

THE COMMONWEALTH VETERINARY ASSOCIATION

CONSTITUTION

1. TITLE

The name of the Association/Trust shall be the Commonwealth Veterinary Association (CVA). The Commonwealth Veterinary Association is a voluntary organisation and membership is open to all national veterinary associations of Commonwealth countries or where no veterinary association exists, approved veterinary bodies, in member Commonwealth countries. Associate Membership is also open to national veterinary associations of non-Commonwealth countries and other International Veterinary Associations.

2. CHARITABLE TRUST

- a) The Commonwealth Veterinary Association (CVA) is a Charitable Trust
- b) The Trust shall have a minimum of three (3) trustees appointed by the Executive committee residing in the country where the Trust is registered.

3. AIMS AND OBJECTIVES

(a) To promote within the Commonwealth (and non-Commonwealth countries) the interests of the Veterinary and Allied Sciences.

(b) To maintain the honour and traditions of the profession and to promote veterinary leadership and contribution to public policies for the betterment of animals, humans, and the environment.

(c) To effect the closest possible links between Member Associations and other International Veterinary Associations.

(d) To facilitate the dissemination of professional knowledge and information.

(e) To encourage the creation of a National Veterinary Association in any member country where none exists.

(f) To promote interchange between its members.

(g) To encourage the creation of statutory bodies to regulate the study and practice of veterinary science in member countries where none exist.

(h) To promote animal health, welfare, production, veterinary public health and biosecurity within the Commonwealth.

(i) To promote the role of veterinarians in emerging fields such as aquaculture, one health, climate change and disaster management, animal welfare, wildlife health and antimicrobial resistance.

(j) To promote partnership linkages and collaborative activities between like-minded bodies.

(k) To encourage assistance of developing countries by the developed countries.

(l) Such other purposes as from time to time may be considered desirable by the Association.

3. MEMBERSHIP

(a) **REGULAR:** National Veterinary Associations of Commonwealth Countries or where none exists, of an approved body within the country, shall be **REGULAR** members of the Association.

(b) **HONORARY:** The Association may, from time to time, bestow upon a person, whether or not a member of the Veterinary Profession, who has made major contribution to the veterinary profession at international level, the designation **Honorary Member**.

(c) **ASSOCIATE:** National Veterinary Associations of non-Commonwealth Countries, shall be **Associate** members. The Association may, from time to time, bestow upon a veterinary association or other approved body or organisation from a Commonwealth country or non-Commonwealth country, the title of **Associate Member**.

(d) **CORPORATE:** The Association may from time to time bestow upon a corporate body or individual the title **Corporate Member**.

(e) **LIFETIME MEMBERSHIP:** The Association may, from time to time, bestow upon a person who has made a major contribution to the Association the honour of **Life Membership**.

4. EXECUTIVE COMMITTEE

(a) An Executive Committee of no less than six (6) persons shall control, administer, and manage, or supervise the control, government and management of the business and affairs of the Association.

(b) The number of Executive Committee members, their respective terms of office, the manner of their appointment or election and their qualifications shall be established and governed by the By-laws of the Association and such By-laws may provide for replacement of Executive Committee members, for the filling of vacancies or for the dismissal of Executive Committee members.

(c) Unless the Constitution or By-laws otherwise provide, the Executive Committee may by resolution make, amend, or repeal any By-laws regulating the business or affairs of the Association/Trust in the following areas:

