

ISESSAH – by laws

Date of modification : Monday 7th December 2020

Article 1: Name and location

1. The society has as official name: Stichting ISESSAH
2. Stichting ISESSAH is established on 23rd May 2018 at the office of notary Dangremond in Barneveld, the Netherlands. The Statutes are available in a separate document.
3. In international communication and for internal use, Stichting ISESSAH will use the English name: International Society for Economics and Social Sciences in Animal Health (ISESSAH)
4. Stichting ISESSAH is registered on 24th May 2018 in the Netherlands Chamber of Commerce (Kamer van Koophandel) under number 71709312
5. The address of the Society is: Hollandseweg 1, 6706 KN Wageningen, The Netherlands.

Article 2: The goal of the Society is:

1. To organize international and/or regional conferences for the Economics and Social Sciences of Animal Health.
2. To provide information through the ISESSAH webpage, conferences and publications from the Society.
3. Support the appropriate use of Economics and Social Sciences in animal health in order to add value to the health and welfare of animals.
4. Support in the broadest sense activities that can promote the first three objectives.

Article 3: Board composition and method of appointment

1. The board consists of a determined number of members with a minimum of three and a maximum of nine with the possibility of invited guests.
2. The board members will be proposed at an Annual General Meeting which will be held at the conferences. Vacancies will be filled as soon as possible. The functions of treasurer and secretary can be done by one person.
3. A subsequent board will be:
 - a. President, Past-President, Vice-President, Secretary, Treasurer, Scientific Officer and Communications Officer.
 - b. Two ordinary board members, to provide resilience and broader experience; these will also be voted for on a biennial basis.
 - c. As a general rule the President and Past-President will assume office for a two-year term only, and no officer can continue in the same office for longer than six years.
4. Further, a representative of the local organizing committee for the imminent conference and the subsequent conference will be invited to attend as appropriate. They do not need to form part of the board.
5. In case of one or more vacancies, the board will retain its competence.
6. The board members do not receive a remuneration for their work. They are entitled for a compensation for the costs of activities undertaken for ISESSAH only where such work has been approved by the board beforehand.

Article 4: Board: duties and powers

1. The board is charged with governing the Society.
2. The board is not allowed to make agreements to buy register goods.
3. The board is not allowed to make agreements where the Society binds itself as surety or debtor or acts as a security for a third party.

ISESSAH – by laws

Article 5: Board: meetings

1. The meetings of the board will be held in The Netherlands or a conference call.
2. Yearly, within six months after the finalization of the book year, the board will meet. During these meetings, at least the balance sheet and the exploitation results will be on the agenda.
3. The Society will aim to have quarterly meetings, or when one of the board members calls for a meeting.
4. The call for a meeting is made at least seven days before the meeting is scheduled by means of a call letter or e-mail. If all members agree, the call can also be held electronically, provided that it is readable and reproducible sent to the address of the board member as it is provided to the Society.
5. A call for a meeting consists, location and time of the meeting, of the topics to discuss.
6. The meetings will be led by the President. When the President is not present, the other members will undertake to lead the meeting. Until that moment, the most senior board member present will lead the meeting in the following order Past-President, Vice-President, Treasurer, and Secretary.
7. The Secretary makes minutes of the meeting. When the Secretary is not present, the leader of the meeting will appoint somebody to make minutes. The minutes will be established and signed by the persons who, in the meeting, lead the meeting and made minutes. The secretary will store the minutes.
8. Allowed to join the board meetings are all board members and other persons that are invited to join the meeting by the board.

Article 6. Decision making

1. The board can only make decisions when the majority of the board members are present or represented. A board member can have him/herself represented by another board member in a meeting, after a written, by the chairman reviewed as sufficient, proxy has been provided. A board member can only represent one other board member. When at a meeting, the majority of the board members are not present or represented, a second meeting will be called, to be held not sooner than two and not later than four weeks after the first meeting. In this second meeting, independent on the number of board members present, decisions can be made for the items that were on the agenda for the first meeting. In the call for the second meeting, it will be notified that decisions can be made independent on the number of board members present.
2. As long as in a meeting all board members are present, decisions can be made about all items that are discussed, even when board members were not notified about topics and were the regulations for calling the meeting not met.
3. The board can, with majority of votes also make decisions outside a meeting. Of such a decision, the Secretary will make a report that, after signing of the President, will be kept as minutes.
4. Every board member is entitled to one vote. As long as these statutes do not require a larger majority, decisions of the board will be taken with a majority of the valid votes.
5. All votes in a meeting will be done by oral vote, except when one or more board members, before voting, require a written vote. Written voting happens by unsigned, closed papers.
6. Neutral votes are considered as no vote.
7. In all disputes around voting, the President will have the final decision.

