

## Statutes

### **European Association of Faculties of Pharmacy (EAFP) Statutes Adopted by the General Assembly on 24th June 2011 in Lisbon, Portugal**

#### **ARTICLES OF ASSOCIATION - EAFP**

##### **Article 1: Name**

The name of the association is: European Association of Faculties of Pharmacy, abbreviated as EAFP.

##### **Article 2: Seat**

EAFP statutory seat is located in Belgium, 1090 Jette. EAFP's registered office may be transferred to any other place within Belgium by a simple decision of the Executive Committee. The Executive Committee may decide to open operation centres or offices of the association in other countries, with prior consent of the General Assembly.

##### **Article 3**

EAFP is constituted for an unlimited period. In case of dissolution, article 12 shall apply.

##### **Article 4: Purpose**

The association makes it its purpose:

- to facilitate contacts and collaboration between university-level schools of pharmacy;
- to support member faculties in their efforts to develop resources, effective methods of learning and teaching, balanced curricula and quality assurance of education by advice concerning internal and external evaluation and accreditation
- to develop harmonized European quality standards for the structure and outcomes of pharmacy education and to implement modifications arising from scientific and technological progress in the biomedical sciences and from new organizational structures in the health care system;
- to facilitate exchanges for both students and faculty members
- to promote and support the cause of Pharmacy and pharmaceutical sciences and to collaborate with European authorities involved in the organization and the policy in the fields of Pharmacy and health care
- to set up a data bank containing fields of expertise in both teaching and research of each of the pharmacy faculties, schools or institutes throughout Europe
- to promote joint research projects between scientists in academic institutions and the pharmaceutical industry

- to keep its members informed of developments in and around the European Union and to facilitate the establishment of a common European Area of Higher Pharmacy Education and Research
- to maintain cohesion of its members by organizing regular meetings at European level and by publishing newsletters,
- to cooperate with other national or international organizations in relevant fields

#### **Article 5: Language**

The working language of the association shall be English. Each member receiving publications and other documents from the association, will itself in so far as necessary have to see to the translation of these documents for its own members. The language used for the official documents and relations with national authorities shall be Dutch. In case of dispute relating to the statutes between the members the official published Dutch version shall prevail. Towards third parties the official published Dutch version is the only relevant version.

#### **Article 6: Membership**

6.1. Members are institutions of higher education (universities, faculties, schools, departments or institutes) offering courses that confer upon graduates the qualifications required for the recognition as a professional pharmacist as outlined by EC regulations. Each institution is represented by one person with voting rights at the General Assembly.

##### 6.2. Access to membership

Membership is granted to any European institution of higher Pharmacy Education upon request in writing and evidence of accreditation by the national authorities. The term of membership is one year.

Associate membership is granted to companies or institutions represented by one person - whose application has been accepted by the Executive Committee on the grounds of their involvement with the aims of the Association and upon payment of an annual subscription.

Admission to the Association is granted by the Executive Committee after examination of new applications, which takes place at each session of the Executive Committee.

##### 6.3. Subscription rate

The subscription rate is determined annually by the Executive Committee and then ratified by the General Assembly at the annual General Assembly

##### 6.4. Membership includes the following rights:

- a. to attend and to vote at the annual General Assembly
- b. to be eligible for service on the Executive Committee

- c. to be consulted in connection with the right of the Executive Committee to make statements
- d. to propose changes to the statutes
- e. to regular updates on the association's activities on higher pharmacy education and research related information
- f. to use the EAFP Executive Committee as a source of information and a platform of contact with other European Faculties of Pharmacy

6.5. Membership requires the following duties:

- a. active participation in EAFP activities through regular correspondence, by attending meetings and contributing to the EAFP's actions and initiatives
- b. be responsive to requests of information
- c. payment of the annual fee or contribution equivalent determined by the General Assembly
- d. The members cannot, in any way, be held liable for undertakings of debts of the association.
- e. 6.6. Loss of membership - the membership ends:
- f. by the member giving notice; each member has the right to withdraw from the association at any time, but subject to the obligation to pay the total fee due until the end of the financial year, by addressing a written letter of resignation to the President of the Executive Committee. Notice of termination of the membership can only be given in writing.
- g. by the Executive Committee giving notice that the member is deemed by rights having resigned with immediate effect, if the member does not pay the annual fees while the organisation has been notified and given an additional delay of three month to execute the payment. In addition to not paying the annual membership fees, termination of membership can also take place by exclusion when a member has ceased to fulfil the requirements of the articles of association. The exclusion of the involved member will be proposed by the Executive Committee, decided by the General Assembly voting to a two thirds (2/3) majority of the members present or represented and enters into effect on the same financial year.
- h. If membership ends during the course of the association's financial year, the full membership fee for such financial year shall remain due. The member whose membership ended shall not be entitled to claim any reimbursement of its membership fees or contributions nor any compensation, unless accepted by the full Executive Committee, meeting in an extraordinary meeting.
- i. 6.7. Membership fees and contributions
- j. Membership fees are annual. Membership fees are discussed and reviewed at the General Assembly based on proposals made by the Treasurer.

