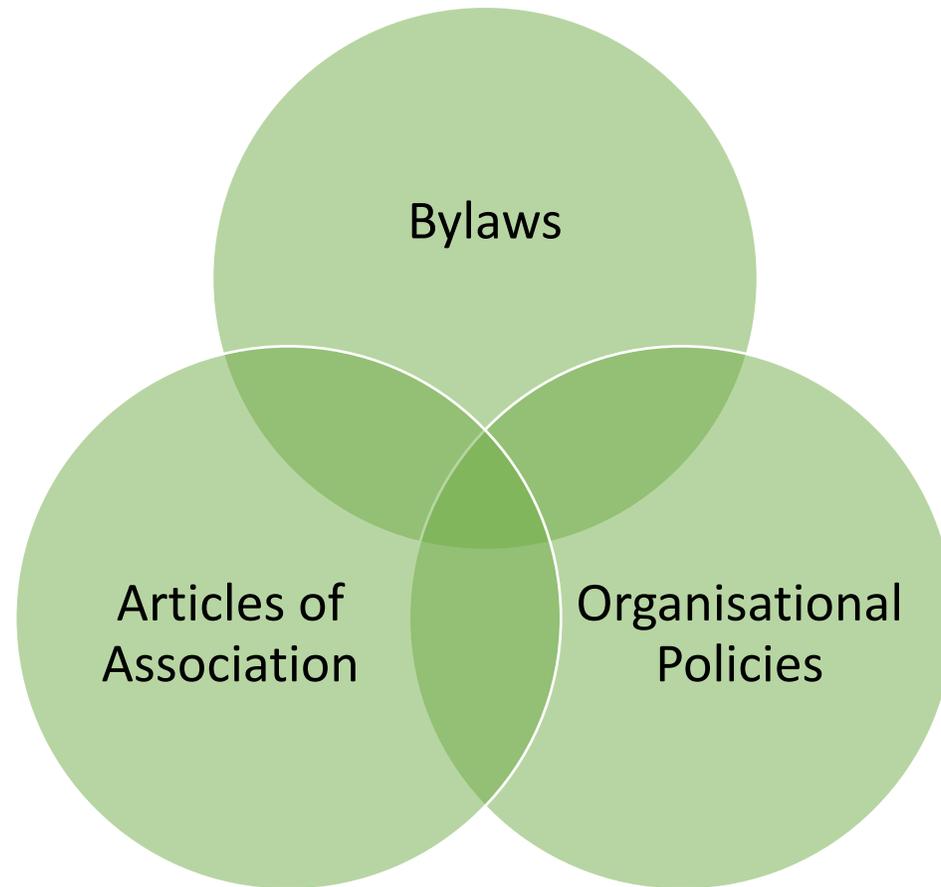


WONCA Bylaws Amendments

Proposed Motions for WONCA Bylaws Amendments
November 2021



Brief Background



Bylaws Issues

- 1. Related to Articles of Association (12 changes)**
 1. Names
 2. Meetings
 3. Adoption And Amendment of Voting Regulations
 4. Dissolution
2. YDM (1 change)
3. Other WONCA Conferences (1 change)
4. Awards Policy (1 change)
5. Regional Dispute Resolution (1 change)
- 6. Short Amendments/Clean Up (12 changes)**



Proposed Amendments

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Proposed Amendments (1)

Actual text of Bylaws is in **bold** with changes to text in **red/red.**

RELATED TO ARTICLES OF ASSOCIATION

NAMES

- That the following be amended in ARTICLE 1: “The **historical** name of the organization is the **World Organization of National Colleges, Academies and Academic Associations of General Practitioners/Family Physicians**”
- That the following term be added to ARTICLE 1. “**The legal name of the Organization is “WONCA Association”**”



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Proposed Amendments (1)

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RELATED TO ARTICLES OF ASSOCIATION

MEETINGS (1)

- That Article 11.3.1 on Meetings of Council be amended as follows: “**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.**”
- That Article 10.1.1 on Regular World Meeting be amended as follows: “**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**”



Proposed Amendments (1)

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RELATED TO ARTICLES OF ASSOCIATION

MEETINGS (2)

- That Article 11.6 be amended as follows: “A quorum for the transaction of business of Council shall consist of a majority of the **voting members of the Council** ~~the Officers of The Organization and two-thirds (2/3) of the members of Council representing Member Organizations in person or by proxy.~~”
- That Article 11.3.2 be amended as follows: “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.”



