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Minutes of the WSAVA Special General Assembly

24 July 2023
via Zoom

1. Welcome

The Special General Assembly (SGA) was opened by Dr. Ellen van Nireop, WSAVA President, at 13:04 UTC. Dr van Nierop thanked everyone for joining and explained that the purpose of the meeting was to discuss the revised by-laws for the WSAVA.

The WSAVA Executive Board were introduced, all of whom were present. They are Dr. Jim Berry (Vice President), Dr. Siraya Chunekamrai (Immediate Past President), Dr. Oscar Umana (Honorary Treasurer), Dr. Jerzy Gawor (Board Member), Dr. Felisbina Queiroga (Board Member), and Dr. Nalinika Obeyesekere (Board Member).

Members of the WSAVA Secretariat supporting the meetings proceedings were also introduced. Dr. van Nierop advised that Mr. Richard Casey (Executive Director) would be acting in the capacity of meeting parliamentarian, and Mrs. Liat Geller (Operations Manager) would be available for technical support.

2. Order of Business

Dr. van Nierop summarised the agenda for the SGA. The agenda was as follows.

1. Welcome from the President
2. Order of Business
    a. Agenda
    b. Meeting Etiquette
    c. How to Vote
    d. Quorum
3. WSAVA By-Laws: why change?
4. Methodology to revise WSAVA by-laws.
5. Discussion
    a. MOTION: To approve the revised WSAVA by-laws as presented
    b. Pre-submitted Q&A
    c. Open floor discussion
    d. Vote
        i. Yes - I approve the revised by-laws as presented.
        ii. No - I do not approve the revised by-laws as presented.
        iii. Abstain
6. Next Assembly: Lisbon on 26 September 2023
7. AOB.

Dr. van Nierop introduced Mr. Casey. Mr. Casey explained that Dr. van Nierop would be acting as Chair of the SGA (as per the WSAVA by-laws), and that only WSAVA member associations were able to participate in the meeting via their member representative. Participation may take the form of discussion, putting forward motions, and voting. All other SGA attendees were present in an observer's capacity.

Mr. Casey explained that the SGA would be using principles from Roberts Rules of Order. A brief explanation of how member representatives may participate was given. It was stated that voting would be conducted using an electronic system to collect and count votes. A test vote was conducted for participants to familiarise themselves with the system.

Mr. Casey explained that the WSAVA by-laws defined a General Assembly quorum as follows:

> By-Law 6.9: Assembly Quorum Two (2) Executive Board members and thirty percent (30%) of the total voting capacity of the Assembly, determined by Members present at the Assembly Meeting together with those Members that voted by Pre-Assembly voting methods or by way of proxy at the Assembly Meeting, shall constitute a quorum.

As of today, the WSAVA has a total of 110 member associations. This equates to a total voting capacity of 240 votes. Therefore, the presence of x2 Executive Board Members and the presence of 72 votes will constitute a quorum.

A roll call vote to determine whether a meeting quorum was presented, was conducted via the electronic voting system. Forty-six (46) member associations confirmed their presence. The member associations present collectively held a total of 124 votes. Mr. Casey confirmed that a meeting quorum was present.

3 / 4. WSAVA By-Laws: why change? and Methodology

Dr. Berry provided a summary of the reasons why the WSAVA were proposing revisions to their by-laws. Key points from the rationale are summarised below.

- WSAVA is a not-for-profit membership association registered in Canada and incorporated under the Canada Not-for-profit Corporations Act (NFP Act).
- The NFP Act states that organisations falling under its remit must have by-laws. By-laws set out the rules for governing and operating an organisation.
- WSAVA’s by-laws were last fully reviewed in 2018. In 2022, the general assembly approved an adjustment to the WSAVA by-law relating to membership categories.
- It is best practice to regularly review by-laws to ensure that they are being followed and to make updates, as necessary. In 2022, an independent review of WSAVA's governance practices recommended that the WSAVA by-laws be updated and simplified.
- Updates are often needed when there have been considerable changes within an organisation or within the external environment.
- Since the WSAVA by-laws were last reviewed the global pandemic has forced organisations to reconsider the way they work and make decisions on their future.
- There is volatility in many of the world’s supply chains. For example, travel, hospitality, and events. Our own veterinary community has not been immune to this disruption.
- For growth to be sustainable, and economic, environmental, and social targets to be achieved, organisations across all sectors, including WSAVA, must embrace more agile ways of working.
- So that WSAVA can react to world and veterinary industry events and trends swiftly, the executive board are proposing to revise the WSAVA by-laws in full.
- Some of the changes include revisions to the matters to be voted upon by the general assembly, the responsibilities of the executive board, and a change to some officer positions.

- The General Assembly will remain as the ultimate decision-making body for the WSAVA. They will do this by electing those who serve on the executive board and by voting on the matters listed within member association responsibilities.

Dr. Berry outlined that the process for reviewing the by-laws started early this year. A first draft of the revised by-laws was produced by WSAVA's Executive Director and reviewed by the Executive Board. Following that a period of consultation with members and Canadian legal counsel was conducted. Feedback from the consultation was reflected in the final version of the by-laws issued to members. It is that final version that has been presented to the SGA for consideration.

