

## STATUTES

*(English translation is non-official. Please refer to the French version)*

### **Article 1: Denomination**

1.1 It is hereby established an international non-profit organization named "Vétérinaires Sans Frontières International", abridged as "VSF International" or "VSF-Int".

1.2 All deeds, invoices, announcements, publications and other documents issued by the Association have to mention this name, immediately followed by the words "international non-profit association" or the abbreviation "AISBL" and the address of the headquarters of the Association.

### **Article 2: Object**

2.1 Vétérinaires Sans Frontières International's (VSF-Int) vision is summarised in the slogan: Healthy people, healthy animals, healthy environment.

2.2 VSF International is a network of non-profit associations that operate in the field of animal health, welfare and production and agriculture using a holistic approach, integrating human, animal and environment health and pursues humanitarian, scientific, development (intended as structural development, rehabilitation and relief), educational and advocacy objectives.

The member organizations of the network support people whose livelihoods depend on the health and production of their animals, regardless of their ethnic or religious status.

2.3 VSF International believes that:

- Food sovereignty and food safety and security are basic human rights,
- The healthy and sustainable relationship between humans, animals and their environment is of the utmost importance for the livelihoods and living conditions of all people.
- Food safety and security through veterinary care and knowledge are crucial for improving livelihoods of vulnerable populations.

2.4 The mission of VSF International is to strengthen its members to reach their mission through networking, cooperation on projects, and the sharing of information and experiences in improving the well-being of disadvantaged populations.

2.5 The association has full legal capacity to perform all acts and financial transactions (both of movables or properties) that are directly or indirectly related to its corporate purpose, or which would be likely to facilitate, directly or indirectly, in whole or in part, achieving this purpose.

### **Article 3: Proposed activities**

3.1 The association aims to achieve its mission by:

- a. Strengthening the network based on common philosophy, ethical principles and mutual respect to reach a common goal. VSF-Int encourages Members to coordinate their geographical coverage and to share and pool human resources, as well as to gather and share information in the network regarding results, experiences, approaches and tools in the field.
- b. Raising awareness about the positive role of livestock and small scale integrated farming systems / family farming as a key factor for sustainable livelihood development.
- c. Promoting open source exchange information especially about agro-zootechnical approaches, environmental management, climate change mitigation and adaptation, social well-being and

resilience, disaster preparedness and management, economic equality, gender and social equality, biodiversity and development education.

3.2 Furthermore, VSF-Int commits :

- a. To promote the exchange of experience between members and local partners, and contribute to capacity building using participatory approaches.
- b. To strengthen the capacity of its members to advocate with their partners and stakeholders.

#### **Article 4: Duration**

4.1 The association is established for an indefinite period.

#### **Article 5: Head office**

5.1 The head office is located in Avenue Paul Deschanel 36-38, 1030 Brussels, within the jurisdiction of Brussels Region. It can be transferred anywhere in Belgium, subject to compliance with the relevant legislation, by simple decision of the Board.

5.2 Pursuant to a decision of the General Assembly taken by simple majority, the association may also set up administrative offices, operational offices, branches or agencies, both in Belgium and abroad.

#### **Article 6: Membership**

6.1 The Association is composed by non-profit entities, which are legally constituted under the laws and customs of their country. Only one category of membership is defined: active members.

6.2 A register of members is held at the headquarters of the Association. This register contains the name, legal form and the address of each member.

#### **Article 7: Members' rights and obligations**

7.1 The members of the Association are entitled to all rights accorded to them by the Belgian law, by these statutes and by any internal rule that may be established by the Association. In particular, each member has the right to:

- benefit from the services of the Association,
- request the Board to call a meeting of the General Assembly,
- participate to the General Assembly with voting right,
- obtain information from the Board about the activities of the Association and to check the accounts and financial records;
- file a formal request for expulsion of a member of the Board, if duly justified.

7.2 The members of the Association are subject to the obligations imposed by the Belgian law, by these statutes and by any internal rule that may be established by the association. In particular, each member has the obligation to:

- pay the annual membership fees set by the General Assembly;
- actively participate to the association, and contribute to the tasks assigned by the Board and the General Assembly.