- i. Establishing the criteria of membership and determining the rights, privileges and obligations of the members of each category.
- ii. Creating and organising local regions, chapters or other sub-sections of the Association and governing the management of such subsections.
- iii. Determining the method of setting fees payable to the Association annually or otherwise.
- iv. Providing for the election or appointment, removal and remuneration of and establishing the powers and duties of officers of the Executive Committee and officers, officials, employees and agents of the Association.
- v. Creating and monitoring committees for the carrying out of the business and affairs of the Executive Committee of the Association.
- vi. Delegating to officers, officials, employees or committees any of the duties, powers and privileges of the Executive Committee, except the power to make, amend or repeal by-laws and rules.
- vii. Fixing and regulating the quorum, time, place, calling and conduct of annual, special and general meetings of the Association, the Executive Committee and other committees of the Association.
- viii. Establishing the method of voting including voting by email, delegate voting or other means at such meetings and establishing the qualifications of persons entitled to vote thereat.
- ix. Respecting and governing the management and disposition of trust, charitable or benevolent funds committed to the care of the Association.
- x. Setting the fiscal year of the Association and determining the place where the head office of the Association shall be located.
- xi. Determining the aspects, subjects or matters of the business and affairs of the Association.
- xii. Authorising the making of agreements or cooperative arrangements and the affiliation with any institution, organisation or professional body in any jurisdiction.
- xiii. Authorising the Executive Director to take suitable actions in matters dealing with the administration of the association/Trust
- xiv. Defining any terms used in the Constitution; and
- xv. Respecting and attending to such other subjects, matters and things as the Executive Committee considers appropriate to advance or protect the interests of the public, the Association or the members.

(d) Any amendment or repeal of a By-law by the Executive Committee shall be made by By-law.

(e) The Executive Committee shall cause the text of any proposed new amendment(s) to the Constitution and any new or amended By-laws to be circulated electronically, to all Delegates and members of the Executive Committee at least 60 days prior to the meeting called for the purpose of considering the same.

5. OFFICERS

(a) Officers of the Association shall be members of the Executive Committee as defined in the By-law 3.03. Between meetings of the Executive Committee, they may carry out any of the duties and exercise any of the powers and privileges of the Executive Committee or such other duties as may be assigned to them from time to time by the Executive Committee or By-laws.

(b) The number of Officers, their respective terms of office, the manner of their appointment or election and their qualifications shall be established and governed by the By-laws of the Association.

(c) The Executive Committee may appoint a salaried person who shall hold any position under conditions determined by the Executive Committee.

6. CLAUSES CHARACTER

a) Non-profit clause

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

b) Dissolution clause

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

BY-LAWS OF COMMONWEALTH VETERINARY ASSOCIATION

DEFINITIONS

In these By-law/s and in any rules made by the Executive Committee, unless the context otherwise requires:

“Association” means the Commonwealth Veterinary Association

“Constitution” means the Constitution of the Commonwealth Veterinary Association.

“Executive Committee” means the Executive Committee of the Commonwealth Veterinary Association

“Delegate” means the elected President, or their nominee, of a member national veterinary association or where none exists, the approved body of a Commonwealth or a Member country.

“Office bearer” means elected/appointed members of the Executive Committee to include the President, Immediate Past President, Secretary, Treasurer, Programme Director, Executive Director and Communications Director.

Any words denoting the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders and vice versa wherever the context so requires.

Any words used in these By-law/s or in the rules which are defined in the Constitution shall have the meaning set out therein.

BY-LAW NO. 1

SECRETARIAT AND FISCAL YEAR

1.01: The Secretariat of the Association shall be at such place as may be determined by the Executive Committee from time to time. All notifications, notices, correspondence, and any other directions shall be made to the Association or the Executive Committee at the Secretariat.

1.02: The Association shall be registered as a Charitable Trust in a Commonwealth Country.

1.03: The fiscal year of the Association shall commence on the 1st of July and terminate on the 30th day of June in each year, which date may be changed from time to time by a resolution of the Executive Committee.

BY-LAW NO. 2

SEAL

2.01: The corporate seal of the Association shall be in such form as the Executive Committee may approve from time to time.

BY-LAW NO. 3

ORGANISATION

3.01: Regions

(a) There shall be six (6) Regions for administrative purposes.

(b) Each Member Association shall be represented in the region by the President of the National Association, or their nominee, called a Delegate.

