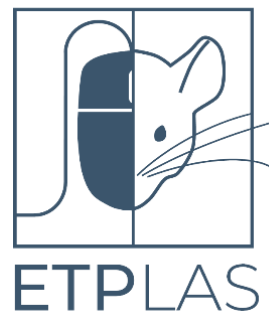


ETPLAS By-laws (Approved July 2021)

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CHAPTER 1 - STRUCTURE OF THE ORGANISATION

1.1. Overall organisation of ETPLAS

ETPLAS is a UK Company Registered no. 10975345 (Incorporation date 21st September 2017) with the main office in the UK and a Branch office in Spain registered as an Association with the VAT number (NIF) W0078556H

Members of ETPLAS as defined in the Constitution (Art. 4 Membership) should be of good standing, i.e. a person or an organisation as having complied with all his or its obligations and having unabated powers to conduct his or its activities in the field of Laboratory Animal Science Education & Training [LAS E&T].

ETPLAS is constituted of the Stakeholders' Board [SB], the Executive Committee, and the Stakeholders' Group. The Stakeholders' Board has the broadest powers for the management of ETPLAS; it may delegate powers to the Executive Committee. The Stakeholders' Group provides a source of experts in the field of LAS E&T for running the Platform, for participating in projects and Working Groups.

1.2. Stakeholders' Board

A. Value statement of the Stakeholders' Board

The management of any other activity than defined in the Constitution shall be carried out by the Stakeholders' Board, that is responsible to define and follow such activities including the organisation of scientific meetings and activities, working groups, approval of official ETPLAS statements or recommendations and the creation of liaison bodies with other organisations and of any other action directed to fulfil the objectives of ETPLAS.

B. Meetings

Meetings are to be held at least twice a year. Virtual meetings are possible.

C. Duties and responsibilities of Stakeholders' Board Members

Members represent their stakeholders and contribute actively to the

aims of ETPLAS. Among their duties and responsibilities:

- a) the SB members should be willing to comment/review documents originating from ETPLAS working groups or other sources,*
- b) as a specific stakeholders' representative, SB members can propose activities/tasks/topics for a working group where there are gaps in information/resources in E&T,*
- c) since SB members reside in individual countries, they could be the conduit for providing course information for the ETPLAS website,*
- d) the SB members should consider contributing to articles/reviews/content for inclusion on the website,*
- e) the SB members should be willing to disseminate information published by ETPLAS among the attendants of their national scientific meetings,*
- f) the SB members should act as ambassadors for ETPLAS within their workplace/National Association promoting the aims of ETPLAS and providing a two-way information flow.*

D. Powers and rights

SB Members or Organisations in good standing, by majority vote except where noted, shall have the following powers and rights:

- a) To elect the Executive Committee of the Organisation (i.e., the Officers) as set forth in Article 1.3 of these Bylaws.*
- b) To approve all amendments to these Bylaws by the affirmative vote of two-thirds of the SB Members/Organisation Delegates in good standing, as set forth in Article 6.1 of these Bylaws.*
- c) To approve, by affirmative vote of two-thirds of the SB Members/Organisation Delegates in good standing, the dissolution, merger, or consolidation of the Organisation.*
- d) To admit and remove SB Members/ Organisations, as set forth above in Article 5.4 of these Bylaws.*
- e) To increase/decrease the number of Officers positions on the Executive Committee beyond the range specified in Article 5.2 of the Constitution, upon the recommendation of the Executive Committee by affirmative vote of two-thirds of the SB Members/Organisation Delegates in good standing.*

1.3. Executive Officers

A. Value statement of the Executive Officers

The officers, belonging to the Executive Committee of ETPLAS, are responsible for the daily running of ETPLAS resulting in the smooth operation of the organisation. The minimum number of officers is five; all work on a voluntary base. The Executive Committee is responsible for informing the Stakeholders' Board about new actions taken and other important events taking place in-between Stakeholders' Board meetings. The Executive Officers are part of the Stakeholders' Board as set forth in Article 5.1 of the Constitution.

