

# Statutes of the Association

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## § 1 Name, Head Office and Scope of Activities

The Association is founded by the following associations, called founders,;.....

- CFE-CGC Chimie France,
- Le Conseil central gérant de la section D de l'Ordre national des pharmaciens de France
- Hrvatsko farmaceutsko drustvo, Croation Pharmaceutical Society,
- ADEXA – Die Apothekengewerkschaft Deutschland
- Office des Pharmacies cooperatives de Belgique (OPHACO)
- Verband Angestellter Apotheker Österreichs (VAAÖ)

and is named „Europäischer Verband der in öffentlichen Apotheken angestellten Apotheker“, referred to by “Association” in the following statutes.

In the various Member States of the European Union, the association can also be referred to by following translations:

“European Association of Employed Community Pharmacists”

»Association européenne des pharmaciens employés dans les pharmacies d’officine »

Its short – name will be EPhEU.

- (1) The Association's head office is in Vienna, and the scope of its activities extends to the whole territory of Europe.
- (2) The founding of Association branches is planned.
- (3) When employing gender specific terms, the term used refers to men and women equally.

## § 2 Purpose of the Association

The Association is founded for an indefinite duration. It can be dissolved at any time, in accordance with the law and the present statutes.

**Its purpose is:**

- (1) The Association represents the occupational, legal, social, socio–political and cultural interests of the profession of employed pharmacists of Europe, with the immediate and exclusive aim of ensuring an area–wide, pharmaceutical supply of the European population through peer support within pharmacy. The Association identifies the principal functions of employed community pharmacists and promotes their role in the interest of Public Health.
- (2) The Association promotes all pharmacists' scientific and occupational education, continuing education and further training in the interest of scientific progress and practical knowledge, for the benefit of the European population.

- (3) To ameliorate the security and the well-being of patients, the association participates, in cooperation with the various European authorities, at the facilitation of the free circulation of pharmacists in Europe and especially in the European Union. To this end, it encourages the creation of adequate instruments; it analyses and compares, in accordance to their evolution, the regulations for the exercise of the profession of employed community pharmacists in the various European States.
- (4) The Association represents an effective means of communication between employed community pharmacists, the scientific community and the regulatory authorities at national, European and international level.
- (5) The Association cooperates with other national, European and international organisations with similar interests.
- (6) The Association acts solely at European and international levels. Any action by the Association at the level of a Member State may only be taken at the unanimous request of all members of the Association from the Member State concerned.
- (7) The Association's purpose is charitable and not directed towards making profits.

To this end, the **precise tasks** of the Association are inter alia as follows:

- (1) to keep the Members of the Association informed as to the regulations and drafts or current legislation concerning the activities of pharmacists at national, European and international level and, in particular, to examine the effects of the regulation and legislation in question;
- (2) to formulate and to represent the opinions of Members of the Association in a coordinated manner;
- (3) to compile data's of professional interest and to make them available for the members;
- (4) to provide information and its exchange about pharmaceutical sciences as well as any knowledge and services related to the profession of pharmacist by organising regular conferences and seminars, by circulating leaflets and letters or by any other means.

### **§ 3 Means for Achieving the Purpose of the Association**

- (1) The purpose of the Association will be achieved through the ideal and material means mentioned in paragraphs 2 and 3.
- (2) The following will serve as **ideal means**, in particular
  1. Meetings and events;
  2. Delegation of Association representatives to professional, legal, socio-political and economic policy committees and private law and public law corporate bodies and unions at national and international, and especially European level;

3. Shaping of provisions governing the working conditions and the specificity of the profession of pharmaceutical professionals as the representation of their interests with the competent European authorities and institutions;
4. Press releases, editing of publications (reports);
5. Preparation of statements, expert opinions, reports and proposals to European legislative bodies, institutions and departments of the European authorities, professional representations, etc.;
6. Contacts with public authorities and public officials;
7. Advanced training courses; holding of conventions, discussions, workshops, courses, lectures, meetings, training and upgrading events, film and TV presentations, exhibitions, excursions, as well as social events pertaining to pharmacy, and organization and launching of congresses and seminars, respectively;
8. Operation of the Association's own educational establishments in terms of state-of-the-art and most advanced training of functionaries and pharmacists in all organizational and scientific areas of pharmacy, also by involving domestic and foreign experts and scientists as lecturers;
9. Operation of a homepage of the Association;
10. Delegation of members of the Association or their financial support for participation in scientific, professional, legal, socio-political and economic policy events at home and abroad;
11. Initiation and maintenance of relationships to similar federations or associations having professional policy related and/or pharmaceutical task areas for the purposes of cooperation, the exchange of opinions and experience at home and abroad.

