

# **Pan African Glaucoma Association (PAGA)**

**Bylaw Updated 1-5-2025**

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# Pan African Glaucoma Association (PAGA)

## BYLAW

### *Article 1 – Establishment*

An association called Pan African Glaucoma Association (PAGA) has been established on **July 9**  
**\_\_\_\_\_ 2023 GC, Hamle 2, 2015 Ethiopian Calendar**

### *Article 2- Naming*

The association established under this bylaw is named Pan African Glaucoma Association (PAGA) and from here on will be mentioned as “Association”.

### *Article 3- List of founders*

S. No	Name	Address	Citizenship	
	Daniel Laroche		USA	
	Olusola Olawoye		Nigeria	
	Karen Allison		USA	
	Elizabeth Awoyesuku		Nigeria	
	Philip Phatudi		South Africa	
	Jeremie Agre		Cote D’Ivoire	
	Girum Gessesse		Ethiopia	
	Naa Tagoe		Ghana	
	Benjeil Edghill		USA	
	Bola Adekoya		Nigeria	
	Dan Kiage		Kenya	
	Michael Gyasi		Ghana	

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#### *Article 4- Purpose/Objective of the association*

To help advance prevention from Blindness Worldwide with a focus on persons of African Descent. Currently Glaucoma rates of blindness are 4-10x higher in Africans compared to other ethnic groups. This organization will be more focused on addressing these disparities in Glaucoma. Africa has the greatest genetic heterogeneity from dark melanin to albino.

Goals:

- 1) Have A Global Pan African Glaucoma Congress every two years in Continental Africa
- 2) In the interim years we will hold a virtual meeting.
- 2) Support other Ophthalmology Congresses throughout the world with having a Pan African Glaucoma Symposium
- 3) Increase the number of glaucoma specialists throughout Africa and the Pan African Diaspora
- 4) Increase the number of glaucoma societies throughout Africa
- 5) Bridge the network and organizing of African Glaucoma Specialists and Pan African Glaucoma Specialists to assist with culturally competent care
- 6) Bridge the gap between English speaking, French Speaking and Portuguese speaking African Countries and glaucoma treatment, care and education.
- 7) Enhance glaucoma seminars, wet labs, training, supplies, support in Africa and the Pan African Diaspora
- 8) Educate and advocate about the wealth gap among Africans and Africans in the Diaspora compared to other groups since health is correlated with wealth.

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9) Increased skills transfer opportunities throughout the year.

10) Increased African workforce diversity and leadership with pharmaceutical and device manufactures to meet the glaucoma needs in Africa and the Pan African Diaspora.

11) An approach with the historical African culture and tradition will be an important part with the moral compass of great African teachings.

#### *Article 5- Budget Year*

Budget Year of the association will be from January 1 – December 31 st of each budget year.

#### *Article 6- Terminology / Definition*

“Charity organization” means an organization established with the aim of working for the interest of general public or third party

“Professional association” means an organization formed on the basis of a profession, and its objectives may include protecting the rights and interests of its members; promoting professional conduct, building the capacities of members or mobilize professional contributions of its membership to the community and the country.

“Local Organization” means a civil society organization formed under the laws of Ethiopia by Ethiopians, foreigner’s resident in Ethiopia.

“Agency” means the Civil Society Organizations Agency established in accordance with the provisions of Proclamation No. 1113/2019.

“Person” shall mean any physical or juridical person;

“Members of Management” means persons elected by members or the board of a civil society organization to manage and follow up the operations of the organization and accountable to the highest body of the organization (the General Assembly or Board as appropriate);

## *Article 7 – Membership*

### **Membership Types**

- I. Regular Members
  1. Includes the Founding members of the association and those accepted to the association by the general assembly of PAGA according to this bylaw.
  2. Any person Fulfilling the following criteria:
    - A. Who agrees and accepts the objective and the goal of the association
    - B. Who accepts the bylaw of the association and also accepts and implements the ethical rules /standards decided by the general assembly.
    - C. ophthalmologist of indigenous or diaspora African descent with at least 3 months of subspecialty training on glaucoma.
- II. Associate Members- Ophthalmologist and ophthalmology residents with a glaucoma interest

### **Applications /Admission / for Membership**

Any person who applies for admission as a new Member of the Society must do so using the membership application form. Membership applications are considered by the membership committee that evaluates the credentials of the applicant and the final admission to the association will be decided by the Executive Committee.

### **Members’ Rights and Liabilities**

Membership is a personal right that cannot be transferred to heirs or anyone else.

