

CONSTITUTION

NAME AND DOMICILE

Article 1

The name of this organization is "The European Society for Domestic Animal Reproduction" abbreviated as "ESDAR" and has its domicile in the municipality of Utrecht (The Netherlands).

OBJECTIVES

Article 2

A. The objectives of the society are:

1. To promote research and education in reproduction of animals; with an emphasis on the clinical aspects, applied biotechnology and physiology.
2. To provide an organization for qualified individuals who dedicate a significant part of their professional activities to research, educational or clinical aspects of animal reproduction.
3. To assist in education through collaboration with the European College of Animal Reproduction (ECAR).

B. The society is a "non-profit" organization.

ACTIVITIES

Article 2A

1. The Society organizes on a regular basis scientific meetings and workshops in the area of animal reproduction.
2. Post Academic (Professional and Post Graduate) education shall be provided either by the Society itself or in collaboration with other national and international organizations.

LANGUAGE

Article 2B

The official language of the Society is English. If relevant another language can be used for trainee education.

DURATION

Article 3

The Society has been established for an undetermined period.

MEMBERSHIP

Article 4

1. Individuals with a University degree in veterinary medicine, animal science or related science, who are active in the area of animal reproduction and can demonstrate scientific or practical experience in this area can apply for membership.
2. Postgraduate students in animal reproduction are eligible to apply for student membership.
3. Members who are retired from work qualify for emeritus membership.

Article 5

Membership is personal and thus can not be transferred.

Article 6

Termination of membership by the organisation is done by the board, by a written message to the member, mentioning the reasons for termination.

Termination is possible:

- If the member does not fulfil the statutory demands for membership; or
- If a member – despite written reminder – does not fulfil his obligations for the organisation; or
- When it is not reasonable to ask the organisation to continue membership.

The decision to terminate membership includes a date of ending membership. Contribution of the running year remains to be paid.

1. Cancellation of membership by a member will only be accepted towards the end of the membership year (ie the calendar year). Cancellation shall be done by written notification and at least four weeks before the end of the membership year. Cancellation of membership can be granted immediately if:
 - a. due to exceptional circumstances, continuation of membership can not reasonably be expected.
 - b. notice of cancellation is received within one month after the member has been informed of a decision that limits his rights or increases his duties (except when the change consists of a change in financial rights and membership fees).
 - c. notice of cancellation is received within one month after the member has been informed of a decision to change the constitution of the Society or fusion with another Society.
2. Cancellation by the Society is also only possible at the end of the Society year. Cancellation is executed by the board, in writing and with at least four weeks notice. Cancellation of membership can be done after it has been established that the Society can not be expected on reasonable grounds to prolong the membership. If notification of cancellation was not received within the time allowed, the membership will continue until the end of the following Society year.
3. Expulsion from the membership by the Society can only be executed when a member's actions are in violation of the Society's constitution, rules or decisions of the Society, as is for example the case when a member has failed to pay his annual membership dues in due time despite overdue notice or if the actions of the member have caused or are causing damage to the Society in an unreasonable way. Expulsion of membership is implemented by the board and notification of cancellation is sent to the afflicted member in due time accompanied with a statement of the reason(s) for the board's decision. The expelled member has a right to challenge the board's decision within one month after receiving notification and must submit his grievance to the General Meeting. While the grievance is being considered the membership is suspended. The decision for expulsion by the General Meeting must be carried by two-thirds of the submitted votes.
4. If and when a membership ends in the course of the Society year, the annual membership dues of the member shall nevertheless be payable in full.

A member that is acting in violation of the Society's constitution, rules or decisions or if the actions of the member are causing damage to the Society in an unreasonable way, the member may be suspended by the board for a

period of maximal six months. The suspended member can challenge the board's decision for suspension of membership by submitting a grievance to the General Meeting. During the period that the grievance is in consideration the membership is suspended. The decision for expulsion by the General Meeting must be carried by a two-thirds majority of the submitted votes.

BENEFACTORS

Article 7

Benefactors are those that are allowed as such by the Board. The board is allowed to end such relationship by written notification. Benefactors contribute to the Society a yearly financial contribution for which the minimum amount is to be determined by the General Meeting.

FUND

Article 8

1. The funds of the Society consist of annual dues of members and benefactors, receipts by virtue of testamentary disposition, legacies and donations and other revenues.
2. Each member must pay annual dues, the amount of which is decided upon by the General Meeting.

