



**The World Organization of National Colleges,
Academies and Academic Associations of
General Practitioners/Family Physicians**

BYLAWS

May–November 2021

Approved by the WONCA Council
By Extraordinary General Meeting
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BYLAWS

The World Organization of National Colleges, Academies and Academic Associations of
General Practitioners/Family Physicians

WONCA

As approved by WONCA Council

ARTICLE 1: NAME

The **historical** name of the organization is the World Organization of National Colleges, Academies and Academic Associations of General Practitioners/Family Physicians

The legal name of the Organization is "WONCA Association"

(Hereafter referred to as "The Organization")

(Acronym "WONCA")

(Short Name - "World Organization of Family Doctors")

ARTICLE 2: DEFINITIONS

Bylaws	The Bylaws of the World Organization of National Colleges, Academies and Academic Associations of General Practitioners/Family Physicians
Chair	The person who is responsible for conducting the business of a meeting. The term embraces the terms "chair" and "chairperson" when used in a similar context.
Council	The World Council or governing body of WONCA unless specifically and clearly used in the Bylaws to refer to another organization.
Executive Committee	The Executive Committee of the Council established in accordance with the requirements of the Bylaws of The Organization.
Ex-officio	An Ex-Officio Member of a Committee is a member by virtue of his or her office and shall not have voting rights unless otherwise specified in the Bylaws and Regulations-Organizational Policies .
Fund-holders	Persons holding offices in The Organization and who are allocated funds.
Legally registered	Those medical practitioners who are officially recognized by the government of the country as having had the completion of their medical training certified and are currently fit and proper persons to practice medicine.
Levy	To impose or collect a fee, or the money so raised
Logo	A symbol of graphic artwork designed specifically to identify The Organization, a region of The Organization, or an event or activity of any type being conducted for, or under the auspices of, The Organization.
Member/Membership	When these terms, all spelled in lower case, are included in the body of the Bylaws, they include all categories of membership of The Organization, or any of the constituent organizations of The Organization, as indicated.
Member Organization	A professional organization which is a Full Member or Associate Member of The Organization.
Members present	Defines those "present" at a meeting. This term includes those physically attending the meeting or remotely, and those who hold a legitimate and certified proxy for another organization or individual.
Public officer	The person appointed by the Council to be the legal representative of The Organization as may be required by any national law or by any statutory authority of a country.
Recognized health professional	Those professions which are concerned with health care and whose area of care is clearly defined, is based on authentic education and research, and entails a certified training program.

Region	A grouping of Member Organizations so defined by Council on the basis of an area considered as a unit for geographical, functional, social or cultural reasons.
Regulations Organizational Policies	The Regulations Organizational Policies of Executive as appended to the Bylaws of The Organization at the time of adoption of the Bylaws and any additions or amendments subsequently made in accordance with the Bylaws. Serve to further explain implementation policies for Bylaws
Responsible Officer	The person appointed by the Council to be responsible for the statutory and administrative affairs of The Organization as required by law or by the Bylaws of The Organization, or as directed by the Council. The Responsible Officer will typically be the Chief Executive Officer (CEO).
Secretariat	The administrative centre of an organization and in the case of The Organization, the office of the Responsible Officer.
Service activities	Those aspects of medical practice which are concerned with the process and management of the delivery of health care or patient medical care.
Significant Organization	An organization which in general is regarded by the medical profession as an organization of academic status and consisting of a sufficient number of members that it can be regarded as representative of the general practitioners/family physicians of the country or region.
Term of Office	The duration of time that an individual holds a position of responsibility.
Terms of Reference	A list of duties, responsibilities and tasks to be achieved by an individual or individuals or by any committee or working party established by The Organization undertaking an assigned task for The Organization.
The Organization	The World Organization of National Colleges, Academies and Academic Associations of General Practitioners/Family Physicians, unless specifically and clearly used in the Bylaws and Regulations Organizational Policies of Council to refer to another organization.
Vote	Voting in person, by postal, electronic or other validated means that are recommended by the Executive Committee and approved by Council.
Young doctors	Those in family medicine training and in the first five years of family medicine practice

ARTICLE 3: GOVERNANCE

1 Bylaws

The affairs of The Organization shall be governed in accordance to these Bylaws.

ARTICLE 4: PURPOSE

1 Mission

The Mission of The Organization is to improve the quality of life of the peoples of the world through defining and promoting its values, including respect for universal human rights and including gender equity, and by fostering high standards of care in general practice/family

medicine as a key component of high quality primary care *by*:

- promoting personal, comprehensive and continuing care for the individual and the family_in the context of the community and society;
- promoting equity through the equitable treatment, inclusion and meaningful advancement of all groups of people, particularly women and girls, in the context of all health care and other societal initiatives;
- encouraging and supporting the development of academic organizations of general practitioners/family physicians;
- providing a forum for exchange of knowledge and information between Member Organizations, general practitioners/family physicians; and other primary care health professionals; and
- representing the policies and the educational, research and service provision activities of general practitioners/family physicians to other world organizations and forums concerned with health and medical care.

2 Objectives

The objectives of The Organization shall be to:

- .1 Support and facilitate the development of general practice/family medicine throughout the world, and advance the status of family doctors.
- .2 Represent the consensus view of Member Organizations in international and national fora.
- .3 Collect, collate and disseminate information concerning the educational, research and service provision aspects of general practice/family medicine.

ARTICLE 5: MEMBERSHIP

1 Eligibility and Classification

.1 The membership of The Organization shall consist of:

.1 Full Member Organizations

National organizations or a group of national organizations which are representative of general practitioners/family physicians of that country or those countries and a majority of whose constituent voting membership consists of general practitioners/family physicians who are legally registered to practice within that country or those countries. The voting membership of such organizations may include medical practitioners in training.