**Article 8: Admission of members**

8.1 To join the Association, any new member must be approved by the General Assembly, which shall decide by unanimity on the admission applications submitted.

8.2 If the admission is approved, the new member signs a letter stating his agreement with the values of the Association and the conditions pointed out in the internal regulation. The new member is thus accepted as part of the Association.

8.3 The detailed admission procedure is pointed out in the internal regulation.

**Article 9: Exclusion of members**

9.1 Membership can end as a result of:

- a. **Resignation.** Members of the association can resign at any time by sending an explanatory letter to the Board.
- b. Its **dissolution** followed by liquidation.
- c. The **expulsion** pronounced by the General Assembly. Any member of the Association may be expelled in the following cases:
  - non-respect of the statutes and the obligations hereby established,
  - non-payment of membership fees after two written reminders,
  - failure to be present, represented or excused at two consecutive General Assemblies,
  - actions or words prejudicial to the interests or the reputation of the Association.

9.2 The expulsion of a member can be pronounced by the General Assembly with a two thirds majority vote. The member concerned need to be previously informed by the Board and invited to produce arguments in its defence either in written form or in presence at the meeting of the General Assembly. Expulsion has immediate effect. The Board can suspend the cited member until the General Assembly takes a decision.

**Article 10: The Board****a. Composition.**

10.1 The Association is managed by a Board composed of at least three individuals elected from the member associations, by simple majority and with secret vote. Each member may be represented by maximum one administrator.

10.2 Board members are appointed for a term of two years.

10.3 The Board is composed at least by:

- A President
- A Vice-president
- A Treasurer

**b. Election of the Board**

10.4 Before the General Assembly, the Board invites members to present their candidates for the vacant positions. Each member can only have one representative to the Board.

10.5 The General Assembly will elect, by simple majority and with secret vote:

- The President

- The Vice President
- The Treasurer
- Other members of the Board

#### **c. President**

10.6 The General Assembly elects, among its members, a President for the duration of two years.

10.7 The President represents the association before third parties. He/she is involved in all its legal actions. He/she can sign on behalf of the association and can delegate this power. He/she presides over the General Assembly and the Board.

10.8 In urgent situations, the President can take all the decisions in the Association's interest, respecting the values of the Association and the mandate given by the General Assembly and the internal regulation. In such cases, he/she will submit the decisions taken to the Board for ratification at the next meeting.

#### **d. Vice-president**

10.9 The General Assembly elects, among its members and for the duration of two years, a vice-president who can act in the name of the association for day-by-day work and operations (*gestion journalière de l'association*), and can replace the President in justified cases.

#### **e. Treasurer**

10.10 The Treasurer is elected by the General Assembly from among the Board members for a duration of two years. The General Assembly may dismiss the Treasurer at any time, subject to a decision taken unanimously and for good reasons.

10.11 The Treasurer is responsible for preparing the balance sheet for the meetings of the GA; ordering payments under authorization of the President; and performing all the tasks related to financial and budget monitoring for the association.

#### **f. End of mandate**

10.12 The duties of Board member come to an end in the event of death, resignation, civil disability, placement under temporary administration, expiry of the mandate or dismissal.

10.13 Board members may resign from their mandate by giving three months' notice.

10.14 Board members may be removed at any time by means of a decision of the General Assembly taken with two-thirds majority of members.

### **Article 11: Powers of the Board**

11.1 The Board executes the decisions of the General Assembly. It decides on actions, convenes the meeting of the General Assembly and, more generally, uses all its powers to manage and administer the Association and ensure the realisation of its objective.

11.2 Only the acts attributed to the General Assembly by the law or the present statutes are excluded from the Board's competence. The Board can manage all contracts and conventions necessary to accomplish the association's objective.

11.3 The association is represented either by the President or by the Vice-president to all relevant matters, including acts co-attended by public officers or judicial officers, as well as any legal

proceeding.

### **Article 12: Meeting of the Board**

12.1 The Board meets at least once a year and whenever the needs of the organization require so, upon request of half of the members. Board meetings are convened by the President, by Vice-president or by two Board members.

12.2 The Board may rule only if the majority of its members are present or represented. Decisions of the Board are taken by a simple majority vote. In case of parity, the President has the deciding vote.