BOARD OF GOVERNORS

Article 9

1. The board consists of at least six and at most twelve duly elected individuals (living members). The board elects annually amongst themselves a President, Vice-President, Secretary, Treasurer and Programme-Secretary.
2. The board members are members of the Society appointed by the General Meeting. The General Meeting decides on the number of board members.
3. The board members can at any time be suspended or dismissed by the General Meeting after giving its reasons and the decision must be carried by two thirds of the submitted votes.
4. If a suspended member of the board does not renounce to his appointment within three months of his suspension, the suspension ends. The suspended board member has the right to defend himself at the General Meeting and may be assisted in this by a counsellor.
5. Board members are appointed for a 3 year term of office. The maximum consecutive terms are two, after which the board member must vacate the position for a minimum of 1 year, except in the case of treasurer, secretary and program secretary who can be re-elected for more than two consecutive terms.
6. Open seats on the board are filled as soon as possible. An incomplete board remains empowered to conduct the Society's affairs.
7. The editor-in-chief of the associated journal is invited at the board meetings if the board judges that his/her presence is relevant to the issue(s) on the agenda.

Article 10

1. The board is charged with conducting the affairs of the Society. The board may, until cancellation, delegate tasks and authority to an executive committee.
2. The board is, to the extent described in paragraph 3 of this article, empowered to represent the Society when engaging in financial transactions and liabilities.
3. The board must obtain the approval of the General Meeting before engaging in contracts as described in paragraph 2 of this article. Without the approval of the General Meeting, the Society will not assume responsibility for the actions of the board.

Article 11

1. The board represents the Society.
2. The President together with the Secretary or the Treasurer, or the Secretary together with the Treasurer have the right to represent the Society.
3. The board may grant authorization to one member of the board to represent the Society within the limitations of that authorization.

GENERAL MEETINGS

Article 12

The General Meetings are convened during the Annual Conference.

Article 13

1. The general meeting is open to all members, except those whose membership is suspended, and to all individuals that have been invited by the board and/or the General Meeting. A suspended member has a right to attend the General Meeting in which his/her expulsion from the Society is being discussed and is allowed to address the General Meeting on this subject. If judged relevant, the editor-in-chief of the associated journal is invited to participate in the General Meeting.
2. Ordinary members in good standing can vote at the general meeting. Each member has one vote. Members are permitted to grant another member the power to cast their vote, with written power of attorney. One member can cast a vote for at most two other members.
3. A unanimous decision, by all those allowed to vote at the General Meeting, even if they are not assembled at the General Meeting, is equivalent to a decision made by the General Meeting, if made with prior notification of the board.
4. The President determines the voting method at the General Meeting.
5. All decisions, for which no absolute majority is required by law or by these statute, are made by ordinary majority of the casted votes. When no ordinary majority is reached the proposition is dismissed. When no ordinary majority is reached in the election of a person, then the election shall be decided by lot. If during an election of more than two individuals, no candidate obtains an ordinary majority then a second ballot shall be held between the two persons who obtained the greatest number of votes and that person is elected that obtains an ordinary majority of votes cast in the second ballot.

Article 14

1. The President of the Society presides over the General Meeting or, in his/her absence, the Vice-President or the longest serving board member present. If no member of the board is present then the General Meeting will assign a chairperson for the meeting.
2. A declaration by the President that a resolution has been carried or not carried by a particular majority, or lost or not carried by a particular majority, is conclusive. The same holds for the content of an accepted resolution in so far that the resolution was not submitted in writing. If, however, immediately after statement of a resolution by the president the correctness of this statement is challenged, then the resolution is voted on again if this is the wish of a majority of the General Meeting, or, in case the vote was not written when desired by a member that is present. The new vote replaces the previous vote.
3. A record of the General Meeting is kept by the Secretary or by a person designated by the Chair of the General Meeting. The records of the General Meeting are approved at the same or the subsequent General Meeting and as testimony of approval signed by the President and the Secretary of the Society.

