

ARTICLE I: NAME

SECTION 1.

The name of the Association is the **European Association of Porcine Health Management (EAPHM)**.

SECTION 2.

The international non-profit association, hereinafter referred to as “Association” or “EAPHM” is incorporated under the Belgian law as a non-profit educational corporation.

SECTION 3.

The principal office of the Association shall be the office of its Executive Committee. The registered office is located at 1, rue Defacqz, 1000 Brussels. It can be transferred to any other place in Belgium by a simple decision of the Executive Committee. In the month following the date of the decision, the decision will be published in the Annexes of the “Moniteur Belge”.

ARTICLE II: VISION AND MISSION

The vision, mission and objectives of this Association are:

SECTION 1. Vision:

The European Association of Porcine Health Management (EAPHM) is the platform for:

Promoting competitive and sustainable European pig production by creating and further developing common guidelines and legislation for porcine health management in Europe in order to optimise professional standards leading to the highest possible animal health status for improving food safety, public health and animal welfare in pig and pork production.

Improving and standardising undergraduate and post-graduate education and developing continuing professional development in the area of porcine health management in Europe.

Becoming the opinion leader throughout Europe in the field of porcine health management.

SECTION 2. Purpose:

The European Association of Porcine Health Management (EAPHM) is to:

Provide one organisation for all European veterinarians and related professionals involved in porcine health management.

Represent the interests of the European Association of Porcine Health Management (EAPHM) members in legislative and executive bodies of the EU in cooperation with appropriate organisations such as the Federation of Veterinarians of Europe.

Develop standardised post-graduate education and life-long learning for veterinarians specialising in porcine health management in cooperation with appropriate organisations such as the European College of Porcine Health Management (ECPHM).

Organise the Annual European Symposium on Porcine Health Management (ESPHM) in co-operation with the European College of Porcine Health Management (ECPHM).

Organise meetings, workshops, discussion forums, and other appropriate platforms for exchanging knowledge in the area of porcine health management.

Work closely together with associated, national and international, professional organisations.

Promote the relationship between the veterinary profession, swine practitioners, the swine industry and the public.

Promote understanding and goodwill among its members.

Cooperate with veterinary and agricultural organisations and regulatory agencies.

Do everything and anything reasonable and lawfully necessary, proper, suitable, or convenient for the achievement or furtherance of the purposes stated above.

ARTICLE III: MEMBERSHIP

SECTION 1. Membership and rights:

The rights and obligations of the members are governed by the present bylaws.

There will be 5 classes of membership in the Association: Full, Associate, Student, Honorary and Affiliate:

1. **Full members** will be veterinarians who are engaged in, or who have an abiding interest in the field of swine medicine, and they will reside in Europe. Full members will be entitled to all rights and privileges of the Association, among other things: the right to vote.

2. **Associate members** will be veterinarians whose interests are compatible with the EAPHM but who do not reside within a recognized membership region of the EAPHM. They will not have voting rights or hold office.

3. **Undergraduate student members** must be enrolled full-time in a University (School) of Veterinary Medicine. They will not have voting rights or hold office.

4. **Honorary members** will be those persons who have made noteworthy and outstanding contributions to swine medicine. Unanimous approval of the Executive Committee of the EAPHM is required for membership in this category. Honorary members will have the privilege of attending all meetings of the Association but will not be entitled to vote, will not hold office and, in certain circumstances approved unanimously by the Executive Committee, will not be required to pay membership fees.

5. **Affiliate members** will be non-veterinarians, actively working in the swine industry. These members will have made noteworthy and outstanding contributions to the practice of veterinary medicine or research. Their membership is subject to approval by the Executive Committee.

Affiliate members will be required to pay membership fees but they will not have the right to vote or hold office.

SECTION 2.

Prospective members of the European Association of Porcine Health Management (EAPHM) must be appropriately qualified as stated in Section 1 and their application must be approved by the Executive Committee. If required by the Executive Committee, prospective members will be asked to provide evidence of their qualifications for membership. On approval by the Executive Committee and on receipt of all fees due, membership will be granted.

SECTION 3.

Fees for membership of the Association will be evaluated periodically, and at least annually by the Executive Committee as considered necessary at the time.

3a. Any change in fees must be recommended by the Executive Committee and approved at the Annual General Meeting of the European Association of Porcine Health Management (EAPHM) by those members of the Association who possess full voting rights.

SECTION 4.

The status of member ends:

a. by a written resignation addressed to the President, in which case the resignation is effective as of January 1st of the next year;

b. by automatic exclusion in the event a member fails to pay the membership fee due by April 1st of each calendar year;

c. by an exclusion, decided by the Annual General Meeting by a two thirds majority of the votes cast by the members which are present, and after having offered the interested party the possibility to present its defence. The Annual General Meeting must motivate this decision.

SECTION 5. The Fiscal Year of the Association will be the calendar year (January 1st – December 31st).

ARTICLE IV: EXECUTIVE COMMITTEE**SECTION 1.**

The Association will be governed by an Executive Committee.

