

Proposed Bylaw motions for WONCA World Council November 2021

This is a detailed paper on the proposal to the General Meeting of WONCA Council to amend Bylaws in the following sections

- A) **Related to Articles of Association (12 changes)**
 - a. Names
 - b. Meetings
 - c. Dissolution
 - d. Adoption And Amendment of Voting Regulations
- B) YDM (1 change)
- C) Other WONCA Conferences (1 change)
- D) Awards Policy (1 change)
- E) Regional Dispute Resolution (1 change)
- F) Short Amendments/Clean Up (12 changes)

A) RELATED TO ARTICLES OF ASSOCIATION

The following are necessary modifications for the establishment of the Swiss-registered WONCA Association.

NAMES

1. 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”**
2. That the following term be added to ARTICLE 1. **“The legal name of the Organization is “WONCA Association”**

[RATIONALE: This is to clarify the status of the various names used in the Bylaws and 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.”**

[RATIONALE: The Swiss Civil Code requires that an ordinary meeting of Council is held at least every year. Our intention is to hold an in-person ordinary meeting in concomitance with the World Scientific Conference (i.e., every two years) and a virtual ordinary meeting every other year.]

2. 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”**

[RATIONALE: The Swiss Civil Code requires that an ordinary meeting of Council is held every year. This Article does not preclude the annual ordinary meeting; however, we should specify that at every ‘World Meeting’ an ordinary meeting of Council takes place (as opposed to an ‘extraordinary’ meeting of the Council).

3. 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.”~~**

[RATIONALE: Crucial proceedings will take place in the annual ordinary meetings, such as those related to the operation of our organization (e.g., approval of the annual budget and audit). A larger quorum would prevent us from conducting business: in the absence of quorum, we will only be able to set the time and place for another meeting. It is therefore important to ensure that a quorum is reached in every meeting. To be noted that for sensitive matters, such as the amendment of voting regulations a supermajority of 2/3 will be required.]

4. 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.”**

[RATIONALE: The change is recommended to fit [Article 64](#) of the Swiss Civil Code according to which Extraordinary Meetings of Council can be called if one-fifth of the members so request. Furthermore, WONCA has now an increased number of Members of Council: a lower percentage make it easier for Members to convene a meeting.]

5. 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”**

[RATIONALE: This is to clarify that Council meets annually and not just at the Conference]

6. That Article 12.5.4 on Terms of Office be amended as follows: **“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**”

[RATIONALE: This is to align with the proposal that even though Council meets annually officers’ terms are aligned with the Council meeting at a Conference]

7. That Article 12.5.5 on Terms of Office be amended as follows: **“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 Conference following the Regular World Meeting Conference at which election occurred.”**

[RATIONALE: This is to align with the proposal that Council meets annually and clarify that terms are aligned with the Council meeting at a Conference]

8. That Article 12.8.3 on Death, Resignation...etc. has ‘Postal’ removed and a sentence added to the end as follows: **“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”**

[RATIONALE: the period for nominations needs to be as clear as the period of voting]

ADOPTION AND AMENDMENT OF VOTING REGULATIONS

9. 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.”

[RATIONALE: This is to align with the Articles of Association: to change the voting regulations a supermajority of represented votes should be required.]

DISSOLUTION

10. That Article 25 on DISSOLUTION be amended as follows:

Remove:

~~**“Distribution of Assets: If in accordance with Section 1 of this Article a decision to dissolve The Organization is resolved in the affirmative, then 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.**~~

Actual text of Bylaws is in **bold** with only changes to text in ~~red/red-~~ [RATIONALE: below in blue]

~~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.~~

~~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.~~

~~Direct Individual Members and Academic Members shall not be entitled to rank for any return of surplus assets. 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"~~

And replace it with:

"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."