Article 15

1. The financial year of the Society is equal to the calendar year. Each year, at least one General Meeting is held and within 13 months of the end of the financial year, unless this period is extended by the General Meeting. At this General Meeting, the board brings its annual report on the current affairs of the Society and the policies adopted by the board. The board also presents the balance of accounts and a summary of expenditures and receipts with appropriate justification for approval by the General Meeting. The annual financial report of the board must be signed by all members of the board and failure of a board member to sign this report must be noted and reasons must be stated.
2. The annual financial report submitted to the General Meeting must either be accompanied by a declaration of accuracy from an accountant as stipulated in Article 2:393 part 1 of the Civil Code (The Netherlands) or an audit committee of at least two members that are not sitting in the board must be appointed annually by the General Meeting to verify the financial statement.
3. The board must transmit the documents as stipulated in paragraph 1 to the committee at least one month prior to the date on which the General Meeting shall convene. The committee must examine the documents it received and report its findings to the General Meeting.
4. The board must provide to the committee all requested information for its investigation, including cash, accounts and administrative records of the Society.
5. If the committee is of the opinion that the assistance of a professional accountant is necessary, the Society is required to provide the financial means to provide expert assistance to the committee.

Article 16

1. In addition of the Annual General Meeting described under Article 15, the board can call for a General Meeting as often as it deems appropriate.
2. The board must call a General Meeting no later than 4 weeks after a written request for a General Meeting has been submitted by a group of members for which the number is at least one tenth of the number of votes that can be cast at the General Meeting. If the request for a General Meeting is not acknowledged by the board within 14 days after its submission, the requesting members have the right to themselves call a General Meeting. In such case, the requesting members have a right to appoint others than the board members to chair the meeting and draft the minutes for the General Meeting.
3. Calling a General Meeting is done by written notification of all voting members at least 7 days before the Meeting. A draft of the agenda is attached to the notification for the General Meeting.
4. If a written call for the General Meeting did not take place, the General Meeting is still empowered to make valid decisions if at least half of the voting members are present and none of the members nor the board objects to the decision.
If the minimum time for a call for General Meeting was not observed, the General Meeting is still empowered to make valid decisions, unless one tenth of the voting members objects. The same rules as described in the first sentence of this paragraph (Art 16-4) apply also on subjects that were not on the agenda.

AMENDMENTS TO THE CONSTITUTION

Article 17

1. Amendments to the constitution can only be added to the constitution by a decision of a General Meeting which has been called with the notification that amendment(s) to the constitution will be proposed.
2. Those who called for a General Meeting at which amendment(s) for the purpose of proposing amendments to the constitution must make available to the members of the Society a written statement that includes the exact wording of the amendment in an appropriate location from at

least five days before the General Meeting until the end of the day on which the General Meeting takes place.

3. An amendment to the constitution requires a two thirds majority of the casted votes at the General Meeting.
4. The amendment to the constitution is only valid after a notarized statement has been drafted. Each member of the board is empowered to have the amendment notarized.
5. The limitations stated in paragraphs 1 and 2 are not valid if at the General Meeting all voting members are present or represented and the decision to amend the constitution is approved with unanimity.
6. The board must provide to the office of registry of societies of the Kamer van Koophandel en Fabrieken (Chamber of Commerce) an authentic copy of the amendment of the constitution and a complete undivided text of the constitution as it reads after inclusion of the amendment(s).

DISSOLUTION

Article 18

1. The rules described in Article 17 paragraph 1, 2, 3 and 5 equally apply on the decision to dissolve the Society.
2. At the decision to dissolve the Society, the General Meeting will also decide on the destiny of the assets of the Society in accordance with the purpose of the Society.
3. The liquidation of assets will be executed by the Board.
4. After the dissolution, the Society shall remain in existence for as long as needed to liquidate the assets of the Society. During the liquidation the rules of the Constitution remain valid in as far as possible. During this period the words "in liquidatie" must be added to the Society's name.
5. The Society ceases to exist when to the Society or the liquidator there are no known assets remaining. The liquidator(s) must submit a notarized statement to the office described in article 16 paragraph 6.
6. The accounts and papers of the Society must be kept for 20 years after its dissolution by a person assigned by the liquidator(s).

RULES

Article 19

1. The General Meeting can establish or modify one or more regulations on subjects for which the guidelines in the Constitution are not present or incomplete.
2. A regulation can not be in conflict with the law or the Constitution of the Society.
3. The rules described in article 17 paragraph 1, 2 and 5 apply also on decisions to establish or modify regulations.

Original constitution ratified 27 October 1997.

Amendments proposed and unanimously adopted by the Annual business meeting of ESDAR on Saturday September 19, 2015.