

BYLAWS OF THE FEDERATION OF EUROPEAN LABORATORY ANIMAL SCIENCE ASSOCIATIONS

1. Name

The organisation shall be known as the Federation of European Laboratory Animal Science Associations, abbreviated as FELASA.

2. Definitions

- 2.1 Laboratory animal science is that discipline whose objective is to ensure and promote further development of optimal conditions for the humane and appropriate use of animals for scientific purposes.
- 2.2 For the purposes of these Bylaws, a laboratory animal science association is one whose main object is the furtherance of all aspects of the subject.

3. Membership

- 3.1 Membership as a constituent association shall be open to laboratory animal science associations of good standing of nations in Europe. This shall include federal and joint associations recognised in their area of Europe
In addition, after five years as an affiliate member that association may apply and may be considered for full membership by the FELASA Board of Management. Approval of the change from affiliate to full membership can only be approved by a majority vote of the members of the Board entitled to vote.
- 3.2 Membership as an affiliated association is available to national, international or governmental bodies, as well as other organisations concerned with laboratory animal science, to further the aims of Article of Association 3.4. Affiliated association is at the discretion of the Board and does not confer voting rights at Board meetings.
- 3.3 Only one constituent association from any nation or area will be admitted to membership.
- 3.4 Admission to membership shall be based upon the constitution of the applicant organisation and shall be subject to the approval of the FELASA Board of Management.
- 3.4 A constituent or affiliate association may terminate its membership of FELASA by resignation in writing from the proper officers of that association delivered to the President or Secretary of the Federation.
- 3.5 The membership of FELASA by a constituent or affiliate association may be terminated if it ceases to meet the requirements for membership set out in the FELASA constitution, or if it is not represented at more than two consecutive meetings of the Board without having first secured the permission of the Board, or if it does not within twelve months pay the subscription demanded of it, or for any other reason as resolved by the Board.
- 3.6 Membership of FELASA may for any reason be terminated by a majority vote of Board members eligible to vote and voting, subject to confirmation in writing by the proper officers of not less than two thirds of the constituent associations.

4. Management

- 4.1 The management of FELASA shall be carried out by a Board of Management consisting of up to two authoritative representatives from and appointed by each constituent association, the period of office being determined by that association.
- 4.2 In addition to the casting vote of the President, each member constituent association shall have one vote. A Board member, who cannot attend a Board meeting or a general meeting of FELASA, may vote in writing or may in writing appoint another representative of that association, but no one else, as able to exercise the vote. Such a vote in writing or such a written appointment of a representative to exercise a vote must give the name and

association represented by the Board member wishing to vote in writing or by delegation assign his or her vote, must be dated and signed by that member, and reach the President or Secretary of FELASA before the time appointed for the meeting to start.

- 4.3 The Board will elect an Executive Committee, comprising Presidents (such as Elect, President and immediate Past President), Vice-Presidents, a Secretary and a Treasurer of FELASA from the membership of the constituent associations, and such other officers as it may from time to time decide.
- 4.4 The term of each office shall be for two years from 1 January. Each officer, with the exception of the Presidential officers, is eligible to stand for re-election every two years, subject to a maximum consecutive period in that office of six years.
- 4.5 On election the EC members shall not be entitled to vote.
- 4.6 Persons are nominated to the Presidential team for a period of four years, one year as President Elect, two years as President, and one year as Past President. As President Elect and Past President, the duties will be to support the role of the President.
 - 4.6.1 The Board will appoint Vice Presidents in charge of specific activities.
- 4.7 In the absence of the President at any meeting, those present shall elect a chairperson for that one meeting from amongst their number. Such a chairperson shall retain his or her individual vote as well as being able to exercise a casting vote in the event of a tie.
- 4.8 A quorum at any meeting shall be fifty percent of those eligible to attend. Decisions of the Board, other than alterations of the Constitution, shall be determined by a majority of the votes of the Board members entitled to vote and doing so while attending the Board meeting or by voting in writing.
- 4.9 Meetings of the Board shall be arranged by the Board at a previous session or by post. They may also be convened by the President or Secretary of the Federation or by written application to the President or the Secretary by not less than four Board members. At least four weeks' notice of each meeting shall be given by circulation of its agenda.
- 4.10 No item of business not notified to the Board by inclusion in the circulated agenda shall be considered at that meeting unless the Board specifically resolves to do so.
- 4.11 The Board may establish, regulate and close subcommittees, working parties or working groups and other such bodies. The procedures to be adopted by each shall be decided by the Board when the body is established.
- 4.12 The Board may establish, regulate and close secretarial, presidential or other offices, and may employ and dismiss staff, as it may from time to time decide.
- 4.13 Circulated papers shall be treated with appropriate discretion by Board members. Any paper may be marked as confidential by its originator or by the Secretary of FELASA and shall be so treated until the Board at its next meeting shall have confirmed that confidentiality or decided otherwise.