No component member of a Full Member Organization shall hold Full Membership in WONCA in its own right.

.2 Associate Member Organizations

National Organizations or a group of national organizations whose missions and objectives are consistent with those of WONCA and not eligible or do not seek Full Membership and of which the majority of the constituent voting membership are members of the recognized health professions as defined in

these Bylaws.

.3 Direct Individual Members

Individual persons who are members of a recognized health profession and who support the Mission of The Organization and who desire affiliation.

.4 Academic Members

Academic Departments/Training Programs of general practice/family medicine which are actively involved in teaching **and or** research, support the Mission of The Organization and desire affiliation with The Organization.

.5 Pro Tem Member Organizations

A national organization, body or other corporate entity whose missions and objectives are consistent with those of WONCA, and where the country has no organization eligible to be a Full Member organization or Associate Member organization, but where Council considers the body appropriate to hold a special category of membership.

Membership eligibility of Pro Tem Member Organizations is to be reviewed at each World Council meeting. If another organization from the same country as the Pro Tem Member Organization is approved as a Full Member Organization, then membership of the Pro Tem Member Organization will cease. Council will consider the need to continue the membership status of a Pro Tem Member Organization if another organization is approved as an Associate Member organization from the country in question.

2 Application

Applications for membership shall be made in accordance with the policies appropriate for the relevant membership category.

3 Termination of Membership

.1 Membership in The Organization shall terminate upon the occurrence of any of the following:

.1 Resignation.

.2 Failure to maintain membership requirements in accordance with the **Regulations Organizational Policies**.

.3 Default in the payment of dues to The Organization.

.1 When an application for Membership or Associate Membership is made by an organization which has ceased to be a member subsequent to this article, such application will be deemed to be not eligible until such time as all previously unpaid dues have been received by the Responsible Officer. Council, if it considers that the dues were unpaid for reasons which were extenuating, may declare the application to be eligible in respect of this clause, by waiving the outstanding unpaid dues.

.4 Revocation of Membership by the Council.

.1 Any Member Organization or Officer of The Organization may file a written complaint against another Member Organization alleging that

that organization's policy is no longer in accord with the provisions of Article 4 of the Bylaws. Such complaint must be filed with the Responsible Officer of The Organization and must state the conduct or policy complained of with reasonable particularity, and must be signed by the secretary and president of the Member Organization filing the complaint.

- .2 Upon receipt of the said complaint:
 - .1 the Responsible Officer shall cause a copy to be submitted by registered mail to a Complaints Committee of three persons appointed by the Council/Executive Committee who will review the complaint within six weeks of receipt of the complaint from the Responsible Officer to rule on the complaint.
 - .2 In the event that the complaint is deemed to have no merit, the Complaints Committee shall recommend to the Responsible Officer to reject the complaint giving valid reasons for doing so.
 - .3 If the complaint is deemed to have merit, the Complaints Committee shall request the Responsible Officer to write to the Honorary Secretary of the offending Member Organization to request an explanation and reply to the complaint within six weeks.
 - .4 The Complaints Committee shall review the reply from the offending Member Organization and recommend to the Responsible Officer its reasons for accepting or rejecting the explanation from the offending Member Organization.
 - .5 The Executive Committee may take any appropriate action within six months of such recommendation.
 - .6 Such action may be in the form of a warning, suspension or expulsion.
- .3 At the Council meeting which considers the complaint both the complainant and the respondent shall be given reasonable opportunity to be heard.
- .4 The complaint shall be considered by Council and after due consideration of the complaint any decision by Council regarding the complaint shall be by a two-thirds (2/3) majority of Members of Council.

ARTICLE 6: ORGANIZATIONS IN COLLABORATIVE RELATIONS

1 Eligibility

International organizations whose missions and objectives are consistent with those of the Organization and who are not eligible for, or who do not seek Full or Associate Membership.

2 Application

Applications for Collaborative Relations shall be made in accordance with the relevant policies.

3 Review of Relations

Organizations in Collaborative Relations may be reviewed by Council on the recommendation of Executive Committee.

ARTICLE 7: HONOURS AND AWARDS

1. The Organization may constitute such awards as it seems fit from time to time. The policies for the award of any awards shall be clearly documented by the Executive in the Organizational Policies and ratified by Council

ARTICLE 8: DUES (Subscriptions) AND FUND RAISING

1 Annual Dues of Member Organizations

.1 Dues

- .1 Each Member Organization, including Full and Associate and Pro Tem Member Organizations, shall be required to pay annual dues which shall be recommended by Executive Committee, approved by Council at each of its regular meetings, and collected in accordance with the Regulations Organizational Policies.
- .2 Special assessments may be levied by an affirmative vote by two-thirds (2/3) of Council.
- .3 Regions may determine to levy annual dues from the constituent Member Organizations of the Region.

.2 Nonpayment

- .1 Any Member Organization which has not paid its total triennial dues or assessments at the time of the Regular World Meeting shall not be entitled to representation on Council or other Committees, and its members shall not be entitled to hold office in WONCA.
- .2 The Organization reserves the right to pursue, by any means available to it, the recovery of outstanding dues owed to it by a Member Organization whose membership has lapsed due to non-payment of dues.

2 Annual Dues of Direct Individual Members

Each Direct Individual Member shall be required to pay annual dues which shall be recommended by Executive Committee, prescribed by Council at each of its regular meetings, and collected in accordance with the Regulations Organizational Policies.

