- 12.1 The business element of the Annual General Meeting and other General Meetings shall be prepared by the Executive Committee, notwithstanding Article 11.7.
- 12.2 The President of the Society, or if absent, the Vice-President, shall be the Chairman of the General Meeting.
- 12.3 If neither President nor Vice-President is present then the General Meeting shall elect a Chairman from those Full Members present.

## **VOTING**

### Article 13

- 13.1 All members have the right to attend the General Meeting.
- 13.2 Full Members have the exclusive right to one equal vote each. They are permitted to allow their vote to be cast by another Full Member, with written power of attorney.
- 13.3 One tenth of the Full Membership or 11 Full Members, which ever is the larger, is required for a General Meeting to be considered quorate.
- 13.4 With the exception of amendment to the Constitution or its Byelaws, or dissolution of the Society, motions require simple majority of votes cast to be carried.
- 13.5 Motions of amendments to the Constitution, or its Byelaws, or dissolution of the Society require two thirds majority of votes cast to be carried.
- 13.6 Draft motions of amendments to the Constitution, or its Byelaws, or dissolution of the Society shall be put to the Full Members not less than 60 days prior to the date of the vote.
- 13.7 At a General Meeting, an amendment to a draft motion can be proposed by a Full Member and if supported by another Full Member, it will then be subject to the vote of those present. If the amendment fails then the original draft motion will be put to the vote of those present.
- 13.8 If a new draft motion is proposed then it shall be carried forward to the next General Meeting.
- 13.9 All ballots pertaining to business shall be decided by an absolute majority of the votes cast, insofar as the Constitution do not state otherwise. Equality of votes shall cause the motion to be deemed to be rejected.
- 13.10 With the exception of election of persons to the Executive Committee, ballots regarding business shall take place orally by a show of hands and declaration of Proxy Votes (unless otherwise specified).
- 13.11 The carrying of motions by acclamation is possible, providing that this takes place following a motion from the Chair.

- 13.12 Election of persons to the Executive Committee requires a written ballot.
- 13.13 Election of persons shall result in the election of that person who achieves a simple majority of the votes cast. If and when no majority is gained, then a second ballot shall be held between the persons who gained the greatest number of votes cast, and that person is elected who achieves a simple majority of the votes cast in the second ballot. If the second ballot results in an equality of votes then the election shall be decided by lot. In this Article votes are understood as being the valid votes cast, such that blank voting papers and voting papers not signed by the member voting shall be regarded as not valid.
- 13.14 A judgement regarding the result of a ballot which has been announced to the meeting from the Chair is decisive. However, if and when the correctness of the judgement is challenged immediately after it has been announced, a new ballot shall take place if and when desired by a majority of the meeting, or if the original ballot did not take place or in writing, if and when desired by one individually present voting member. The legal consequences of the original ballot shall lapse upon a second ballot.
- 13.15 Without prejudice to the terms of Article 13, sub-articles 3 and 4, the Executive Committee may allow electronic and postal ballots on matters to be decided by the General Meeting, with the exception of amendments to the Constitution and the Dissolution of the Society.
- 13.16 If an electronic or a postal ballot takes place, all Full Members shall receive a clear, well-founded draft motion from the Executive Committee with the summons to cast their vote before a specified date, which shall be at least sixty (60) days after the date of dispatch. The same rules shall apply to electronic or postal ballots as to voting during the Annual General Meeting and other General Meetings while the result of the ballot shall be entered by the Secretary in the Minute Book and shall be reported at the next General Meeting.

## **FINANCIAL REPORT**

### Article 14

- 14.1 At each Annual General Meeting, the General Meeting shall appoint a committee of at least two members, (not including members of the Executive Committee), to investigate the accounts of the current financial year. The committee shall report its findings to the next Annual General Meeting. Should the investigation require specialist bookkeeping knowledge, then the committee may enlist the help of an expert. The name of the committee will be the Budget Committee.
- 14.2 The Executive committee shall be obliged to furnish the committee with all the information it shall desire, to give evidence of the funds and assets of the Society at the request of the committee, and to provide access to the books and records of the Society.
- 14.3 The Treasurer shall present a Financial Report at the Annual General Meeting
- 14.4 Approval by the General Meeting of the Annual Report and the accounts shall allow the discharge of the Executive Committee.
- 14.5 When and if certification of the accounts shall be withheld, the General Meeting shall appoint another committee to consist of at least three members, which shall conduct a new

investigation into the accounts. This committee shall have the same powers as the above-mentioned committee. The committee shall report its findings to the General Meeting within one month of its appointment. When and if certification of the accounts shall again be withheld, the General Meeting shall take such measures, as it shall deem to be necessary to the interests of the Society.

## **ANNUAL EUROPEAN SOCIETY of VETERINARY ONCOLOGY CONFERENCE**

### Article 15

15.1 The annual European Society of Veterinary Oncology Congress shall be organized by one or more Full Members of one country nominated by the Executive Committee. A Congress Committee, with representatives from the local organisers and the Executive Committee, shall oversee the organisation of the congress. The Society will be financially responsible for the congress and will benefit as sole corporate body of the net profit and loss of the congress.