(2) The requisite **material** means shall be procured by

1. Fees for joining the Association and membership subscriptions
2. Collections, donations and sponsoring
3. Revenue from Association journals and other printed or electronic documents.
4. Revenue from events
5. Revenue from shareholdings in economic undertakings, run in line with commercial principles
6. Revenue from interest and other proceeds from the assets of the federation, and
7. Gifts, legacies and other endowments.

#### **§ 4 Types of Membership**

- (1) The Association has three types of Members: Ordinary Members, Observer Members and Honorary Members.
- (2) Ordinary members are legal entities under private and public law, fully participating in the work of the Association.
- (3) Observer Members are natural persons or legal entities under private or public law, which promote the activities of the Association, but can neither be themselves an Ordinary Member, nor be represented by an Ordinary Member following these statutes.
- (4) Honorary members are natural persons with great merits regarding the association.

## **§ 5 Acquiring Membership**

### **Conditions for admission as an Ordinary Member of the Association**

- (1) Legal entities, which are national professional organizations of employed community pharmacists, may be admitted as Ordinary Members of the Association.
- (2) Applications for the ordinary membership have to be made in writing by a representative empowered to act. The General Assembly decides upon the admission of Ordinary Members on recommendation of the Executive Board with a majority of two thirds of the votes cast. Admission may be refused without stating the reason. Admission of Members shall take place following the rules below:
- (3) If some country is already represented by one or more organisations, in case of a new application from another organisation of this country,
  - a) the consent of the other organisations, which are already Members, is required,
  - b) only one vote per country is applicable at the General Assembly.
- (4) Until the Association comes into being, provisional admission of Ordinary Members shall be effected by the Association's founders..

### **Conditions for admission as Observer Members of the Association**

- (1) Natural persons or legal entities under private or public law, which promote the activities of the Association, but can not be Ordinary Members according to these Statutes, may be admitted as Observer Members.
- (2) The Application for Observer Membership shall be made in writing, in the case of a legal entity by a representative, empowered to act. The General Assembly shall decide upon the Admission of Observer Members on recommendation of the Executive Board with a majority of two thirds of the votes cast. Admission may be refused without stating the reason.

### **Conditions for admission as Honorary Member of the Association**

The General Assembly may nominate natural persons who have acquired great merits regarding the association as Honorary Members on motion of the Executive Board.

## **§ 6 Termination of Membership**

- (1) Membership expires upon voluntary resignation or expulsion, in the case of legal entities upon the loss of legal personality, in the case of natural persons upon death.
- (2) Resignation may take place on 31<sup>st</sup> of December of each year only. The Executive Board must be notified thereof in writing, at least three months in advance. If notification is

late, it shall become effective on the next resignation date only. For determining timely notification, the date of posting shall be decisive. If the membership fee increases in the following year for more than 50%, resignation can be made with shorter notice, but only on December 31<sup>st</sup>.

- (3) The Executive Board may expel a member if the latter defaults on payment of membership subscription by more than six months, despite receiving two written reminders setting an appropriate respite. The obligation to pay membership subscription that had become due remains unaffected by the above.
- (4) The General Assembly may also order expulsion of a member from the Association for gross breach of other membership obligations, and for dishonorable behavior. Expulsion requires a two-thirds majority.