3 Annual Dues of Academic Members

Each Academic Member shall be required to pay annual dues which shall be recommended by the Executive Committee, prescribed by Council at each of its regular meetings, and collected in accordance with the Regulations Organizational Policies.

4 Raising of Funds

In furtherance of the Mission and Objectives of The Organization as contained in Article 4, The Organization may raise or acquire funds by way of commercial activities, levies, requests, donations, grants, bequests, legacies or in any other manner permitted by law.

5 Appeals Against the Level of Organization or Regional Dues

- .1 A Member Organization may apply to the Executive for a reduction in the level of dues payable, both to The Organization and to a Region.
- .2 The appeals process for reductions is detailed in the Organizational Policies.
The application must be based on financial hardship and must be accompanied by a certified financial statement and budget of the Member Organization.
- .3 In the case of an application for a reduction in Regional dues, the application must have the support of at least a majority of the Member Organizations of the Region.
- .4 If the application is rejected by the Executive, the Member Organization may appeal to the Council
- .5 Prior to consideration by Council, all appeals shall be considered by the Executive Committee which shall report to Council.
- .6 In the case where an appeal is upheld by Council, then Council shall determine either to waive the dues or to levy a lower level of dues.
- .7 Where Council or Executive Committee make a determination in accordance with this Clause in respect of a Full Member, Council or Executive may reclassify, with the approval of the Member Organization, its membership category to that of Associate Membership until the next World Council. Where such a reclassification occurs, the membership classification would revert to Full Membership after the next World Council providing the appropriate dues are paid within the prescribed time.

ARTICLE 9: REGIONS

1 Regional Organization

The Member Organizations shall be grouped into Regions which shall at all times uphold the Mission and Objectives of The Organization in accordance with Article 4 of these Bylaws. In particular, each Region shall:

- .1 Provide a forum on a regional basis for interchange of information and knowledge.
- .2 Encourage the establishment of national academic organizations representing general practitioners/family physicians in countries of the region.
- .3 Support and encourage the development of the Member Organizations within the region.

ARTICLE 10: WORLD MEETINGS

1 Regular World Meetings

- .1 To fulfill the Mission and achieve the Objectives of The Organization, there shall be a regular world meeting of The Organization held not less often than every third calendar year, which shall include a an ordinary meeting of Council, a meeting of the Executive Committee, a Scientific Conference and such other working party or committee meetings as shall be determined from time to time by Executive Committee or Council.
- .2 At each regular world meeting, Council shall reaffirm the time and place for the next regular world meeting and designate the time and place of the next subsequent regular world meeting.

ARTICLE 11: COUNCIL

1 General Powers and Responsibilities

- .1 The control and administration of The Organization shall be vested in the Council.
- .2 Consistent with the Mission and Objectives of the Organization, Council shall make every reasonable effort, including calls for nominations, to ensure that qualified women candidates for officer and other positions are identified.

2 Composition

.1 Voting Members of Council

- .1 The Council shall consist of the Officers of The Organization and one representative per country or group of national organizations (reference Article 5.1.1 of these Bylaws), except as provided in point 2.1.1.2 below.

- .1 Officers of The Organization shall have one vote each at Council.
- .2 All Full Member Organizations that were deemed to be voting members of Council during the 1996 to 1998 triennium shall retain their status as voting members provided that there is no change in or discontinuity of their membership.¹
- .3 A Full Member Organization or a group of national organizations shall have votes according to the following schedule:

Category A: 1 to 1000 members	1 vote
Category B: 1001 to 10,000 members	2 votes
Category C: 10,001 to 25,000 members	3 votes
Category D: 25,001 to 40,000 members	4 votes
Category E: 40,001 to 60,000 members	5 votes
Category F: > 60,000 members	6 votes

Members are those reported by the Full Membership Organization and for whom the Full Member Organization has paid dues during the most recent billing period.

- .4 Full Member Organizations shall be entitled to only one (1) vote regardless of the membership numbers if the Executive Committee has provided a waiver or substantial reduction in the membership dues to the Full Member Organization.
- .5 Where a Member Organization or country has more than one vote, these votes may be cast for one or more options.

.2 Certification

- .1 Each Full Member Organization shall notify the Responsible Officer of the name and address of its Member of Council, certify the credentials of the appointee, and inform of any subsequent changes.

¹ Historical precedent created exceptions which now only apply to the American Academy of Family Physicians, USA and the Society of Teachers of Family Medicine, USA

- .2 During the tenure of office, the Member of Council must be a full member of the Member Organization.
- .2 Non-Voting Members of Council
- .1 The certified representatives of Associate Member Organizations, Pro Tem Member Organizations, or Organizations in Collaborative Relations, may attend meetings of Council, and have the privileges of the floor, but shall not have the right to vote.
- .3 Observers
- .1 Official Observers

Council shall admit as observers to its meetings:

 - .1 Past Presidents of The Organization.
 - .2 Immediate Past Regional Presidents.
 - .3 Chairs of Committees and conveners of Committees, Working Parties, and Special Interest Groups elected under the provisions of the Regulations Organizational Policies.
 - .4 The Editor of any journal, newsletter or other regular publication produced under the auspices of Council.
 - .5 Presidents or official representative of a Member Organization..
 - .2 Other Observers
 - .1 Academic Members or their certified representatives, and Direct Individual Members.
 - .2 The President, with the concurrence of Council, may invite other observers for part or whole of the meeting.
 - .3 Privileges

All observers to Council shall have, at the discretion of the Chair, the privileges of the floor, but shall not have the right to vote.

