

STATUTES

of the World Glaucoma Association

Article 1

NAME AND REGISTERED OFFICE

There is established under the name

"World Glaucoma Association"

in accordance with these statutes and Articles 60 et seq. of the Swiss Civil Code, an Association having its registered office at Geneva, Switzerland.

Being organised as a body corporate, the Association has legal personality.

It is established for an unlimited term.

Article 2

PURPOSE OF THE ASSOCIATION

The *World Glaucoma Association* is a scientific Association without economic purpose

The purposes of the Association are:

To advise, assist, protect and/or supply services to its Members.

To do all manner of things considered necessary to improve the understanding, diagnosis and management of the glaucomas.

To do all things considered necessary to improve the quality of life of glaucoma patients.

To facilitate the interaction, coordination and sharing of resources of members.

The Association may use, in particular, all the legal means at its disposal to ensure the full achievement of its purpose.

Article 3

MEMBERS AND ADMISSION

The Association consists of Active Members and Associate Members.

3.1 Active Members

The Active Members of the Association are Regional and National Members. Only the Active Members are entitled to take part and to vote in Ordinary or Extraordinary meetings of the General Assembly.

a) Regional Members

Glaucoma societies of sound reputation and substantial size, representing broad groups of individuals, and/or a number of National and Glaucoma Industry Members, satisfying the criteria of the Association, shall be eligible to be Regional Members, subject to the approval of the Board of Governors.

b) National Members

Glaucoma and societies of sound reputation substantial size, representing broad groups of individuals across an entire country, and satisfying the criteria of the Association, shall be eligible as National Members, subject to the approval of the Board of Governors.

3.2 Delegates

Each Active Member shall appoint one delegate and one deputy delegate who shall hold office during the interim between one General Assembly meeting and

the next. Nomination and replacement of the delegate and the deputy delegate are made according to the rules of his/her organisation.

Delegates shall act as a liaison officer between the Association and his/her organisation in the interval between General Assemblies and participate in the General Assembly as a voting member representing his/her organisation.

3.3 Associate Members

Sub-national glaucoma societies, glaucoma-related organizations, corporations, charitable foundations, organisations of glaucoma patients and other Glaucoma professionals of sound reputation and satisfying the criteria of the Association shall be eligible as associate members, subject to the approval of the Board of Governors.

c) Glaucoma Industry Members

Glaucoma Industry Members are those who have full Glaucoma Industry Member status for at least two prior consecutive years, subject to the approval of the Board of Governors.

d) Patient Association Members

Associations of glaucoma patients of sound reputation and substantial size, representing broad groups of individuals, and satisfying the criteria of the Association, shall be eligible as Patient Association Members, subject to the approval of the Board of Governors.

3.4 Application for Membership

Candidates for membership shall present their application for admission to the Board of Governors in writing or by any other means decided by the Board of Governors.

The Board of Governors will determine whether to accept or reject the application. The Board reserves the right to reject an application without giving reasons.

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Members shall pay any Association entry fee and annual subscription fee as decided by the Board of Governors, which is neither transferable nor refundable. The first subscription for the calendar year in progress shall be payable as soon as the Board of Governors has accepted the application for admission.

Article 4

GENERAL ASSEMBLY

The General Assembly, consisting of the Active Members delegates, is the highest authority of the Association.

The General Assembly has all the powers which are not imparted to another corporate body by these Statutes. In particular, the General Assembly has the power to control the activity of the Association (release of the Board of Governors, vote on the accounts, etc.), to elect the President of the Board of Governors (who also is the President of the Association) and the other Governors, to elect the Members of the Finance and Audit Committee, to amend the Statutes and to decide on the dissolution of the Association.

Article 5

MEETING OF THE GENERAL ASSEMBLY

a) Frequency of meetings

General Assemblies are convened by the Board of Governors. The Ordinary meeting of the General Assembly shall convene every two years, during the World Glaucoma Congress. Extraordinary meetings of the General Assembly can be convened more frequently if the Board of Directors determines. In accordance with the law, the Board of Directors have to convene an Extraordinary meeting of the General Assembly whenever a request to this effect is made by one fifth (1/5) of the Active Members.

The President of the Association, or the Executive Vice-President or the Associate Executive Vice-President in case of absence of the President, shall be the Chairman.

b) Notice of meetings

The President, the Executive Vice-President, and the Associate Executive Vice-President shall make up the agenda of the General Assembly meeting (in writing or by electronic mail) and distribute it at least one month before the meeting to be held. The General Assembly cannot decide on items which are not on the agenda so made up, unless all Active Members are present to the General Assembly.

c) Quorum at meetings

Save as otherwise provided by the Statutes, no quorum is requested for the General Assembly to vote, when convened according to the Statutes.

d) Voting at meetings

An Active Member is not entitled to vote at a General Assembly if any subscription or due is more than one month in arrears at the date of the Meeting.

Each Active Member is represented by its Delegate or Deputy Delegate. An Active member can also be represented by proxy, the form of which being decided by the Board of Governors, to be communicated to the Active Members with the Notice of Meeting.

Each Active Member has only one vote.

In the case of an equality of votes, the Chairman of the meeting has a casting vote, except where the Active Membership of the Society comprises only two (2) Active Members.

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Any election or vote shall be decided by a show of hands. At the request of 20% of the members present at the meeting they may be decided by secret ballot.

A report of the meeting will be made by the Executive General Manager or by any other person designated by the Chairman and signed by the Chairman of the Assembly. This report will be circulated to the Active Members.

e) Written vote

The Board of Governors can decide that an Extraordinary General Assembly will decide by written votes instead of holding a meeting.