(c) The Executive Committee shall appoint a Regional Coordinator (RC) for each region. The role of the RC is to liaise between the Delegates of that region and Executive Committee. This could include identifying and raising key issues for ultimate consideration by the full CVA Council and, where necessary, by the Executive Committee.

(d) A register of each member country according to region shall be maintained.

3.02: Executive Committee

(a) The Executive Committee shall be composed of the following:

- i. President
- ii. Immediate Past President
- iii. Secretary
- iv. Treasurer
- v. Programme Director
- vi. Communications Director
- vii. The Executive Director

(b) The Executive Committee shall, in the absence of a national veterinary association, identify and approve recognised bodies within a Member country for the purpose of nominating a Delegate.

(c) Members of the Executive Committee shall serve for a term of four (4) years and be elected or appointed in a manner to ensure continuity. The term of office is to commence at the beginning of the calendar year (January 1st).

(d) A vacancy in any other position of the Executive Committee shall be filled by a majority vote of the Executive Committee members and shall serve for the unexpired portion of the term of office.

(e) Five (5) members of the Executive Committee shall constitute a quorum

3.03 ELECTIONS

(a) An Election officer will be appointed from among a panel of names suggested by the Executive Committee.

(b) The Election officer will invite nominations for the position of President and Secretary.

(c) After scrutiny the EO will announce the names of the candidates.

(d) Elections shall be held in-person by secret ballot or by submitted electronic ballot.

(e) Results will be announced by EO and ratified by the EC.

(f) The President and Secretary shall normally be elected for a four-year term.

(g) No person shall serve two consecutive terms as President.

(h) Appointed committee members will serve for a period of 4 years which can be renewable on decision of the Executive Committee.

(i) The Executive Committee shall appoint the Executive Director who will function as the custodian of the Association/Trust.

(j) The Treasurer shall be appointed by the Executive Committee.

(k) The Programme Director and Communications Director shall be appointed by the Executive Committee.

(l) Any salaried employee who may be appointed by the Executive Committee, shall hold that position at the decision of the Executive Committee.

(m) In the event of death, resignation, inability to act, or dereliction of duty by any or all officers, each may be replaced following a simple majority vote of the Executive Committee to that effect. Officers leaving or removed from their position shall also forfeit membership on the Executive Committee. Vacancies so created shall be filled by an individual in good standing nominated and elected by a majority of the EC and subject to the same conditions as a regular EC member for the remainder of the term.

(n) The Officers shall carry on the business of the Executive Committee between meetings of the Executive Committee.

(o) The Executive Committee shall hold a minimum of 4 quarterly meetings.

(p) Special meetings may be convened for the conduct of urgent business. In addition, they may hold teleconferences, videoconferences, or decisions by an email vote.

(q) All orders, determinations, resolutions, and decisions of the Officers shall be effective from the date made but must be reported to the next meeting of the Executive Committee.

BY-LAW NO. 4

DUTIES OF OFFICERS

4.01 PRESIDENT

The President shall:

(a) preside at all meetings of the Executive Committee, and the Association, or the President may appoint another person to act as Chairman, and at all such meetings shall be entitled to participate in all discussions and to vote,

(b) be an ex-officio member of all committees,

(c) be the chief executive officer of the association and shall perform all acts and duties pertaining to the office of the President.

(d) call special meetings of the Executive Committee or the Association, when necessary,

(e) exercise general control and supervision over the business and affairs of the Association and shall be the official representative of the Association,

(f) have a second casting vote in the event of a tie at any meeting at which he presides, and

(g) perform such other duties and exercise such other powers as the Association or Executive Committee may from time to time direct.

(h) develop and maintain effective working relationships with officials at the Commonwealth Foundation.

4.02 SECRETARY

The Secretary shall be in charge of a central secretariat located in the Commonwealth member country in which he/she resides.

The Secretary shall:

(a) keep a true record of the proceedings of the Association and preserve in proper order all papers and documents and electronic records belonging thereto and report regularly to the Executive Committee.