3 Meetings of Council

- .1 Council shall meet at the time of each Regular World Meeting hold its ordinary meeting at least once a year with the time and means determined by the Executive Committee, with input from Council when possible.
- .2 Extraordinary Meetings of Council may be called by the President with the concurrence of the Executive Committee, or upon the written request of not less than ~~forty percent 40%~~ twenty percent (20%) of the current membership of Council, provided that written notice of such a meeting is given to members of Council not less than 120 days thereto.
- .3 General and Extraordinary Meetings of Council may be held in person, or by videoconferencing techniques, or any other means or combination thereof, as shall be determined from time to time based on the recommendation of Executive Committee and approved by Council.

- .4 In the event that members of Council participate in a Regular World Meeting or Extraordinary Meeting of Council by electronic means, every effort should be made to assure that they are able to participate and vote in a valid and confidential manner.

4 Voting

- .1 Except where a two-thirds (2/3) majority is required by these Bylaws, all matters shall be decided by a majority vote of voting members of Council present and those for whom a proxy has been granted.
- .2 The Chair is a voting member of Council and in the case of a tied vote, also has a casting vote.
- .3 A two-thirds (2/3) majority of the votes represented is required to adopt, amend or repeal voting regulations that allow multiple voting rights.

5 Proxies

A Member Organization in good standing which is unable to send a Member of Council to a meeting of Council, may authorize, in writing, another Member Organization, through its appointed Member of Council, to represent it. No Member of Council may exercise proxy for more than one Member Organization.

6 Quorum

A quorum for the transaction of business of Council shall consist of a majority of ~~the Officers of The Organization and two-thirds (2/3) of the members of Council representing Member Organizations in person or by proxy~~ voting members of the Council.

7 Languages

The discussion at any meetings of Council shall be conducted in English.

8 Records

- .1 Minutes of each meeting of Council, in English, shall be kept by the Responsible Officer.
- .2 The minutes of each meeting shall be transmitted to each Member Organization, member of Council, and Organization in Collaborative Relations not later than sixty (60) days following the meeting of Council.

ARTICLE 12: OFFICERS OF THE ORGANIZATION

1 The Officers of The Organization shall be:

- .1 President
- .2 Immediate Past President (until the conclusion of one calendar year from the Council meeting when they commenced office as Immediate Past President)
- .3 President Elect
- .4 Regional Presidents
- .5 Three Members at Large from different countries, one of whom shall be appointed

by the Executive Committee as Honorary Treasurer.

.6 One Young Doctors' Representative

2 Council, at each of its regular meetings shall ratify the elections of the Regional Presidents and elect the other Officers of the Organization. In order that both genders are appropriately represented, at least 25% of the Officers shall be women and at least 25% of the Officers shall be men. If the number of Officers cause the calculation to result in the required number of being a fraction of a whole number, then the fraction shall be rounded up to the nearest whole number.

3 The Officers shall be elected from among bona fide members of Full Member Organizations and shall be certified in writing by a Member Organization indicating that the nominee is a recognized member of that Member Organization, has its support and endorsement, and agrees to accept the nomination.

4 Council shall determine the terms of office and duties, and the methods of election of the officers.

5 Terms of Office

.1 The President, the Immediate Past President and the President Elect shall serve one term only in that particular office.

.2 With the exception of the President, no Member of the Executive shall serve for more than four terms of office without a break of one term. A member who has been elected as President may remain on the Executive for the additional time required to serve as President elect, President and Immediate Past President.

.3 Members at Large, Regional Presidents and the Young Doctors' Representative shall be eligible for election to that position for a maximum of two (2) consecutive terms of office.

.4 The term of office of all Officers, other than the World President Elect and the Immediate Past World President, shall commence at the conclusion of the Regular World Meeting Conference at which election occurred and shall expire at the conclusion of the next Regular World Meeting Conference.

.5 The term of office of the World President Elect shall commence at the conclusion of the Regular World Meeting Conference at which election occurred and shall expire at the conclusion of the second Regular World Meeting following the Regular World Meeting Conference at which election occurred.

The World President Elect shall succeed to the office of President at the expiration of the term of office of the President, or as provided for in Article 12.8 Section 7.3.1 of this Clause.

.6 The term of office of the Immediate Past World President shall commence at the conclusion of the term as World President and shall end at the conclusion of one calendar year from the Council meeting when they commenced office as Immediate Past President

After the conclusion of the term of office, the Immediate Past World President shall not be eligible for appointment as an officer of The Organization, but shall be eligible for appointment to Council or to any working party or committee of the Council or The Organization.

6 Nominations, Election and Appointments

- .1 World President Elect and Members at Large of the Executive Committee.
 - .1 Nominations for these Officers shall be made to the Nominating and Awards Committee in accordance with relevant policies.
 - .2 All nominations, however made, shall be certified in writing by a Member Organization indicating that the nominee is a recognized member of that Member Organization, has its support and endorsement, and agrees to accept the nomination.
- .2 Regional Presidents
 - .1 Council shall ratify a Regional President for each Region on the nomination of the Member Organizations of the Region.
 - .2 Such nominations must be supported by certified evidence that the nomination has the support of the majority of the Member Organizations of the Region.
 - .3 If a Regional President is elected to the office of President Elect, then another Regional President shall be elected and ratified for that Region in the same manner as the original appointee.

