

TRANSLATION
OF THE ARTICLES OF ASSOCIATION OF
EUROPEAN ACADEMY OF TEACHERS IN GENERAL PRACTICE/FAMILY MEDICINE
(‘EURACT’)

NAME AND SEAT

Article 1

1. The name of the Association is: **European Academy of Teachers in General Practice/Family Medicine (‘EURACT’)**.
2. It has its registered office in the municipality of Utrecht.
3. The official language of the Association is English.

OBJECT

Article 2

1. The aim of the Association shall be:
 - to foster and maintain a high standard in European primary health care by the promotion of study and education in the field of general practice within the countries that are affiliated with WONCA Europe (WONCA is World Organization of National Colleges, Academies and Academic Associations of General Practitioners/Family Physicians).
2. It tries to achieve this object inter alia by:
 - a. promoting education, study and research in the field of general practice/primary health care;
 - b. supporting and informing its members;
 - c. establishing and maintaining communication networks among the members;
 - d. establishing a database with information about the different relevant study programs, education methods and the evaluations of education;
 - e. reporting about education in the field of general practice/primary health care;
 - f. publishing books, magazines and memoranda;
 - g. organizing conferences, workshops and seminars;
 - h. co-operating with national education institutions and organizations in the field of general practice/primary health care;
 - i. promoting the formation of national organizations of professors in general practice/primary health care in the affiliated countries;
 - j. co-operating with international organizations that work in the field of general practice/primary health care
 - k. representing EURACT at international meetings;
3. EURACT is an independent Association, but is part of a network of organizations that are affiliated with "WONCA Europe", which organizations concern themselves with the different aspects of general practice/primary health care. Within this network EURACT is responsible for the subjects of study and education.

FINANCIAL YEAR

Article 3

The Association Year shall be the calendar year.

MEMBERSHIP

Article 4

1. The Association has ordinary members, junior members, honorary members and donors, and also Organizations in Collaboration.
2. Ordinary members are those persons who have been admitted as such in accordance with the provisions in article 5.
3. Junior members are those persons who have been admitted as such in accordance with the provisions in article 5.
4. Honorary members are those persons who have been appointed as such by the general meeting for their exceptional merits for the Association or for the objective of the Association.
5. Donors are those persons who have bound themselves in respect of the Association for payment of an annual donation, whose minimum amount shall be determined by the general meeting.
6. Organizations in Collaboration shall be those juristic persons or organizations that have been admitted in accordance with the provisions in article 5.
7. Where these articles mention members this term shall include the ordinary members, the junior members and the honorary members, unless the opposite is apparent.
8. The membership shall be personal and may therefore not be transferred or be acquired by hereditary succession.

Article 5

1. Ordinary members may only be natural persons who work as teachers in the field of general practice/primary health care in one of the countries affiliated with WONCA Europe.
2. Junior members may only be natural persons who study at a recognized education for general practice/primary health care, or general practitioners who have worked/ been qualified for less than five (5) years in one of the countries affiliated with WONCA Europe.
3. Organizations in Collaboration may only be juristic persons or organizations that have a direct involvement or work direct within the object of the Association under the articles.
4. Admission as an ordinary member, junior member or Organization in Collaboration is possible after a request for the purpose has been submitted to the secretariat in writing, with the qualifications mentioned above in this article having been adequately proven. The general meeting shall decide on the admission on nomination of the Executive Board. The Executive Board may impose further rules of execution about this.
5. On the nomination of the Executive Board the general meeting shall have the power to determine different contributions for ordinary members and junior members per country.
6. Admission as a donor is possible after a request for the purpose has been submitted in writing to the Executive Board with a statement of the donation to be paid in the year of admission. The general meeting shall decide on the admission on nomination of the Executive Board.