Dr. Berry concluded by summarising the key changes in the revised by-laws. They are:

Vice President to President-Elect
This is to maintain consistency and continuity of leadership within the executive board. It ensures any individual holding the position of President receives appropriate onboarding during their President-Elect term. In addition, it brings the WSAVA President succession route in line with many other associations of comparable size, reach, and purpose.

Updated Officers List
WSAVA no longer have a Chief Executive Officer. This role has been replaced by the Executive Director. The Honorary Treasurer title has been simplified to Treasurer.

Congress Location
The WSAVA World Congress(s) is the WSAVA's second largest source of income. There are many factors which influence whether a congress is successful and indeed profitable. They include the accessibility of the city / country, and the availability of venue(s), hotel(s), and supplier(s). These are factors that are significantly more volatile and complex than they were in previous years. As such the executive board believe it prudent for decision making on congress matters to be brought within the executive boards remit. The WSAVA Congress Steering Committee will remain. They will continue to advise the executive board in an independent capacity. Further discussion on the future of WSAVA World Congress(s) will feature on the agenda at the WSAVA Member's Forum to be held in Lisbon this September.

Executive Board Borrowing Powers
The current WSAVA by-laws incorrectly refer to borrowing money as a matter to be determined by the executive board AND the general assembly. This amendment is to rectify that anomaly. As per the existing WSAVA by-laws, the executive board have the power to authorise expenses up to $50,000 USD. Allocating borrowing powers for amounts up to $50,000 USD is a natural extension of the existing by-law. Any borrowing more than $50,000 USD would require general assembly approval. Currently, the executive board have no plans to borrow money on the credit of WSAVA.

Simplification of Nomination Process for Executive Board Positions
Previously, it was a requirement for nominees to have letters of good standing from the associations they are a member of and a recommendation from another wsava member association. We have simplified it so only letters of good standing from the nominee's member associations are required.

Committees of the Executive Board
Previously the only standing committee within the by-laws was the Financial Advisory Committee. We have added the Membership and Nomination committee to recognize the significant role they play in the governance of the WSAVA. The requirement for the assembly to ratify FAC nominees and elect the FAC chair has been removed. We believe the oversight provided by the MNC is sufficient.

Code of Conduct
The current WSAVA Code of Conduct contains information about ethical conduct and an appendix outlining member duties, including the WSAVA Executive Board, Secretariat and Committee Chairs. Much of these duties are outlined in the revised WSAVA by-laws. In addition, the revised WSAVA by-laws outline a new approach to complaint and dispute management (section 12 – dispute resolution mechanism). Considering these factors,

and if the revised by-laws are adopted, the code of conduct document in its current form is largely redundant. As such, the executive board have withdrawn it as a matter to be determined by the general assembly.

Dispute Resolution Mechanism
WSAVA have added a clearer mechanism for the resolution of association complaints. This process will be applicable to all stakeholders including members, volunteers, and sponsors.

5. Discussion

Dr. van Nierop made to accept the revised WSAVA by-laws as presented. Dr. van Nierop asked for a seconder. Dr. Olatunji Nasar, the representative for Small Animal Veterinary Association of Nigeria, Dr. Julie Stafford, the representative from American Veterinary Medical Association, and Dr. Brook Niemiec, the representative from Foundation for Veterinary Dentistry, all seconded the motion. Mr. Casey confirmed that no questions or comments had been received in advance of the meeting. Discussion on the motion started. The discussion is briefly outlined below.

Dr. Sheila Torres, representative for American College of Veterinary Dermatology, referred to section 5.4 of the revised by-laws. Dr. Torres asked whether the stated twenty (20) days was calendar or business days. It was confirmed that this is calendar days.

Dr. Torres highlighted 7.2 of the revised by-laws which referred to the number of directors required for a soliciting corporation. Dr. Torres asked whether WSAVA qualifies as a soliciting corporation under the Canadian not for profit act. Mr. Casey clarified that a soliciting corportation is one that receives monies from public funds. Mr. Casey confirmed that WSAVA does not currently receive income from such sources.

Dr. Devon Dublin, the representative from World Aquatic Veterinary Medical Association, asked whether there is reason for approving the revised by-laws before the general assembly meeting in Lisbon? It was clarified that adopting the revised by-laws now would allow for them to be followed at the upcoming general assembly in Lisbon. This would also allow for agenda time in Lisbon to be allocated to other strategic matters.

Dr. van Nierop proceeded to call the main question for voting on. The question was: Do the WSAVA members approve the revised by-laws as presented. The voting options were:

a. Yes - I approve the revised by-laws as presented.
b. No - I do not approve the revised by-laws as presented.
c. Abstain.

The results were:

	Number of Associations	Total Votes
Yes - I approve the revised by-laws as presented	57	147
No - I do not approve the revised by-laws as presented	1	2
Abstain	2	2
TOTAL	60	149 (151 with abstain)

Mr. Casey advised that the revised by-laws must be passed by a special resolution. A special resolution requires a motion to be passed by at least two thirds of the vote. The votes for accepting the revised by-laws totalled 98.66% of the vote. The revised by-laws were therefore adopted.

6. Next Assembly

Mr. Casey confirmed that the next General Assembly would be held in Lisbon on 26 September 2023. The revised WSAVA by-laws would be applied during this meeting.

Dr. van Nierop adjourned the meeting at approximately 14:10 UTC.