

## **CONSTITUTION AND BYLAWS of the World Veterinary Association**

The WVA was founded in 1959 as a continuation of the Permanent Committee for the International Veterinary Congresses, the first of which was held in Hamburg, Germany in 1863. The WVA is an apolitical, secular, inclusive and not-for-profit federation of veterinary organisations worldwide.

### **ARTICLE 1 - NAME AND SEAT**

1.1. The name of the Association shall be the World Veterinary Association (WVA) and shall be referred to in all organisational documents as the "Association" or the "WVA".

1.2. The seat of the WVA is the country and city where the Secretariat is established, being: Avenue de Tervueren 12, 1040 Brussels, Belgium. This place shall be the venue for any court case, as the country's legal system in which the Secretariat is located applies to all activities of the WVA.

### **ARTICLE 2 – OBJECTIVES**

2.1. To unite the veterinary profession throughout the world;

2.2. To protect, promote, and maintain, the status and interest of the veterinary profession worldwide;

2.3. To maximise the veterinary professions contributions to animal health and welfare, public health, environmental protection, animal production, and food safety globally;

2.4. To establish, promote, and maintain high standards for veterinary medical education and professional ethics;

2.5. To encourage and promote the exchange of veterinary knowledge and professional dialogue, including the organisation of World Veterinary Congresses and other scientific and professional veterinary events; and

2.6. To establish and enhance strategic partnerships and relationships with other international veterinary and professional organisations and bodies with interests related to the objectives of the WVA.

### **ARTICLE 3 – MEMBERSHIP**

The membership shall consist of Constituent Members and Observers.

### 3.1. Constituent Members:

The Council may grant WVA Constituent membership status to a veterinary professional organisation, provided that the goals and objectives of the organisation are compatible with those of the WVA.

3.1.1. Members shall be defined as “veterinary professional organisations representing the profession in a country or customs territory, or representing an international regional or discipline-centered organisation within veterinary medicine”. The Constituent Member organisation shall have voting privileges and nomination rights.

\* A Customs territory is the “territory in which the customs law of a state applies in full.”[1]

[1] See International Convention on the simplification and harmonization of Customs procedures [Kyoto Convention] (Kyoto, 18 May 1973), Annex A.1, p. 6. (<http://unstats.un.org/unsd/tradekb/Knowledgebase/Definition-Customs-Territory>)

The following criteria must be fulfilled for any member organisation:

- a. The majority of members must be veterinarians;
- b. The official representative to the WVA must be a veterinarian;
- c. Membership must be open to all veterinarians in the country or customs territory, or to all veterinarians with the requisite expertise and/or qualifications for the discipline or activity represented by the organisation; and,
- d. International organisations representing a specific veterinary activity or discipline must have a clear description of the activity or discipline, and criteria for membership of their organisation.

### 3.2. Observers:

3.2.1. The Council may grant Observer status to other organisations - whether or not they have veterinarians as members, provided that the organisations goals and objectives are compatible with those of the WVA. Observers, including Honorary Members, have no voting or nomination rights; however, they may provide comments about WVA activities and issues.

### 3.3. Applications for Membership

Application packages for membership shall be submitted to the WVA Council. The Council will consider and decide on the membership applications, including allocating members to one of the six WVA geographic regions or a group of International organisations representing a Regional organisation/specific veterinary activity.

3.3.1. Following a favourable decision by Council, Membership shall be deemed effective from the date of payment of membership fee to the WVA.

3.3.2. Membership of the Association shall terminate:

3.3.2.1. By voluntary resignation.

3.3.2.2. If a member fails to pay its membership fee for two years unless a special reason for non-payment is given and the Council agrees with a respite.

3.3.2.3. By failing to abide by the Constitution and By-laws.

The General Assembly may only take a vote of termination in accordance with point 3.3.2.3 after the member under discussion has had the opportunity to state its case.

3.3.3. Ability of Council member to serve full elected term if nominating Association terminates WVA membership.

3.3.3.1. In the case that membership of a Constituent member terminates according to Constitution and By-law article 3.3.2, an elected Councillor/Officer nominated by that association/organisation, shall continue to serve until the end of the term to which they were elected.

## **ARTICLE 4 –GOVERNING BODIES**

The governing bodies of the Association shall be:

4.1. The General Assembly (GA)

4.2. The Council

4.3. The Executive Committee (ExCom)

## **ARTICLE 5 – THE GENERAL ASSEMBLY**

5.1. An official meeting of WVA Constituent Member organisations representatives shall be known as the General Assembly.

5.2. The General Assembly is the highest governing body of the Association, both in terms of legislation and decision making. It shall be composed of registered delegates of Constituent Member organisations in good standing.

5.3. Observers may attend the General Assembly's meetings and may speak about issues but have no voting or nomination rights.

5.4. No decision of the General Assembly shall be made unless the Constituent Members present in the General Assembly represent a quorum of one-third of the total number of votes allocated to the Constituent Members.