The Executive Committee has the power to decide in every matter not reserved to the Annual General Meeting or not evoked by it.

The Executive Committee is validly composed if a majority of the members of the Executive Committee is present or represented. Its decisions are taken by majority of the members of the Executive Committee.

Each member of the Executive Committee may be represented at a meeting by another member of the Executive Committee by simple letter or by any other means of written communication. No member of the Executive Committee can represent more than one other member of the Executive Committee.

The MEETING of the *Executive Committee* will be held at least once per year at a time and place to be designated by the president.

- 1 a. The Executive Committee will consist of 5 members: the President, the immediate past President (Senior Vice-President), the President-elect (Junior Vice-President), the Treasurer and the Secretary.
- 1 b. Following election, the Junior Vice-President will after two years in office become the President. The position of President will be held for two years, following which he or she will become the Senior Vice-President for two years and will then retire from the Executive Committee. The years in office will be marked by the Annual General Meeting of the Association.
- 1 c. The offices of Treasurer and Secretary will be held by members of the Association duly elected to the position for a period of three years. The Treasurer and Secretary will be entitled to stand for re-election if they wish to do so for a second term of three years.
- 1 d. At least three of the members of the Executive Committee will be veterinary practitioners and at least one member will be a Diplomate of the ECPHM.
- 1 e. The Executive Committee convenes at least once a year. The Executive Committee holds extraordinary meetings at the initiative of the President or at the request of at least half of the members of the Executive Committee.

The minutes of the meetings of the Executive Committee are kept in a register, held at the registered office, where it is available to the members.

The Executive Committee has the power given to it by the law and these articles.

The Board shall be responsible for the management and administration of the Association.

The Board has the following authorities and obligations:

- a. To oversee the activities between the meetings of the General Assembly;
- b. To appoint subcommittees;
- c. To establish a *physically located and/or geographically distributed secretariat* for the execution of day-to-day operations as mandated in a 3-year strategic plan or annual business plan or to outsource these authorities and obligations to a Member or a third-party under a contractual arrangement;
- d. To ensure that activities reports are distributed to all Members;
- e. To create ad hoc committees for specific tasks or projects if necessary between the meetings of the General Assembly;
- f. To convene the General Assembly;
- g. To approve necessary documents for the General Assembly and to send them to the Members to be received at least 15 days before the meeting:
 - Annual activities report from previous year;
 - Network evaluation and functional capacity assessment;
 - Annual financial account from previous year;
 - Summary of proposals for recognition of new Members and for cessation of recognition;
 - Annual activities plan for coming year;
 - Proposal for changes in network standards and policies;
 - Annual budget proposal for coming year.

All deeds committing the Association, in and outside Court, except special powers of attorney, are signed by two members of the Board of Directors, signing together, or by the President of the Board of Directors; towards third parties, they shall not have to justify their powers.

The Board of Directors can appoint special proxy holders.

For agreements whereby the Association is to issue a guarantee for a third party or to assume liability for the debt of a third party, the Board shall require the approval of the General Assembly, it being understood that it may incur financial liabilities only within its available resources, derived from network subscriptions, contributions, donations or other income.

Members of the Executive Committee are only responsible for the exercise of their mandate without bearing any personal liability regarding the undertakings of the Association.

SECTION 2. NOMINATIONS – EXECUTIVE COMMITTEE

- 2 a. The Executive Committee will be elected for a term of three (3) or six (6) years by full members of the European Association of Porcine Health Management (EAPHM). The Committee will devise a plan whereby not more than forty percent (40 %) of such members of the Committee will retire in any one year. No member may serve for more than two consecutive three-year terms.
- 2 b. Nominations for officers of the Executive Committee may be made by at least two full members of the European Association of Porcine Health Management (EAPHM), one proposer and one seconder, by formal submission to the Executive Committee.
- 2 c. Nominations must be made to the Executive Committee at least three (3) months in advance of an Annual General Meeting and the names of the nominees must be made available to the membership of the European Association of Porcine Health Management (EAPHM) in the notification of the Annual General Meeting.

SECTION 3. ELECTIONS

- 3 a. Elections will be carried out at the Annual General Meeting or they may be carried out by other means such as remote electronic voting.
- 3 b. The officers of the Executive Committee will be full members of the Association.
- 3 c. Nominations for the Executive Committee will be counted by officers appointed by the Executive Committee either prior to or during the Annual General Meeting. The candidate(s) receiving most votes will be declared elected.

SECTION 4. REIMBURSEMENT

- 4 a. All members of the Executive Committee or, when considered appropriate, other members of the Association appointed as necessary by the Executive Committee, will be reimbursed for lost income, travel, accommodation and subsistence expenses arising from the carrying out of all reasonable tasks considered necessary for achieving the stated aims and objectives of the Association.
- 4 b. Compensation for documented lost income will be determined at a rate agreed from time to time by the Executive Committee.
- 4 c. Reasonable travel, accommodation and subsistence expenses will be reimbursed by the Treasurer only on the presentation of appropriate receipts or invoices.

