



## **Bylaws of the FEDERATION OF EUROPEAN LABORATORY ANIMAL SCIENCE ASSOCIATIONS**

### **List of Acronyms**

MDM: Members' Delegate Meeting

AGA: Annual General Assembly

EGA: Extraordinary General Assembly

EC: Executive Committee

*(For the table of terminology equivalences see annex 1)*

### **Preamble**

These Bylaws will regulate all internal procedures and processes of FELASA, the Federation of European Laboratory Animal Science Associations, expanding the regulations included in the FELASA Statutes. Objectives of FELASA are those defined in sections 1, 2 and 3 of the Statutes.

## **1. Membership**

- 1.1. FELASA has Full Members and Affiliated Members as defined in the Statutes in articles (4.1, 4.5).
- 1.2. Admission to membership is possible for organisations with at least 2 years of existence. The process has to be initiated by an official representative from the interested applicant to the FELASA Secretary.
- 1.3. FELASA Full Member candidates will spend a minimal period of 2 years under Observer Status. During this period, 1 or 2 representatives should attend at least 1 Members' Delegate Meeting [MDM] per year and to give a short presentation on their association activities when joining the MDM for the first time.
- 1.4. To formalise application for full membership, English translations of proof of official registration, constitution/statutes and bylaws with a report that includes identification of the candidate association's Member Delegates, total number of all types of members, information on membership fee values and a report of activities on the former year, have to be sent to the FELASA Secretary, together with the completed application form, at least 2 months before the Annual



General Assembly [AGA] to give MDM members time for discussion within their respective associations.

1.5. The membership of FELASA may be terminated if a Member ceases to meet the requirements for membership as set out in the FELASA Statutes or Bylaws, or if it is not represented at more than 2 consecutive meetings of the MDM, without having first secured the permission of the MDM members, or for lack of fees' payment for 2 consecutive years. Terminations will be validated by a majority vote at a General Assembly [GA].

1.6. Observer Status allows attendance at an MDM upon invitation from FELASA. Such Observers can take part in the discussions but without voting rights. Observer Status may be offered for a period of up to 2 years and can be renewed.

## **2. Management**

2.1. FELASA holds MDM and Executive Committee [EC] meetings. The MDM comprises attendance of up to two representatives appointed by each Member.

2.2. Each Full Member shall have only one vote. A casting vote is a responsibility of the FELASA President.

2.3. Delegates nominated by members have to be communicated to FELASA Secretary in writing. The list of Member Delegates will always be available in the reserved area of the FELASA website.

2.4. Unless a specific majority is required by the Statutes or Bylaws, decisions will be adopted and procedures approved by a simple majority of votes, that is, more than 50 per cent of the votes of the represented Full Members.

2.5. The failure of a Member to be represented shall not invalidate the decisions at an MDM.

2.6. Preferentially during MDM, FELASA members may establish, regulate and close boards, sub-committees, task forces or working groups and other such bodies. The procedures and/or terms of reference to be adopted by each shall be approved by the FELASA Full Members when the body is established.

2.7. At the MDM, powers may be delegated to the EC allowing the EC to prepare, publish and circulate any forms of communication.

2.8. The EC is responsible for implementing and carrying out the decisions from all meetings. To fulfil such tasks, the EC may hire and dismiss personnel after the approval of the FELASA Full Members.

2.9. The AGA shall be held at such date, time and place agreed by the members based on the EC proposal, providing that not less than 28 days' notice in writing is given. Other GA, known as Extraordinary General Assemblies [EGA], may be convened by resolution at an MDM, AGA, or by the President, or by a request to the President or Secretary, and which is signed by not less than four FELASA Full Members.



2.10. EGA should be announced at least 14 days in advance by the distribution of an agenda and the Minutes of the MDM or AGM resolution, or by separate notice in writing to all those entitled to attend such a GA. EGAs requested by FELASA Full Members to the President or Secretary should take place within 90 days of the request.

2.11. With the exception specified in these Bylaws, Full Members may delegate proxy vote to any other Full Member in any MDM or GA. Proxy votes can only be allocated for matters itemised in the agenda circulated prior to the meeting. FELASA Full Members that cannot be represented in a GA may also vote in writing if this possibility is agreed in a previous members' meeting.