12.3 Each Board member may be represented in the proceedings by granting proxy to another Board member. However, a Board member may not hold more than one proxy.

12.4 Board's decisions are recorded in minutes signed by the President and collected in a special register kept at the headquarters of the Association, and/or an online register accessible to all members at any time.

12.5 The authorizations, notifications and written votes received are annexed to those registers. Copies or extracts of the minutes are signed by two members of the Board or by the President.

### **Article 13: The General Assembly**

13.1 The General Assembly is the sovereign body of the Association. It is composed of all the members.

13.2 Each member shall appoint a delegate to represent the member within the Association VSF-Int, and shall report his/her name in writing to the President. These delegates have the power to make decisions, and to act for and on behalf of the association to which they belong.

### **Article 14: Competence / powers of the GA**

14.1 The General Assembly elects and can dismiss at any time the Board members. It decides on strategy and annual business plan, votes the budget and approves the annual accounts. It decides on the admission of new members and the expulsion of members. It decides the amount of membership fees and the details of their payment.

14.2 The GA can modify the statutes and adopt an internal regulation. It can dissolve the Association, and decide about the allocation of the liquidation surplus.

### **Article 15: Meeting of the General Assembly**

#### **a. Frequency**

15.1 The General Assembly meets with a frequency as defined in the internal regulation. An extraordinary meeting of the GA will be held whenever the interest of the association requires so. Such a meeting may be convened at any time either by the Board or upon request of at least one/fifth of the members of the Association.

#### **b. Convention**

15.2 The Board must convene the General Assembly at least 60 days in advance. The invitation states the day, hour and place of the meeting, as well as the draft agenda.

15.3 The Board can invite anybody to assist at all or part of the assembly as observer or consultant.

**c. Representation**

15.4 Any member may be represented at the meeting of the General Assembly by another member. However, each member may not hold more than one proxy.

**d. Rules of the meeting**

15.5 The meeting of the GA is chaired either by the President, the Vice President or a member of the Board appointed for that purpose.

15.6 Each member has one vote.

15.7 The General Assembly can legislate only if a quorum of at least 2/3 of the members is reached, subject to exceptions foreseen by the law or the present statutes. If the quorum is not reached, a new meeting can be convened with rights to decide without a quorum. Blank and null votes, but not abstentions, are excluded from quorum.

15.8 Decisions are taken:

- by unanimity for admission of new members;
- by a majority of two-thirds when the assembly decides on the expulsion of a member, the amendment of the statutes or the dissolution of the association;
- by simple majority for all other decisions.

**e. Postal voting**

15.9 Members can vote by mail according to the modalities as defined in the internal regulation

**f. Minutes**

15.10 Prior to the meeting of the General Assembly, the Board shall appoint a delegate to write minutes. The minutes of a meeting are approved at the following meeting. The president of that meeting has to sign a copy. Minutes are stored in a register kept at the headquarters of the Association and/or in an online register accessible to all members at any moment.

**Article 16. Business year**

16.1 The business year begins on 1 January of each year and ends on 31 December of the same year.

**Article 17. Annual accounts**

17.1 Each year the Board shall submit for approval of the General Assembly the accounts of the concluded year and a budget for the following business year.

**Article 18. Dissolution**

18.1 The General Assembly may dissolve the Association under the same conditions as for the amendment of the statutes of the Association.

18.2 In the case of dissolution of the Association, the General Assembly will designate one or more liquidators, determine their powers and indicate the destination of any net assets remaining from the association's assets. Members cannot have any claim over the net assets. The net assets remaining after settlement of all debts and charges are transmitted to another non-profit organisation pursuing similar objectives.

**Article 19: Internal regulation**

19.1 The Board presents to the General Assembly an internal regulation with further practical details complementing the rules set up by the present statutes. The internal regulation, as well as any amendments to it, shall be approved by the General Assembly by simple majority of legitimate votes.

**Article 20 : General disposition**

20.1 Anything not regulated by the statutes shall be ruled according to the law.

*Statutes adopted by the General Assembly, and published in 'Moniteur Belge' on 11 June 2015.*