



Articles of Association of the European College of Veterinary Pathologists

This document has been approved by the ECVP membership in 2022 (by members present at the AGM on 8 September 2022 in Athens and by votes received by letter until 7 October 2022).

NAME

Article 1

The name of the association is: **European College of Veterinary Pathologists**.
With abbreviated name: ECVP, hereinafter also referred to as: "the College".

Article 2

1. The College has its seat in Utrecht, the Netherlands.
2. The College is established for an indefinite period of time as a non-profit educational association.
3. The language of the College is English.
4. The College is a member of the association with full legal capacity: **European Board of Veterinary Specialisation**, with its registered office in Utrecht, the Netherlands and registered in the Dutch trade register under number 40483272.

OBJECTIVES

Article 3

1. The mission of the College is to accredit, maintain and promote European specialists in veterinary pathology at the highest level.
2. The purpose of the College is:
to promote the teaching, research and practice of veterinary pathology in Europe with the aim of increasing the competence of persons working in this field by:
 - a. establishing guidelines for post-academic education and post-academic training for certified specialists in veterinary pathology;
 - b. examining and certifying veterinarians as specialists in veterinary pathology;
 - c. promoting research and providing other contributions to advance knowledge in all aspects of veterinary pathology, as well as promoting the communication and dissemination of such knowledge;
 - d. developing, supervising and evaluating continuing education programs in the field of veterinary pathology;

- e. promoting a culture that recognizes the importance of ensuring and monitoring the quality of the College's activities.
3. The College shall not seek profit and shall not pursue commercial interests.
4. No member of the Council of the College shall receive any payment from the funds of the College, except for expense.

MEMBERS

Article 4

1. Members are those natural persons, who have been admitted as members by the Council. The College has the following types of members (also called Diplomates):
 - a. Ordinary members (also called: Certified Diplomates);
 - b. Emeritus members (also called: Retired Diplomates);
 - c. Non-Certified members (also called: Non-Certified Diplomates);
 - d. Honorary members.

In the event of non-admission by the Council, the General Assembly (*algemene vergadering*) cannot yet decide on admission.

2. Certified Diplomates are:
 - a. those who are veterinarians, have passed the examination to be conducted by the Examination Committee of the College (as more fully described in Article 16) and meet the requirements set by the College with respect to training, experience and competence in veterinary pathology; or
 - b. veterinary pathologists who have founded the College (also called: Founding Diplomates or Charter Diplomates); or
 - c. veterinary pathologists elected by the Founding Diplomates as de facto founding members (De Facto Diplomates).
3. Retired Diplomates are those who, through retirement, are no longer actively working in veterinary pathology.

The Council may grant members the Retired Diplomate status upon request. Retired Diplomates are exempt from paying dues, but possess all rights and obligations associated with membership with the exception of the possibility of holding administrative positions and to vote.
4. Non-Certified Diplomates shall be those who have been admitted as Certified Diplomates and
 - (i) are not currently practicing as veterinarians and/or
 - (ii) have not paid their membership fees for the relevant period and/or
 - (iii) have not met their continuing education obligations or other obligations set by the Council for the relevant period.

Each year the Council shall determine, on the basis of the obligations referred to in the previous sentence, whether a Diplomate has fulfilled the obligations set by the Council. The status of a Non-Certified Diplomate may be revoked if the Diplomate meets the obligations to regain Certified Diplomate status or if the Diplomate wishes to retire. The determination of the status of Non-Certified Diplomate by the Council shall be valid for the entire year and shall not be immediately revoked if during that year the Diplomate fulfills the obligations referred to in the first sentence.

5. Honorary members are those who have contributed in an extraordinary way to the advancement of veterinary pathology.

Election of an Honorary member is effected by a majority vote of the Council, ratified by a majority vote of the College during the General Meeting (*algemene vergadering*). Honorary members possess all the rights and obligations of members with the exception of the right to vote and the possibility of holding administrative positions; they are exempt from paying dues. Honorary membership does not confer the right to work as a veterinary pathology specialist.
6. All Certified Diplomates shall each have one vote at the General Meeting of the College and shall be members in the sense of the law.

Honorary members, Non-Certified Diplomates and Retired Diplomates shall not have the right to vote and shall only have such rights as are conferred upon them by law.