2.12. A member must inform the President or Secretary of FELASA in writing when it wants to make use of any of the above alternatives for voting at a meeting at least 48 hours before the announced starting time of that meeting.

2.13. The official representation of FELASA is the responsibility of President and the members of the EC within their allocated responsibilities are as defined in article 9 of the Statutes. In all other cases, neither a member of the MDM, nor any other person from a Member or other organisations, may use the name of FELASA or claim to speak on FELASA's behalf, except only when directly and specifically authorised in writing by the President.

2.14. Without specific prior permission in writing agreed at an MDM, no person or association may incur debts in FELASA's name or on its behalf.

2.15. Any EC member or any Member Delegate can be disqualified in the following situations:

2.15.1. becomes prohibited from being a member by any reason of any order made under the relevant Belgian Law; becomes incapable by any reason of mental disorder, illness or injury, of managing and administering own property and affairs;

2.15.2. is involved in any action against FELASA objectives;

2.15.3. is directly or indirectly interested in any contract with FELASA and fails to declare the nature of this interest. In the situation of a conflict of interests, the officer or the Member Delegate shall disclose such situation and shall not vote in respect of any contract in which this Member Delegate is directly or indirectly interested, or in respect of any matter arising out of it, and if a vote has been already cast, that vote shall not be counted.

2.16. In addition to the previous reasons, Member Delegates will be disqualified if a written notice of replacement is received from the President or Secretary of the relevant FELASA member.

### **3. Officers**

3.1. Composition and mandate of the FELASA EC is defined in sections 6.1 and 6.2 and 6.4 of the Statutes. The President should preferably be elected from present or past EC members. The Vice-President of Education and Training will preferably be elected from the members of the Education and Training Board. All other positions of the EC shall be selected within the Member Delegates or the membership of the FELASA Full Members.



- 3.2. Nominations can be made by FELASA Members or the EC and must be received by the Secretary not less than 30 days before a GA at which the election is to take place. Nominations for the post of Secretary shall be directed to the President. In all cases, the willingness of candidates to stand for election must be ascertained before they are nominated.
- 3.3. Election of officers should be made by a closed ballot (that is in an anonymous format) where no proxy votes are allowed. Exceptionally, in case there is only one candidate for an office, it may take place with an open vote and therefore proxy votes could be allowed.
- 3.4. When there will be only 1 candidate for each office vacancy, a block vote for all positions can take place.
- 3.5. In the event of there being only 1 nomination, the candidate for that position must receive a majority vote of the Full Members attending the meeting. If no majority can be achieved, a second round of nominations and an EGA will be required for this.
- 3.6. In the event of there being 2 or more nominations and if none of the candidates gets a majority, a second ballot should take place with only the 2 most-voted-for candidates. In case of a tie in the second round, the casting vote will decide on the successful candidate.
- 3.7. Up to 4 Vice-Presidents in charge of specific activities will be elected by the Full Members, resulting in an EC of a maximum of 8 members.
- 3.8. The President shall be the Chief Executive Officer of FELASA, and shall preside at GAs, MDMs and EC meetings. The President shall communicate to FELASA members through their delegates such matters and make suggestions that promote the objectives of FELASA and shall perform any other duties as may be prescribed and approved by the FELASA Full Members.
- 3.9. In the absence of the President at any meeting, the EC members should appoint the chairperson from the past President, President elect, Secretary or Treasurer. Such a chairperson will be able to exercise a casting vote in the event of a tie.
- 3.10. No one person may be elected to and occupy more than one office at any one time. However, in case of a justified absence or temporary incapacitation, the tasks of this officer might be distributed among other members of the EC.
- 3.11. The resignation of any officer has to be communicated in writing to the President, with the exception of the President's resignation, that must be communicated to the FELASA Secretary.
- 3.12. FELASA EC will inform all Member Delegates within 30 days after receiving notice of a resignation, unless that indication to leave office has been made, in person, during a GA.
- 3.13. A GA should take place to elect a replacement of any EC position, owing to resignation or disqualification, within six months, except for the Past President. Until a replacement is elected, the President should assume the duties of that officer. In the case of President's resignation, those officer duties should be taken by the President Elect or the Past President. If, by any major reason, the President Elect or Past President cannot take the President's position, a replacement by another officer will temporarily be appointed by the EC.