(b) deliver promptly to his successor in office all books, records, vouchers, cash in hand and other property of the Association in his possession and under her/his control.

4.03 TREASURER

The Treasurer shall:

(a) be the custodian of all financial resources of the Association and report regularly to the Executive Committee.

(b) deliver promptly to her/his successor in office all books, records, vouchers, cash in hand and other property of the Association in his possession and under his control.

Note: Where, in the opinion of the Executive Committee, it is deemed in the best interest of the CVA to combine the office of the Treasurer with another position, this may be done.

4.04 PROGRAMME DIRECTOR

The Programme Director shall:

- a) in conjunction with members of the Executive Committee and Delegates, develop a four-year workplan which may include continuation of existing plans.
- b) monitor progress towards identified workplan goals and report semi-annually, or more often at the request of the President, to the Executive Committee.
- (a) assist the Secretary-Treasurer in the preparation of the Annual Report.
- (b) assess and recommend to the President and Executive committee the successful candidate(s) for the CVA Study Fund and the CVA Fellowship award.
- (c) Assess and recommend to the President and Executive committee successful/appropriate projects for the Small Projects funds.

4.05 PAST PRESIDENT

The Past President shall:

- a) advise and assist the President and the Executive Committee in all matters pertaining to the Association

4.06 EXECUTIVE DIRECTOR

The Executive Director shall:

- a) function as the custodian of the Association/Trust

- b) assist and advise the Executive Committee on all matters pertaining to affairs of the Association /Trust
- c) perform such other duties and exercise such other powers as the Association/Trust or Executive Committee may from time to time direct.

4.07 COMMUNICATIONS DIRECTOR

The Communications Director shall:

- (a) Function as the CVA website manager
- (b) Function as the CVA social media manager
- (c) assist and advise the Executive Committee on all matters pertaining to communications and publications of the Association /Trust
- (d) perform such other duties and exercise such other powers as the Association/Trust or Executive Committee may from time to time direct.
- (e) will be assisted by a communications coordinator appointed by the EC.

BY-LAW NO. 5

FEES AND ALLOWANCES

5.01 FEES AND ALLOWANCES

(a) The Executive Committee members, Officers and Committee Members shall serve as such without remuneration and no such person shall directly or indirectly receive any profit from his position as such, but an Executive Committee member, officer or committee member may be paid the fees and travelling allowances fixed under subsection (b) incurred by him in the performance of their duties.

(b) The fees and travelling allowances of Executive Committee members, Officers, Committee Members, and staff shall be fixed by resolution of the Executive Committee.

(c) No person shall be paid fees or travelling allowances except in accordance with properly submitted receipts.

BY-LAW NO. 6

MEETINGS

6.01 MEETING

- (a) The President shall convene an annual Pan Commonwealth meeting of Delegates either virtual or in person.
- (b) The Regional Coordinators shall convene a meeting of Delegates in that Region at least once in 6 months either virtual or in person.
- (c) There shall be a Pan-Commonwealth Conference every 4 years.

- (d) Meetings of the Executive Committee shall be held quarterly or on the written request by 4 members of the Executive Committee, at any time determined by the President and in no case later than 30 days following receipt of such written request by the Secretary. Meetings can be held either virtual or in-person.

6.02 NOTICE OF ANNUAL AND SPECIAL MEETINGS OF THE EXECUTIVE COMMITTEE

- a) Notice of annual or special meetings of the Executive Committee designating the time and place of such meeting shall be electronically notified to his/her last known address, at least 30 days before the holding of the meeting.
- b) In the case of a special meeting of the Executive Committee, such notice shall specify the general nature of the proposed business to be transacted and no business shall be transacted at such meeting or any adjournment thereof, unless approved by a majority of Executive Committee members.
- c) Notwithstanding the foregoing, a meeting of the Executive Committee may be held at any time or place without formal notice if all Executive Committee members are present or have waived notice of the meeting.