~~.3 The Honorary Treasurer~~

~~The Honorary Treasurer shall be elected by the Executive Committee at its first meeting from among the Members at Large.~~

- .4 Young Doctors' Representative
 - .1 Nominations for these Officers shall be made to the Nominating and Awards Committee in accordance with relevant policies.
 - .2 ~~A nomination for the Young Doctors' Representative, may be made by a WONCA Young Doctors' movement, or a WONCA Member Organization~~
 WONCA Young Doctors' Movements (YDM) will elect the Young Doctors' representative with one vote for each YDM irrespective of the number of members, with subsequent review and ratification by Council.
 - .3 ~~All nominations, however made, shall be certified in writing by both a WONCA Young Doctors' Movement and a WONCA Member Organization indicating respectively, that the nominee is active in that Young Doctors' Movement and has the support of that Member Organization~~
 YDMs should develop and operate under such rules or bylaws as are considered necessary for the management of the affairs of the YDM, providing that they are consistent with the Bylaws of the Organization and are approved by Council.
 - .4 All nominations, however made, require that the nominee agrees in writing to accept the nomination and certifies that at the time of the proposed election at World Council, they will meet the definition of Young Doctor.

7 Voting and Ratification Procedure

- .1 The election and/or ratification of Officers, as required by the Bylaws, shall be taken in the following order:

- .1 Regional Presidents
 - .2 The World President Elect
 - .3 Young Doctors' Representative
 - .4 Members at Large of the Executive Committee
- .2 The election of the World President Elect, Young Doctors' Representative and Members at Large of the Executive Committee shall be by ballot at meetings of World Council.
- .1 World President Elect
 - .1 If only one nomination has been received at the time of closing of nominations, then that candidate shall be declared elected by Council.
 - .2 If there are only two nominations, then election shall be by a majority vote of those present and voting.
 - .3 If there are three or more nominations and no one received an absolute majority vote on the first ballot, then a second ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot, providing, however, that if there is a tie for the second place, the candidate receiving the highest numbers and those tying for second place shall be included in the second ballot, and the balloting shall continue in a like manner until a majority is attained.
 - .4 If no nominations have been received at the time of closing of nominations, then nominations may be called from the floor at the Council meeting, provided that such nominations are made by the end of the first day of the meeting of Council and that appropriate supporting information is provided to the President and Chair of the Nominating and Awards Committee.
 - .2 Young Doctors' Representative
 - .1 The President shall announce if there is any requirement for a specific gender representative to be elected to satisfy the requirements of Article 12.2 having taken into account the nominations for Member at Large on Executive.
 - .2 If there is a requirement for a specific gender representative to be elected to satisfy the requirements of Article 12.2 and at least one appropriate nomination has not been received, then the President may declare that the Young Doctors' representative position shall remain vacant and be filled by appointment by Executive at a subsequent meeting as necessary to satisfy the requirements of Article 12.2.
 - .3 If only one acceptable nomination has been received at the time of closing of nominations, then that candidate shall be declared elected by Council.
 - .4 If there are two nominations, then election shall be by a majority vote of those voting.
 - .5 If there are three or more nominations and no one received an absolute majority vote on the first ballot, then a second ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot, providing, however, that if there is a tie for the second place, the candidate receiving the highest numbers and those tying for second place shall be included in the second ballot, and the balloting shall continue in a like manner until a majority is attained.

- .6 The Young Doctors' Representative shall be required to meet the definition of Young Doctor as given in Article 2 at the time of his/her election to the position.
- .3 Members at Large of the Executive
 - .1 The President shall announce the minimum number of women and men Members at Large required to be elected to satisfy the requirements of Article 12.2.
 - .2 Provided that sufficient nominations from women and men candidates have been received to allow the election of the required number of Members at Large, the election shall be conducted as follows:
 - .1 Voters shall cast votes for their three (3) candidates of choice.
 - .2 The scrutineers shall tally the votes received for all candidates and convey the results, in the order of votes received, to the President.
 - .3 The President shall declare elected the required number of women and men candidates according to the order of votes received and then any remaining successful candidates according to the absolute number of votes received, irrespective of gender.
 - .4 In the event of a tied vote, additional ballots shall be taken as required to complete the election of three (3) Members at Large as described above.
 - .3 If sufficient nominations from candidates have not been received so as to allow the election of the required number of women and men Members at Large, then the President may call for further nominations from the floor of Council provided that such nominations are made by the end of the first day of the meeting of Council and that appropriate supporting information is provided to the President and Chair of the Nominating and Awards Committee. If sufficient nominations are thereby received, then an election may proceed as provided above.
 - .4 If the requirements of Article 12.2 cannot be satisfied by the election of three (3) Members at Large, a Fourth Member at Large may be elected.
 - .5 If sufficient nominations from women candidates have still not been received so as to allow the election of the required number of women and men Members at Large, then the President may declare that one or more Member at Large positions shall remain vacant and be filled by appointment by Executive at a subsequent meeting as necessary to satisfy the requirements of Article 12.2.

8 Death, Resignation or incapacity of World President, President World Elect, Members at Large and Young Doctors' Representative

- .1 In the event of the death, resignation or incapacity of the World President, or if the World President should become ineligible for the office, the World President Elect shall assume the office of World President for the unexpired portion of the World President's time, on completion of which shall fulfill the elected term of World President. In the event of the death, resignation or incapacity of the World President Elect, or if the World President Elect should become World President

during the term of office as World President Elect, then Council shall elect another World President Elect for the unexpired portion of the appropriate term or terms, in such a manner as outlined in these **Regulations Organizational Policies**.