Article 7. Board resignations

A board member ends their membership when:

- a. By death, or when the board member is a legal entity, by the termination of that legal entity.
- b. By loss of the free use of their assets.
- c. By resignation.
- d. When granted discharge by the other board members.
- e. By discharge on the ground of article 2:298 of the Dutch Civil Law (Burgerlijk Wetboek).

ISESSAH – by laws

Article 8: Representation

1. The board represents the Society.
2. Competence of representation is given to two members of the board acting together.
3. The board can give the power of attorney to one or more of the board members, as well as to third parties, to represent the Society, within the limits of the given power of attorney.

Article 9: Committees

1. The board can, under responsibility of the board, to support its work, establish one or more committees (e.g., a local organizing committee for a conference) and is at all times able to abolish such a committee.
2. During the establishment of a committee, the board will timely provide the committee with the information necessary to carry out its task.
3. Members of committees will be appointed by the board.

Article 10: Finance

1. The Treasurer will receive, for the use of the Society, all monies payable to it and from such monies will pay all sums payable by the Society. All monies received by the Society will be paid into such a bank as may be decided by the Board of the Society and in the name of the Society. All cheques will be signed by either the Treasurer or an elected Committee member.
2. The Treasurer will keep account of all such receipts and payments in a manner directed by the Board.
3. The bank account of the society has the following details:
Bank name: ABN-AMRO
Bank address: Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands
Account number: NL83 ABNA 0825 995000
Account holder: Stichting ISESSAH
BIC (SWIFT): ABNANL2A

Article 11: Book year and year report

1. The book year of the Society equals the calendar year.
2. The board has to keep an administration about the capital status of the Society in such a way that at all time, the rights and obligations of the Society can be determined.
3. The board has to make and ascertain a paper report of the balance and the state of rights and obligations of the Society within six months after the end of a book year.
4. The board is required to save the financial reports for at least seven years.
5. All information related to the financial report, that is kept on other data carriers than paper, can be moved from one data carrier to another, if the data are available for the required time and can be retrieved fully.

Article 12: By Laws

1. The board is qualified to set up a set of by laws, in which all topics of which the board thinks further by laws are necessary can be settled.
2. The by laws may not be contradictory to the statutes and to the law.
3. The board is qualified to change the by laws or end the by laws.
4. On establishment, change and ending of by laws, article 13, section 1 has to be applied.

ISESSAH – by laws

Article 13: Change of statutes

1. The board is qualified to change the statutes. A decision to change the statutes need to be taken unanimously by the board in a meeting where all board members are present.
2. The changed statutes must be finalized by a notary. Every board member is allowed to execute this process.
3. The board has to provide an authentic copy of the change and the new statutes to the office of the Chamber of Commerce in the Netherlands (Kamer van Koophandel).

Article 14. Liquidation and settlement

1. The board is qualified to liquidate the Society.
2. When liquidating the Society, article 13, section 1, has to be applied.
3. When the board decides to liquidate the Society, the destination of the financial liquidation margin has to be settled and presented at the Annual General Meeting. In other ways of liquidation, the liquidators will decide upon the destination of the financial liquidation margin.
4. After liquidation, the settlement will be carried out by the board members, unless others have been appointed by the liquidators.
5. After the settlement, the financial reports and associated materials will be preserved for the determined time by the person appointed by the liquidators.
6. On liquidation also the clauses of Title 1, Book 2 of the Dutch Civil Law (Burgerlijk Wetboek) are applicable.

Article 15. Final clauses

1. In all cases where by laws and statutes do not foresee, the board decides
2. Under written, in these statutes is meant, all prevailing communication channels
3. The book years of the Society start on 1st January and end 31st December.
4. In case of an equal division of votes, the President will have a second and casting vote.
5. All members on election will be supplied with a copy of the constitution and by laws.
6. No alteration will be made to these rules except by a majority of the board.
7. Any matter not provided for in this by law will be dealt with at the discretion of the ISESSAH Board.