6.03 QUORUM-EXECUTIVE COMMITTEE

The Quorum for meetings shall be in the case of,

- a) Executive Committee- 5 members.
- b) Committees: unless otherwise provided, a majority of the members of the Committee.

6.04 VOTING

- a) Unless otherwise provided by the Constitution or by-laws, voting on any question at any meetings of the Association, the Executive Committee or any committee shall be determined by the majority of votes cast on such question.
- b) Voting at all meetings of the Association shall be by show of hands unless two (2) members present in person request a secret ballot in which case the President shall act as the scrutineer.
- c) Every question which comes before the Executive Committee may be decided by a simple majority of the properly cast votes at the meeting and, if there is an equality of votes on a question, the President shall be deemed to have the casting vote.
- d) The presiding officer shall record the proceedings of every meeting of the Executive Committee, or cause them to be recorded, and the written record of every meeting of the Executive Committee, when signed by the persons purporting to be the presiding and recording officers thereof is prima facie proof of the truth of the contents of every such record.

- e) The written record of the proceedings of any meeting of the Executive Committee, when accepted at a subsequent meeting of the Executive Committee, subject to any corrections made at such subsequent meeting, shall be deemed to be conclusive proof of the truth of the contents of every such record.
- f) Where the Executive Committee accepts or adopts the report of a committee, employee or other group or person, the Executive Committee does not thereby pass, adopt, accept or agree with any proposal or recommendation made in the report but the Executive Committee merely accepts the report as evidence that its contents accurately represent the deliberations, proceedings, proposals or recommendations of the committee, employee or other group or person, as the case may be.

NOTE add electronic voting

6.05 PROCEDURES

- a) A Pan-Commonwealth Delegates meetings shall be held annually.
- b) Regional Meetings shall be held every 6 months (biannual)
- c) Executive Committee meetings shall be held quarterly.
- d) Subject to the by-laws and rules, the procedure at meetings of the Association and the Executive Committee shall be governed by the latest edition of a recognised Rules of Order.
- e) The business at any meeting of the Executive Committee of the Association shall include:
 - i. Approval of the minutes of the previous meeting and all special meetings, which minutes need not be read before approval if copies thereof have been made available to those attending the meeting
 - ii. Reports of committees
 - iii. Presentation of financial statements
 - iv. Resolution ratifying acts of Executive Committee and Committees
 - v. Amendments to by-laws
 - vi. Election of, independent Executive Committee members, officers
 - vii. Appointment of auditors
 - viii. Other business

6.06 REPEAL OR AMENDMENT

No motion for the repeal or amendment of a by-law or a rule at the instance of a member pursuant to the Constitution shall be considered at an annual, special or other meeting of the Executive Committee unless a Notice of Motion in writing signed by the proponents of the motion and setting out the exact wording of the proposed motion has been delivered to the Executive Committee not later than 30 days prior to the date of the meeting at which the motion is to be considered. Such Notice of Motion shall be forwarded to the Executive Committee members by the Association at least 30 days prior to the meeting at which it is to be considered.

BY-LAW NO. 7

EXECUTION OF DOCUMENTS AND AUDITS

7.01 Contracts, documents or other instruments in writing requiring the signature of the Association may be signed by any two of the President, the Secretary, Treasurer, Executive Director or a Delegate authorised by the Executive Committee and the Association seal may be affixed thereto and all contracts, documents and instruments in writing so signed shall be binding upon the Association without further authorisation or formality.

The Executive Committee shall have power from time to time by resolution to appoint any officer or officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

7.02 An auditor of the Association may be appointed at the Executive Committee meeting of the Association.

7.03 The Executive Committee shall cause to be kept proper records and accounts of all transactions of the Association.

7.04 A copy of the audited Annual Financial Statements shall be circulated to each Executive Council member prior to the Executive Committee meeting for approval.