### **§ 7 Members' Rights and Obligations**

- (1) Members are entitled to participate in all the Association's events and to use the facilities of the Associations. The Head of Delegation of each country, in his absence his appointed substitute, is entitled to vote at the General Assembly and to nominate candidates as representatives.
- (2) Any member is entitled to claim presentation of the statutes from the Executive Board.
- (3) At least one tenth of the members may demand the convocation of a General Assembly.
- (4) At every General assembly, the Executive Board will report to the members about the Association's activities and about its management of finances. Apart from that and in case that at least one tenth of the members so require stating the reasons, the Executive Board shall be obliged to submit said information within four weeks, as well.
- (5) The members will be informed by the Executive Board of the audited financial statement (rendering of accounts). If this takes place at the General Assembly, the auditors shall be involved.
- (6) Members are obliged to use their best efforts to promote the interests of the Association and to refrain from anything that may harm the reputation and purpose of the Association. They have to comply with the Statutes of the Association and the resolutions of the Association's executive bodies. Ordinary and Observer members are obliged to pay punctually the fee for joining the Association and membership subscriptions to the value decided by the General Assembly.

### **§ 8 Executive Bodies of the Association**

The Association's executive bodies are the General Assembly (§§ 9 and 10), the Executive Board (§§ 11 to 13), the auditors (§ 14) and the arbitral tribunal (§ 15).

### **§ 9 General Assembly**

- (1) The General Assembly is the “members’ meeting” within the terms of the Associations Act 2002. A regular General Assembly shall take place at least once a

year.

As the supreme organ of the Association, the General Assembly decides on all important matters. It has the authority to perform all legal acts which are useful or necessary to achieve the purpose of the Association, insofar as these acts do not come within the competence of the Executive Board as specified in article 12 of these statutes.

- (2) An extraordinary General Assembly shall take place
- a) by resolution of the Executive Board or the General Assembly,
  - b) at the request, in writing, of at least one tenth of the members,
  - c) at the request of the auditors (Associations Act, § 21 para. 5, first sentence),
  - d) at the request of the/an auditor/s (Associations Act, § 21 para. 5, second sentence, § 11 para. 2, third sentence of the present Statutes),
  - e) by resolution of a court-appointed trustee (§ 11 para. 2 last sentence of the present Statutes)

within six weeks thereof.

- (3) All members are to be invited in writing both to the regular and the extraordinary General Assemblies at least six weeks before the date thereof, by facsimile or by e-mail (to the fax number or e-mail address notified by the member to the Association). Details of the agenda are included in the invitation. The Executive Board (para. 1 and Abs. 2 lit. a – c), the/an auditor/s (para. 2 lit. d) or a court-appointed trustee (para. 2 lit. e) convene the meeting.
- (4) Motions before the General Assembly have to be submitted to the Executive Board in writing, by facsimile or e-mail, at least fourteen days prior to the date of the General Assembly. If prior to that date motions have been tabled, these motions are forwarded to the members at least seven days prior to the General Assembly as a supplement to the agenda.
- (5) Valid resolutions – except for those on motions for convening an extraordinary General Assembly – may be passed only on motions on the agenda.
- (6) All members are entitled to take part in the General Assembly. Only Ordinary Members are entitled to vote, following the rules stated below:  
Every country has one vote. The delegates of all the members from one state form a delegation, they designate a Head of Delegation and his substitute and name them to the Executive Board before the meeting takes place. The voting right is exercised by the Head of Delegation or, in his absence, by his substitute. If all the members of a delegation are absent, the transfer of the voting right of one Delegation to another one by way of written authorization is permissible; however, each country may hold only one authorization.
- (7) If necessary, the Ordinary Members have the right to appoint experts to accompany a Delegation at the General Assemblies. Following a decision of the Executive Board, organisations or persons specially invited may take part in the discussions of the General Assembly.
- (8) The General Assembly has a quorum, if at least one third of the delegations is present

or represented.