***Regular Members have in particular the following rights:***

- A. To do any kind of work that is useful for the achievement of the objectives and missions of the association.
- b. Participation in the General Assembly, with in particular the right to vote and to be elected; (The other categories may not take part in the General Assembly), to comment on the activities of the association.
- c. request and obtain any information about the association's activities.
- d. Any regular member of the Association has the right to be heard by the Executive Committee before the final decision is made to terminate his membership
- e. Drawing up of proposals for inclusion in the agenda of the General Assembly

**Members' Obligations:**

Members of the Association have the following obligations:

- a) Compliance with the Statutes, regulations and decisions of the Association bodies
- b) Any member must Pay membership fees regularly and timely
- c) Any member must comply with the association's bylaws, instructions and resolutions issued by the general assembly.
- d) Every member has the duty to respect the purpose of the association and the obligations he/she has entered into, to take care of the property of the association and to provide the expected services.
- e) Must attend regular and emergency meetings of the association.

**Membership Fees and other dues**

- a) The time and amount of the association's membership fees and other payments are determined by the General Assembly.
- b) A person who does not pay within the time limit decided by the General Assembly will be fined according to the decision of the General Assembly.

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- c) The General Assembly may revoke the right to vote or any other right of a member who has not paid the fine imposed by the General Assembly due to non-payment of the membership fee until he/she pays the debt.

### **Termination of Membership**

- Membership of the Association will be terminated:
  - a) By the death of the Member or, in case of a legal entity, through its dissolution.
  - b) By written resignation sent to the Society's Executive Office.
  - c) By a decision of the Executive Committee:
    - i. If the Member by his acts or declarations violates the Statutes, regulations, decisions of the Society's bodies, the ethical standards of the Society or in general damages the reputation of the Society;
    - ii. bb) If the Member's activities change such that it no longer meets the criteria for admission as a Member
    - iii. cc) When his/her involvement in an activity that affects or undermines the honor and existence of the association is proven by evidence and this is decided by the general assembly
    - iv. dd) When he/she is not willing to participate appropriately in the activities for the achievement of the association's purpose, and this is decided by the General Assembly.
    - v. ee) When he/she is deprived of his/her ability or rights or removed from membership by a court;

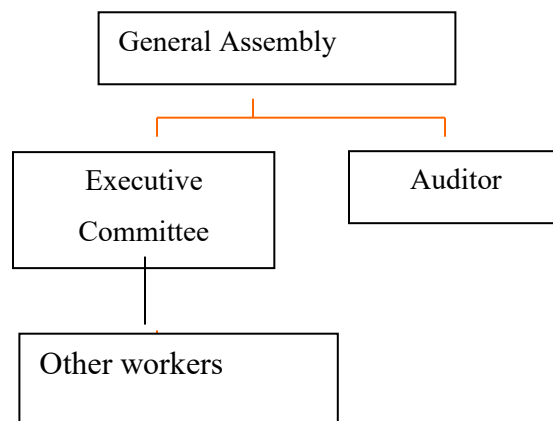
Any Member subject to a termination decision shall have the right to be heard at the next meeting of the Executive Committee. The member challenging termination shall provide their case in writing to the Executive Committee. The Executive Committee shall then confirm or nullify its termination decision, both with retroactive effect, unless otherwise decided by the Executive Committee, in its sole discretion.

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The Member whose membership terminates has no right whatsoever to any assets of the Society.

### **Article 8 – Organization of the Association**

1. The association will have the following leadership organization:
  - A. General Assembly
  - B. Executive Committee
  - C. Auditor
  - D. Other workers
2. The association will have the following organogram:



3. Any person who is a member of the executive committee cannot be auditor of the association.

### **Article 9 - General Assembly**

#### **Powers**

The General Assembly is the supreme authority of the Association. Its members are the regular members stated in Article 9 above and have the following exhaustive powers:

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- a) Development and Modification of the Association's bylaw;
  - b) Election of the members of the Executive Committee;
  - c) Removal of members of the Society's bodies upon just cause.
  - d) Elects, dismisses and determines the remuneration of the association's auditor, if applicable;
  - e) Approval of the Executive Committee's reports on the activities of the Society and the financial statements; audit report and annual budget.
  - f) Discharge of the Executive Committee from liability;
  - g) Dissolution of the Society; and
  - h) Adoption of the ethical standards and a Code of Ethics; and
  - i) Other powers, which by law, Statutes or decisions by the General Assembly are reserved to the General Assembly.
  - j) Passes the final decision to change the headquarters of the association and branches.
  - k) scrutinizes the annual work program and approves plans and budgets.