## **AMENDMENTS TO THE CONSTITUTION**

### Article 16

- 16.1 Amendments to the Constitution may only take place following a decision of the General Meeting, which has been convened with the notification that it will involve motions of amendment to the Constitution. Notice of at least sixty days is required to summon such a meeting.
- 16.2 The summons must be accompanied by a verbatim statement of the motion of amendment.
- 16.3 Full members may submit amendments to the Constitution, which must be signed by at least three full members. If and when the Motion of amendment receives the certification of the Executive committee, it shall be voted upon at the General Meeting and adopted by a simple majority vote of the members present. The motion of amendment shall be announced to the membership with the recommendation of the Executive Committee. If and when the motion of amendment receives unfavourable recommendation from the Executive committee, a two-thirds majority of the voting members present must approve its adoption.
- 16.4 Amendments to the Constitution moved by the Executive committee may be decided upon by a simple majority of the votes of members present at, or represented at, the General Meeting in accordance with Article 15.1

### Article 17

- 17.1 The amendments to the Constitution shall not come into force until a deed by a civil law notary has been drawn up.
- 17.2 The officers are required to deposit an authentic copy of the amendments and the amended Constitution at the office of the Chamber of Commerce in Utrecht.

## Article 18

- 18.1 The terms of those articles of the Constitution, which limit the authority to amend one or more other terms, shall only be amended in observation of a similar limitation.

## **BYELAWS and THE CONSTITUTION**

### Article 19

- 19.1 The General Meeting, through the Byelaws, may give a more specific interpretation of this Constitution and make more specific Byelaws concerning other subjects, should regulation be considered desirable.
- 19.2 The terms of Byelaws shall not conflict with or deviate from the terms of the Constitution or of the law, unless this deviation is permitted by the Constitution or by law.
- 19.3 Where there appears a discrepancy between the Byelaws and the Constitution, the Constitution shall rule.
- 19.4 Creation or amendment of Byelaws shall follow the same rules as for amendment of the Constitution with the exception that it shall not need a notarised deed nor shall the byelaws be required to be deposited with the Chamber of Commerce in Utrecht.
- 19.5 Amendments to the Byelaws of the Constitution shall come into force following acceptance of the motion.

## **DISSOLUTION AND LIQUIDATION**

### Article 20

- 20.1 Except where stated under the terms of Section 50 of Book 2 of the Netherlands' Civil Code, the Society shall be dissolved by a decision to that effect by the General Meeting, taken with at least a two-thirds majority of the valid votes cast by the members present or represented.
- 20.2 The summons to the meeting meant by sub-article 1 of this Article shall be accompanied by a statement that the meeting shall contain a motion of dissolution of the Society. Notice of at least sixty days is required to summon such a meeting.
- 20.3 Should a motion of dissolution be carried, no liquidators having been designated in that connection, then the liquidation shall take place through the Executive Committee.
- 20.4 In the case of a remaining credit balance, this shall be allotted by the General Meeting in furtherance of those aims as are in greatest accordance with the aims of the Society.
- 20.5 After dissolution the Society shall continue to exist for as long as is necessary for liquidation to be accomplished. The terms of the Constitution shall remain in force, in so far as is possible, during the period of liquidation. The words "in liquidation" shall be affixed to the name of the Society in announcements and outgoing mail.

## **BYELAWS**

### **1. Full Membership criteria and application**

#### Byelaws applicable to Article 4.2

- 1.1 Full Membership shall be conferred on those applicants with an interest in veterinary oncology who possess an academic degree or equivalent, and have worked actively in cancer research or clinical practice for at least one year.
- 1.2 Application for membership shall be made on the official application form provided by the Membership Secretary.
- 1.3 Completed applications, accompanied by a short curriculum vitae, shall be considered by the Executive Committee and be submitted for ratification by the next General Meeting.
- 1.4 The General Meeting shall rule on the admittance of Full Members by voting. The list with proposed new members to be ratified by the General Meeting, shall be sent out to the membership by e-mail, no longer than thirty (30) days before the next General Meeting.
- 1.5 Any objection to the admittance of a new member shall be made by any Members in writing to the office of the Secretary until two weeks before the General Meeting in which ratification of this new member shall take place, giving reasons for the objection.
- 1.6 Such objections shall be sent to the applicant who may submit a statement of appeal.
- 1.7 The General Meeting shall rule on these objections, and also on any appeal regarding no admittance.

### **2. Honorary Membership**

#### Byelaws applicable to Article 4.5

- 2.1 Nomination for Honorary Member status necessitates proposal by two members of the Society.
- 2.2 The proposal should be written and forwarded to the Secretary. It must contain such information relating to the activities of the nominee.
- 2.3 The Full Membership shall be eligible and election of an Honorary Member shall be accomplished by at least two-thirds majority of those voting.

### **3. Election of Executive Committee Member**

#### Byelaws applicable to Article 5.3

- 3.1. Election of individuals to the Executive Committee shall be by a written vote (Article 13.12); this shall include electronic and postal means in accordance with Articles 13.15 and 13.16.
- 3.2. Following the resignation of a member of the Executive Committee, the Secretary of the Society will circulate the general membership with a call for prospective candidates. Any such nomination should be supported by (at least) three full members.
- 3.3. The list of nominees, with their proposers, and date of closure of elections shall be made known to the general membership at least sixty days before the election.
- 3.4. Additional candidates may be proposed by full members until thirty days prior to the election. These nominations must be submitted in writing to the Secretary and be supported by at least three full members.

- 3.5. The final list of candidates and proposers shall be made known and a voting period of 28 days shall be declared.
- 3.6. All Full Members shall be eligible to vote.
- 3.7. Votes must be received by midnight of the date of closure of the election period.
- 3.8. The result of the election shall be announced at the Annual General Meeting following the election.
- 3.9. Newly elected Executive Committee Members shall take office from the end of said AGM and shall sit for three years as defined by Article 5.4.

#### **4. Announcement of a General Meeting**

##### Byelaws applicable to Article 11.3

- 4.1 The date and place of a General Meeting shall be announced at least sixty days prior to the proposed date together with a draft Agenda, Resolutions and call for items.
- 4.2 The Final Agenda, and any Appendices, shall be sent to the membership at least thirty days prior to the date of the General Meeting together with a Proxy Voting Card.