Article 6

1. The Executive Board shall be empowered to suspend a member for a period until the

next general meeting if the member acts repeatedly contrary to the obligations following from the membership or has seriously harmed the interest of the Association by acts or conduct. _____

2. Before proceeding to suspension the relevant member shall be asked in writing by the Executive Board to account for his/her actions unless in the opinion of the Executive Board the suspension cannot be postponed for urgent reasons. _____
3. During the period in which the member has been suspended he/she cannot exercise the rights associated with his/her membership. _____

Article 7 _____

1. The membership shall end: _____
 - a. as a result of the member's death; if a juristic person is a member of the Association its membership shall end when it ceases to exist; _____
 - b. as a result of notice of termination by the member; _____
 - c. as a result of notice of termination on behalf of the Association; _____
 - d. as a result of loss of a member's free control of his property; _____
 - e. as a result of expulsion. _____

For a juristic person who has been admitted by virtue of article 5(3) this admissions hall end when it ceases to exist. _____

2. Notice of termination of the membership by the member may only be given by the end of the association year. _____

It shall be effected by written notice to the Executive Board, which must be in the possession of the secretary before the first of December. The secretary shall be obliged to acknowledge receipt of the notification in writing to the member within eight days. If notice has not been given in time, the membership shall continue until the end of the following association year, unless the Executive Board decides differently or the member cannot be required in reason to allow the membership to continue. The Executive Board may impose further rules of execution about this. _____

3. Immediate termination of the membership by giving notice shall furthermore be possible for the member: _____
 - a. within one month after a resolution whereby the rights of the members have been restricted or their obligations have been increased has become known or been communicated to the member. The resolution shall then not apply to that member. A member shall not be empowered, however, to give notice of termination in order to exclude in respect of himself/herself any resolution whereby obligations of a financial nature of the members have been increased. _____
 - b. within one month after a resolution on conversion of the Association into a different legal form or on merger has been communicated to him. _____
4. The membership may be terminated on behalf of the Association by the Executive Board by the end of the current association year, with observance of at least four weeks' notice, if a member, after having been repeatedly reminded thereof in writing, has not fully met his/her financial obligations to the Association for the current association year on the first of December, and also when the member has ceased to comply with the requirements that are imposed on membership by the articles at that time. This notice of termination may result in immediate termination of the membership -

- if the Association cannot be required in reason to allow the membership to continue. —
 Notice of termination shall always be given in writing with a statement of the reasons. —
5. Expulsion from the membership may only be pronounced if a member acts contrary to –
 the articles, rules or resolutions of the Association or harms the association in an ———
 unreasonable manner. It shall be effected by the Executive Board, which shall inform —
 the member of the resolution as soon as possible with a statement of the reasons. ———
 Within one month after receipt of the notification the relevant member shall be ———
 empowered to appeal to the general meeting, which appeal shall be discussed at the —
 next general meeting. —————
- During the period for appeal and pending the appeal the member shall be suspended. —
 The resolution of the general meeting on expulsion may only be passed by a majority of
 at least two thirds of the valid votes cast. —————
6. If the membership ends in the course of an association year, irrespective of the reason -
 or cause, the contribution for that year by the member shall remain fully due, unless the
 Executive Board resolves differently.; —————

DEPARTMENTS

Article 8

1. The Association shall have departments, which may exist geographically per country. —
 Every ordinary member of the Association shall be affiliated with a department of the —
 Association depending on his/her place of residence. —————
2. A department shall exist in so far as more than 3 (three) ordinary members reside in a —
 country affiliated with WONCA Europe. There can only be one department for each —
 country. —————
3. If at any time fewer than three (3) members reside in any country affiliated with ———
 WONCA Europe or if members reside outside a country affiliated with WONCA Europe,
 there shall be no department in that country. These members shall then be part of the —
 department of the nearest country. If desired the Executive Board may impose further —
 rules for this, provided that every member is always part of one existing department. —
4. Every department shall be entitled, with observance of the matters stated in the articles
 9 and 10, to appoint one member of the Council, coming from the relevant country, who
 shall then be appointed in the Council without mandate or consultation. —————

COUNCIL

Article 9

1. The Association shall have a Council, whose members shall be appointed by the ———
 departments for a fixed period of office of three years, and which shall consist of at —
 most so many members as there are departments at the time of the start of the ———
 elections. —————
2. The appointment of members of the Council shall be appointed by means of direct ———
 elections per department. The time of appointment shall be the Executive Board's final -
 adoption of the outcome of the elections, in conformity with the election rules to be —
 drawn up by the Executive Board. —————
3. At least three members of a department shall be entitled to nominate a candidate ———
 member for the Council elections of their department. This nomination shall not be —
 binding. —————