5. Joint Scientific Meeting of the Constituent Associations

- 5.1 The organisation of the joint meeting shall be the responsibility of each constituent association in turn, in consultation with the appointed Vice President, subject to the decision of the Board. Any constituent association may forgo any or every turn to organise the joint meeting. The organisation of the meeting will then pass to another association as determined by the Board.
- 5.2 A clearly defined specific agreement of allocation of profits should be drawn up in advance of each meeting.
- 5.2 During the course of each meeting, there shall be a FELASA Information Meeting at which a report of FELASA activities shall be delivered by the President or, should he or she not be available, a member of the Board designated for that purpose by the Board. This report shall be minuted and published in such a way as the Board may decide. All members in good standing of all constituent associations shall be entitled to attend the Information Meeting. Information Meetings are for the dissemination of information and the exchange of views and have no powers or authority in the management of FELASA.

6. Working Groups

- 6.1 In setting up a working group or like body, the Board shall define the topic or topics to be considered and why it or they have been selected, name its convenor and other members, give instructions on the method of working, determine what resources are available to it, and state when and in what form should be its final and any interim reports.
- 6.2 Working groups are to be small and efficient. Their members shall be selected by the Board, usually from experts nominated by constituent or affiliate associations, taking into due consideration the interests and activities of the regions of Europe represented. However, no constituent association has a right to representation on any working group. Groups will usually be disbanded when they have completed the task given to them or otherwise by resolution of the Board. When a further or continuing task is given, the group will be reconstituted with or without reappointment of the convenor or of any other members.
- 6.3 The Board shall appoint one of the members of each working group as its convenor, and the convenor shall be the usual point of contact between the group and the Board. The group may, if it wishes, appoint other officers from amongst its members.
- 6.4 Working groups will normally communicate by correspondence, fax or e-mail. Meetings will be exceptional, but may become necessary in order to start work or to settle problems that may have arisen. Unless otherwise determined by the Board, the convenor has discretion to call a first meeting of the group, but a second meeting may not be convened until the approval of the FELASA officers, sought through the FELASA Treasurer, has been obtained. Any subsequent meetings have to be approved in advance by the FELASA Board.
- 6.5 Within three months of appointment, a convenor shall submit to the FELASA Treasurer an estimate of how long he or she judges it will be before the group will report its findings and whether a meeting seems likely to be needed.
- 6.6 The convenor shall endeavour to organise any meeting in the most economical way (for example same-day travel, or arrival on the eve of and departure on the day of the meeting, or arrival Friday departure Sunday to take advantage of weekend tariffs).
- 6.7 For a working-group meeting, FELASA will pay for the meeting room, train fares or, for long-distance travel, air tickets (economy, Apex etc) and for accommodation in reasonable hotels. Minor expenses should be met by the participants or their associations.
- 6.8 All reports, recommendations and decisions of a working group shall be submitted to and only to the FELASA Board for discussion, decision and, if the Board deems appropriate, acceptance for publication. The Board shall arrange any publication.
- 6.9 Other committees or groups should conduct themselves in a like manner unless the Board specifically determines otherwise.
- 6.10 The official journal of FELASA shall be Laboratory Animals Journal.

7. Finance

- 7.1 The Federation's financial year shall run from 1 January up to and including 31 December.
- 7.2 The Treasurer of FELASA shall keep a running account and the Board shall appoint in accord with its constitution auditors of the accounts that are to be submitted to the constituent associations by 31 March following.
- 7.3 The Treasurer will report to the Board on the financial situation of FELASA and will, as appropriate, propose to the Board the amount and timing of the subscription to be required of constituent and affiliated organisations. He or she will prepare for auditing and presentation to the Board the annual financial accounts of FELASA, and will be responsible for observing the requirements of the UK Companies Acts as represented in the Memorandum and Articles of Association in this respect.
- 7.4 Except in the case of the President and except for the financial provision in Bylaw 6.7 for members of working groups, expenses incurred by Board members attending meetings of FELASA, its Board of Management, sub-committees, working parties or other groups shall be the financial responsibility of the constituent and affiliated associations they

represent, alone or by collaborative arrangement, unless otherwise determined by the Board.

7.5 The Board is empowered to negotiate financial agreements with appropriate outside bodies in support of FELASA's activities.

7.6 Finance of the FELASA secretariat and of representation of FELASA to other bodies shall be the responsibility jointly of all the constituent and affiliate associations and shall be arranged by them by agreement at Board meetings of annual or other subscriptions.

8. Representation of FELASA to other bodies and meetings

8.1 The Board may appoint a representative or representatives other than EC members to represent FELASA to any body or at any meeting or series of meetings. A report should be submitted to the next Board meeting. The Board will determine which travel, accommodation, maintenance and other expenses incurred may be submitted to the FELASA Treasurer for reimbursement.

8.2 The President has discretion to attend meetings or engage in correspondence in order to represent FELASA, reporting each such occasion to the Board at its next meeting. Expenses so incurred will be reimbursed by FELASA.

8.3 All representatives of FELASA should submit within a year a written or, in the case of the President, a written or verbal, report of that representation to the Board. Failure to do so may endanger the refund of expenses in whole or in part.

9. Alteration of the Bylaws

Bylaws may be agreed, amended or cancelled and deleted by and only by majority vote of the members of the Board entitled to vote and voting.

This version was agreed and approved at the FELASA Board of Management meeting held on 17 November 2012.



Signed by
Penny Alborough
FELASA Company Secretary
17 November 2012