## **Article 7: General Assembly**

7.1 The General Assembly is the supreme governing body of the association. The General Assembly is composed of the members.

7.2 The General Assembly meets at least once a year or as often as decided by the Executive Committee.

7.3 An extraordinary meeting of the General Assembly may be convened at sixty (60) days notice at the request of a minimum of two thirds of the members of the Executive Committee or when at least one/tenth of the members have expressed their written wish thereto.

7.4 The President is responsible for summoning the members to a General Assembly, by written notification of time and place to the members at least eight weeks prior to the date of the meeting. At least two weeks before the appointed date, the full agenda for the meeting shall be sent out including any reports and documents submitted by the Executive Committee to the General Assembly and related to agenda items.

7.5 A General Assembly shall be deemed properly constituted when at least one half of the members are present or represented at the meeting. Should this quorum not be reached, a second General Assembly may be convened in four weeks time, provided that this procedure is announced in the calling notice, and may deliberate validly irrespective of the number of present or represented.

7.6 Voting procedures:

- a. Each member has one vote in the General Assembly
- b. Members may be represented at a General Assembly meeting by proxy; each proxy holder may hold a maximum of three (3) proxies for absent members.

7.7 The General Assembly is led by the President or by the Vice-President in his/her absence. The minutes of the meeting are drawn up, under the responsibility of the General Secretary and are confirmed by the following General Assembly. The final minutes shall be signed by the chairperson of the meeting and another attending member. The original minutes shall be kept in a separate register at the registered office of the association, where any member may consult them.

7.8 The minutes of the General Assembly annual meeting should be made available to the members no later than 90 days after the meeting end.

7.9 In so far as these articles of association do not stipulate otherwise, the General Assembly shall take decisions by an absolute majority of votes of the members present or represented. Abstentions do not count for obtaining the majority.

7.10 Voting can be done by show of hand or by secret ballot. Voting by secret ballot takes place when the vote is to nominate Executive Committee members and there is more than one candidate for a given position, and for any other purposes when requested by a minimum of one of the members present in the meeting.

7.11 Should an absolute majority of votes not be obtained when voting for individuals with regard to an appointment, a second ballot shall take place between the two individuals obtaining the most votes.

Should more than two individuals obtain the most votes, all of them will share in the second ballot. In case of a tie of votes, or when a simple majority of votes is not obtained, the two individuals who together received the highest number of votes in both ballots shall be voted on again. Should the votes then tie again, the representative from the member with the highest number of individual members shall be appointed.

7.12 Role of the General Assembly:

The General Assembly shall:

- appoint and dismiss members of the Executive Committee
- approve the statements proposed by the Executive Committee
- approve the strategy, priorities and targets of EAFP and the determination of its policy

proposed by the Executive Committee;

- approve the location of the annual congress and of the next general assemblies
- appoint and dismiss auditors and determine their salary if allocated;
- approve the financial report presented by the Treasurer and the report of the professional independent auditor who audited EAFP annual accountancy;
- determine the amount of the membership fee based on criteria proposed by the Executive Committee;
- approve the association annual reports presented by Executive Committee members;
- approve the annual accounts and the budget;
- discharge Executive Committee members and auditors;
- approve any decision to initiate legal proceedings
- modify the statutes;
- dissolve the association;
- have the residual powers not allocated to the Executive Committee by these statutes or the law;

## **Article 8: Executive Committee**

### **8.1 Responsibilities of the Executive Committee**

The Executive Committee is appointed by the General Assembly. The Executive Committee shall be entrusted with the fiduciary and management responsibility for the affairs of EAFP. The Executive Committee shall sustain a strong vision and strategy for the association, develop and implement policies, and assure accountability, organizational effectiveness and member value.

### **8.2 Power and Authority**

The Executive Committee shall have all the necessary power in order to manage and to represent the association judicially and extrajudicially. All members of EAFP's Executive Committee have equal authority and responsibility for the affairs of the association. Except for a specific delegation of power, the Executive Committee members act collectively.

### **8.3 Number of Executive Committee members**

The number of members shall be 11.

### **8.4 Composition of the Executive Committee:**

The Executive Committee is appointed by the General Assembly and elects from its ranks and by secret ballot the following officers:

- a. a President
- b. a Vice-President
- c. a Treasurer
- d. a General Secretary

Members must have a university function. The composition of the Executive Committee should be adequately representing the European states, both in geographic and population terms. No more than two members of the Executive Committee may originate from the same country.

8.5 After his/her retirement the President may continue to assist the Executive Committee and advise/ mentor new Executive Committee members for a period of one years without voting rights.

8.6 There will be honorary president(s) and honorary members of the Executive committee to be approved by the Executive committee upon proposal by at least two full members.

8.7 Executive Committee members terms and functions: The members of the Executive Committee are elected in office for a period of three years and shall retire at the time of the General Assembly in the third year. Each Executive Committee member is eligible for re-election twice. In exceptional circumstances the

Executive Committee may decide by majority vote that a member may stand for re-election more than twice if it is in the interest of the association.