5.5. The General Assembly will decide by a simple majority of the allocated votes cast, except for decisions regarding termination of membership for a cause, amendments of the Constitution and Bylaws and dissolution of the Association, which require a two-thirds majority of the allocated votes cast. Proxy voting is not allowed.

5.6. The President-Elect and the Immediate Past -President, do not vote at the General Assembly. The President does not vote, except in cases where a vote is equally divided. In that case, the President shall cast the deciding vote.

5.7. A two-thirds majority vote of the allocated votes cast is required for decisions related to termination of membership (except in cases of voluntary resignation or non-payment of membership dues).

5.8. Constituent Members of the WVA shall elect a President-Elect and their own regional Councillors every two years.

5.9 The General Assembly shall meet at least once annually, preferably in person, at the venue of the World Veterinary Congress. If an in-person meeting is not possible, the General Assembly shall meet using electronic means.

The duties of the General Assembly delegates shall be to:

- a) Consider the progress made towards achieving the strategic goals of the WVA based on a report from the Council;
- b) Consider new goals and activities for the WVA;
- c) Suggest areas for policy development to the Council;
- d) Review and confirm policy statements developed and approved by the Council;
- e) Review and approve the budget and annual financial report from the Council;
- d) Approve the membership fee for the coming year based on the Council recommendation
- e) Amend the Constitution and Bylaws as deemed necessary;
- f) Consider and vote on all matters properly brought before the General Assembly.

Additionally, the General Assembly delegates are encouraged:

- a) To promote the activities of the WVA;
- b) To provide annual updates about their Constituent Member organisations;
- c) To ensure membership dues are promptly paid; and
- d) To encourage organisations to join the WVA.

5.10. Extraordinary meetings of the General Assembly may be held if requested by ten Constituent Member organisations or at the Council's request.

## **ARTICLE 6 – THE COUNCIL**

6.1. The executive body of the WVA shall be the Council, composed of the President, the President-Elect, the Immediate Past-President, and fourteen (14) Councillors. These include twelve (12) Councillors representing the six (6) geographic regions (two per region) plus two (2) Councillors from international organisations (one representing international discipline/activity-centred organisations, and one representing international, regional organisations).

6.2. Councillors shall serve two-year terms, renewable once.

6.3. Each Councillor and Officer shall have one vote. Proxy voting is not permitted.

6.4. No decisions of the Council shall be made unless there is a quorum of at least half of the council members' total number, including Officers and Councillors.

6.5. The Council acts on behalf of the General Assembly between meetings to carry out the WVA Strategic Plan with support from WVA members. The Council shall meet at least once annually in person unless circumstances preclude the opportunity for an in-person meeting. Other meetings may be held as needed either in-person or by electronic means.,.

6.6. Duties of Council shall include to:

- a) Advise the General Assembly on any matters submitted to it;
- b) Make recommendations regarding the General Assembly agenda;
- c) Authorise expenditures or establish procedures for expenditure of funds;
- d) Establish or abolish standing and special committees and determine procedures for appointment of members to such committees;
- e) Receive and discuss committee and regional reports, and approve committee appointments;
- f) Discuss and approve policy and position statements produced by committees;
- g) Develop policies directly or as suggested by the General Assembly;
- h) Chair, participate and contribute to the work of the WVA Committees and Strategic Focus Groups;
- i) Appoint an auditor and review annual WVA financial statements;
- j) Discuss and approve the audited accounts of WVA;
- k) Discuss and recommend a budget and membership fee rates;
- l) Approve memberships for Constituent Members and Observers;
- m) Recommend Honorary Members of the WVA to the General Assembly;
- n) Select award winners; and
- o) Execute resolutions of the General Assembly and report on activities and results at the next General Assembly.

6.7. Councillors shall:

- a) Represent the WVA in their regions;
- b) Promote World Veterinary Congresses in their regions and participate actively in them;
- c) Maintain regular contact with their regional veterinary organisations;
- d) Submit appropriate notices for publication in the WVA communications; and
- e) Provide the Council with a written annual report on their regional activities.

### **Article 7 – EXECUTIVE COMMITTEE (ExCom)**

7.1. The Executive Committee shall consist of the duly elected Officers, the Chairs of the Finance and Policy Committees, and the Executive Secretary.

7.2. The Executive Committee has the authority to act on behalf of the Council between meetings and shall meet at least quarterly, either in-person or by electronic means.

7.3. The Executive Committee may make decisions on behalf of the Council between scheduled meetings. These decisions shall be ratified by Council at the next convened meeting.

7.4. Duties of the Executive Committee shall include:

- a) To prioritise issues for the Council to address;
- b) To provide organisational oversight and direction for the Council on operational aspects such as budget, Secretariat, contracts etc.;
- c) To provide oversight on the implementation of the WVA's policies, projects and agreed activities; and
- d) Monitor and evaluate progress toward the WVA's strategic goals.