3.14. In the case of election for an unexpected vacant office of Vice-President, Secretary or Treasurer, the elected officers will assume duties on the day after the election. Exceptionally, until the end of the year, this period will not be counted for the 2 years of the term.

3.15. In judicial and extrajudicial acts, FELASA is formally represented by the President. In those situations, legal or technical advice from the EC is mandatory and has to be adopted by the President.

## **4. Meetings**

4.1. The business to be transacted at a FELASA GA shall include consideration of the annual accounts balance sheets and the reports from the EC, members and external auditors, the election of officers of FELASA to replace those retiring, and the appointment of the auditors for the next accounting year.

4.2. No business shall be transacted at a GA unless a quorum of members is present at the time when the meeting proceeds to business. Fifty percent of those Members entitled to vote shall be a quorum. If, within 30 minutes from the start time appointed for the meeting, a quorum is not present, or, if during a meeting such a quorum ceases to be present, the meeting shall be adjourned to such other day and at such other time and place as the GA members may determine.

4.3. MDM take place at least once a year, jointly or separately from the AGA, and shall be agreed by Member Delegates at a previous session or in writing. MDMs may also be convened by the President of FELASA, or by written request to the President or the Secretary by not less than four Full Members. Twenty-eight days' notice of each meeting shall be given in writing. An MDM agenda should be circulated with at least 7 days advance notice. No item of business not notified to the members, as indicated by inclusion in the circulated agenda, shall be voted at that meeting, unless the members specifically resolve to do so during the MDM.

4.4. A quorum at any meeting shall be more than 50 percent of those entitled to vote. Decisions at the MDM, other than alterations of the Statutes, Bylaws, Congresses and Membership, shall be determined by a simple majority.

4.5. A resolution in respect of any business, other than general business specified in article 5.5 of the Statutes, shall be decided by an open call of votes, unless a poll is requested by any Member entitled to vote or by the FELASA President. Any votes received in writing shall always be added to the result of any voting process. When a written vote is required, no proxy vote is allowed.

4.6. The organisation of scientific meetings and activities will depend on an approval at the MDM. FELASA may organise such events in partnership with any of the Members or other organisations in the spectrum of FELASA's objectives.



## **5. Notices**

5.1. A notice may be given by FELASA to any Member, or to its Member Delegates, by sending it via electronic communication to the Member Delegates. Exceptionally, communications can be made directly to a FELASA Member via a special address provided by that Member. Proof that an e-mail with the relevant attachments containing a notice was properly addressed, prepared and e-mailed shall be conclusive evidence that the notice was given.

5.2. Circulated papers shall be treated with appropriate discretion and confidentiality (see also article 6) by Member Delegates.

5.3. Accidental omission to give notice of a meeting, to or its non-receipt by any Member Delegate entitled to receive notice, shall not invalidate the proceedings at that Meeting.

5.4. Notice of every GA shall be given to:

- every Member through their nominated Member Delegate(s);
- the person appointed to examine the accounts;
- EC members.

## **6. Confidentiality**

6.1. FELASA Members, or any individual, or organisation representing or working on behalf of FELASA, should keep confidential any FELASA information classified as confidential.

6.2. Circulated papers marked as confidential by its originator or by the Secretary of FELASA shall be so treated until the next MDM when its confidentiality is confirmed or decided otherwise.

6.3. Observers invited to an MDM must sign a confidentiality agreement prior the MDM starts.

6.4. For the purposes of conducting FELASA business and communication, FELASA holds some limited personal data on persons working on behalf of, or in collaboration with, FELASA. FELASA will only use this information for communicating with such persons on FELASA information and business, or for accounting purposes. FELASA will not pass on any personal data to third parties without the express and prior consent of the person(s) concerned given in writing.

6.5. Any person or organisation, who is receipt of such information during the course of an involvement in FELASA business, shall also not use or pass on any personal data to third parties without the express and prior consent of the person(s) concerned.