- (9) Votes and resolutions during the General Assembly require a simple majority of the valid votes cast, with exception of those listed below. Abstentions do not count as votes.
- (10) The delegations of Ordinary members present or represented at a General Assembly must reach an unanimous decision in following points:
- a) Modify the purpose of the Association;
  - b) Modify the number of votes allocated to each of them;
  - c) Modify the decision-making conditions;
- (11) Any other modification of these statutes and the admission of ordinary or observer members may be adopted by a two-third majority of the votes cast by the delegations of Ordinary Members present or represented at the meeting.
- (12) Votes upon resolutions relating to fundamental conditions governing the exercise of the profession of pharmacist in a Member State have to be made after the following rules:  
Is the resolution in question termed in the agenda as relating to such a fundamental condition, and is voted upon it for the first time, it requires unanimity of the votes cast. If unanimity can not be obtained, the decision about this resolution may be referred to a subsequent General Assembly during which the decision may be taken with a majority of two-thirds of the votes cast by the delegations of Ordinary Members present or represented. However, Ordinary Members, which were present or represented at the General Assembly, but did not approve of this resolution, are not bound by it.
- (13) The resolutions passed by the General Assembly are the subject of minutes. The minutes are signed by the President and the Secretary General and held in a special register. The minutes of meetings of the General Assembly will contain details of Delegations' votes cast by proxy. All Members will receive copies of these minutes within six weeks after the meeting.  
The register of minutes will be held at the registered office of the Association, where it may be consulted and copied by all Members of the Association.
- (14) The General Assembly will be chaired by the President or, in case of his being prevented, by the Vice-president. If the Vice-president is also prevented, the member of the Executive Board present that is oldest in years takes the chair.

## **§ 10 Duties of the General Assembly**

The following duties are reserved for the General Assembly:

- a) Passing of resolutions on the estimate of costs;
- b) Acceptance and approval of the statement of accounts and the balance of accounts, with the involvement of the auditors;
- c) Appointment and dismissal of members of the Executive Board and the auditors;
- d) Approval of legal transactions between auditors and Association;

- e) Discharge of the Executive Board;
- f) Determination of the value of the fee for joining the Association and of the membership subscriptions for Ordinary and Observer Members on recommendation of the Executive Board;
- g) Admission and dismissal of Ordinary and Observer Members of the Association on recommendation of the Executive Board;
- h) Passing of resolutions on amendments to the Statutes and voluntary dissolution of the Association;
- i) Advising and passing of resolutions on other items on the agenda.
- j) Passing of resolutions on rewarding persons or legal entities in recognition of their merits towards the Association.
- k) Adoption of and the amendment of the Internal Rules and the Arbitral Tribunal.

### **§ 11 Executive Board**

- 1) The Executive Board consists of a minimum of four and a maximum of seven representatives, from at least three different member countries, among them the President, the Vice-president, the Secretary General, and the Treasurer.
- 2) The Executive Board is elected by the General Assembly by secret ballot. If, in the first ballot, a candidate receives an absolute majority of the votes cast, he is elected. In the second ballot, he is elected with relative majority. In case of withdrawal of an elected member, the Executive Board has the right to co-opt another eligible member in his place, which must be approved subsequently during the next General Assembly. If all the members of the Executive Board are generally prevented without self-replacement by way of co-opting, or if they are prevented for an unforeseeably long time, then any auditor is obliged to convene an extraordinary General Assembly immediately for the purpose of re-electing an Executive Board. Should the auditors also be incapable of acting, any ordinary member recognizing the emergency situation may apply for appointment of a trustee with the competent court without delay, who will immediately convene an extraordinary General Assembly.
- 3) The Executive Board's term of office comprises three years; re-election for a consecutive term is permitted once. Otherwise, a further re-election is possible not until three years after the previous holding of the function. Each function on the Executive Board has to be exercised personally. The term of office starts always on January 1<sup>st</sup> and ends on December 31<sup>st</sup>.
- 4) The Executive Board meets at least twice a year. Independently, it may also be held by video- or telephone-conference. It will be convened by the dispatch of notices by post, fax, email, or by telephone at least two weeks in advance by the President or, in the event of him being prevented, by the Vice-president. If the latter is also prevented from so doing for an unforeseeably long time, any other member of the Executive Board may convene the Executive Board. The meetings may be held without notice, if all the members of the Executive Board are present and agree to deliberate on the agenda.
- 5) The Executive Board is deemed to constitute a quorum if all its members have been invited and at least three of them are present or, in the case of video- or telephone-



conferences, are taking part. In case of financial decisions the treasurer has to be present or give his consent by phone or video.