- .2 In the event of death, resignation or incapacity of any of the Members at Large or the Young Doctors' Representative then Council shall elect another Member at Large, or Young Doctors' Representative as appropriate, for the unexpired portion of the term of office, in such manner as here outlined. The Young Doctors' Movement may nominate a person who meets the definition of Young Doctor to serve in an interim capacity until a duly elected representative is determined. This nominee will have speaking but not voting rights.
- .3 The Responsible Officer shall call for nominations from Member Organizations for the vacant position or positions, notify the closing date for nominations, and at the same time inform members of Council that there will be an election by vote by members of Council to be held fifty six (56) days following the time notified for the closing of nominations. **Nominations shall be closed fifty-six (56) days after the date of the call.**
- .4 The Responsible Officer shall inform Member Organizations and members of Council the names of those so nominated together with a biographic sketch of each nominee no later than twenty eight (28) days after the closing of nominations.
- .5 The Responsible Officer shall conduct the postal vote as outlined in sub clause .3.3 above.
- .6 A member of the Executive Committee who is not a nominee shall be appointed by the Responsible Officer as scrutineer for the election and shall declare the successful candidate elected.

9. Death, resignation or incapacity of Regional Presidents

In the event of the death, resignation or incapacity of any Regional President or if any Regional President should become ineligible to continue to hold office, the Responsible Officer shall seek a nomination from the Member Organizations of the appropriate region or regions, for ratification by the Executive Committee. Such nomination shall satisfy the requirements Clause 10, Section 3.2 of these **Regulations Organizational Policies**.

10. Good Standing

Those seeking election by Council shall be of good standing in their profession and community.

ARTICLE 13: EXECUTIVE COMMITTEE

- 1 There shall be an Executive Committee of Council whose members shall be:
 - .1 The Officers of The Organization
 - .2 Chairs of Committees of Council as defined in Article 15 of these Bylaws

If a Chair of a Committee of Council is not already an Officer of The Organization then that Chair shall be an *ex officio* non-voting member of Executive Committee.
 - .3 A person selected by the Officers to represent the interest of Family Doctors in Training and Family Doctors in the first five years of practice
- 2 The Executive Committee shall have full authority to act for and on behalf of the World

Council between meetings of the Council.

- 3 The Executive Committee is accountable to Council and shall report to all meetings of Council.
- 4 A majority of voting members of the Executive Committee shall constitute a quorum for the transaction of business, provided that there is at least one woman and one man present.
- 5 The Chair has a deliberative vote, and in the case of a tied vote, a casting vote.
- 6 The Executive Committee shall meet:
 - .1 At the time of each Regular World Meeting, prior to and following the meeting of Council.
 - .2 at least once each calendar year in which there is not a meeting of Council.
- 7 The Executive shall develop and maintain WONCA Organizational Policies which detail the policies governing the implementation of these bylaws
 - .1 The WONCA Organizational Policies may be amended by Executive on the affirmative vote of at least two-thirds (2/3) of the members of Executive present and voting.
 - .2 The WONCA Organizational Policies will be ratified by Council at each World council meeting.
- 8 The Honorary Treasurer shall be elected by the Executive Committee at its first meeting from among the Members at Large.

ARTICLE 14: REGIONAL STRUCTURE AND FUNCTION

1 Regional Presidents

Each Region shall elect from its Member Organizations, a Regional President, for ratification by Council, in accordance with the relevant policies.

Each Region shall make every reasonable effort to ensure that qualified women are identified, encouraged to accept nomination as candidates for Regional President and other office and supported in office once elected.

2 Regional Function

- .1 On request of the Member Organizations concerned, Council may declare groups of Member Organizations as constituting a new Region of The Organization.
 - .1 When considering such a request, and before making a determination, Council shall:
 - .1 Take into consideration the geographic and international significance of such a region.
 - .2 Be satisfied that the number of Member Organizations comprising a region is adequate for meaningful dialogue and cooperation and is not so large as to prevent close cooperation and dialogue.
 - .2 The composition of any recognized Region shall be maintained unless:

- .1 Council receives a request from a two-thirds (2/3) majority of the Member Organizations of the region to alter the composition, or
- .2 Council decides to alter the composition of the region.
- .3 If a Member Organization wishes to be a member of a region other than its geographical region, it may apply to Council or the Executive Committee to do so. Such application shall state clearly the reasons for the request.
 - .1 The application may be approved by a majority vote of the Executive Committee, or a two thirds (2/3) majority of Council
- .3 The regions shall be responsible to Council and shall report to Council and Executive Committee at each of their regular meetings.
- .4 Council may approve of a corporate structure to administer the affairs of a region.
- .5 A region may form a regional council to act as a forum for discussion and decision making, and appoint office bearers, committees and working parties. Any region executive or other committees appointed by a region Council is to:
 - meet the WONCA gender equity criteria as defined in the WONCA Bylaws Article 12.2, namely that at least 25% of the composition should be women and at least 25% should be men; and
 - be inclusive of one or more representatives of the Region Young Doctors' Movement.
- .6 Financial responsibility for the affairs of a region shall be the responsibility of the Member Organizations of the region. If a region establishes its own secretariat and administration office, it shall keep accurate books of accounts and full records of all financial affairs, and:
 - .1 The region shall have those financial records audited by the auditors approved by The Organization.
 - .2 These financial records may be viewed by the Honorary Treasurer, CEO or any other person nominated by Council, at any time.
- .7 A region may develop and operate under such rules or bylaws as are considered necessary for the management of the affairs of the region, providing that:
 - .1 the rules or bylaws are consistent with the Bylaws of The Organization, and
 - .2 are approved by Council.
- .8 Any dispute between conflicting parties on interpretations of regional bylaws should be considered initially by the WONCA Regional Executive Committee. If the conflict remains unresolved, then the WONCA World Executive Committee shall mediate and, if necessary, decide the matter. The final authority to amend the Bylaws resides with the WONCA World Council.