[RATIONALE: To ensure the non-profit nature of the Association and obtain tax exemption, the law requires that no dividends are paid, and no assets are distributed in the event of dissolution: all assets should be used exclusively for the charitable purposes of the Organization. Otherwise, a group could set up a non-profit association, collect revenue from different activities without incurring taxation, and on dissolution of the association they could distribute the assets between themselves. To note that in case of dissolution (e.g., moving out from Switzerland), we would need to plan ahead so that all assets of the Swiss Association are spent. This completes the necessary modifications for the establishment of the Swiss-registered Association.]

B) YDM

1. That Article 12.6.4: Elections and Appointments be amended by replacing Article 12.6.4.2 and Article 12.6.4.3

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."**

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.”**

[RATIONALE: Young doctors movements need to be allowed the space to make their own choices of a representative]

C) OTHER WONCA CONFERENCES

1. 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”**

[RATIONALE: it is crucial that this Article that states that no regional conferences may be held within four months of a WONCA World Conference also applies to other WONCA events e.g., rural conferences or any major event planned by parts of WONCA e.g., a Working Party or Special Interest Group, that is primarily sponsored by WONCA]

D) AWARDS POLICY

1. 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”**

[RATIONALE: equity needs to be clear but the details of how Awards work need to be clarified in Organisational Policies as there are concerns about equity]

E) REGIONAL DISPUTE RESOLUTION

1. 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.”**

[RATIONALE: A dispute resolution mechanism allows Bylaw challenges in regions to be better managed by the WONCA Executive Committee in the absence of such powers currently]

F) SHORT AMENDMENTS/CLEAN UP

DEFINITIONS

1. That the following definitions under Article 2 on Definitions be removed.

~~“Fund holders: Persons holding offices in The Organization and who are allocated funds.”~~

[RATIONALE: the term ‘fund-holders’ is not used at all in the Bylaws and appears superfluous]

2. That the following definitions under Article 2 on Definitions be removed

~~“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”~~

[RATIONALE: The term ‘service activities’ is not used at all in Bylaws and appears superfluous]

3. 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”**

[RATIONALE: The term Regulations is still used in the Bylaws despite an apparent past decision by Council to change Regulations to Organizational Policies]

4. 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)”**

[RATIONALE: the CEO role is not mentioned specifically in the Bylaws]

ACADEMIC MEMBERSHIP

5. 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”**

[RATIONALE: Replacing “and with “or” caters to small academic units in developing countries where their research capacity may be limited as well as research-only organisations]

FEE APPEALS

6. 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 following 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.~~

~~.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.~~

~~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.~~

[RATIONALE: This keeps the Bylaws succinct and leaves the details for Organizational Policies and management by WONCA Executive Committee]

CHAIRS/SIGs

7. 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”

[RATIONALE: Special Interest Groups were not mentioned, and chairs and convenors are confused in the current Bylaws]

TERMS

8. 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”

[RATIONALE: The addition of “consecutive” allows more than two terms if they are non-consecutive]

WRONG REFERENCE

9. That Article 12.5.5: 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.~~”**

[RATIONALE: The current referencing is incorrect]

NOMINATIONS

10. That the title of Article 12.6: on **“Elections and Appointments”** be amended to **“Nominations, Elections, and Appointments”**

[RATIONALE: This title is more consistent with the clause as the content is predominantly on nominations]

11. 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”**

[RATIONALE: The naming of these committees is grammatically and conceptually incorrect]

HONORARY TREASURER

12. That Article 12.6.3: on Nominations for the Honorary Treasurer, **“The Honorary Treasurer: The Honorary Treasurer shall be elected by the Executive Committee at its first meeting from among the Members at Large”** be moved after Article 13.7: on Executive Committee:

[RATIONALE: This is inappropriately placed under Article 12.6.3. It is an election by the WONCA Executive Committee and inconsistent with clause content. It is now moved to the relevant Article 13 relating to the Executive Committee, as it is an election BY the Executive Committee and inconsistent with the election OF the Executive Committee].