B. Meetings

Meetings are to be held monthly electronically.

C. Duties and responsibilities of Executive Officers

Besides the Presidency, the Executive Committee organises its duties internally. The Officers have the power of hiring administrative staff, based on the SB decision.

C.1. The President represents ETPLAS officially. It is the responsibility of the President to determine, with the aid of the other officers and members, the objectives, meetings and action plans of the Executive Committee. He or she presides over regular meetings of the Executive Committee, the general as well as the Stakeholders' Board meetings. In absence of the President, the Past or President-Elect leads the meeting. If neither are present, one of the EC Officers takes the meeting chair.

C.2. The President-Elect or Past President works closely with the President to ensure a smooth transition when it is time to take over the position or when it is time to leave. He or She is acquainted with the President's plans for the year and is prepared to assume his/her duties and responsibilities.

- *The other duties are Secretary, Treasurer, communication and others.*
- *The secretarial responsibilities are split between the administrative Secretariat and the ETPLAS Secretary. The latter is a major support to the presidency. He or she provides officers and Board with all necessary documents and materials for each meeting and he or she prepares with the President, in advance,*

the order of business for each meeting. The administrative secretariat has good organisational and word processing skills, accuracy and promptness. He or she knows what is going on in the organisation, keeps accurate account of the organisation and Executive Committee proceedings and produces minutes for each meeting.

- *The Treasurer is responsible to coordinate with the administrative Secretariat the maintenance of a simple set of books and the recording of all items of income and expenses as they occur, to pay out all bills signed by the Treasurer, the President or the organisation Secretary and to make reports at meetings, as necessary.*
- *Communication duties can be distributed among the members of the Executive Committee.*
- *The aim is to design, implement and monitor the optimal means of communication of the organisation's aims.*
- *Administration of the Stakeholders' Group is carried out according to the European General Data Protection Rules and is the responsibility of the Executive Committee.*
- *Other duties and work delegated by the Stakeholders' Board will be taken by one of the Executive Committee members as needed.*

1.4. Stakeholders' Group

A. Values Statement of the Stakeholders' Group

The Stakeholders' Group provides a source of experts in the field of LAS E&T for running the Platform, for participating in projects and working groups.

B. Meetings

The Stakeholders' Group is invited at least once a year to join one of the Stakeholders' Board meeting. Additional meetings can also be organised at national or international conferences related to Laboratory Animal Science, depending on the opportunities.

C. Duties and Responsibilities of the Stakeholders' Group Members

Members should announce in a short delay their changes of addresses and functions as well as when they are not any longer interested to participate.

CHAPTER 2 – ETPLAS BODIES

2.1. Working Groups and Projects

A. Purposes

The purpose of a Working Group or a Project is to provide guidance for education and training to the Stakeholders' Board to enhance good practices in the use and care of laboratory animals by means of ETPLAS official statements, recommendations, or publications.

B. Provision for Creation

Any member of the Stakeholders' Board as well as of the Stakeholders' Group can propose a working group, a project, statement, or recommendation by submitting terms of reference with the assistance of the Executive Committee.

C. Approval of Working Groups / Projects and selection of members

The ETPLAS Stakeholders' Board will vote on the proposals, and if approved, agree to the budget and on the choice of the convenor and working group/project members and define a timeline for the activities to be completed. A member of the Executive Committee will be responsible for monitoring the working group / project progress based on the convener's information and will report regularly to the Stakeholders' Board.

D. Outputs of Working Groups / Project

Outputs of a working group / project may be submitted to the Stakeholders' Board, through the responsible member of the Executive Committee, for discussion and comments.

E. Dissolution

Working groups / project will usually be disbanded when they have completed the task given to them or otherwise by resolution of the Board.