6.6. FELASA will retain personal data for the duration of such person's involvement with FELASA unless legal reasons require to keep them for a specific period of time.

## **7. FELASA Congresses and Joint Scientific Meetings**



- 7.1. FELASA shall organise a Congress every 1-3 year, preferably in the spring. Congresses have to be organised in partnership with FELASA Members.
- 7.2. FELASA shall hire a Professional Congress Organizer (PCO) with a formal Contract for the organisation of FELASA congresses.
- 7.3. The venue of the next Congress is always presented at the end of the current FELASA Congress.
- 7.4. Members should express interest to organise a Congress in writing to the FELASA Secretary 4-5 years in advance of that congress year. On average, the decision process of a Congress location takes about 2 years.
- 7.5. All interested candidate members shall liaise with the FELASA PCO to consider potential location and dates, and to assess feasibility of the proposed congress concept before the official expression of interest.
- 7.6. To avoid conflict of interests, no EC member should be involved in the presentation/preparatory part of congress bids.
- 7.7. Candidates (Congress President and/or their Member Delegate) will give a short presentation with general aspects and with specific focus on the scientific concept and content during the MDM.
- 7.8. FELASA Members may vote in an MDM, or electronically, to select 2 proposals among those submitted. These 2 candidates will then prepare a full bid, including financial details, (in collaboration with the FELASA PCO) that will be sent to the FELASA Secretary.
- 7.9. The EC will prepare a comparison of these bids and will distribute this evaluation and the full bids to the Member Delegates, who have the responsibility of submitting this information to their respective Association Boards.
- 7.10. Decision on the location of the future FELASA Congress is taken by a closed vote, with no proxy votes, in an MDM that takes place some months before the upcoming Congress.
- 7.11. A contract between FELASA and the selected Member will be signed. This contract must include clear definition on the allocation of profits.
- 7.12. The organisation of Congresses should rotate, no Member can apply for the organisation of two consecutive congresses.
- 7.13. Besides the Congress, FELASA may, at the discretion of its Members, organise scientific meetings for specific topics alone or jointly with Members or external organisations.
- 7.14. All details related with the procedures for the Congress are described in the FELASA Congress Organisation Call for Bid document.

## **8. FELASA Bodies**



8.1. FELASA may establish, regulate and close, **Specific Boards, Task Forces, Working Groups, Liaison Bodies**, and other such bodies, following approval by Full Members. The procedures to be adopted by each shall be decided preferentially during an MDM when the body is established.

## **8.2. Specific Boards**

8.2.1. Specific Boards will be established without a termination deadline. They should be chaired by a FELASA Vice-President. Mandate of the Chair will be the V-P term. Members of boards have limited terms defined by their internal rules that require approval of the Full Members.

8.2.2. Specific Boards comprise individuals, with recognised expertise and experience in the relevant fields of laboratory animal science, nominated by FELASA Members and selected by the Specific Board.

8.2.3. Specific Boards should be non-profit initiatives, but also should aim to be self-sustainable in financial terms. All such Boards have to report annually at an MDM on their activities.

8.2.4. Members of Specific Boards should be members of a FELASA Member Association.

8.2.5. Boards may be supported by external experts to assist with specific tasks.

## **8.3. Working Groups**

8.3.1. Working Groups [WG] may be established to give guidance in line with FELASA objectives, following Full Members' approval. Preferentially during MDMs, Terms of Reference, that have to include topic or topics, budget, and deadline, shall be defined and approved.

8.3.2. Working Groups have to be composed of experts who belong to FELASA Member Associations and who commit with the task and will work on a volunteer basis. Exceptionally, corresponding members, e.g. from non-member associations, can be asked to contribute, if needed, again on a volunteer basis.

8.3.3. WG Members will be selected by the EC from FELASA Members' nominations of individuals with recognised expertise and experience in the relevant fields of laboratory animal science.

8.3.4. In general, a WG consists of 6 members, including the convener. The work of the WG should be organized in a way that allows finalisation preferably within 2 years after start, preferably with the publication of a Working Group report.

