

Regulation 1

BOARD AND COMMITTEES

1 Board of Governors

The Board of Governors is responsible for the administration and representation of the Association. It is responsible for the management of the Association and draws up the programme of activities.

The Board of Governors is competent to decide on the admission and expulsion of Members.

The Board of Governors fixes the subscriptions of the Members.

The Board of Governors may set up committees to deal with certain tasks.

The Association is duly bound by the joint signature of any two of the following persons: the President, the Executive Vice-President, the Associate Executive Vice-President, Executive General Manager and the Treasurer of the Association.

The Board of Governors may confer power of joint signature on a third party. Expenses greater than USD \$500 or such amounts as the Board determines shall be pre-authorized with joint signatures of any two of the following persons: the President, the Executive Vice-President, Associate Executive Vice-President, and the Treasurer.

a) Nominations and Elections of Governors and Officers

The Nominating Committee shall solicit nominations from the General Assembly, the Board of Governors for Governors, and the Executive Committee to be approved by the General Assembly. Candidates for the Board of Governors should be familiar with the Association, have contributed to it actively, and have a strong track record in glaucoma research and teaching. The Nominating Committee shall nominate the officers of the organization apart from the Past-President and the Past-Past-President, to be approved by

majority vote of the Board of Governors. No member of the Nominating Committee shall nominate more than two candidates for the Board of Governors. The nominations shall be certified by the President, the Executive Vice-President, and the Associate Executive Vice-President who shall send written notice of the nominations to the Board of Governors at least sixty (60) days prior to the meeting at which such officers and committee members are to be elected.

b) Electronic communication.

Due to the pan-global nature of the Association, any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a teleconference or similar communications equipment allowing all persons participating in the meeting to hear simultaneously each other during the conversation. Participation by such means shall constitute presence in person at a meeting.

c) Vacancy

If the number of Governors decreases to less than 11 between General Assembly meetings, the Nominating Committee shall solicit nominations in the usual fashion to be approved by the General Assembly by electronic balloting. Nomination and election of Governors may occur annually.

d) Compensation

No Governor, with the exception of the Executive Vice-President and the Associate Executive Vice-President, shall receive any salary or other form of compensation from the Association in his/her capacity as a Governor. However, any Governor may receive reimbursement for expenses in the performance of the Association duties, at the discretion of the Board of Governors and in accordance with Association policies.

2 Executive Committee

The Executive Committee shall consist of President, Immediate Past-President, Past-Past-President, President-Elect, Executive Vice-President, Associate Executive Vice-President, Treasurer, and such others as the Board of Governors shall appoint. The Executive General Manager shall be a member without vote. The Executive Committee shall meet at such times and places as designated by the President or by a majority of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business and a majority vote of the members of the Executive Committee present and voting at a meeting shall be necessary to adopt any action to be taken by the Executive Committee.

The Executive Committee shall have and may exercise all of the authority of the Board of Governors, or such lesser authority as may be set forth by resolution of the Board, providing, however, that the Executive Committee shall have no authority as to the following matters: (1) the submission to the membership of any action requiring membership approval under the laws of Switzerland; (2) the filling of vacancies on the Board of Governors; (3) the amendment or repeal of the Rules and Regulations or the adoption of new Rules and Regulations; (4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (5) the election, appointment or removal of any Officer or Governor of the Association; (6) the amendment or restatement of the Statutes of the Association; (7) the adoption of a plan of merger or consolidation with any other; (8) the authorization of the sale, lease, exchange or mortgage of any of the property and assets of the Association, having value in excess of USD\$ 25,000 or such amounts as determined by the Board; (9) the authorization of the voluntary dissolution of the Association or the revocation of the proceedings therefore; (10) the adoption of a plan for the distribution of assets of the Association. The designation of an Executive Committee by these Rules and Regulations and the delegation thereto of certain authority shall not alone relieve any Governor of his duty to the Association under law.

3 Other Committees

Except where specified elsewhere in this Regulation, appointments to and terms of other committees will be at the discretion of the President in consultation with the Executive Committee.

In case a vacancy shall occur for any cause in any committee and such vacancy involves a member appointed by the President, the President may fill such vacancy by appointment. In case any other vacancy shall occur for any cause in any committee or office, the Executive Committee may fill such vacancy by the affirmative vote of a majority of the members. Any person so elected or appointed to fill such a vacancy shall serve only until the office or committee membership would regularly be filled and until a successor is chosen and qualified.