2.2. Liaison Bodies

A. Purpose

The Stakeholders' Board may establish Liaison Bodies with recognised organisations related to education and training with which ETPLAS has a partnership without a termination deadline. Liaison Bodies are formal groups with the responsibility to explore and develop activities of mutual interest to ETPLAS and another organisation and in general may benefit from the global progress in education and training.

B. Organisation

Members of Liaison Bodies should at least include one Executive Committee member. Members of the ETPLAS external liaison will work on a volunteer basis. Activities of Liaison Bodies should not incur costs to ETPLAS.

C. Output of Liaison Bodies

All such Bodies must report annually to the Stakeholders' Board on their activities.

D. Dissolution

Termination of the Liaison Body activities may be required either by ETPLAS or the other party in writing.

CHAPTER 3 – MEETINGS

3.1. General meetings

General meetings can be annual (AGM) or extraordinary (EGM). AGM

are held annually, during the Fall. AGM shall be announced providing at least twenty-eight days' notice by circulating the Agenda.

EGM may be convened by resolution of the Board or by the President or by a requisition to the President or Secretary signed by not less than four Stakeholders' Board members, and with a notice of not less than twenty-one days.

3.2. Stakeholders' Board meetings

Stakeholders' Board meetings are held at least twice a year, face to face or remotely. Dates of meetings shall be announced providing at least twenty-eight days' notice. The agenda shall be circulated 7 days' notice.

3.3. Quorum

A quorum constitutes 50% of the participants to a General Meeting, to a Stakeholders' Board meeting or to an Executive Committee's meeting.

3.4. Voting

Each Stakeholders' Board member has one vote. A member that cannot be represented in a Stakeholders' Board meeting or a general meeting may appoint another member that is able to attend that meeting and be able to exercise the vote. A member can represent maximum two proxies.

To give a proxy vote to another Stakeholders' Board member information must be sent in writing by that member to the President or Secretary of the Executive Committee at least 48 hours in advance before the time appointed for the meeting starts.

Any member who has a conflict of interest on a specific item should announce it and abstain from vote.

3.5. Minutes

Minutes include date and place of the meeting, attendance, whether the minutes of the last meeting were approved. They are distributed to all attendees having access to the password protected website area.

Executive summaries of the Annual General Meetings are posted on

the ETPLAS website.

3.6. Attendance

A member of the Executive Committee or of the Stakeholders' Board that cannot attend a meeting shall send an excuse to the secretariat. If this is not the case, two non-excused absences mean exclusion of the Board or of the Committee.

CHAPTER 4 – FINANCES

4.1. Fiscal year

Financial year shall run from 1 January up to and including 31 December.

4.2. Accounting

The Treasurer of ETPLAS shall keep a running account in a UK Bank as well as in a Spanish bank. The accounts should be submitted to the members in an AGM before the end of the following year.

The Treasurer is responsible to prepare the accounts for auditing according to the Spanish Law. Those accounts will be presented for approval in an AGM.

A copy of every balance sheet (including every document required by law to be annexed to it), which is to be laid before the AGM, together with the Treasurer report, shall be made available to all Stakeholders' Board members at least 21 days before the date of the meeting.

The Treasurer will report to the AGM on the financial situation of ETPLAS and will, as appropriate, propose the due actions to keep ETPLAS sustainability.

The Treasurer is responsible for keeping the ETPLAS historical accounting records that may be kept at the accounting service contracted by ETPLAS or, if it exists, the registered office of ETPLAS or other place or places deemed appropriate by the Stakeholders' Board and shall always be open to inspection by the members of the ETPLAS Stakeholders Board or for auditing by an external body.

4.3. Auditing

At any time, any group of four SB members may require an internal or an external audit of the ETPLAS accounts.

4.4. Expenditures

Board members attending the Stakeholders' Board and General Meetings shall be a financial responsibility of the Stakeholders they represent.