#### 8.8 Major duties of Executive Committee members:

- governing EAFP by the broad policies developed by the Executive Committee;
- establish overall long and short term goals, objectives and priorities for the association in meeting the needs of European Faculties of Pharmacy
- recommend policy to the General Assembly
- examine applications for admission to the Association and grant admission for applicants with positive evaluations
- promote EAFP membership through community networking, and other activities
- being accountable and seeking nominations for election to the Executive Committee when appropriate
- the preparation and convening of the General Assembly ; rendering accounts; filing petitions with regard to passing resolutions, concerning the specific work (business at hand);
- the execution and/or coordination of the implementation of the resolutions which were determined at the General Assembly;
- settle all issues, which are not otherwise regulated by acts (principles) reserved by right of the delegates assembly;
- to prepare for and participate in the discussions and the deliberations of the Executive Committee.

8.9 Executive Committee members exercise their activities within EAFP without remuneration.

8.10 The Executive Committee shall meet at least once a year and are convened by the President. The Committee's quorum is six. Resolutions are passed by majority vote. In a case of a tie of votes, the President shall have a casting vote.

8.11 All elections to the Executive Committee are personal. If an Executive Committee member resigns during his/her term of office, a new member shall be elected at the next General Assembly.

8.12 Membership of the Executive Committee shall end by:

- a. the member's resignation from the Executive Committee; any member of the Executive Committee who have been absent for three consecutive meetings without due reason can be considered as having resigned;
- b. the removal from office by the General Assembly;
- c. the completion of the term of office;
- d. death of the Executive Committee member.

8.13 A member of the Executive Committee can be suspended or discharged by the General Assembly, with three fourth of the votes of the members present or represented at the General Assembly.

The suspended member of the Executive Committee shall be granted the opportunity to account for his/her actions before the General Assembly and in doing so may have him/herself represented by counsel at his/her cost.

8.14 Executive Committee members may at any time present their resignation by registered letter addressed to the President, or in the case of the President's resignation to the Vice President. The resignation will be effective once the acknowledgment of receipt of the registered letter has been signed by the President or the Vice President.

8.15 Executive Committee vacancies:

Should a position become vacant, the Executive Committee can temporarily appoint a member to fill the vacancy until the next General Assembly when the ordinary procedure can take place. The term of office for a temporary appointment is only as long as the unexpired period for the predecessor's term of office.

#### **Article 9: Representation of the association**

Besides the Executive Committee, the President and one of the other members of the Executive Committee shall jointly represent the association. All acts involving the association in legal or extra-legal actions must be signed jointly by two Executive Committee members, including the President.

#### **Article 10: Funds, financial year, budget and annual report and accounts**

10.1 The association's funds consist of:  
a. annual subscriptions from the members and associate members;  
b. grants and subsidies from European or National organizations;  
c. subsidies or donations from local authorities or commercial enterprises;  
d. any other funding allowed by law.

The subscription rates are determined annually by the Executive Committee and the ratified by the General Assembly at the General Assembly.

10.2 The association's financial year starts on January 1st, every year.

10.3 Unless the law requires the appointment of an independent, external auditor by the General Assembly in order to audit EAFP's annual accounts, the association's accounts are audited by two of its member's representatives. Auditors are appointed every year during the general assembly, for the following year.

10.4 Every year, the Executive Committee presents for approval to the General Assembly the full annual accounts, including the balance sheet and the statement of income and expenditure over the past financial year together with a detailed annual report, and a budget for the next financial year.

10.5 After the approval of the balance sheet and statement of income and expenditure the General Assembly shall discharge the Executive Committee from its financial responsibility.

10.6 The membership fee is to be paid annually

**Article 11: Amendment to the articles of association**

Amendments to the articles of the association can be proposed by the Executive Committee or by at least two members. Such a proposal can only be considered by a General Assembly. The decision to amend the articles of association must be ratified by at least two thirds of the votes of the members present or represented at the General Assembly.

**Article 12: Dissolution**

12.1 A proposal for dissolution can be made by the Executive Committee or by at least three members. Such a proposal can only be considered by a General Assembly. The quorum for such a meeting is one third of the members. A decision for dissolution requires at least four fifth of the votes of the members present or represented.

12.2 The meeting referred to in the immediately preceding paragraph should be summoned at least six weeks (6) in advance, whereby also the literal text of the proposal for dissolution is brought to the members' notice.

12.3 If in the case of a General Assembly convened to consider dissolution of the association a decision cannot be taken on account of the quorum not being present, within six (6) months after that meeting a new General Assembly will be convened and held, for which the quorum no longer applies. A decision for dissolution again requires at least four fifth of the votes of the members present or represented.

12.4 In the resolution for dissolution of the association the General Assembly shall also determine the way in which liquidation shall take place, appoint one or more liquidators, determine their powers and indicate the allocation of the net assets of the association. Such an allocation may only benefit an organisation with a similar non-profit purpose as that pursued by EAFP.

**Article 13:**

Enforcement of the present statutes

The present statutes come into force upon their formal adoption by the General Assembly.

Approved by the General Assembly on 24<sup>th</sup> June 2011 in Lisbon, Portugal

Professor Dr. Bart Rombaut

Professor Dr. José Guimaraes Morais