Proposed Amendments (1)

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RELATED TO ARTICLES OF ASSOCIATION

MEETINGS (3)

- That Article 8.1.2.1 on Annual Dues-Non-Payment be amended as follows: **“Any Member Organization which has not paid its total ~~triennial~~ dues or assessments at the time of the Regular World Council Meeting shall not be entitled to representation on Council or other Committees, and its members shall not be entitled to hold office in WONCA”**



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Proposed Amendments (1)

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RELATED TO ARTICLES OF ASSOCIATION

ADOPTION AND AMENDMENT OF VOTING REGULATIONS

- That Article 11.4.3 be added under 11.4 Voting as follows: **“A two-thirds (2/3) majority of the votes represented is required to adopt, amend or repeal voting regulations that allow multiple voting rights.”**



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Proposed Amendments (1)

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RELATED TO ARTICLES OF ASSOCIATION

DISSOLUTION

- That Article 25 on DISSOLUTION ~~“Distribution of Assets: If in accordance with Section 1 of this Article a decision to dissolve The Organization is resolved surplus funds so returned to Members will be utilized for charitable, scientific or educational purposes”~~
- Be replaced by **“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.”**

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Proposed Amendments (2)

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YDM

- That Article 12.6.4: Elections and Appointments be amended by replacing Article 12.6.4.2: ~~“A nomination for the Young Doctors’ Representative, may be made by a WONCA Young Doctors’ movement, or a WONCA Member Organization”~~ and Article 12.6.4.3 ~~“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”~~ with
- Article 12.6.4.2 **“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.”** and Article 12.6.4.3 **“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.”**



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Proposed Amendments (3)

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OTHER WONCA CONFERENCES

- That Article 14.3.1: on Regional Meetings, be amended as follows:
“No Regional **or other WONCA** Conferences may be held within four months of a WONCA World Conference. **Exceptions to this rule may be considered by Executive Committee under exceptional circumstances”**



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Proposed Amendments (4)

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AWARDS POLICY

- That Article 7 on Honours and Awards be amended as follows: “**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”**”



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Proposed Amendments (5)

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REGIONAL DISPUTE RESOLUTION

- That Article 14.2: on Regional Structure and Functions, be adding the following as Article 14.2.8: **“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.”**



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Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (DEFINITIONS)

- That the following definitions under Article 2 on Definitions be removed.
- ~~“Fund holders: Persons holding offices in The Organization and who are allocated funds.”~~
- ~~“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”~~



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (DEFINITIONS)

- That the following definition in ARTICLE 2 be amended as follows:
“**Organizational Policies Regulations: The Organizational Policies Regulations** 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” and that the seventeen mentions of “~~Regulation~~” in the Bylaws be replaced by “**Organizational Policies**”



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (DEFINITIONS)

- That Article 2: Definitions be amended as follows: **“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”** by adding **“The Responsible Officer will typically be the Chief Executive Officer (CEO)”**



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (ACADEMIC MEMBERSHIP)

- That Article 5.1.4: on Academic Members, be amended as follows:
“**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**”



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (APPEALS ON FEES)

- That Article 8.5.2: on Appeals against Level of Organization or Regional Dues, be amended to add **“.2 The appeals process for reductions is detailed in the Organizational Policies”** and move the current long paragraphs to Organizational Policies.
- ~~.2 The application must be based on financial hardship and must be accompanied by a certified financial statement and budget of the Member Organization. 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.”~~



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (CHAIRS/SIGS)

- That Article 11.2.3.1.3: on Observers, be amended as follows: “**Chairs ~~of Committees~~ and convenors of ~~Committees~~, Working Parties and Special Interest Groups** elected under the provisions of the Regulations”

Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (TERMS MEMBERS AT LARGE)

- That Article 12.5.3: on election of officers, be amended as follows:
“**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**”



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (WRONG REFERENCE)

- That Article 12.5.5: on election of officers, be amended as follows: on election of officers, be amended as follows: **“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.~~”**



Proposed Amendments (6)

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SHORT AMENDMENTS/CLEAN UP (NOMINATIONS)

- That the title of Article 12.6: on “**Elections and Appointments**” be amended to “**Nominations, Elections, and Appointments**”
- That Article 15.1.1: on Committees of Council, be amended as follows: Renaming two committees “~~Nominating Nominations~~ and **Awards Committee**” and “~~Regulations Bylaws and Governance~~ **Committee**”