

Founding Members:

- Dr. Luc BECO, Doctor of Veterinary Medicine, Belgian, residing at Avenue Professeur Henrijean, 15, 4900Spa, Belgium.
- Dr. Claudia Susanne Nett-Mettler, Doctor of Veterinary Medicine, residing at Weltistrasse 15, 8702 Zollikon, Switzerland.
- Dr. Susan Paterson, Doctor of Veterinary Medicine, residing at 35 Delahays Drive, Hale, Altrincham, Cheshire, WA15 8DR, United Kingdom.

Signatures :

Luc BECO

Claudia NETT METTLER

Susan PATERSON

On the _____, it is hereby created a Non-Profit Making Association subject to the Law of the Grand Duchy of Luxembourg of the 21 April 1928 as amended and according to the present articles of incorporation as follows:

EUROPEAN SOCIETY OF VETERINARY DERMATOLOGY

A NON-PROFIT MAKING ORGANIZATION

ARTICLES OF ASSOCIATION

ARTICLE 1: Name and Duration:

A non-profit association is founded for an indefinite period among the members subscribing or accepting these articles. The name of the Association is:

“ASSOCIATION EUROPEENNE DE DERMATOLOGIE
VETERINAIRE ”
Association Sans But Lucratif.

“EUROPEAN SOCIETY OF VETERINARY DERMATOLOGY”
A Non-Profit Making Organization.

The name of the association can be abbreviated to “AEDV” or to “ESVD”.

The Association is created in accordance to and subject to the Law of the Grand Duchy of Luxembourg of the 21 April 1928 on the Non-Profit Making Associations.

ARTICLE 2: Social object:

The social object of the Association is:

1. To further develop scientific progress in veterinary and comparative dermatology;
2. To co-ordinate research in veterinary dermatology;
3. To provide an exclusive organization for dedicated individuals who devote a significant proportion of their professional activity to research, teaching, or the practice of dermatology in animals;
4. To further dermatology education by:
 - a. Encouraging adequate dermatological training in veterinary colleges;
 - b. Providing by means of meetings, seminars, and courses the opportunity for graduate veterinarians to carry on advanced studies in dermatology;
5. To encourage and promote improved methods of diagnosis, treatment and prevention of skin diseases in animals;
6. To provide for the exchange of information on comparative dermatology through affiliation with human dermatology organizations; and
7. To publish the Annual Report of the European Society of Veterinary Dermatology, which shall be the official publication of the European Society of Veterinary Dermatology.

ARTICLE 3: Registered Office:

The seat of the Association is established in the City of Luxembourg.

The registered office is at: 34A, Boulevard Grande-Duchesse Charlotte
L-1330 Luxembourg

It may be transferred within the City of Luxembourg by a decision of the Board of Directors.

ARTICLE 4: Membership:

The Membership of the Association is as follows:

1. Founding Members: All those listed in Article 5.
2. Membership of the Association is open to all veterinarians who are interested in veterinary dermatology who:

- a. Applies to the Association in the form required by the Founding Members;
 - b. Is approved by the General Meeting;
 - c. Signs the Association registers or consents in writing to become a Member.
3. The General Meeting may create and establish classes of membership with different rights and obligations and shall record the rights and obligations in the Association's registers. In principle, all non-Founding Members are AssociateMembers.
4. Associate Members are members who has applied to the association and who
 - a. Applies to the Association in the form required by the Founding Members;
 - b. Is approved by the General Meeting;
 - c. Signs the Association registers or consents in writing to become a Member.

The General Meeting may grant the status of an Honorary Member to an external individual postulated by the Board of Directors. Honorary members may include vets and non-vets; they are appointed by the Board of Directors in recognition of their significant contribution to veterinary dermatology and/or to the work for ESVD.

5. The rights attached to a class of membership may only be varied if:
 - a. Three-quarters of the members holding the same membership class request the changes to the General Meeting, presenting a project of the modifications and such project is approved by the Board.
 - b. A special resolution is passed at a separate general meeting of the members of the relevant class agreeing to the variation and issuing the project for Board approval.