4. Every member shall be entitled to cast one vote at the elections and the candidate on whom most valid votes have been cast shall win the elections. _____
5. The membership of the Council shall end as a result of: _____
 - a. the final adoption of the election result of the new Council by the Executive Board; -
 - b. termination of the membership of the Association; _____
 - c. notice of termination of the membership of the Council by the member; _____
 - d. dismissal by the Council. _____
6. Apart from the power of suspension included in article 6 the Council shall be _____ empowered to give a warning to a member if he/she has not been present twice _____ successively at the immediately preceding meetings of the Council. If the relevant _____ member is again not present at the next meeting, the Council shall be empowered to _____ dismiss this member immediately. In such a case an interim election shall be held for _____ the position of the dismissed member for the rest of the period of office, as much as _____ possible in accordance with the rules of article 10. _____
7. Resolutions as referred to in the preceding article may only be passed by a majority of _____ at least two thirds of the valid votes cast, irrespective of the members present or _____ represented at the meeting. _____

ELECTIONS OF THE COUNCIL _____

Article 10 _____

1. The year in which a period of office of the Council ends shall be an election year. _____
2. Under the responsibility of the Executive Board the secretariat of the Association shall organize the elections within the departments, in such a manner that every member may exercise his/her right of nomination and right to vote in time. The Executive Board shall prepare rules for the organization of elections. _____
3. Elections shall be effected in writing/electronically, without the members of a department having to assemble at a meeting. _____

EXECUTIVE BOARD _____

Article 11 _____

1. The Executive Board shall consist of at least six (6) persons. The number of Executive Board members shall be determined by the general meeting. _____
2. The Executive Board members shall be appointed by the general meeting from its number. They shall always be appointed for a period of three (3) years. Qualification for appointment shall require a written nomination from at least two (2) members of the Council and the relevant member offering himself/herself as a candidate. These nominations shall not be binding. _____
3. The general meeting shall choose a president, a secretary and a treasurer direct. They shall jointly constitute the executive board. _____
4. The Executive Board shall draw up a rotation schedule, in such a manner that the continuity of management within the Association is adequately guaranteed. _____
5. A year before the term of office of the president of the Executive Board expires, the general meeting shall vote on the (re)appointment. If the sitting president is not eligible again or if the general meeting appoints a new candidate, this successor shall be added to the Executive Board as succeeding president (President Elect) until the end of the period of office of the sitting president. The president elect shall act as a an _____

ordinary member of the Executive Board and shall have no special rights until the start of his period of office as president.

6. The general meeting may appoint advisers for the benefit of the Executive Board, which advisers may assist the Executive Board in the exercise of its task on the strength of their expertise. These advisers shall have no right to vote at the Executive Board meetings.
7. The Executive Board may also pass resolutions without a meeting, provided that all the members of the Executive Board have declared in favour of the proposal in writing or electronically in a legible and reproducible manner.
8. The provisions in the articles 15 and 16 shall apply to the meetings and the resolutions of the Executive Board as much as possible.

Article 12

1. The membership of the Executive Board shall end as a result of:
 - a. termination of the membership of the Association;
 - b. notice of termination by the Executive Board member;
 - c. expiry of the period of appointment;
 - d. loss of a member's free control of his property;
 - e. dismissal by the general meeting.
2. A Executive Board member shall be empowered to resign at any time provided that this is done in writing at not less than three months' notice.
3. A retiring Executive Board member shall be eligible for reappointment immediately. All Executive Board members shall be eligible for reappointment as Executive Board members for a maximum of 3 (three) terms. Anyone appointed to an interim vacancy shall take the place of his/her predecessor. The president, secretary and treasurer shall be eligible for reappointment in their positions for a maximum of 1 (one) term.
4. The general meeting may suspend or dismiss a Executive Board member if it considers reasons present for the purpose, provided that the resolution on the subject is passed by a majority of at least two thirds of the valid votes cast.