BY-LAW NO. 8

SUBSCRIPTIONS

8.01 Annual membership fees shall be in such amount as may from time to time be determined by the Executive Committee.

8.02 The Executive Committee may from time to time determine all other fees, dues and assessments for all other matters by an ordinary resolution of the Executive Committee.

8.03 All annual membership fees are due on July 1st in each year.

8.04 On or before the 1st day of June in each year the Treasurer shall send, by mail or otherwise, to each Association liable to pay an annual membership fee, a notice with respect to such fees.

8.05 If the membership fees are not received at the office of the Treasurer on or before October 1st in any year the Treasurer shall issue a statement to each delinquent Association. that unless payment is received within the current financial year, that they are no longer entitled to financial support or programmes, voting rights and that their Association may be suspended from the Register.

BY-LAW NO. 9

COMMITTEES

9.01

- a) The Executive Committee may appoint committees to study or investigate any matter deemed necessary or appropriate and shall give the terms of reference and directions as to when the reports of such committees shall be submitted to the Executive Committee.
- b) The President shall designate the Chairman of all committees appointed by the Executive Committee and shall be an Ex-Officio Member of all committees.
- c) Where one or more vacancies occur in the membership of any committee, the members remaining in office constitute the committee so long as their number is not fewer than the prescribed quorum.
- d) Subject to any other provision in the by-laws regarding appointments to, or the composition of committees the Executive Committee shall appoint and may remove for cause by resolution, all members and chairpersons of all committees, and every committee member serves as such only at the pleasure of the Executive Committee.
- e) The Chairman of each committee or his designate must report to the Executive Committee at the call of the President.
- f) Every appointment to a permanent committee shall automatically expire one (1) year from the date of the appointment. Every appointment to an ad hoc committee shall automatically expire when the committee renders its report.

BY-LAW NO. 10

EMPLOYEES

10.01

The Executive Committee may by resolution appoint and fix the remuneration of salaried employees and agents including the Executive Director, which it considers expedient for the better management of the affairs of the Association, and, subject to the by-laws, may prescribe the duties and titles of any employees and agents.

BY-LAW NO. 11

NOTICE OF MEETING

11.01

The Executive Committee and any committee of the Executive Committee or the Association may conduct meetings electronically or other communication facilities provided that a notice of meeting electronically or other communication facilities has been given not less than 14 days before the date of such meeting or such notice has been waived. The minutes of any action, decision, order, or determination taken or made by a meeting held electronically or other communication facilities shall be made part of the minutes of the Executive Committee or committee, as the case may be.

BY-LAW NO. 12

INDEMNITY OF EXECUTIVE MEMBERS AND OFFICERS

12.01

Every Executive Committee member, committee member, agent or officer of the Association and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;

(a) all costs, charges and expenses whatsoever which such Executive members, committee members, agent or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matters or things whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

BY-LAW NO. 13

EDITORIAL CHANGES

13.01

Whenever amendments are made to by-laws, the Executive Committee may make consequential editorial and numbering changes to the by-laws or rules as required.

BY-LAW NO. 14

CVA CODE OF PERFORMANCE AND CONDUCT

14.01

All Office bearers subscribe to the Mission, Aims and Objectives of the CVA, a not-for-profit organisation, as well as to its values and principles. Although volunteers with their own careers. CVA Office bearers commit to always acting with due care, diligence and responsibility, to the best of their individual abilities, in the service of the CVA. This will include:

- a) Complying at all times with the CVA Constitution and ByLaws
- b) Upholding the integrity and good name of the CVA
- c) Serving honestly, ethically and with complete dedication and integrity.
- d) Performing always to high standards
- e) Accounting fully and properly for the use of CVA funds and other resources

14.02

All Office bearers will sign an undertaking (below) certifying that they have individually read and understand the Code, as outlined in **14.01** above:

“I certify that I have read and understood the CVA Code of Service, Performance and Conduct and I agree to comply with this”

**End of Constitution and By-Laws
As Amended on July 2023.**