

Annex 6

EURACT legal status

**EURACT Council meeting
May 7-11, 2008
Mosta, Malta**

Correspondance from lawyers to Job Metsemakers prior to Malta meeting describing current status

Dear Professor Metsemakers,

Further to our conversations about the legal formalisation of EURACT, I would like to inform you as follows.

Current legal status of EURACT

The current legal status of EURACT is, from a Dutch legal perspective, an **informal association** (informele vereniging). The consequences hereof are that the boardmembers are personally liable next to EURACT for financial consequences of EURACT's commitments. It is possible to formalize the position of EURACT. After the formalisation process, EURACT will be a fully entitled legal entity under Dutch law. An important consequence hereof is that the liability of Euract's boardmembers will be strongly limited.

Formalisation of EURACT

Formalisation of EURACT under Dutch law makes it necessary to include the bylaws of EURACT into a notarial deed and to register EURACT and its boardmembers in the public register for Associations. In order to secure this process, the notary who will execute the deed, is liable (according to the law) for compliance of the bylaws with Dutch law. Therefor the notary will edit the bylaws, as much as possible according to the wishes of the clients. The formal text of the bylaws has to be in Dutch language. However, official (sworn) translations will be made in order to communicate the text to all EURACT members and participants

Since EURACT already exists and has many active participants in many countries, it will be necessary to customize the new bylaws as much as possible according to current practice and of course within the boundaries of the (Dutch) law. In the following paragraphs, I will set out the proposed framework of the formal EURACT bylaws. I have read the EURACT Constitution, the Guidelines and will follow its principles and working practice as closely as possible. However, as this is in fact a translation process, it is inevitable to reach some compromises here and there. Where choices had to be made, I have tried to choose the most Transparent solution. This because a multicultural and multilingual group of members as EURACT has, should be bothered als little as possible with formalities of procedures.

Overview of proposed structure of Bylaws for EURACT

Name and Seat

- The name of the Association will be: **European Academy of Teachers in General Practice ('EURACT')**
- The formal seat will have to be in the Netherlands

Objects

- The Objects of EURACT are to promote, foster and maintain high standards of teaching and learning of primary healthcare in the European countries, on behalf of medical doctors in general practice

- The Objects will be copied from the current bylaws

Members (various types)

There are various types of membership or associated :

- Individual members: individual teachers of general practice in the WONCA European region → Advice: For clarification purposes you might name these members ' Full members'
- Associate members: individual teachers of general practice outside the WONCA European region
- Special members: students of general practice or junior doctors (less than 5 years after certification as general practitioner) → Advice: For clarification purposes you might name these members ' Junior members'
- Organisation in collaboration: Any organisation or entity which has a special interest and/or competence as to the objects of EURACT
- Sponsoring organisation: Any organisation or entity which wants to assist in the work of EURACT
- Affiliated organisation: Any Organisation or entity which is (in whole or in part) working in the field of teaching and learning of primary healthcare in the European countries, on behalf of medical doctors in general practice

Membership

- Only Individual members have voting rights and pay annual regular membership fees. Other types of members or affiliates have no voting rights. Special members pay 50% of membership fees, others pay a fee to be agreed on by the council
- Every two years there will be an informative meeting for all members (also other interested individuals may attend), during which meeting board and council will present the achievements and plans of EURACT. There will be no voting during this meeting.
- There will be a list of usual regulations on termination or suspension of membership

Chapters

- Individual members of any country within the Wonca European region will form a chapter if there are more than three individual members registered in such a country
- As long as there are less than three members in any country, these may be associated with an existing chapter in a neighbouring or near country
- Each chapter has the right to appoint one member of the council, during the election process, described in the bylaws

Council

- The council consists of as many members as there are chapters at the time of any election.
- Only Individual members may vote and may be appointed as member of the Council
- The council governs EURACT (eg. appointment of boardmembers, approval of annual reports, appointment/discharge of audit committee)
- The council meets at least once a year for the so called 'annual meeting', in which the board reports back to the council on the (financial and operational) results of the past year and in which meeting the policy plans for the forthcoming year will be discussed and approved. Also the audit committee reports back on its findings. It is of course possible to have more council meetings per year (as I understand this is the current practice) and usually the reporting is done somewhere in spring and the policy plans somewhere in autumn, this of course remains the choice of EURACT.
- The council has the right to appoint and discharge members of the board and members of the audit committee
- In an election year (once every three years, the next time in 2010) the council (after being (re)-appointed itself) in its own right (re-)appoints the members of the board.
- There will be a list of usual regulations on the functioning of the council, inclusive of the current regulations.

Board

- The boardmembers will be appointed by the council, following the election of the council.
- The board consists of 6 members, inclusive of President, Secretary and Treasurer.
- The council may appoint advisors to the Board from outside the councilmembers. Such advisors will be appointed based on their special expertise. Such advisors do not have voting rights.
- There will be a list of usual regulations on the functioning/authority of the board, inclusive of the current regulations

Elections

- Every three years, there will be elections for the board and for the council, the first time in 2010
- Each chapter will appoint one member of the council, the newly appointed council will appoint the members of the board
- The secretariat of EURACT will organise and administer the elections by the chapters
- There will be a list of usual regulations on the organisation of the elections, inclusive of the current regulations

Council meetings/Board meetings

- The council meets at least twice a year
- There will be a list of usual regulations on this item, inclusive of the current regulations

Financial matters

- The Board is responsible for the daily financial matters of EURACT and for the annual financial report to the council. The council will appoint an audit committee, which will audit/review the financial report

Other rules and regulations / Amendment of Articles of Association / Bylaws / Liquidation and Settlement

- There will be a list of usual regulations on these items, inclusive of the current regulations

Financial quote for our work:

Since EURACT is an already existing organisation, we have to work to measure and can only make limited use of existing texts. Therefore, for our time on advising and drafting of documents including the formalisation of EURACT and registration in the appropriate Registers, we indicate a salary of EUR 3.000.--. This amount is exclusive of VAT and external cost, such as a sworn translation of the bylaws and registration fees. Sworn translations will be made by external translators at cost and from our experience they will charge around EUR 1.750.—for such a job. Of course for our quote the amount of work/revisions etc. depends on your organisation. It is possible to inform you if we would exceed the indicated amount.

With the above I hope to have informed you adequately and timely in order for you to discuss this with your Council members. You can always contact me if there you have any questions or remarks.

Yours sincerely,

Adriaan Rothfusz