- 6) The Executive Board passes its resolutions by a simple majority of votes; in the event of a tied vote, the chairman's vote is decisive.
- 7) The Executive Board is chaired by the President; if he is unable to attend, the Vice-president replaces him in all his rights. If the Vice-president is also prevented, chairing the Board will be incumbent upon the oldest member in years of the Board present or upon any member of the Executive Board appointed to do so by a majority of the remaining Board members.
- 8) The office of member of the Executive Board ceases upon death, expiry of the term of office (para. 3), dismissal (para. 9) and resignation (para. 10).
- 9) The General Assembly may dismiss the entire Executive Board or individual members thereof at any time. Dismissal requires a two-thirds majority. Dismissal shall come into force upon appointment of the new Executive Board and member of the Board, respectively. Such dismissal may be appealed before the arbitral tribunal.
- 10) The members of the Executive Board may resign in writing at any time. The resignation notice has to be directed to the Executive Board or to the General Assembly in the event of the entire Board resigning. The resignation shall be effective only upon appointment or co-opting (para. 2) of a successor. In case of resignation of the entire Executive Board, an extraordinary General Assembly shall be convened.

## **§ 12 Duties of the Executive Board**

Direction of the Association is incumbent upon the Executive Board. It is the „managerial body” within the meaning of the Associations Act 2002. It is given all the duties not allocated to another Association body by the Statutes. In particular, the following matters come within the scope of its operation:

- (1) Organization of the Association's activities.
- (2) Implementation of accounting according to the Association's requirements, along with ongoing evidence on receipts/expenditure and maintenance of a list of assets as minimum requirement;
- (3) Preparation of the annual budget, the statement of accounts and the balance of accounts;
- (4) Preparation and convening of the General Assembly in the cases of § 9 para. 1 and para. 2 lit. a – c of the present Statutes;
- (5) Informing the members of the Association on the Association's activities, the management of finances and the audited financial statement;
- (6) Managing the Association's assets;
- (7) Employment and termination of the Association's employees;
- (8) Events within the scope of the Association's purpose: e.g. specialized training;
- (9) Promotion of the interests of employed community pharmacists vis-à-vis other organizations of pharmacists and national, European and international authorities and institutions;

## **§ 13 Specific Duties Incumbent on Individual Board Members**

- (1) The President is in charge of the current business of the Association. When running the Association's business, the Vice-president supports him. To that end, rules of procedure must be prepared, which have to be approved by the General Assembly.
- (2) The President legally represents the Association in its external relations. In order to become legally valid, written documents of the Association must be signed by the President and the Secretary General and, in the case of financial matters (dispositions of assets), by the President and the Treasurer. In case the President is prevented, the Vice-president replaces him. Legal transactions between members of the Executive Board and the Association require the approval of the other Board members.
- (3) Powers of attorney to represent or sign for the Association in its external matters in legal transactions are granted solely by the members of the Executive Board named in para. 2.
- (4) In cases of imminent danger, the President is authorized to take action independently under his own responsibility, even in relation to matters which fall within the sphere of action of the General Assembly or the Executive Board; however, internally such action must be approved subsequently by the competent body of the Association.
- (5) The General Assembly and the Executive Board are chaired by the President.
- (6) The Secretary General is responsible for recording the minutes of the General Assembly and the Executive Board and for the archives of these minutes.
- (7) The Treasurer is in charge of the proper financial management of the Association.

## **§ 14 Auditors**

- (1) The General Assembly appoints at least two auditors for a term of three years. The prolongation of the appointment is possible. The auditors may neither be members of the Executive Board nor come from the same country as the treasurer.
- (2) Ongoing business monitoring and auditing of the Association's financial management with regard to proper accounting and utilization of funds in accordance with the Statutes are incumbent upon the auditors. The Executive Board has to submit to the Auditors required documents and to provide all necessary information. The auditors are required to report to the General Assembly on the results of the audit.
- (3) Legal transactions between the auditors and the Association require the General Assembly's approval.
- (4) Apart from that, the provisions of § 11 para. 8 to 10 shall apply to auditors accordingly.

## **§ 15 Financial Provisions**

### **(1) Duties of the Members**

The General Assembly decides, according to these statutes, on the joining fee and on the annual contribution due by the Ordinary and by the Observer Members upon

recommendation of the Executive Board.

The annual contribution of the Ordinary Members is due for each Member-country; all the Ordinary Members from one country have to pay the contribution collectively and decide among themselves, how the amount of the contribution will be allocated.

The joining fee and the annual contribution for Observer Members may be of different amount for persons and for legal entities.

All Members have to pay their contributions for the current year before March 31<sup>st</sup>.