Makes a decision on the request to become a member of the association

As stated in Article 9 of this bylaw, it investigates the case of a member who has not fulfilled his obligations and decides to cancel his membership.

Determine Member contributions other fees and fines

Establishes the rules of procedure for the General Assembly

The association is given the final option to form a union with other associations or to merge or to dissolve or change

When the General Assembly deems it necessary, it can delegate the powers and duties given in accordance with o this article to the members of the association or to the permanent or temporary committee it establishes.

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The General Assembly shall make the final decision on the approval of these Bylaws unless the matter conflicts with the applicable laws.

### **Duties and Responsibilities of the Leadership of the General Assembly**

The General Assembly will have chairman, vice chairman and secretary; their duties and responsibilities will be as follows:

#### **1. Chairman of the General Assembly**

- a) Is The President of the Executive Committee
- b) Convenes the meetings of the General Assembly and prepares agendas together with the secretary.
- c) He/She shall preside over the meeting of the Assembly
- d) shall also designate a vote counter
- e) monitors the correct implementation of the regulations and decisions the General Assembly issues.
- f) He/she will make available (reports) Annual activities approved by the assembly and audit reports and financial statements available to relevant governmental bodies and, as necessary, beneficiaries and donors.

#### **2. Vice – Chairman**

- a) She/he will act in place of the Chairman in his/her absence.
- b) Performs other tasks assigned by the chairman or the general assembly.

#### **3. Secretary of the General Assembly (Secretary of the Executive Committee)**

- a) Prepares agendas for the conference together with the chairperson.
- b) Takes minutes of the assembly meeting;
- c) A copy of the minutes of the General Assembly, after approval by the Executive Committee, shall be sent to all Regular Members by letter, email or posted on the Society's website no later than 30 days after the General Assembly.

### **Meeting of the General Assembly**

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- a) An Ordinary (regular) General Assembly meeting shall be held every two years in person and one virtual meeting in the interim. Once a year at the invitation of the Chairman of the General Assembly and shall be held within 30 days after the close of the fiscal year.
- b) if the chairman does not call a meeting within 30 days according to sub-paragraph (a) of this article, , the authority may call a meeting of the general assembly through the chairman or himself at the request of one or more members.
- c) If the meeting of the General Assembly is called according to sub-paragraph (b) of this article, the authority office may nominate a person to be the chairman of the General Assembly.
- d) An Extraordinary General Assembly may be convened: By a decision of the Executive Committee; or If at least one-fifth of the association's regular Members with the right to vote make such a request in writing. The request shall specify the items for the agenda and set out the reasons why the agenda items cannot wait until the next Ordinary General Assembly to be considered.
- e) An Extraordinary General Assembly shall be held within three months of receipt of the request, to be held online/virtually.
- f) Regular members should be informed of the details of the meeting, the place, the date at least fifteen working days before the regular meeting of the General Assembly and no later than five working days before the emergency meeting.
- g) If more than half of the members of the association are present, it will be a quorum.
- h) Despite the provision of paragraph (g) above, if the quorum is not met for two consecutive meetings, the chairperson of the general meeting will arrange for the next meeting to be held by the members present.
- i) At the regular meeting of the General Assembly, various issues will be put on the agenda for discussion depending on the situation. Any member who wants to have any issue on the agenda must notify the Secretary/Resident/Chairman of the General Assembly in writing at least one week before the General Assembly convenes.

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## Voting of the General Assembly

Any member who attends the General Assembly meeting and votes on the issue will have only one vote.

All regular members have equal votes.

The voting process shall be conducted in a fair, free and transparent manner.

When the assembly holds an election, as soon as the quorum is complete, the members of the selection committee will be elected and the election will be held.

The selection committee shall first of all determine the selection criteria by the assembly and carry out the selection.

If the electors who have completed their term of office are required to serve again, they must be nominated and elected by a majority of votes. However, to be elected for the 3rd term, they must remain for one term..

The resolutions of the General Assembly shall be passed by a majority of votes. In the event of a tie, the President shall have a casting vote

The meeting procedure of the association must always follow the principles of democracy.

Nomination committee members cannot nominate themselves for election to the committee; However, if the General Assembly believes it, it can remove them from the selection committee and present them as candidates.

The selection committee is responsible for ensuring that the new candidates take up their duties within 30 days.

The former executives cannot move the work except by handover to the new elected ones without the decision of the General Assembly after the day new executive member is elected.