7. The Council shall keep a register, which shall contain the names and addresses of all Diplomates. Diplomates are required to notify the Council promptly of any changes of address both to their address and to their electronic address.
8. The By-laws may specify the various qualifications for each type of member.

COUNCIL

Article 5

1. The Council of the College shall consist of at least nine (9) natural persons, including: the President, the Vice President, the Past President, the Secretary, the Treasurer, the Chairperson of the Examination Committee and three (3) ordinary Council members.
The number of Council members shall be determined by the General Assembly.
2. The President, Vice President, Secretary, Treasurer and Ordinary Council members shall be appointed by the General Assembly from the Certified Diplomates and/or the Founding Diplomates by a majority of votes cast by the voting Diplomates.
3. The Chairperson of the Examination Committee can only be the Chairperson of the Examination Committee, which has to be appointed in accordance with the provisions of Article 16 of these Articles of Association.
4. The Council shall appoint a Nominating Committee of three (3) Diplomates who are not members of the Council. Nominations for all vacancies on the Council shall be made by the Nominating Committee or to the Nominating Committee by Diplomates. The Nominating Committee shall prepare a written or electronic ballot containing the names of all candidates. If no candidate receives a majority of the votes cast, a second written or electronic ballot shall be taken between the two (2) candidates receiving the most votes. In the event of an interim vacancy, the Council may, at its discretion, initiate nomination and election procedures to fill the resulting vacancy for the unexpired term.

DURATION, END OF COUNCIL MEMBERSHIP, SUSPENSION

Article 6

1. Management terms shall be as follows:
 - a. the appointment of the President and Vice President shall be for two (2) years, on the understanding that as long as the vacancy of the retiring President or Vice President has not been filled, the sitting President shall remain in office until the succession has been filled.
 - b. The appointment of the Secretary and Treasurer shall be for five (5) years. Upon expiration of the time, the Secretary and Treasurer shall resign.
 - c. The appointment of the ordinary Council members shall be for three (3) years.
For ordinary Council members, an extension of the management term of up to two (2) years is possible. Without extension of the term, ordinary Council members shall resign upon expiry of the three (3)-year term.
2. A Council member may not serve two consecutive terms in the same office unless two (2) years have elapsed since the end of the management term. Individuals may only serve two (2) terms on the Council regardless of position.
3. A Council member shall resign by:
 - a. his or her written resignation;
 - b. the loss of free management of his own assets;
 - c. by the expiry of the time for which he or her has been appointed; or
 - d. the loss of the capacity by virtue of which he was appointed.

ABSENCE OR INABILITY TO ACT OF COUNCIL MEMBERS

Article 7

In the absence or inability to act of a Council member, the remaining Council members shall be charged with the management, while in the absence or inability to act of those Council members, a person designated for that purpose by the General Assembly shall be charged temporarily with the management. This appointed person shall be equated with a Council member as far as acts of management are concerned.

An absence exists if a vacancy has arisen.

A Council member shall be deemed to be absent if he/she has been unable to perform his/her duties for a period of at least twenty (20) consecutive working days, other than by way of leave, or if it can be reasonably foreseen that he/she will be unable or not allowed to perform his/her duties during that period, other than by way of leave. If a weighty interest of the association gives the General Assembly reason to do so, the General Assembly may decide that Council is prevented from acting at an earlier stage.

DUTIES OF THE COUNCIL

Article 8

1. The Council shall be in charge of the management of the College. The Council may as such delegate one or more of its powers, provided that they are clearly defined, to others. The person who exercises these powers acts in the name and under the responsibility of the Council.
2. Legacies may only be accepted under the privilege of inventory of the estate.
3. The Council is not authorized to enter into agreements for the acquisition, alienation and encumbrance of registered property, nor to enter into agreements whereby the organization binds itself as guarantor or joint and several co-debtors, acts for a third party or provides guarantee for a debt of another.

