

# **Explanatory Note to the reader concerning the Articles of Association of WONCA**

## **Purpose of the Articles of Association**

To incorporate WONCA in Switzerland as a non-profit association, WONCA must file the Articles of Association with the relevant Swiss authorities. The Articles list the name of the Association, our purpose for being, our financial resources and how we will govern ourselves. They follow a set format and use language common in Switzerland for these purposes. The intent is for these Articles to recreate to the greatest possible extent our current structure and practices, whilst complying with Swiss association and non-profit law. The sole purpose of these Articles is to allow WONCA to be incorporated in Switzerland as a non-profit association.

## **What about WONCA's Bylaws and Organizational Policies?**

WONCA's bylaws and organizational policies will continue to be our primary documentation in guiding our actions and decisions. They are our operating manual and set out in detail the internal rules and procedures for how we will operate. Such detail specifications need to be set out in our bylaws and organizational policies, and not in the Articles of Association, because they relate to our internal processes. Our current bylaws and organizational policies will need to be transposed to the Swiss-based association.

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The draft version of the Articles of Association overleaf has been approved by the WONCA Executive Committee on 01 June 2021.

# Articles of Association of WONCA

## I. NAME, DURATION, REGISTERED OFFICE, PURPOSE

### Article 1 – Name and duration

**There is hereby formed** under the legal name “**WONCA Association**” a non-profit association (hereafter: the “**Association**”) which is governed by Article 60 and following of the Swiss Civil Code. The duration of the Association is unlimited.

### Article 2 – Registered Office

The Association has its registered office in Berne, Switzerland.

### Article 3 – Purpose

The purpose of the Association (“**Purpose**”) is to advance, on a charitable basis, Family Medicine/General Practice in order to improve health, quality of life, and equity among all people.

The Association is independent from any political and/or religious affiliation and is non-profit oriented.

It may establish auxiliary offices outside of Switzerland.

## II. MEMBERSHIP

### Article 4 – Admission

There shall be two primary classes of membership: (i) voting member, and (ii) non-voting member.

National organizations, individuals, foundations, associations, federations, or other organizations engaged in Family Medicine/General Practice may apply to become a member.

Each class of membership may contain numerous sub-categories of membership which shall be detailed in the Association’s Bylaws document and which shall have received the approval of the membership in the General Assembly (hereafter “**Council**”).

Application for membership shall be submitted in writing to the Executive Committee. The Executive Committee decides upon admission of applicants and It may refuse admission in its sole discretion without giving reasons. Decisions of the Executive Committee may be appealed to the Council.

## **Article 5 – Resignation, Suspension and Termination**

Membership may not be transferred except with the explicit approval by the Council.

Membership shall terminate if the member:

- a) ceases to qualify under Article 4
- b) fails to pay any fee or Dues in accordance with Article 6
- c) resigns by giving a minimum of [90] days notice effective at the end of the Association's financial year
- d) is expelled due to the member neglecting or refusing to comply with these Articles of Association or acting in a manner which is detrimental to the interests, prestige or reputation of the Association.

The termination of membership of a voting member is decided upon by the Council if one of the conditions of Article 5 a-c is fulfilled.

The termination of membership of a voting member is decided upon by the Council in case Article 5 d is fulfilled. The Executive Committee will suspend the member and submit the termination to the next Council (ordinary or extraordinary) for decision.

The termination of membership of a non-voting member is decided upon by the Council.

The Executive Committee may suspend members for a defined period of time at its sole discretion in case of delay of payment of the fees or the Dues. In all cases the Dues for the current Financial Year remain fully due.

## **III. FINANCES**

### **Article 6 – Membership Contributions**

Each Member of the Association is required to pay their membership fees ("**Dues**"), approved by the Council.

The Council may decide upon different Dues for different categories of Members. The amount of Dues may vary according to the membership category of the member. The Executive Committee may decide to waive the obligation to pay Dues for specific categories of Members.

### **Article 7 – Other Financial Resources**

In addition to the Membership Contributions, the financial resources required by the Association to fulfil its activities will be raised through:

- fees levied for its activities;
- voluntary donations and legacies; and
- any other authorized source of income.

## **Article 8 – Liability, Dissolution and Entitlement to the Assets of Association**

The Association's debts, financial or economic liabilities towards third parties shall not exceed the financial assets of the Association

The income and the assets of the Association shall only be applied to the promotion and aims of the Association.

Its Members and officers shall not carry any personal liability for the Association's debts and liabilities. The responsibility of a Member towards the Association is limited to the Dues. In case of persons acting on behalf of the Association, article 55 paragraph 3 of the Swiss Civil Code is reserved.

Should the 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.

## **IV. ORGANIZATION**

### **Article 9– Bodies**

The Association shall include the following bodies:

- the General Assembly (referred to as "Council")
- the Executive Committee
- the Auditor (if required by law or so decided by the Council).