Contributions, which are paid late, are subject to a 10% increase per month or part of month by which the deadline is exceeded.

### **(2) Proposal and distribution key for expenses**

The Executive Board submits a proposal for the budgetary plan for the following year to the General Assembly. The proposed budgetary plan has to be discussed during the annual meeting of the General Assembly and, subject to any amendments, to be approved and adopted.

Expenses are distributed as follows:

Secretarial expenses and those incurred by the activities of the Association described in §3(2) are covered by the annual contributions of the Members, in accordance with the decisions taken by the General Assembly.

Expenses relating to the activity of the Members are borne by their respective national organisations.

### **(3) Annual accounts and auditing**

The financial year commences on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

The accounts of the Association are drawn up by the Executive Board and submitted for approval to the general Assembly by the end of September at the latest.

### **(4) Assets and liabilities of the Association**

Any rights and claims of a Member to the funds, capital and assets of the Association will cease to exist to the benefit of the Association in the event that membership expires for whatever reason and the Member in question cannot take advantage of any rights to the assets of the Association vis-à-vis the Association or its members.

## **§ 16 Arbitral Tribunal**

- (1) The Association's internal arbitral tribunal is convened to settle all disputes arising from the Association's relationship. It is a „settlement institution” within the meaning of the Associations Act 2002 and not a court of arbitration within the terms of §§ 577 et seq. of the Code of Civil Procedure [ZPO].
- (2) The arbitral tribunal is composed of three delegates from the ordinary members of the Association. It will be set up in such a way that a party in dispute nominates a delegate in writing to the Executive Board, as arbitrator. At the request of the Executive Board within seven days, the other party in dispute in turn nominates another delegate as its member of the arbitral tribunal within 14 days. Following notification by the Executive

Board within seven days, the nominated arbitrators elect a third delegate coming from an ordinary member within another 14 days to chair the arbitral tribunal. In the event of a tied vote, a decision is taken by drawing lots among the nominees. With the exception of the General Assembly – the members of the arbitral tribunal may not be a member of any body whose activities form the subject of the dispute.

- (3) The arbitral tribunal reaches its decision upon hearing both parties in the presence of all its members, by a simple majority vote. It rules in line with the best of its knowledge and belief. Within the Association, its decisions are final.
- (4) The General Assembly enacts the rules of arbitration.

### **§17 Modification of the statutes and internal rules**

- (1) The present statutes are valid for an indefinite period of time.  
Any Ordinary Member wishing to propose modifications to the statutes has to do it following the rules below:  
At least three month before the date of the General Assembly, it has to make his intention known in writing together with the text of the proposed amendment via his Delegation, representing the Member, to the President. At least two month before the General Assembly in question the President informs each Member in writing to this effect.  
Subject to the provisions in §9 (8), all modifications must be decided upon by the General Assembly by a majority of two-thirds of the votes cast by the Delegations of the Ordinary Members present or represented at the General Assembly.
- (2) The Internal Rules are adopted or modified by a majority of two-thirds of the votes cast by the Delegations of Ordinary Members at a General Assembly, upon a proposal by the Executive Board. The Executive Board will make a proposal if at least one Ordinary Member so requests.
- (3) Internal rules which conflict with any provision of the statutes can not be adopted.

### **§ 18 Voluntary Dissolution of the Association**

- (1) Voluntary dissolution of the Association may be resolved only in an extraordinary General Assembly convened for that purpose by the Executive Board or by one third of the Delegates, under the condition that at least two thirds of the Members are present or represented, and only by a two-thirds majority of the valid votes cast.
- (2) If Association assets exist – this General Assembly has also to pass a resolution on winding up. In particular, it appoints a liquidator and resolves on to whom the latter should transfer the assets of the Association remaining after liabilities have been covered.
- (3) In the event of dissolution of the Association or of the lapsing of the previous promoted purpose of the Association, the remaining assets of the Association are to be used for charitable, benevolent or church objects within the terms of §§ 34 et seq. of the Federal Fiscal Code [BAO].

- (4) The last Executive Board of the Association has to notify the voluntary winding up the competent security administration within four weeks of the resolution.

### **§19 Entry into force**

The present statutes enter into force between the members on the day of their approval by the General Assembly convened for this purpose or on a date the General Assembly decided upon.

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