

## **Annex 2**

### **Legal status**

**EURACT Council meeting  
April 25-29, 2009  
St. Petersburg, Russia**

## Legal Status

This is the material sent to Council before Council Meeting (sent 16.04.2009).

*Dear Euract colleagues,*

*One of the items of the up-coming Euract Council meeting is: “Euract legal status”*

*Although I will be present to explain this item in detail, I thought it would be wise to provide some back ground information on paper before the meeting.*

*The current decision of the Euract Council is on the Articles of an Association in a Notarial Deed. I will explain the content of some of the articles later.*

*In the past Euract Council has already taken to decisions:*

- to become a legal entity*
- to do so by becoming an Association*

*The reason that Euract Council felt it would be a wise decision to become a legal entity was that Euract itself has no legal status. We may have our Euract Constitution or Bylaws but we could not become a partner in an European project. Legally Euract does not exist. So the Euract Council decided it would see how it could become a legal entity.*

*As Wonca Europe had become a Foundation (Stichting under Dutch Law) we first thought that Euract might become a Foundation also. But based on legal advise we opted for an Association. To clarify that a bit further: a Foundation is a legal entity without members. There is only a board which governs the organisation. As Euract is an organisation with members it turned out that an Association would be the best option as a legal entity.*

*So we set out to incorporate the current Constitution/Bylaws into the official legal frame of an Association (under Dutch law). In such a legal frame there are quite a number of articles which have to be there by law. These articles cannot be changed or omitted. The result of that process is the current proposal.*

*I will highlight the difficult but important issues in this proposal:*

- I already explained that an Association has members. In fact all members make up the Association and come together at least once a year as General Meeting to vote on a number of issues, such as the budget, the elections, etc.*  
*In Euract we have the system of elected Council members representing their country members, and taking decisions on behalf of them.*

*In the current proposal we have incorporated the Euract system. The Departments = Countries will choose the Council members which will make up the Council.*

- There may be as many meetings of the Council as Council decides, but the law requires that at least once a year there will be a General Meeting. I would say our Business Meeting is already a General Meeting since during that part of the Council meeting elections, budget decisions and so are taking place. So we will have to use another word for that part of the Council Meeting, but there is no real change.*
- In these Articles the Executive Board is named more often than in the current Constitution/Bylaws. This does not mean that the EB has more power. The EB has more duties on behalf of the Council. It has to prepare meeting and keep things running smoothly. But Council as a General Meeting “shall have all powers that have not been entrusted to others by law or the articles”( Article 14.2)*
- Not all rules are laid down in Articles of an Association. To amend Articles (Art 20) is a difficult process requiring another Notarial Deed. Therefore a set of Bye laws on for instance Membership (art 7.2) can be made up by a committee of Euract, without further legal interference. An association can more easily adapt to changes in its environment. That is a normal process in associations.*

*I will not explain each and one of the Articles of this Association, but reassure you that I have tried to bring together:*

- the current Constitution/Bylaws of Euract*
- the current way of doing in Euract, and*
- the legal requirements of an Association (under Dutch law)*

*Job FM Metsemakers  
Former EB member Euract  
14/4/2009*

**DRAFT****INCLUSION OF THE ARTICLES OF AN ASSOCIATION IN A NOTARIAL DEED**

This day, + two thousand and nine, there appeared before me, *Meester* Aart Veldhuizen, civil-law notary of Amersfoort:

1. +;

2. +;

acting for the purposes of this matter as officers of the informal association: EURACT, having its office in +.

The appearers, acting as mentioned, stated that:

1. the Association was incorporated in March nineteen hundred and ninety-two;
2. the Association was never entered in the Commercial Register or Register of Associations and it never included its articles in a notarial deed;
3. the general meeting of the Association, held in + on +, has resolved to amend and lay down anew the articles of the Association entirely, and also to include the amended articles entirely in a notarial deed and to authorize the appearers to have this deed executed and signed;
4. the said resolution and the said authorization are evidenced by a copy of the minutes of the said general meeting, which will be attached to this deed.

Now the appearers stated in connection with the said resolutions and for their execution that they hereby gave notice that the articles of the Association in full read as follows:

**NAME AND SEAT****Article 1**

1. The name of the Association is: **European Academy of Teachers in General Practice ('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 admission shall 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.

Finally the appearers stated that the address of the Association is: .

**ANNEXES**

The following annexes will be attached to this deed:

- the above-mentioned minutes of the general meeting.

**END**

The appearers are known to me, civil-law notary.

+Where this deed mentions "unmarried" this shall also include "not registered as a partner in the sense of the registered partnership".

Whereof a deed was executed at Amersfoort on the date mentioned at the head of this deed.

The gist of the deed has been communicated by me, civil-law notary, to the appearers and I have given an explanation of it.

The appearers subsequently stated that they had taken note of the content of the deed and agreed to it being read out in part.

Subsequently, immediately after having been read out in part, this deed was signed by the appearers and me, civil-law notary.