ARTICLE 5: The Founding Members:

The Association shall have at least 3 Founding Members.

The members named below are Founding Members

1. Dr. Luc BECO
Doctor of Veterinary Medicine
Belgian
Avenue Professeur Henirjean, 15
4900Spa
Belgium

2. Dr. Claudia Susanne Nett-Mettler
Doctor of Veterinary Medicine
Weltstrasse 15
8702 Zollikon
Switzerland

3. Dr. Susan Paterson
Doctor of Veterinary Medicine
35 Delahays Drive
Hale,
Altrincham
Cheshire
WA15 8DR
United Kingdom

ARTICLE 6: Admission to the Association:

The application for acceptance to any individual interested in promoting the social object of the Association as per Article 5 shall be as follows:

The application must be presented in writing to the Board and might be discretionary submitted to the General Meeting for approval.

The application shall state:

- The name, nature of business and place of business of the applicant, which can be located at any country.
- That the applicant has read and knows the Articles of Association and declares accepting them and states agreement to be bound by the Articles of Association.
- That the applicant agrees to pay the respective fees.

Membership of the Association is personal and not transferable.

ARTICLE 7: Termination of a membership:

Membership in the Association is automatically lost as follows:

1. The Member unilaterally resigns to the Association by the means of a written letter addressed to the Board;
2. The Member deceases. Once notice of the decease is given to the Association, the termination of the membership shall take effect on the day of the death;
3. The Member has two month in arrears in paying the relevant subscription (if any) unless the Board resolves otherwise;

4. The Member is expelled by a decision of the General Meeting of Members on the ground that, in their reasonable opinion the Member's continued membership is harmful to the Association. The Assembly shall convene the member for a hearing before taking the decision. The decision can be appealed by the member within 15 days after the meeting. In case of an appeal, the definitive decision shall be taken by an Appealing Committee as constituted and nominated at the same Assembly resolving on the expulsion of the Member;
5. The appeal shall be submitted to the Board in order to be included in the agenda of the next Annual General Meeting.

ARTICLE 9: Benefits to members

None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member.

ARTICLE 8: Fees:

The board of Directors for the duration of their mandate and Honorary Members are exempt of membership fees.

The Associate Members pay an annual subscription fee. This fee may not exceed 100€ Euros subject to indexation and shall be established in a yearly basis at the Annual General Meeting upon proposal from the Board. Upon admission, the first year of annual subscription is due.

The revision of the annual subscription fee may be decided by the Board of Directors and subject to the approval of the General Meeting of Members.

ARTICLE 9: Corporate Bodies of the Association:

The Corporate Bodies of the Association are:

1. The Board of Directors.
2. The General Meeting of Members.

ARTICLE 10: The Board of Directors:

The Board must direct the Association's affairs in such a way as to promote the Objects.

The members of the Board of Directors shall be appointed by the General Meeting of Members for a renewable term of 3 years.

The Board of Directors shall be made up of a minimum of 3 Directors, who shall be the Founding Members or any Director appointed by the General Meeting of Members.

The Board of Directors shall appoint among its members a President, a Secretary and a Treasurer.

The President is elected (simple majority of votes) by the Board from amongst their number and is to hold office as such for such period as the Board determines. He may resign from his position at any time and may be removed at the two-thirds majority of the vote by the Board.

The President is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.

In case he is not present or he does not wish, or is not able, to do so, the Board should elect another Director to chair the Board Meeting.

The Secretary and Treasurer is elected (simple majority of votes) by the Board from amongst their number. They may resign from his position at any time and may be removed by the Board at any time.

In case they are not present or they do not wish, or are not able, to do so, the Board President could appoint any Board Member as substitute for a given period.

The Board of Directors shall act within the limits of and for the social object of the Association.

The Board of Directors shall appoint or dismiss all agents and employees and as the case may be it shall set their contractual terms and conditions, compensation and any other related matter.

The Board of Directors may delegate the day-to-day management of the Association to one or more of its members or to an external appointee provided that the delegation is granted by a collective decision of the Board.