Decisions made regarding matters that have not been approved and settled in the agenda of the General Assembly will not be enforced.

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A member of the association who has a different opinion from the general assembly can state his/her dissenting opinion separately in the minutes.

Any regular member of the association who believes that the decision passed by the general assembly violates the laws of the country or the bylaws of the association, may apply to the authority's office.

### **Decision-making**

Each Regular Member shall have one vote in the General Assembly. Only the Members present shall be entitled to vote. Representation of a Regular Member in the General Assembly is not permitted.

There are three ways – as far as law shall permit it – to hold a General Assembly:

- a) Physical meeting of the Regular Members
- b) Written inquiry of the Regular Members
- c) Any form of virtual meeting of the Regular Members in good standing (video, audio, text or any combination of these – linked up online or through other reliable systems)

Also, a combination of these different forms of holding a General Assembly is possible. The Executive Committee shall decide in which form a general assembly shall be held.

The general calling rules and majorities shall apply to all forms of General Assemblies.

## *Article 10 - Executive **Committee***

### **Powers**

The Executive Committee is responsible for the management of the Association and shall represent it towards third parties. The Executive Committee shall pass decisions on all

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cases that do not come within the sphere of responsibility of the General Assembly or are not reserved to other bodies by law or under these bylaws. The Executive Committee has in particular the following powers:

Submits the association's annual performance report budget to the General Assembly for approval

He prepares the short, medium and long-term plan of the association's annual work program and submits it to the General Assembly for approval.

Finds ways to obtain financial, labor or material support from sources of income to carry out the objectives of the association;

Generates the association's policy and submits to General Assembly

Establishes rules for hiring and managing employees, determines transfer, promotion, dismissal, wages and allowances.

Carrying out of tasks and passing of resolutions on all items that do not come within the sphere of responsibility of the General Assembly or which are not reserved to another body of the Association by law or under the Statutes;

Convocation of the General Assembly (including the determination of the place where it will be held) and the organization of the General Assembly. The Executive Committee may adopt special regulations for the organization of the General Assembly;

Execution of the General Assembly's resolutions

Admission of new Members of the Association and termination of membership; Establish ad hoc committee to conduct investigation of any issues with respect to termination of a member and present it to the general body for voting and approval. The ad hoc committee should be gender and geographically diverse. The committee should be made up of 5 people two executive and three of the general body members in good standing.

Proposing to the General Assembly new members of the Executive Committee;

Organization of the Association's Executive Office

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Organization of the Association's events and activities (congresses, conferences, meetings, etc.). The Executive Committee may delegate the organization of these events to local committees or third parties;

Setting up of ad-hoc committees composed of its members and/or third parties

Representation of the Association towards third parties; it decides on the right to sign for and to represent the Society; and

Determination of the amount of the yearly membership fee. The Executive Committee may decide to levy no membership fee.

The Executive Committee may delegate individual powers and responsibilities to committees or third parties.

Establishes rules for hiring and managing employees, determines transfer, promotion, dismissal, wages and allowances.

It will present to the General Assembly and decide on the opening of branch offices in necessary places.

It will propose a resolution to the General Assembly for the cancellation of members who have not fulfilled their membership obligations.

It creates its own rules of procedure.

Performs other duties assigned by the General Assembly.

Calls the regular and urgent meetings of the association

The Executive Committee may appoint a project Manager when deemed necessary.

## **Members of the Executive Committee**

### **Composition, Constitution and Distribution of Tasks**

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The Executive Committee shall be composed of more than 20 members consisting of

The Executive Committee shall have the following members:-

- A. President
- b. Immediate Past President
- c. Vice President
- d. Secretary
- e. Treasurer
- f. 11 more members

a) The President:

The President is elected by the general assembly, shall chair the Executive Committee and the General Assembly. Other responsibilities:

Shall represent the Association towards third parties

Along with the Vice President and the Treasurer, signs the checks and expense documents of the bank account opened in the name of the association.

Allow expenses necessary for the operation of the association.

Preparing 3-month, 6-month annual work and financial reports and presenting them to the executive committee.

Signs letters on behalf of the association

With the approval of the Executive Committee, signs on contracts to buy and sell property in the name of the association

Ensures implement decisions made by the General assembly

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b) The Past-President

c) The Vice-President:

The Vice-President shall deputize for the President as necessary.

d) The Treasurer

The Treasurer shall be responsible for the financial management and the annual accounts of the Association.

The Treasurer shall have overall responsibility for the collection of the Members' yearly fees (if applicable).

Oversees the association's income and expenditure accounts.