CHAPTER 5 – ELECTIONS OF EXECUTIVE COMMITTEE OFFICERS AND NOMINATIONS OF STAKEHOLDERS' BOARD MEMBERS

5.1. Eligibility

Any person belonging to one of the three kind of Stakeholders, i.e. National Competent Authorities, Course Providers, or Accreditation Bodies, with a good standing in Laboratory Animal Science education and training can apply for a position in the Stakeholders' Board or in the Executive Committee. Nominations and elections are done at General Meetings.

5.2. Call for candidates

Calls for candidates are issued by the Executive Committee at least 3 months before a general meeting. The Secretary holds the calendar of elections.

- *The Executive Committee is responsible for sending a call for nominations of representatives of National Competent Authorities to the National Competent Points at least 3 months before vote at the AGM.*
- *The Executive Committee is responsible for sending a call for nominations of representatives of Course Providers to the course providers at least 3 months before vote at the AGM. The call will include international and national laboratory animal science associations, veterinarians and technicians associations,*

commercial, non-commercial organisations interested in LAS E&T and the Stakeholder Group active in the field of LAS education and training.

- *The Executive Committee is responsible for sending a call for nominations of representatives of Accreditation Bodies to the National Competent Points, international and national laboratory animal science associations, to any accreditation bodies that ETPLAS is aware of and to the Stakeholder group at least 3 months before each AGM.*
- *The Executive Committee is responsible for sending a call for nominations of President elect and for the Executive Committee Officers to the Stakeholders' Board.*
- *All nominations are communicated to the Stakeholders' Board before election takes place.*

5.3. Nomination process (Stakeholders' Board)

In order to demonstrate shared values, goals and philosophy, each organisation applying for membership shall provide copies of its Bylaws, information on membership composition, information on funding, relevant position statements on animal care and use, representative publications or other similar information. In addition, upon request a Member Organisation applying for an SB position shall provide copies of its annual budget and any amendments to Bylaws or official changes in position statements on animal care and use or other similar information.

5.4. Election process (Executive Committee)

Election for Presidency and Executive Committee officers shall be made via secret ballot. Exceptionally, in case of only one candidate for each position, and under unanimous decision of the Stakeholders' Board, it may take place with an open vote and possibly as a block vote.

In the event of there being only one candidate for a position, he/she must receive a majority vote. If no majority can be achieved, a second round of nominations and an EGM will be required.

In the event of there being two or more candidates and if none of them gets a majority a second ballot should take place with only the two most voted candidates. In case of a tie in the second round the casting vote of the President or the chairperson will decide.

5.5. Registration, resignation, removal power and rights

All elected Members, upon election, shall be required to review and sign a Confidentiality agreement. The Secretary shall maintain a record of these signed documents.

Upon the resignation of a Member Organisation Delegate as a Stakeholders' Board representative, the Member Organisation shall appoint another Member Organisation Delegate whose two-year term shall commence upon appointment.

A Member or Member Organisation of the Stakeholders' Board not in good standing may be removed from membership upon the affirmative vote of two-thirds of the Stakeholders' Board members present at an AGM; provided, however, that the Stakeholders' Board Member Organisation whose removal is sought shall be provided with sixty days written notice of the issue and pending action. In the event of any such removal, the removed Member Organisation shall have no claim upon any assets of ETPLAS. Any Stakeholders' Board Member Organisation shall have the authority to remove its Member Organisation Delegate at any time, with or without cause, and appoint a replacement Member Organisation Delegate.

5.5. Vacancies

In the event of a Stakeholders' Board member standing down his or her term, a replacement will be appointed/proposed by the Stakeholders' Board at an Extraordinary General Meeting or at the next Annual General Meeting.

CHAPTER 6 – AMENDING THE BYLAWS

6.1. Amendments

Bylaws may be amended by majority of two-third of the votes of the Stakeholders' Board members entitled to vote and doing so while attending a General Meeting.

Approved at the AGM of July 14 2021