ARTICLE V: COMMITTEE OF REPRESENTATIVES

SECTION 1.

The members of the Committee of Representatives shall be active members of the Association.

SECTION 2. NOMINATIONS

The members of the Committee of Representatives will be elected within their respective European countries by their national organisation for swine medicine or by their national veterinary association.

SECTION 3. Role of the COMMITTEE OF REPRESENTATIVES

The Committee of Representatives will:

- 3 a. Be responsible for communication between the EAPHM and interested parties in their country.
- 3 b. Encourage swine veterinarians and other academics in their countries, whose interests are compatible with the European Association of Porcine Health Management (EAPHM), to become active members of the Association.
- 3 c. Take an active part in the various Sub-committees of the European Association of Porcine Health Management (EAPHM) established by the Executive Committee.

SECTION 4. REIMBURSEMENT

- 4 a. Reimbursement of members of the Committee of Representatives for lost income and other expenses will be the responsibility of their own regional organizations.
- 4 b. The Executive Committee may reimburse certain members of Sub-committees in circumstances considered appropriate at the time.

ARTICLE VI: SUB COMMITTEES

SECTION 1. SUB-COMMITTEES will be set up as appropriate by the Executive Committee and they will serve until the next Annual General Meeting of the Association. Members of Sub-committees may be appointed by either the Sub-committee chairman or the Executive Committee of the Association.

ARTICLE VII: MEETINGS

SECTION 1.

The **ANNUAL GENERAL MEETING** of the Association will be held at a time and place to be designated by the members of the Executive Committee in cooperation with the European College of Porcine Health Management (ECPHM).

The meeting will be notified to the members of the Association at least 15 days prior to the date of the meeting.

EXTRAORDINARY GENERAL MEETINGS may be called by the President upon the recommendation of a majority of the Executive Committee. Such meetings will be announced by mail to the membership not less than fifteen days prior to the stated time of the meeting.

At the meetings, every full member may be represented by another member provided that there is a written power of attorney.

Every member can represent several members by power of attorney.

General Assembly – Competences

The regular convened General Assembly represents all Members. It possesses the powers given to it by the law and these articles. Among others, the following belong to its exclusive competence:

- To review and vote on the 3-year strategic plan;
- To approve the annual activity report and annual activity plan;
- To initiate, draw up and implement plans for fundraising at the regional level to carry out strategic plans and annual working programs;
- To review and vote on the annual budget;
- To approve the annual financial accounts;
- To elect the Board members;
- To terminate Board appointments before the end of the term if there are serious grounds to do so;
- To formulate and revise quality of service guidelines for Members;
- To decide on the formal representation in legal matters, in consultative bodies and in publicity affairs;
- To decide any changes to the statutes of the Association;
- To cease recognition of Members;
- To set (annual) network fees if desired;
- In so far as the Association is not a legally incorporated entity, to appoint an institution to manage its finances for a defined period and confirm any changes thereto.

All and any additional powers not vested by these Articles to any other body of the Association shall rest with the General Assembly.

Unless otherwise decided by the General Assembly, all General Meetings will be held in Europe.

The minutes of the meeting are sent to all members within one month after the Annual General Meeting.

ARTICLE VIII: CONDUCT OF THE MEETINGS

SECTION 1.

Accepted procedures of democratic debate will govern the conduct of meetings of the Association, otherwise Erskine May Parliamentary Procedure will be followed.

Barring special cases, mentioned in the bylaws, the decisions are taken by simple majority of votes of the present or represented full members.

No decisions can be taken on items that are not on the agenda, except when all members are present and agree on it by unanimous vote.

The decisions are entered in a register.

The decisions are notified to all the members.

SECTION 2. A RULE OF PROCEDURE may be suspended at any meeting by a majority vote of those members eligible to vote.

ARTICLE IX: DISSOLUTION**SECTION 1.**

The Association may be DISSOLVED on thirty days notice by a majority vote at an Annual General or Extraordinary General Meeting or by Mail ballot. Such dissolution will become effective ninety days after such a vote is taken, provided all outstanding obligations of the Association have been satisfied.

SECTION 2.

In case of DISSOLUTION of this Association, its assets will be dedicated to the European Association of Porcine Health Management Foundation provided a simple majority of the membership vote in favour of this transaction by mail ballot. Failing such a majority, the assets shall be dedicated to the European College of Porcine Health Management.

ARTICLE X: TO AMEND BYLAWS**SECTION 1.**

- 1 a. The Executive Committee can propose an amendment of the bylaws.
- 1 b. Notification of any amendments must be made to full members of the Association at least one month in advance of an Annual General Meeting and will be approved by a simple majority vote of the members which are present or represented. The modifications to the by-laws shall have no effect until they have been approved by the Royal Decree and until the conditions for publicity, imposed by the law of October 25, 1919, have been met.

For everything that has not been provided by the present bylaws, the stipulations of the law of June 27, 1921 regarding the non-profit associations, the international non-profit associations and the foundations have to be complied with.