Article 13

1. The Executive Board shall be entrusted with managing the Association. This shall inter alia include:
 - a. looking after the interests of the Association, within its objective;
 - b. annually preparing an annual budget and policy plan, for adoption by the general meeting;
 - c. annually preparing annual accounts and an annual report for adoption/approval by the general meeting within the statutory periods set for the purpose.
 - d. maintaining and steering the secretariat of the Association;
 - e. communicating relevant information to the members and other interested parties;
 - f. performing the policy plans adopted;
 - g. preparing bye-laws, for adoption by the general meeting;
 - h. handling current business.
2. The Executive Board shall require the approval of the general meeting for resolutions on entering into agreements for money loans, buying, alienating, encumbering, hiring or letting registered property and concluding agreements whereby the Association binds

itself as surety or joint and several debtor, gives a guarantee for a third party or binds —
itself as security for the debts of a third party. _____

3. a. The Executive Board shall represent the Association. _____
- b. The power of representation shall also be due to two Executive Board members —
acting together. _____

GENERAL MEETINGS _____

Article 14 _____

1. The general meeting of the Association shall consist of the members of the Council. —
2. The general meeting shall have all powers that have not been entrusted to others by —
law or the articles. _____
3. The general meetings shall be convened by the Executive Board with observance of a —
period of at least one month by means of a written communication to be dispatched to —
all the members of the Council. _____
4. General meetings shall be held at least once a year and furthermore when the —
Executive Board deems this desirable or necessary or when this is requested in writing —
with a statement of the subjects to be discussed by at least such a number of members —
of the Council as is empowered to cast one tenth of the votes at the general meeting if —
all the members of the Council are present or represented there. _____
5. Annually the Executive Board shall submit a budget and policy plan to the general —
meeting for the coming calendar year and also annual accounts and an annual report —
for the past calendar year within the statutory periods set for the purpose. _____
6. Annually the general meeting shall appoint an audit committee of two members, which —
shall be given access by the Executive Board to the whole administration of the —
Association on request and which committee shall report its findings on the draft annual —
accounts to the general meeting so that the general meeting may weight these findings —
in its resolution on adoption of the annual accounts, Adoption of the annual accounts —
shall entail dismissal and acquittal of the members of the audit committee and also —
discharge of the Executive Board from liability for the financial policy pursued by them. —
7. On the nomination of the Executive Board the general meeting may institute —
committees and project groups, which receive specific instructions and which report to —
the Executive Board or the general meeting. Members of such committees or project —
groups need not be members of the Association. _____

Article 15 _____

1. All the members of the Council shall have access to the general meeting. The —
members of the Council shall each have one vote there. The Executive Board may —
invite members or representatives of Organizations in Collaboration, as referred to in —
article 4 to attend the general meeting; they shall have no right to vote there. _____
2. A member shall have no right to vote on matters that concern him/her, his/her spouse —
or one of his/her relations by blood or affinity in a direct line. _____
3. Voting on things shall be taken orally and on persons in writing. Proposals may be —
carried by acclamation provided that this is done on the proposal of the president and —
none of the members present desires a poll. _____
4. On all proposals concerning things a resolution shall be passed by an ordinary majority —
of the valid votes cast at a meeting at which at least half the members entitled to vote —

are present or represented, in so far as the articles do not provide differently. _____

If the votes are tied, the proposal shall be deemed to have been rejected. _____

5. In a vote on persons the person who has received the ordinary majority of the valid _____ votes cast shall be elected. If nobody has received that majority, a second vote shall be taken between the two persons who had received the highest number of votes or, if _____ more than two persons had received the highest number of votes, among those _____ persons and the person who has received the most votes in that second vote shall be _____ elected. _____

If the votes are tied in that second vote, the matter shall be decided by lot. _____

The votes shall be taken by means of unsigned ballot papers. Ballot papers that have _____ not been filled in or on which more than the name of one candidate has been entered _____ shall be invalid. _____

6. A unanimous resolution of all the members of the Council, even if they are not _____ convened at a meeting, shall have the same force as a resolution of the general _____ meeting, provided that it is done with prior knowledge of the Executive Board. Such a _____ resolution shall be recorded by the secretary in the minutes book, while it shall be _____ reported at the next general meeting. _____

7. The opinion of the chairman expressed at the meeting about the outcome of a vote _____ shall be decisive. The same shall apply to the contents of a resolution passed, in so far _____ as a vote was passed on a proposal not laid down in writing. _____