3 Regional Meetings

- 1 Regions may hold WONCA Regional Conferences.
 - .1 No Regional or other WONCA Conference may be held within four months of a WONCA World Conference. Exceptions to this rule may be considered by Executive Committee under exceptional circumstances.
 - .2 The Host Organizing Committee shall consult with the Executive Committee

during the planning of the Regional Conference.

- .3 There may be a monetary levy paid to The Organization and the Region by the Host Organizing Committee in accordance with the **Regulations Organizational Policies**.

ARTICLE 15: COMMITTEES OF COUNCIL AND WORKING PARTIES

1 Committees of Council

- .1 Council shall appoint a:
 - .1 **Nominating Nominations** and Awards Committee
 - .2 Finance Committee
 - .3 Membership Committee
 - .4 Bylaws and **Regulations Governance** Committee
 - .5 Organizational Equity Committee
- .2 Other Committees of Council may be appointed by Council at any of its regular meetings when it is considered that the objectives determined by Council cannot be achieved by a Working Party.

These Committees may be disbanded or discontinued by Council at any of its meetings.
- .3 Committees shall:
 - .1 be provided with specific objectives and terms of reference,
 - .2 be responsible to Council and report to Council at each of its regular meetings, and to Executive at such other times as requested,
 - .3 have their role and function reviewed by Council at each of its meetings,
 - .4 publicize their work regularly in WONCA publications.

2 Working Parties and Special Interest Groups

- .1 Council or Executive Committee may establish at any of their regular meetings Working Parties and/or Special Interest Groups to facilitate business and to achieve the Objectives of The Organization.
- .2 Working Parties and Special Interest Groups shall:
 - .1 be provided with specific objectives and terms of reference
 - .2 be given a specific date for reporting to Council or Executive Committee
 - .3 cease to exist on completion of their final report to Council or Executive Committee
 - .4 publicize their work regularly in WONCA publications.

3 Young Doctors' Movement Committee

- .1 Council, Executive and Regions will endeavour to maintain a WONCA Young Doctors' Movement in each WONCA Region.
- .2 A Young Doctors' Movement Committee shall be comprised of:
 - The WONCA Young Doctors' Movement representative elected as described in Article 7.2.2
 - One representative from each region's Young Doctors' Movement; or if there is no functioning Young Doctors' Movement in a region, then by a representative who meets the definition of a "Young Doctor" and who has been nominated by the Region Council for this purpose.

4 Powers, Duties, Composition and Election

- .1 The powers, duties, composition and election of Committees of Council, Working Parties, Special Interest Groups and the Young Doctors' Movement Committee shall be determined by **Regulation Organizational Policies** of Council, unless otherwise stated in these Bylaws, providing that at all times the composition includes at least one member of Executive Committee or Council, and the Chair is appointed by Council unless otherwise stated in these Bylaws.
- .2 Council shall make reasonable efforts to ensure that all Committees of Council, Working Parties, Special Interest Groups and the Young Doctors' Movement Committee have an equitable gender balance and promote women in leadership positions and roles.

ARTICLE 16: REIMBURSEMENTS

1 Reimbursements

Officers and other persons on official business of The Organization may be reimbursed for expenses incurred in the execution of their duties., in accordance with the policies determined by Executive and reported to Council.

ARTICLE 17: WORLD SCIENTIFIC CONFERENCES

- 1 In pursuance of Article 10.1.1 of these Bylaws, Council may by a majority decision either accept responsibility for arranging a World Scientific Conference or delegate such authority to a Member Organization, which shall be identified as the Host Organization.
- 2 If responsibility for arranging a World Scientific Conference is delegated to a Member Organization then Council shall:
 - .1 Determine the process for liaison and cooperation between the Host Organization and the Council for the planning and conducting of the conference.
 - .2 Determine the level of a monetary levy payable to The Organization.

ARTICLE 18: PUBLICATIONS AND MEDIA

1 Regular Newsletter, Periodical or Journal

Council may from time to time approve the publication of a regular newsletter, periodical and/or journal and make such arrangements as it sees appropriate for the preparation,

publication and circulation of such newsletter, periodical and/or journal.

2 Books, Manuscripts, Publications, Audio Visual Material, Electronic Material and Other Information Media

- .1 No books, manuscripts, publications, audio visual material, electronic material or other information media of any nature may be published and/or distributed in the name of The Organization in any manner whatever without the approval of Council.
- .2 Any royalties which result from the sale, publication or distribution of any such book, manuscript, publication, audio visual material, electronic material or other information media shall be payable to Council, which may disburse such funds in any way it so decides.
- .3 Regional publications normally will be approved by the region.

3 Copyright and Intellectual Property

- .1 Any printed material, audiovisual material, electronic material or other information media published by Council, Executive Committee, Committees and Working Parties of WONCA, or persons working under the directions of any of these so named, shall be identified as the property of The Organization and shall be copyright in the name of The Organization, unless approved by Council to be otherwise.
- .2 The use of any WONCA emblem, logo, trade mark, or its name for any meeting or publication of any nature, must be approved by Council.

4 Logos

Logo of The Organization

- .1 The Council shall develop and approve of an official Logo of The Organization.
- .2 The Logo in use at the time of the adoption of these Bylaws shall be the official Logo until such time it is altered by Council.
- .3 The logo may only be used in the form or forms approved by the Executive Committee.
- .4 The Logo is to be used on all material of all forms prepared by, or in the name of, or on behalf of The Organization.
- .5 The Logo shall be used in all published material in association with all World, Regional or Committee meetings or conferences of The Organization, in compliance with the requirements of Sections 2, 3 and 4 of this Clause.