8.3.5. The average number of active WGs at any time should preferably not exceed the number of 10.

8.3.6. The convener of a WG is the first contact person of the group and shall coordinate the work, keep in contact and report to the FELASA Vice-President for Working Groups. The convener should act as corresponding author for publication, ensuring that the manuscript meets the requirements for publication.

8.3.7. The Vice-President for WGs is responsible for monitoring the WGs' progress, based on conveners' information and will report at least annually in an MDM.





8.3.8. WGs will usually be disbanded when they have completed the task given to them, or otherwise by resolution at an MDM. When a further task is given a new WG will be established, and new members have to be nominated and selected. Members could be the same as for the original WG.

8.3.9. WGs will generally communicate electronically. The convenor shall endeavour to organise a first meeting, in the most economical way, within 3 months after the WG being established. Face-to-face meetings may be considered if the cost will fit within the budget.

8.3.10. FELASA may also establish WGs in partnership with other organisations. In this case, FELASA will not sponsor the expenses of WG members representing other organisations. The Terms of Reference have to state clearly which expenses are covered by FELASA.

8.3.11. All outputs of a WG shall be submitted to the FELASA Members, through the Vice President for WGs, for discussion, revision (2 to 4 weeks), and, if the Members deem appropriate, acceptance for publication.

8.3.12. All WGs may propose the method considered more adequate to disseminate the results. Arising from a WG, output workshops, roadshows or other alternative structured plans may be implemented.

8.3.13. All details related with the procedures for the WGs are described in the WG standard operating procedures (SOPs) presented by the EC and approved by Full Members. Further modifications of the SOP will be communicated to members for discussion and Full Members' approval.

#### **8.4. Task Forces**

8.4.1. Task Forces may be established for a defined and specific action and with a defined term.

8.4.2. Task Force costs resulting from such planned actions are at the discretion of FELASA and agreed at an MDM before the expenditure is made.

8.4.3. Task Forces will be formed by volunteer individuals who suggest the action, by nominations at the MDM or by the FELASA Members and will be chaired by one of the selected members.

8.4.4. Activities of Task Forces may be supported by external experts specifically invited for that purpose.

#### **8.5. Liaison Bodies**

8.5.1. Liaison Bodies with notable organisations related with laboratory animal science and with whom FELASA has a partnership, relationship, or affiliation, may be established without a termination deadline at an MDM.

8.5.2. Liaison Bodies are formal groups with the responsibility to explore and develop activities of mutual interest to FELASA and another organisation and, in general, may benefit the



global progress in areas of laboratory animal science. All such Bodies have to report annually at a FELASA MDM on their activities.

8.5.3. Members of Liaison Bodies will be EC members and members of the FELASA partner and will work on voluntary basis.

8.5.4. Termination of the Liaison Body activities may be requested in writing by any of the organisations involved.

8.6. Other committees or groups may be established, and they should conduct themselves according to specific FELASA requirements determined at an MDM.

## **9. Finances**

9.1. FELASA can issue appeals and solicit donations, borrow or raise money and take such other steps as may be required for the purpose of procuring contributions to the funds of FELASA.

9.2. FELASA can give advance payment, or guarantees or indemnities for the payment of money to any organisation or company that is appointed by FELASA under a contract or order for a specific task. Before such actions are taken, there should be put in place a binding agreement with such organisation or company that money shall be repaid in the event of the allocated work not being fulfilled.

9.3. FELASA may invest money of FELASA that is not immediately required for its objectives in such investments, securities or property as may be thought fit, subject nevertheless to such conditions as are required by law; to purchase or otherwise acquire equipment, including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights or licences.

9.4. A copy of every balance sheet (including every document required by law to be annexed to it), must be prepared before the AGA, together with the Treasurer's report, and shall be made available to all FELASA members at least 28 days before the date of the meeting.

9.5. The Treasurer is responsible for keeping the FELASA historical accounting records that may be kept at the accounting service contracted by FELASA or, if it exists, the registered office of FELASA or other place or places as the Members think fit. They shall always be open to inspection upon written request from Full Members of FELASA.

9.6. The accounts of FELASA shall be open to inspection by representatives of Full Members (those not being a Member Delegate) under written request addressed to the Treasurer or the President.