### **Article 10 – Council**

#### **10.1 Powers of the Council**

The Council is the supreme governing body of the Association and has the following powers:

- a) Election and dismissal of President and the members of the Executive Committee;
- b) Election and dismissal of the Auditor;
- c) Discharge of the Executive Committee and all other officers (if any) from any personal liability when acting in their official capacity on behalf of the Association;
- d) Amendment of the Articles of Association and the Association's Bylaws;
- e) Approval of the Dues proposed by the Executive Committee;
- f) Passing of resolutions on all items listed on the agenda of the meeting of the Council;
- g) Approval of the Association's budget, the annual reports and the annual financial statements;
- h) Dissolution of the Association and liquidation of the assets of the Association;
- i) Termination of membership of members in the case of Article 5 d
- j) Resolution of all matters reserved by law or by these Articles of Association, or which are presented to it by the Executive Committee.

## **10.2 Participation in the Council**

All Members are entitled to attend meetings of the Council. Non-voting members may attend as observers.

## **10.3 Voting rights and Quorum in the Council**

At the meeting of the Council, each voting member has one vote. The Council may, with at least two thirds (2/3) of the votes represented, adopt voting regulations that allow multiple voting rights based on the individual membership of the members of the Association. These voting regulations may be amended or repealed by the Council only at a meeting with at least two thirds (2/3) of the votes represented.

Except where a two-thirds (2/3) majority is required by these Articles of Association, all matters shall be decided by a majority vote of Members eligible to vote and who are present or duly represented and voting. The Articles of Association may only be amended by an affirmative vote of at least two-thirds (2/3) votes represented and voting on the Council.

The President of the Association, or in his/her absence, the President-Elect shall preside over meetings of the Council. If neither the President or President-Elect is able to preside, then Council shall select another member of the Council to serve as the presiding officer for that meeting.

The President shall designate a secretary to the meeting who does not need to be a member of the Association and who shall take the minutes of the Council.

Members may appoint a proxy who shall be an authorized representative of another member of the Association.

No proceedings shall take place at the Council unless a quorum of voting members is present. A majority of the voting members shall constitute a quorum.

The Council shall act on resolutions and carry out elections by a majority of the votes cast, to the extent the law or these Articles of Association do not provide otherwise. The Bylaws shall specify the format and notice required for an item to be properly submitted to the Council.

A two-third majority of the votes cast by voting members is required for:

- a) any modification to these Articles of Association
- b) the dissolution of the Association

## **10.4 Meetings**

The ordinary meeting of the Council is convened by the Executive Committee, and shall be held as often as required but at least once every year.

Extraordinary meetings of the Council shall be called by the Executive Committee in accordance with Art. 64(3) of the Swiss Civil Code.

The Invitation to both ordinary and extraordinary meetings of the Council shall be made in writing

(mail or e-mail) not less than 120 days before the date of the Council.

Ordinary and Extraordinary meetings of the Council may be held in person, virtually (video-conference), or by any other means or combination thereof, as shall be determined from time to time by Executive Committee.

The minutes of each meeting of the Council shall be transmitted to each Member not later than sixty (60) calendar days following said meeting of the Council.

## **Article 11 – Executive Committee**

### **11.1 Authority**

The Executive Committee of the Association is the executive authority of the Association. It is authorized to carry out all activities and decisions, which are not exclusively reserved to the Council.

### **11.2 Composition**

The Executive Committee is composed of the President of the Association and between a minimum of [7] and a maximum of [15] other members. Members of the Executive Committee shall be considered the Officers of the Association.

Members of the Executive shall be elected by the Council in accordance with the procedures detailed in the Bylaws. The terms of the Executive Committee members shall be designated every [2] years at the ordinary meeting of the Council.

### **11.3 Voting/decisions/meetings**

The Executive Committee shall take its decisions with the majority of the Members (in person or virtually) present and voting. The World President will also serve as Chair of the Executive Committee and shall have the casting vote. In the event that the President is not able to chair a meeting of the Executive Committee, the President-Elect shall serve as Chair.

Quorum: A majority of the Executive Committee Members shall constitute a quorum to pass resolutions.

The Executive Committee shall hold regular meetings, which may be held in person, by audio, or videoconferencing techniques, or any other means or combinations thereof.

The Executive Committee may further delegate, in part or entirely, the management and the representation of the Association to one or several of its members or to third parties by issuing Bylaws and Organizational Policies.

## **Article 12 – Auditor**

Every year, the Council shall appoint one or more independent Auditors, if so required by law or decided by the Association.

## **VII. MISCELLANEOUS**

### **Article 13 – Financial Year, Records**

The “Financial Year” starts on January the 1<sup>st</sup> and ends on December 31<sup>st</sup> of each calendar year, the first time on December 31<sup>st</sup> 2021.

The Executive Committee shall prepare the annual accounts at the close end of each Financial Year.

The Executive Committee shall draw up the budget for the coming Financial Year, to be approved by the Council held in the year prior the coming Financial Year.

### **Article 14 – Dissolution**

The Council may at any time elect to dissolve the association in accordance with the provisions of the law or these Articles of Association upon decision by two-thirds majority voting of all voting members present at Council following a proposal submitted by the Executive Committee to this effect.

The dissolution shall be carried out by the Executive Committee.

Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

### **Article 15 – Language**

The official language of the Association is English. However, the official language of these Articles of Association is French; the French version being the legally binding version (the English version of the Articles being only a translation).

The present Articles of Association have been approved by the constituting Council of 7 September 2021 in Bern, Switzerland.