DECISION-MAKING

Article 9

1. The Council shall meet as often as required by the Articles of Association or as desired by the President or another Council member.
2. At a meeting, decisions can only be taken if at least half of the Council members are present or represented. The Council can also take decisions (in writing) outside a meeting, provided that all Council members have expressed their opinion about the proposal concerned in writing, including by means of an electronic data carrier.
3. All management resolutions shall be passed by an absolute majority of votes.
4. A Council member shall not participate in the deliberations and decision-making process if there is a direct or indirect personal interest that conflicts with the interest of the organization and any company or organization affiliated with it. However, the Council will still be authorized to make a decision if there is a conflict of interest with regard to all Council members. The Council will then make the decision with a written record of the considerations on which the decision is based.
5. The Secretary shall draw up a list of the resolutions adopted at each meeting.
6. The opinion of the President expressed at the meeting regarding the outcome of a vote is decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal which was not recorded in writing.
However, if the correctness of this judgement is challenged immediately after it has been pronounced, a new vote shall take place if the majority of the meeting or, if the original vote did

not take place by roll-call or in writing, an attendee with voting rights so requires. With this new vote the legal consequences of the original vote will expire.

REPRESENTATION

Article 10

1. The College is represented by the Council. Furthermore, the Council may be represented by two Council members acting together.
2. The Council may decide to grant a power of attorney to one or more Council members as well as to third parties, to represent the College within the limits of that power of attorney. The Council may also decide to grant a title to authorized persons.
3. The Council shall report the granting of a continuous power of representation to the trade register of the Chamber of Commerce.

GENERAL MEETING

Article 11

1. Annually, no later than six (6) months after the end of the College's year, a General Meeting shall be held.
2. Other General Meetings shall be held as often as the Council deems desirable.
3. Furthermore, at the written request of at least such a number of Diplomates as is authorized to cast one-tenth (1/10) of the votes, the Council shall be obliged to convene a General Meeting at a time no longer than four (4) weeks after submission of the request.
If the request is not complied with within fourteen (14) days, the applicants themselves may proceed to convene the meeting in accordance with Article 12.

METHOD OF CONVENING, ACCESS, ELECTRONIC DECISION MAKING

Article 12

1. Meetings of the College shall be convened by the President, after approval by the Council. The convocation shall be made in writing to the addresses of the Diplomates, according to the register of Diplomates. The period for convening the meeting shall be at least thirty (30) days, not counting the day of the convocation and that of the meeting.
The notice convening the meeting may also be sent to each Diplomat, who agrees to this, by means of a legible and reproducible message sent electronically to the address which he has given to the College for this purpose.
2. The notice convening the meeting shall state the location of the meeting to be held together with the subjects to be discussed at the meeting. If the Council has decided to impose conditions on the use of the electronic means of communication by which to participate in the General Meeting, these will be announced in the notice of the meeting.
3. Admission to the General Meeting shall be granted to all non-suspended Diplomates and Council members of the College.
The General Meeting shall decide on the admission of persons other than those referred to above.
4. The Council may decide that a Diplomat is entitled to participate in the General Meeting in person or by written proxy, by means of an electronic means of communication, to speak at the meeting and to exercise the right to vote. The use of the electronic means of communication shall be at the risk of the person entitled to vote.
5. For the application of paragraph 4, it is required that the person entitled to vote can be identified via the electronic means of communication, can directly take note of the proceedings at the

meeting and can exercise the right to vote. The Council may impose conditions on the use of the electronic means of communication. If the Council decides to impose conditions, these conditions shall be announced in the notice of the meeting.

6. The Council may decide that a person entitled to vote is entitled to cast his vote by electronic means of communication prior to the General Meeting.

Only those who are registered as persons entitled to vote in the Diplomates' register of the College on a date to be specified in the convocation of the General Meeting shall be entitled to vote in this way. Voting in this way is only permitted after the General Meeting has been convened, but never earlier than on the fourteenth day before that of the meeting and never later than on the day before that of the meeting.

The Council shall take care of the registration of these votes and shall communicate them to the President of the General Meeting.

A person entitled to vote who has cast his vote in this way cannot revoke his vote. Nor can he vote again at the General Meeting. If the Diplomat who has cast votes in this way is no longer a Diplomat of the College at the time of the General Meeting, his vote shall not be deemed to have been cast.

VOTING RIGHT, QUORUM DECISION-MAKING

Article 13

1. At meetings, all non-suspended voting members, namely Certified Diplomates, have the right to vote. Each such voting Diplomat can cast one vote.

The Council members, as such, have an advisory vote at the General Meeting.

Votes cast before the General Meeting via an electronic means of communication shall be treated the same as votes cast at the time of the meeting.

2. Resolutions shall be passed by an absolute majority of the valid votes cast, unless otherwise provided in these Articles of Association.