Any committee member or officer may resign his/her committee membership or office at any time by delivering his/her resignation in writing to the President, the Executive Vice-President or the Associate Executive Vice-President. A resignation shall be effective upon receipt, or upon such later date as shall be specified in the resignation and an acceptance of a resignation by the Executive Committee shall not be necessary to make it effective unless so stated in the resignation.

a) Nominating Committee

The Nominating Committee shall be comprised of the President, Past-President, Past-Past President, Chair of the Associate Advisory Board and three other governors appointed by the Board of Governors for a term of two years. The Past President shall serve as the Chair of the Nominating Committee.

b) Statutes Committee

The Statutes Committee will be responsible for maintenance and updating of the Associations' statutes and for other duties as the Board of Governor so directs. The Statutes Committee shall be appointed by the Board of Governors.

c) Program Committee

The Program Committee shall be responsible for the organization of the World Glaucoma Congress for the Association. The Program Committee shall be appointed by the Board of Governors.

d) Associate Advisory Board

The Associate Advisory Board shall provide advice to the Board as required. The terms of membership and members of the Associate advisory shall be determined by the Board of Governors.

e) The Council

The Council shall provide expertise, input and institutional memory from previous leadership to the WGA. The Council consists of all previous officers and previous members of the Board of Governors. The Council will be chaired by the Past-Past-President and co-chaired by a member of the Council elected from and by its members. The Council meets at least once per year. Input by the council is presented to the Executive Committee and Board of Governors by its chair.

f) Other Committees and Advisory Boards

The Board of Governors may convene other committees and advisory groups as it deems necessary.

Regulation 2

OFFICERS

Officers of the Association shall be President, Past-President, Past-Past-President, President-Elect, Executive Vice-President, Associate Executive Vice-President, Treasurer, and such others as the Board of Governors shall appoint. A President-Elect shall be designated no more than two years and no less than 4 months prior to the term expiration date of the current President. They shall constitute the Executive Committee.

1 Term

Officers shall serve for a period of two calendar years. Governors are eligible to be officers after one year of service on the Board of Governors. The President and President-elect will be elected during the General Assembly every 2 years. The terms of the President and President-Elect will not be immediately renewable. If the period of service as Governor elapses before the period of service as Officer, then the term as Governor is automatically extended to coincide with the term as Officer.

2 Duties of Officers

The duties of the officers of the Society shall be as follows:

a) President

The President shall be appointed by the General Assembly and shall serve no more than one (1) term of two (2) years; shall be the Chairman of the Board of Governors and Executive Committee; shall be a member without vote of all committees of the Association; shall be one of the Officers authorized to execute on behalf of the Association all instruments authorized by the Board of Governors and sign checks, drafts and contracts of the Association; shall work

with the Executive Vice-President, the Associate Executive Vice-President, and staff to ensure that basic Association policies and programs are formulated and executed; and shall exercise such other powers and perform such duties and responsibilities normally associated with the office of President and as may be conferred upon him or her from time to time by the Board of Governors.

b) Immediate Past-President

The Immediate Past-President shall, immediately following his/her term of office as President, serve on the Board of governors and Executive Committee for one additional two (2) year term without voting privileges. Upon completion of this term, this Past-President will serve an additional two-year term as Past-Past-President and chair of the Council.

c) Past-Past-President

The Past-Past-President is the Chair of the Council and represents the Council in the Executive Committee and Board of Governors. This does not exclude additional service as requested from time to time by the Board of Governors.

d) President-elect

The President-elect, shall be appointed by the Board of Governors and will become President upon expiration of the term of the previous President and appointment by the General Assembly.

e) Treasurer

The Treasurer shall be appointed by the Board of Governors and serve for a 2-year term. The term may be renewed by the Board of Governors. The Treasurer shall report to the Executive Committee and Board of Governors on the financial condition of the Society. The Treasurer shall have the custody of all documents

of title and valuable papers. The regular books of account shall be open at all times for the inspection of any member of the Executive Committee.

The Treasurer shall, subject to the right to delegate any thereof to the Executive General Manager, keep accurate accounts of all monies of the Association received or disbursed, endorse for deposit all notes, checks, and drafts received by the Association, deposit all monies, notes, checks, and drafts in the name of, and to the credit of, Association in banks and depositories from time to time designated by the Board of Governors or the Executive Committee, collect all dues, assessments, and fees owing to the Association, and invest and disburse the assets and funds of the Association when and as agreed by the Association Board of Governors or the Executive Committee, making proper vouchers thereof; shall render to the Board of Governors, Audit and Finance Committee, and the President annual financial statements of the Association and, whenever requested, other periodic financial statements of the Association; and, in general, shall have, perform all powers, duties and responsibilities usually incident to the Office of Treasurer; and be the chair of the Finance and Audit Committee.

f) Executive Vice-President

The Executive Vice-President shall be appointed by the Board of Governors and serve for a 2-year term. The term may be renewed by the Board of Governors. In the absence of an Executive General Manager, the Executive Vice-President shall assume the duties of the Executive General Manager.