9.7. Members of the EC shall be reimbursed by FELASA all those reasonable expenses properly incurred by them in travelling to, attending and returning from MDMs, EC meetings or GAs or any other expenses incurred in connection with the business of FELASA.



9.8. The expenses incurred for travel, accommodation, maintenance, for FELASA representation, should be submitted to the FELASA Treasurer or the designated administrative support for crosscheck and reimbursement after Treasurer's authorization. Any FELASA representative is responsible to book the lowest reasonable fare.

9.9. Access to the FELASA bank account(s) shall be at least two and preferably three designated signatories who can approve payments from the account(s). Such signatories will be the Treasurer and two other nominated person from the EC.

9.10. Access to the FELASA bank accounts may be permissible by persons involved with the FELASA accounting process, but who may not have permission to approve payments.

9.11. There shall be a maximum limit, of Euros 5000, for payments approved by only one authorised signatory. For payments over this maximum limit, approvals by two authorised signatories will be required.

9.12. 5000 € will also be the joint monthly authorized limit of the 2 credit cards issued to the Treasurer and VP of Education and Training name against FELASA account. These cards could only be used to pay expenses derived of the representation required by FELASA in face-to-face MDM, Congresses or meetings and site visits of the E&T Board. Card holders must submit receipt of each transaction to the Treasurer within 2 weeks after the payment is done. Any other payment should be made by bank transfer upon receipt of the corresponding invoice and approval granted by the Treasurer. In case of reimbursements to be paid to the Treasurer, authorization will be given by any of the two other signatories recognized in the account.

## **10. Application of income and property**

10.1. The income and property of FELASA will be applied solely to the promotion of its objectives as set out in these Bylaws and no part of that income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or any other form of profit to FELASA members, provided that nothing shall prevent any payment in good faith by FELASA of:

- a) reasonable and proper remuneration to any representative of FELASA for any services rendered to FELASA and for travelling expenses necessarily incurred in carrying out the duties of any Officer or representative of FELASA;
- b) reasonable and proper rent for premises demised (rented) or let by any member of FELASA;
- c) agreed fees like administrative support, accounting support, expert advice (legal or technical) or bank expenses), or other benefit in money or money's worth to a company of which a FELASA Member may be a member.

## **11. Alteration of the Bylaws**

Bylaws may be amended by two-thirds of the votes of the Members entitled to vote and doing so while attending a GA.



## 12. Indemnity

Subject to the Belgium Regulation of Non-Profit Associations, (but without prejudice to any indemnity to which a Member Delegate or EC member, or any individual entitled by FELASA to work on its behalf, servant, or auditor of FELASA) any individual working on behalf of FELASA shall be indemnified out of the assets of FELASA against any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in favour of that individual, in which is acquitted, or in connection with any application in which relief is granted by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of FELASA.

## 13. Transition

13.1. These Bylaws will enter into effect immediately after their approval in the first AGA, following official registration of FELASA in Belgium. However, all officers of the EC, elected under FELASA UK regulations, will remain in their positions for the duration of their mandates according to their specific election. After which, they will be replaced or re-elected according to these Bylaws, but taking into account the previous duration of their officer positions under the regulations of FELASA UK.

13.2. All active FELASA UK Company (Association) Members will automatically be considered FELASA Full Members.

13.3. Membership payments invoiced by FELASA UK (during the transition period) will be payable to the FELASA UK bank account. These amounts will be duly transferred by the Treasurer to the FELASA Belgium account to ensure continuity of membership.

These Bylaws were approved at an Annual General Assembly meeting held on 25<sup>th</sup> February 2022 and duly signed as correct by the President. The bylaws were revised after approval by the Annual General Assembly 17<sup>th</sup> June 2023.

Signed

Date: 17<sup>th</sup> June 2023

Klas Abelson

FELASA President 2023-2024



## Annex 1

### Table of terminology equivalences

<b>Former designation - FELASA UK</b>	<b>New designation</b>
General Meeting, Annual or Extraordinary (AGM or EGM)	General Assembly, Annual or Extraordinary (GA, AGA or EGA)
Association Member Representative at the Board of Management (BoM)	Member Delegate
BoM meetings	Members' Delegate Meeting (MDM)