### **Article 8 – OFFICERS and COUNCILLORS**

8.1. The Officers of the WVA shall consist of the President, President-Elect, and Immediate Past-President.

8.2. Terms in office:

8.2.1. The President shall serve a two-year term. The President shall assume the role of Immediate Past-President upon expiration of their term.

8.2.2. The President-Elect shall serve a two-year term and then assume the role of President upon expiration of their term.

8.3 Elections:

8.3.1. Elections shall be held every two years. Constituent Members of the WVA shall elect a President-Elect.

8.3.2. Each region shall elect their own regional Councillor, and the international organisations shall elect their own Councillor.

8.3.3. Elections of Officers and Councillors shall be conducted at least 45 days prior to the General Assembly.

8.3.4. Constituent Members in good standing shall vote by secret ballot.

8.3.5. The candidate for each office who receives greater than 50% of the votes shall be declared elected. If none of the candidates receives more than 50% of the votes, there will be a run-off procedure.

8.3.6. Newly elected Officers and Councillors shall take office at the end of the subsequent General Assembly.

#### 8.4. Officers' Duties:

8.4.1. The President is the principal elected officer and shall be the primary spokesperson and officially responsible for the WVA. The President shall preside at all business meetings of the WVA, Council and Executive Committee. The President promotes and represents the interests of the WVA around the world. During their term, the President appoints standing committee chairs, ad hoc committee chairs and members, and liaisons, with approval of the Council.

8.4.2. The President-Elect shall assist the President in executing the decisions of the General Assembly and Council. The President-Elect shall also act as a special ambassador of the WVA at the request of the President. The President-Elect shall assume the President's duties at the expiration of the President's term or upon resignation of the President or any time the President is absent or unable to fulfil their responsibilities.

8.4.3. The immediate Past-President shall provide advice and support to the President and Council, and act as a special ambassador of the WVA at the President's request.

#### 8.5. Replacement of Officers and/or Council members:

8.5.1. Officers must be substituted in the General Assembly if acting as a Constituent Member representative. Officers cannot simultaneously represent a Constituent Member organisation within the General Assembly during their term as a WVA Officer. The organisations from which Officers of the WVA originate must appoint new representatives to the General Assembly while the Officers serve their WVA terms in office.

8.5.2. If the President is unable to act, the President-Elect shall act as President until the President can resume their tasks. If the President cannot resume their tasks, their term in office will be considered as expired at the next meeting of the General Assembly

8.5.3. If the President-Elect is unable to act, the Council shall elect among its members an acting President-Elect until the President-Elect can resume their tasks. If the President-Elect cannot resume their tasks, their term in office will be considered as expired at the next meeting of the General Assembly.

8.5.4 If the Immediate Past President is unable to act, Council shall appoint a replacement from amongst former Presidents or Councillors.

8.5.5 If a Councillor is unable to act, the Councillor shall be substituted by the candidate from the same WVA geographical region or group of members representing a region or discipline with the highest number of votes among the candidates not elected. If such a candidate does not exist, the region or organisation from which the Councillor was elected shall be asked to elect an acting Councillor until the next General Assembly.

8.5.6 If an Officer or Councillor is unable to perform or does not perform their appointed duties for six months without adequate notification of a valid reason, that Officer or Councillor shall be deemed to have resigned their position. The WVA General Assembly may rule by simple majority on whether the circumstances applying to a particular case warrant reappointment of the affected Officer or Councillor.

## **ARTICLE 9 - OFFICIAL LANGUAGE**

The official and working language of the WVA shall be English.

## **ARTICLE 10 – DISSOLUTION**

10.1. A decision to dissolve the WVA shall require the consent of at least two-thirds of the allocated votes cast by the Constituent Members present and voting.

10.2. A decision may only be taken at a General Assembly meeting specially called for this purpose.

10.3. The procedures applied to the dissolution shall be those required by the country's laws in which the Secretariat is situated.

## **ARTICLE 11 - AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

11.1. Amendments to the Constitution and Bylaws shall only be made by the General Assembly at any of its meetings provided the membership is advised at least three months in advance by the Secretariat of those proposed amendments. Amendments to the Constitution and Bylaws shall be proposed by Council or by a petition signed by at least ten percent of the WVA Constituent Members in good standing at least six months prior to the General Assembly, and presented to the Council.



11.2. A proposed amendment presented at a General Assembly shall go into effect immediately if approved by a two-thirds majority of the allocated votes of the Constituent Members present.

11.3. Proposed amendments presented by electronic means will require a two-thirds majority vote of respondents if the vote is taken electronically.

11.4. An opportunity for discussion will take place by electronic means over a 90-day window.

11.5. A summary of the discussions will be distributed to Constituent Members prior to the vote.

## **ARTICLE 12 - FINAL REGULATION**

This Constitution is adopted by the WVA Presidents Assembly on Thursday 19 September 2013 in Prague, Czech Republic, amended by WVA General Assembly on 28<sup>th</sup> April 2021 at the General Assembly webinar virtual meeting and takes precedence over all former ones.