The Executive Vice President shall be the Corporate Secretary of the Association and, in that capacity, shall attend and, subject to the right to delegate any thereof, give proper notice of, serve as the secretary of, and record and preserve proceedings of the Members, the Board of Governors, committees of the Association, committees of the Board of Governors; and, in general, shall have and perform all powers, duties, and responsibilities usually incident to the Office of Corporate Secretary.

The Executive Vice-President shall be the chief executive and administrative officer of the Association; shall be a member without voting rights of all committees of the Association; shall, subject to the supervision, direction, and control of the Board of Governors and the President of the Association be responsible for enunciating policies of the Association. The Executive Vice-President shall have all other powers, duties, responsibilities, and authority that the Board of Governors may determine. Further details are described the Executive Office Job Description.

e) Associate Executive Vice-President

The Associate Executive Vice-President shall be appointed by the Board of Governors and serve for a 2-year term. The term may be renewed by the Board of Governors. The Executive Vice-President may delegate any powers, duties, responsibilities, and authority associated with that office to the Associate Executive Vice-President.

4.3 Executive General Manager

An Executive General Manager and/or support staff may be appointed upon recommendation of the Executive Committee and approval of the Board of Governors. The duties of the Executive General Manager shall be determined by the Board and shall include:

- under the supervision of the Executive Vice-President planning, organizing, directing, and coordinating programs and activities of the Association to assure that objectives are attained, plans fulfilled, and member needs met; and
- seeing that the Executive Vice-President, Board of Governors, and Officers of the Association are kept fully informed on the conditions and operations of the Association, and on all important factors influencing them.

- attending all meetings of the Board of Governors and Executive Committee.
- keeping on file complete copies of the Certificates of Incorporation of the Association, the Statutes, the Regulations including all amendments, revisions, and restatements of any thereof.

Further details are described in the Executive Office Job Description.

Regulation 3

MEETINGS

1 Voting at meetings

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

The instrument appointing a proxy shall:

- a) be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized and;
- b) be deemed to confer authority to demand or join in demanding a poll and;
- c) be submitted to the Executive Vice-President and/or Associate Executive Vice-President no later than 15 days prior to the General Assembly

2 Meetings of the Board of Governors

a) Frequency of meetings

The Board of Governors shall meet as often as necessary having regard to the corporate purpose of the Association, either at the invitation of the Executive Vice-President or Associate Executive Vice-President upon request by at least six (6) members of the Board or by a decision of the President. Notwithstanding extraordinary meetings, as defined above, the Board shall ordinarily meet at least twice a year, at the invitation of the Executive Vice-President and/or Associate Executive Vice-President sent to each of the members of the Board at least 30 days before the date of the meeting.

b) Notice of meetings

Notice of each ordinary meeting of the Board of Governors shall be given by the Executive Vice President and/or Associate Executive Vice-President to each Board member not less than thirty (30) days prior to the date on which the meeting is scheduled to be held. Notice of the place, date and hour of an extraordinary meeting, stating its purpose, and signed by the Executive Vice President, President, or Associate Executive Vice-President, shall be sent to the last Association recorded address or internet address (according to the Association records) of each Board member not less than ten (10) days prior to the date the meeting. The matters to be discussed and voted upon at any duly called meeting of the Board of Governors shall not be limited to those set forth in the notice of the meeting.

Regulation 4

WRITTEN VOTES

According to article 5 lit. e) of the Statutes, the Board of Governors decides as follows on the written vote:

1. For the Ordinary General Assembly and for the General Assembly which has to decide on the dissolution of the Association (art. 12 of the Statutes), no written vote can replace the meeting.
2. For Extraordinary General Assemblies, and when the Board of Governors find it appropriate, the meeting can be replaced by a written vote.
3. The procedure of the vote is opened when the Executive Vice-President certifies that: he/she has sent to all active Members, by electronic means:
 - a) the points to be voted upon,
 - b) a summary of the position of the Board of Governors towards these points,
 - c) as the case may be, a summary of the explanations of the members who have asked these points to be on the agenda.
 - d) the time limit (date and hour) for the return of the vote, being not less than one week and not more than three weeks from the date of the mailing.
4. The voting procedure is immediately closed when the time limit is reached. No vote can be registered after the date and time set-forth by the Executive Vice-President.
5. In the case where there is a quorum, this quorum will be calculated according to the number of votes received by the Executive Vice-President upon the time limit.
6. For Extraordinary General Assemblies the majority will be calculated as a simple majority of members entitled to vote. For other written votes, the

majorities will be calculated on the valid votes registered by the Executive Vice-President upon the time limit.

7. Votes can be delivered to the Executive Vice-President either by registered mail, courier or e-mail. The Board of Governors can also allow the Executive Vice-President to organize the vote by any other reliable electronic mean.

8. The Executive Vice-President will make and certify a report on each written vote procedure.

Regulation 5

PRESUMPTIONS OF INTERPRETATION

Interpretation of these regulations shall be made according to Swiss Law.