ARTICLE 19: ADMINISTRATION OF THE ORGANIZATION

(Reference ~~Regulations~~ **Organizational Policies** Clause 17)

- 1 Council shall delegate to the Executive Committee the administration of The Organization, including any associated or subsidiary entities that may be created from time to time, under the guidance of Council and these Bylaws and the ~~Regulations~~ **Organizational Policies** of Council.
- 2 Executive Committee shall ensure that at all times there is at least one person employed,

identified as “the Responsible Officer”, who has the responsibility, under the direction of and responsible to Executive Committee, to direct and manage the affairs of The Organization, including the necessary financial management, and carry out such duties as are required by the Bylaws and **Regulations Organizational Policies**. In the absence of such an appointed responsible officer, the President shall act as the Responsible Officer.

- 3 Executive Committee may purchase, hire or otherwise acquire such property and facilities as are considered necessary for the attainment of the Objectives of The Organization.

4 Contracts

The Council or the Executive Committee may authorize any officer or officers, agent or agents of The Organization to enter into any contract or execute and deliver any instrument in the name of, and on behalf of The Organization, and such authority may be general or confined to specific instances.

- .1 No contract or other financial arrangement may be entered into on behalf of the Organization, or identified with The Organization, except by an officer or agent authorized by Council or Executive Committee.
- .2 Any contract or other financial arrangement entered into on behalf of the Organization, or identified with The Organization, by an authorized officer, must be reported to the Executive Committee as soon as practicable and at latest by the next meeting of Executive Committee.

ARTICLE 20: FINANCIAL RECORDS AND REPORTS

- 1 The fiscal year of The Organization shall end on the thirty first (31st) day of December of each year.
- 2 A balance sheet and financial statement for the past year ending 31 December, shall be prepared, audited and certified by a public accountant and approved by Executive Committee. The statements shall be provided to Member Organizations and Members of Council.
- 3 Full Members of The Organization shall at all times have the right and privilege to inspect all financial books, records and documents of The Organization, at a World and their respective Regional level, and the Honorary Treasurer shall be responsible to facilitate such inspections when so requested, providing such requests do not imply any financial responsibility by The Organization for the process of inspection.
- 4 Where funds of The Organization are allocated to its fund holders by virtue of their position, such funds must be audited each fiscal year by the auditors of The Organization, or other auditor approved by Executive Committee.

ARTICLE 21: WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the laws of the state of incorporation, Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 22: COMMON SEAL

- 1 The Organization shall have a registered Common Seal.
- 2 The Trustees of the Seal shall be the President, the President Elect, and the Honorary

Treasurer.

- 3 The Seal shall be affixed to all documents and papers as is required by Custom or Law.
- 4 The signatories to the Seal shall be any two of the Trustees of the Seal.
- 5 The safe custody of the Seal shall be the responsibility of the Responsible Officer.

ARTICLE 23: RULES OF ORDER

The most current version of Robert's Rules of Order Revised, except when the same are in conflict with these Bylaws, shall control all parliamentary proceedings of the meetings of The Organization.

ARTICLE 24: AMENDMENTS TO THE BYLAWS OF THE ORGANIZATION

1 The Bylaws

- .1 The Bylaws of The Organization may be amended by an affirmative vote of at least two-thirds (2/3) of the members of Council present and voting at any meeting of Council provided that:
 - .1 Notice of the proposed amendment or amendments are given to the Responsible Officer or to the President, at least six (6) months prior to the next meeting of Council.
 - .2 The proposed amendment or amendments are initiated by one or more Member Organizations, Council, or by the Executive Committee.
 - .3 Notice shall be given to the Member Organizations, by mail or official publication, of the proposed amendment or amendments at least three (3) months prior to the date fixed for the next meeting of Council.
 - .4 The notice of the proposed amendment or amendments is accompanied by explanatory notes regarding the significance of the proposed amendment or amendments, prepared both by the proposer and by the Executive Committee.
- .2 Such a proposed amendment or amendments when presented at Council may be adopted, rejected or amended by Council during the Council meeting.
- .3 Such amendment or amendments shall be operative from the conclusion of that Council Meeting.

ARTICLE 25: DISSOLUTION

1 Decision to Dissolve

A decision to dissolve The Organization shall require a two-thirds (2/3) affirmative vote of the Member Organizations and shall be made at a properly constituted meeting of Council.

In the event two-thirds (2/3) of the Member Organizations are not present at such meeting, the question of dissolution shall be determined by a written referendum of all Full Member Organizations conducted under the direction of Council.

2 Distribution of Assets

If in accordance with Section 1 of this Article a decision to dissolve The Organization is resolved in the affirmative, then

- .1 A distribution of any surplus assets (after all liabilities have been discharged) shall be made to those Member Organizations which have been members for the six (6) consecutive calendar years immediately preceding the date of dissolution and the basis of distribution of assets shall be made to them in the same proportion as their respective dues paid bear to the total of dues paid by all Members over the previous six (6) consecutive years.
- .2 Should a Member not have completed six (6) years' continuous Membership immediately preceding the date of dissolution, then the proportionate dues paid will rank for distribution of surplus assets.
- .3 If any Member has ceased to be a member within a period of six (6) years immediately preceding the date of dissolution then the proportionate dues paid by it in the previous six (6) years, immediately prior to dissolution, will rank for distribution of surplus assets.
- .4 Direct Individual Members and Academic Members shall not be entitled to rank for any return of surplus assets.
- .5 The return of the surplus assets will be made on the express provision that the surplus funds so returned to Members will be utilized for charitable, scientific or educational purposes.

Should the WONCA Association be dissolved, the available assets shall be transferred to another non-profit entity pursuing public interest goals similar to those of the Association and likewise be incorporated in Switzerland.