Ensures that the association's accounts are operated in accordance with generally accepted accounting principles

Shall ensure that the accounts of the association are carefully maintained

Prepares a document that includes accounts, income and expenses, assets and liabilities.

When the association engages in income-generating activities, keeps various accounting records used for this activity

e) The Secretary

The Secretary shall support the President in ensuring the smooth functioning of the Executive Committee and be responsible for ensuring effective organization and minuting meetings, and maintaining effective records and administration.

Serves as Secretary of the Executive Committee

Under the orders from the executive committee, will carry out the written communication activities of the association.

Prepares the executive agenda with the president, takes minutes

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Maintains the documents and records of the association

- f) 11 additional members (a designated leader from each of committees), whose responsibilities shall, in particular, be the management and the coordination of the activities of the Association's various committee

### **Election of the Executive Committee**

The members of the Executive Committee shall be elected by the General Assembly among the candidates proposed by the Executive Committee for a three-year commitment of 1 year elect (training position) and two-year official term position. The term of appointment, for the designated number of years, begins and ends immediately after the General Assembly. Re-election shall be possible for a maximum of one additional two-year term. Those appointed to Officer positions in the Executive Committee may serve further additional terms. Two 2-years terms must be approved by the General assembly. Past Presidents can remain on the executive committee to advise and be a voting member. This term would be for a limit of three years.

### **Meetings and Decision-making**

Meetings of the Executive Committee shall be convened by the President. A third of the members of the Executive Committee may also request the convening of a meeting.

Meetings shall take place at the seat of the Association or at any other place designated by the President. The Executive Committee may also hold its meetings and take decisions in a virtual meeting (conference call, videoconference, etc.).

Notice of a session of the Executive Committee shall be sent to its members at least 7 days prior to the scheduled time for the session.

The Executive Committee may adopt resolutions if half of its members are present (attendance quorum). Subject to any contrary provisions in these Statutes, the Executive Committee shall adopt resolutions by simple majority of those members of the Executive

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Committee present. Each member has one vote. In the event of an equality of votes, the President has a casting vote.

A member of the Executive Committee not present at the meeting shall not be represented by another member or a third person.

Resolutions may also be adopted and votes taken by correspondence by circulating the minutes of the resolutions to the members of the Executive Committee, if no member of the Executive Committee requests an oral debate within the term indicated in the minutes.

Minutes of the sessions and resolutions must be taken by an administrative assistant to the Executive Committee. The minutes must be submitted for approval in time for the next meeting of the Executive Committee. In case a revision is requested, the minutes are re-submitted for approval in time for the following meeting of the Executive Committee.

### **Signatory Power**

The Executive Committee designates the members that have the right to sign for the Association.

### Accounting

The Executive Committee designates a certified accountant to file tax records annually and ensure the organization compliance in the country or countries in incorporation of the nonprofit status.

### *Article 11- Auditor*

#### Appointment

The General Assembly may appoint an independent external auditor for a term of two years. There shall be no limit on the number of times an auditor may be re-appointed.

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## Tasks

The auditor shall conduct an annual audit of the Society's accounts and present a written report to the General Assembly. The Executive Committee may confer other tasks upon the auditor.

### Executive Office, Dissolution and Liquidation

#### Permanent Secretariat

An Executive Office shall be established by the Executive Committee. It shall be run by an individual who may not be a Member of the Society. It shall be responsible for all administrative matters which are not handled by the Executive Committee or by individual members. The Executive Office may be entrusted, in particular, with the following tasks:

- a) Keeping the list of Members updated (membership database);
- b) Dealing with new membership applications;
- c) Keeping the Society's records accessible via online cloud by executive committee
- d) Notifications to the Society's Members (General Assemblies, etc.);
- e) The correspondence of the Society;
- f) Assistance in communication by maintaining and active email list serve of communication. etc.; and
- g) General support for the Executive Committee, especially the President.

The Executive Committee may entrust the Permanent Secretariat with additional tasks.

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## Dissolution

The Association may be dissolved by a three-quarters majority of voting Members present at a General Assembly. Such vote may only take place if at least a third of its voting Members are present (attendance quorum).

## Liquidation

Any liquidation of the Association shall be carried out by the Executive Committee unless it transfers this task to a third party. If the Association is being dissolved, the Executive Committee transfers, after payment of all debts, the remaining assets to a tax-exempted charity having its registered office in Ethiopia, the United States or other country of Incorporation. Restitution of the assets to Members of the Society or to members of the Executive Committee or their legal successors is excluded.