The Board of Directors shall meet at least once per year upon convening by the President or at the request of one-third of the Directors. If all the members of the Board of Directors are present at a meeting and consider themselves as being duly convened and in knowledge of the agenda, the meeting may be held without prior notice.

The Board of Directors may deliberate only if one third of its members are present or represented with a proxy given to a fellow Director. At any valid constituted Board meeting, decisions can be taken by simple majority of votes. In case of an equality of votes, the President shall have a casting vote.

The considerations and decisions taken at a meeting of the Board of Directors shall be kept in minutes signed by the Chairman and the Secretary.

The Board of Directors may take decisions by way of Circular Resolution without the need of a meeting, provided that the written resolutions are signed by all members of the Board of Directors and that complete backgrounds and explanations of the matter have been included in the Circular Resolution.

In front of third parties, the Association shall be bound by the signature of any two Directors who shall perform the representation within the limits of the social object of the Association and provided that all members of the Board of Directors have received noticed of the matter and that a resolution has been collectively taken if needed.

The Directors shall not receive any payment for the execution of their mandate.

Expenses borne by the Directors in the exercise of their mandate shall be reimbursed by the Association.

Members of the Board of Directors shall not have any personal obligation and shall not be personally liable with regard to the obligations and commitments of the Association. At any case, the Directors shall perform within the limits of the social object of the Association, being liable only in the case of exceeding of it.

The Board may allow individuals to attend Board Meeting as Observers on whatever terms the Board decides. They cannot vote but may take part in discussion with the prior consent of the Chair.

The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

ARTICLE 11: The General Meeting of Members:

The General Meeting of Members constitutes the supreme authority of the Association.

The General Meeting of Members has the widest power to amend the Articles of the Association, to appoint and to dismiss the members of the Board of Directors, to approve the annual budget and accounts, to dissolve the Association (under the quorum conditions established below), to expel members and in general to take any decisions and measures exceeding the authority of the Board of Directors.

The General Meeting of Members shall be held at least once per year upon convening by the Board of Directors. The Board of Directors may convene other meetings as required in the interest of the Association. A General Meeting of Members must be convened at any time by the Board of Directors if requested by a third of the members of the Association.

Notice of the meeting including the agenda for discussion, shall be given to the members with at least 15 days in advanced to the meeting. Convening notice may be given by written correspondence or by electronic way in the manner of an e-mail be sent out collectively by the secretariat on the name of the President to all members of the Association to the e-mail address provided by the member upon registration or any change to it if duly notified to the Association.

The President of the Board of Directors shall be the Chairman at the General Meeting. All meetings shall take place at the registered seat of the Association or at any other place, on the date and time indicated in the convening notice.

All members, including the Founding Members shall be entitled to vote at the General Meeting provided that on the date of the meeting, the member has honoured his fees obligations in front of the Association. Third persons may attend to the General Meeting upon the invitation given by the Board of Directors but shall not be entitled to vote.

If in accordance with Article 4 other classes of memberships are created, the voting rights shall be as per established in the same decision creating the respective membership class.

A General Meeting of Members shall be constituted only if thirty of the Members for the time being or one third of the members of the Association are present or represented with a proxy given to a fellow member or to a Director.

If all the members of the Association are present at a meeting and consider themselves as being duly convened and in knowledge of the agenda, the meeting may be held without prior notice.

If a quorum is not present within 15 minutes from the time of the General Meeting, or a quorum ceases to be present during a General Meeting, it must be adjourned to such time and place as the Board decides.

If at the adjourned meeting there are again insufficient Members present to constitute a quorum then those Members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

The President is to chair the General Meetings. In case he is not present or unable or does not wish to chair, a substitute is elected within the Members present for the purposes of this meeting.

Resolutions are to be decided on a show of hands unless ballot is properly demanded.

Each Member present in person or by proxy has one vote both on a show of hands and ballot. On a show of hands, the President is to investigate and declare the number of proxy votes to be included in the count.

If there is an equality of votes there is a second vote.

A Member may appoint a proxy in writing. A proxy need not be a Member and no document appointing a proxy will be valid for more than 12 months.