Blank votes shall be considered as not having been cast.

3. Resolutions of the Diplomates may only be passed at a meeting at which at least twenty percent (25%) of the voting Diplomates are present or represented. The quorum shall apply to all meetings of the College.

If at a meeting not at least twenty-five percent (25%) of the voting Diplomates are present or represented, a new meeting may be called within ten (10) weeks. At this meeting, a resolution may be validly passed regardless of the number of Diplomates present or represented.

BY-LAWS

Article 14

1. The Council may adopt and amend one or more By-laws governing matters not or not fully provided for by these Articles of Association.

2. A By-law may not contain any provisions that are contrary to the law or to these Articles of Association.

COMMITTEES

Article 15

1. The Council may establish and dissolve one or more Committees.
2. The Council shall determine the duties and powers of the Committees.
3. The members of the Committees shall be appointed and dismissed by the Council, whether or not from among its members.

EXAMINATION COMMITTEE

Article 16

1. The Council has an Examination Committee. The Examination Committee is responsible for the regulation and execution of examinations, which includes, in any case, the preparation, setting, taking, assessing and evaluating of the examinations conducted.
2. The Examination Committee shall consist of natural persons appointed by the Council. The Council appoints the Chairperson of the Examination Committee, who is also member of the Council, in accordance with Article 5. The Examination Committee appoints specific roles among its members as it deems desirable.
3. In the By-laws, the procedure by which the Examination Committee is appointed and what its tasks, working methods and authorities are, can be further elaborated.

AMENDMENT OF THE ARTICLES OF ASSOCIATION, FUSION, SPLITTING

Article 17

1. No changes may be made to the Articles of Association of the College except by a resolution of the General Assembly, which has been called with the notice that an amendment of the Articles of Association will be proposed there.
2. At least thirty (30) days before the General Meeting, a copy of the proposal in which the proposed amendment is included verbatim, must be available for inspection by the Diplomates in an appropriate place until after the day on which the meeting is held.
3. The resolution to amend the Articles of Association can only be passed by a majority of at least two thirds (2/3) of the validly cast votes.
At least twenty-five percent (25%) of the voting Diplomates must be present at the meeting.
4. If at a meeting at which a proposal to amend the Articles of Association is on the agenda, not at least twenty-five percent (25%) of the Diplomates with voting rights are present or represented, a new meeting will be convened, to be held at least fourteen days later, but no later than thirty (30) days after the first. At this meeting, a decision to amend the Articles of Association may be validly taken by a majority of at least two-thirds (2/3) of the valid votes cast, irrespective of the number of voting Diplomates present or represented.
5. The amendment of the Articles of Association shall not take effect until after a notarial deed has been drawn up. Each Council member is separately authorized to execute the notarial deed.
6. The provisions of this Article apply by analogy to a resolution for merger or division.

DISSOLUTION AND LIQUIDATION

Article 18

1. The College may be dissolved by a resolution of the General Assembly. The provisions of Article 17 shall apply accordingly.
2. After dissolution, the College will continue to exist as far as this is necessary for the liquidation of its assets.
In documents and announcements emanating from it, the following shall be added to its name: in liquidation. The liquidation shall end at the time when the liquidators are no longer aware of any assets.
3. The Council shall be the liquidators of the assets of the College. The provisions concerning the appointment, the suspension, the dismissal and the supervision of the Council will remain applicable to them. The other provisions of the Articles of Association will also remain in force as far as possible during the liquidation.

4. The surplus after liquidation shall be used for educational purposes most in accordance with the purpose of the College, to be determined by the General Assembly.
5. After the liquidation, the books and records of the dissolved College shall remain in the custody of the person appointed for this purpose by the General Assembly for a period of seven (7) years.

FINANCIAL YEAR, CONTRIBUTION, EXAMINATION FEES

Article 19

1. The financial year of the College is equal to the calendar year.
2. The membership fee shall be:
 - a. for Certified Diplomates and Non-Certified Diplomates:
the dues shall be determined, on the recommendation of the Council, by the Diplomates;
 - b. Retired Diplomates and Honorary members shall not be required to pay dues.
3. Dues shall be due on the first (1st) day of January of each year and shall be paid to the Treasurer.
4. The amount of funds for examination and certification of candidates shall be determined by the Council.