8. If, however, immediately after the utterance of the chairman's opinion its correctness is _____ contested, a new vote shall be taken, if the majority of the meeting or, if the original _____ vote was not taken by poll or in writing, one person present and entitled to vote desires _____ this. _____

As a result of this new vote the legal consequences of the original vote shall be _____ cancelled. _____

Article 16

1. The president of the Executive Board shall lead the general meeting. In the event of his _____ absence or prevention one of the other members of the Executive Board shall act as _____ president of the meeting. If the chair is not filled in this way either, the meeting shall _____ provide for this itself. _____

2. The proceedings at the general meeting shall be recorded in minutes by the secretary _____ or by a member of the Association to be designated by the president. These minutes _____ shall be adopted by the next general meeting. _____

INFORMATIVE MEETING

Article 17

Annually the Executive Board shall convene an informative meeting at which all the _____ members and other interested parties are welcome and at which the Executive Board _____ informs those present about the work and policy intentions of the Association. The place of _____ this meeting shall be combined as much as possible with a congress important to the _____ members of the Association, such as the congress of WONCA Europe. No right to vote _____ shall be due to this meeting. _____

FINANCIAL RESOURCES

Article 18

1. The financial resources of the Association shall consist of contributions of the _____ members, donations of the donors, gifts, inheritances, bequests and all other benefits. –
2. Every member shall pay a contribution, whose amount shall be determined annually by the general meeting. _____

BYE-LAWS. _____

Article 19 _____

1. The general meeting may lay down further rules by bye-laws about all subjects whose – regulation appears desirable to it. _____
2. The bye-laws may be amended, supplemented or withdrawn by the general meeting — provided that the proposal for the purpose is stated in the convening notice for that — meeting. _____
3. The bye-laws may contain no provisions that are contrary to the law or the articles. —

AMENDMENT OF THE ARTICLES _____

Article 20 _____

1. The articles may only be amended by a resolution of the general meeting at a meeting – called with the statement that an amendment of the articles will be proposed at it. The – period for the call to that meeting must be at least two weeks. _____
2. The persons who have made the call to that meeting must make available a copy of the proposal in which the amendments have been included verbatim for inspection by all — the members at least five days before that meeting up to and including the day on — which the meeting is held. _____
3. The resolution on amendment of the articles may only be passed at a meeting at which at least two thirds of the members of the Council entitled to vote are present or _____ represented and by a majority of at least three fourths of the valid votes cast. If the — required number of members is not present or represented, the proposal shall be — brought up again at the next meeting, at which meeting the proposal may be accepted – irrespective of the number of members of the Council present or represented, provided – that it is done by a majority of at least three fourths of the valid votes cast. _____
4. The amendment of the articles shall only take effect after it has been laid down in a — notarial deed. Every member of the Executive Board shall be separately empowered to have that deed executed. _____
5. The Executive Board shall be obliged to deposit an authentic copy of the deed referred – to in paragraph 5 and of the complete text of the articles in force after the amendment – at the office of the Commercial Register. _____

DISSOLUTION AND LIQUIDATION _____

Article 21 _____

1. The Association may be dissolved by a resolution of the general meeting at a meeting – called with the statement that dissolution of the Association will be proposed at it. The – period for the call to that meeting must be at least two weeks. _____
2. The provisions in article 20(3) for amendment of the articles shall apply accordingly to – the resolution on dissolution. _____
3. In the resolution on dissolution the general meeting shall designate liquidators. If it has – not designated any liquidators, the liquidation shall be effected by the Executive Board.
4. Any credit balance shall be due to the persons who were members at the time of the —

resolution on dissolution. _____
Each of them shall receive an equal share. In the resolution on dissolution another _____
destination may also be given to the credit balance. _____

5. The Association shall cease to exist at the time at which no assets known to it or to the liquidators are present anymore. The liquidators shall report this to the registers where the Association is entered. _____
6. After the end of the liquidation the books and documents of the dissolved Association shall remain in the keeping of the youngest liquidator during seven years. _____

FINAL PROVISION _____

Article 22 _____

The Executive Board shall decide in all cases not provided for by the articles, the bye-laws or the law. _____