At any valid constituted General Meeting, decisions can be taken by simple majority of votes with the exception of a General Meeting resolving on the modifications of the Articles of Association or resolving on the exclusion of a member in which case, decisions shall be taken by the vote of two thirds of the members present or represented at the Meeting. Only matters included in the agenda issued in the convening notice may be validly resolved.

The General Meeting of Members may decide on the dissolution of the Association, provided that at least two thirds of the members are present or represented at a duly convened meeting.

The decisions shall be recorded in minutes which shall be signed by the Chairman and by the Secretary. Copies of the signed minutes shall be available upon demand of any member to the secretariat of the Association.

The Board of Directors shall report to the Annual General Meeting of Members on the financial situation and on the accounts of the Association.

The annual report and financial statements shall be available to all members at the secretariat of the Association and a copy may be provided upon request.

ARTICLE 12: Fund Raising:

The resources of the Association shall be generated from the fees paid by the members. The Association may receive contributions, donations, legacies, subsidies and any other funds resulting directly or indirectly from its activities, in any case, subject to the approval of the Board of Directors.

ARTICLE 13: Dissolution:

In case of dissolution of the Association, the General Meeting convened for that purpose shall, if necessary appoint liquidators, fix their powers and decide on the destination of the assets of the dissolved Association, following discharge of its liabilities.

It shall allocate such assets to another institution or entity the object and purpose of which is similar to the social object of the Association. The assets of the dissolved Association shall not be distributed among any class of its members.

In case of a judicial dissolution, the dispositions of the law shall apply.

ARTICLE 13: Annual accounts and budget:

The financial accounts of the preceding year and the budget for the forthcoming year must be submitted to the Annual General Meeting for approval.

The financial year of the Association is the calendar year.

ARTICLE 14: Jurisdiction and Language:

The Association shall be subject to the law of the Grand-Duchy of Luxembourg to which courts it exclusively submits to with exclusion of any other jurisdiction for any judicial matter.

The official language of the Association is English. All letters, communications, correspondence or any other document shall be issued in English and may be translated to any language as required.

The Articles of Association are drawn up in English and translated to French for legal publication purposes. In case of inconsistency between the languages, the English version shall prevail.

Signed in _____ on the _____

Signatures:

Luc BECO

Claudia NETT-METTLER

Susan PATERSON

**FIRST EXTRAORDINARY GENERAL MEETING OF MEMBERS OF THE
EUROPEAN SOCIETY OF VETERINARY DERMATOLOGY, Asbl**

On the _____, right after the incorporation of the EUROPEAN SOCIETY OF VETERINARY DERMATOLOGY, Asbl” (the “Association”), its Founding Members, being all the Members of the Association and constituted in a General Meeting of Members, hereby declare that they consider themselves duly convened and in knowledge of the agenda of the items under resolution, therefore after duly consideration it is UNANIMOUSLY RESOLVED as follows:

- 1) It is hereby appointed as the President of the Association for a renewable term of 3 years:

Dr. Luc BECO, Doctor of Veterinary Medicine, residing at Avenue Professeur Henirjean, 15, 4900 Spa, Belgium.

- 2) It is hereby appointed as the Secretary of the Association for a renewable term of 3 years:

Dr. Susan Paterson, Doctor of Veterinary Medicine , residing at 35 Delahays Drive, Hale, Altrincham, Cheshire, WA15 8DR, United Kingdom.

- 3) It is hereby appointed as the Treasurer of the Association for a renewable term of 3 years:

Dr. Claudia Susanne Nett-Mettler, Doctor of Veterinary Medicine, residing at Weltstrasse 15, 8702 Zollikon, Switzerland.

- 4) It is hereby noted that according to article 10 of the Articles of Incorporation of the Association, in front of third parties, the Association shall be bound by the signature of any two Directors who shall perform the representation within the limits of the social object of the Association and provided that all members of the Board of Directors have received noticed of the matter and that a resolution has been collectively taken if needed.

Signed in _____ on the _____

Signatures:

Luc BECO

Claudia NETT METTLER

Susan PATERSON