The rules on the quorum and majorities contained in these Statutes apply, *mutatis mutandis*, to the written vote.

The Board of Governors issues Rules and Regulations to organise the written vote, to be circulated among the Members.

Article 6

BOARD OF GOVERNORS

Board of Governors, elected by the General Assembly, shall consist of at least 11 and at most 20 natural persons, who are not necessarily members of the Association, or representatives of a member of the association. It shall include persons from each of the following regions: North America, Latin America, Europe, Africa, Asia and Oceania. Candidates for 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. Past Presidents, Executive Vice-President, and Associate Executive Vice-President without voting rights shall not be included in the maximum figure of 20. The President of the Association is the President of the Board of Governors.

Beside of the President who is elected by the General Assembly, the Board of Governors has to include, at least, an Executive Vice-President, an Associate

Executive Vice-President, and a Treasurer, chosen by the Governors among themselves (Officers).

Governors shall serve for 3 years, with no more than half of the positions being newly-appointed in any given year. Governors may not serve more than two consecutive terms. 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.

The President shall serve for two years. His/her term is not immediately renewable; a period of two years must elapse before he/she can be re-elected to this Office.

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

Article 7

DUTIES AND ORGANISATION OF THE BOARD OF GOVERNORS

a) Duties

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 Board of Governors may confer power of joint signature on a third party (Executive General Manager).

b) Organisation

The Board of Governors is entitled to set up Rules and Regulations to organise its functioning and organisation (including setting up of an Executive Committee among the Governors), to decide on the signatory modus to bind the Association and on the written vote (*article 5 lit. e of these Statutes*), as a complement to these Statutes. These Rules and Regulations have to be circulated to the Members.

The Board of Governors shall meet as often as necessary having regard to the corporate purpose of the Association.

Any meeting of the Board of Governors shall have a quorum if at least half (1/2) of its members, including at least two of the following officers; the President, the Executive Vice-President, the Associate Executive Vice-President, and the Treasurer, present in person. No proxy or representation by another Governor is admitted.

The Board of Governors adopts its decisions at the majority of the Governors present at the meeting. In case of an equality of votes, the President (or in his absence the Executive Vice-President or Associate Executive Vice-President) has a casting vote.

Article 8

FINANCIAL RESOURCES

The financial resources of the Association consist of subscription fees, entry fees, gifts, subsidies or legacies offered by the Members or by any other person who, without being a Member of the Association, makes a voluntary donation, and by any other income deriving from its activities.

The Members are relieved of all liability for the obligations of the Association, which are guaranteed solely by its corporate assets.

The Members are bound only by payment of their subscriptions, which will be established by the Board of Governors every year.

Article 9

CESSATION OF MEMBERSHIP

A Member may resign from the Association by giving notice in writing to the Executive Vice President and shall become effective as soon as it is received. Subscriptions remain due for the calendar year in progress. Resignation of membership immediately effects resignation from any office of the Association including Governor.

Article 10

TERMINATION OF MEMBERSHIP BY THE BOARD OF GOVERNORS

The Board of Governors may at any time terminate the membership of a Member (and thereby any office the member holds in the Association including Governor) for valid reasons or if the Member:

- (a) fails on two consecutive occasions to pay its annual subscription on or before the first day of July of the year in which the subscription was due to the Association despite two reminders;
- (b) refuses or neglects to comply with the provisions of these Statutes or any applicable rules made by the Board of Governors;
- (c) engages in conduct which in the opinion of the Board of Governors is inappropriate or prejudicial to the interests of the Association.

In cases b) and c) here above mentioned, the Board of Governors will hear the Delegate or other representative of the Member concerned, or will give

them the opportunity to express themselves on the matter, before ruling on the termination of a membership.

No appeal against the Board of Governors decision is open.

Article 11

FINANCE AND AUDIT COMMITTEE

The General Assembly shall, upon recommendation of the Board of Governors, elect a Finance and Audit committee comprising of two (2) persons who are not necessarily associated with Members of the Association. The Chair should be a person from outside of the Board of Governors. Their term will be of two years, renewable.

The Finance and Audit committee will examine the accounts of the Association and shall make a report to the General Assembly, which will be communicated to the Board of Governors one month before the General Assembly convenes.

Article 12

DISSOLUTION

A motion for the dissolution of the Association may be voted by the General Assembly only if the quorum of half (1/2) of the total Active Membership is satisfied.

The dissolution of the Association may be pronounced only by a qualified majority of three quarters ($\frac{3}{4}$) of the quorum.

In accordance with the provisions of Article 77 of the Swiss Civil Code, the Association shall also be dissolved automatically if it is impossible to establish the Board of Governors.

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In the event of dissolution, the Board of Governors shall appoint one or more liquidators to liquidate the business and assets of the Association.

Any net assets remaining after the liquidation shall be allocated to an association pursuing a similar purpose.

Article 13

AMENDMENT OF THESE STATUTES

Any Active member can make a proposal to the Board of Governor to amend these Statutes. Such proposed Amendments shall be submitted by the Board of Governors to the General Assembly with a recommendation to accept the proposal or not. A motion for the amendment of these statutes may be voted by the General Assembly only if the quorum of half (1/2) of the total Active Membership is satisfied.

The amendment of the Statutes of the Association may be voted only by a qualified majority of three quarters ($\frac{3}{4}$) of the quorum.

The amendment shall come into effect immediately upon positive vote of the General Assembly.

Article 14

MISCELLANEOUS

The Board of Governors and, on its behalf, the President and/or the Secretary, is the competent authority for the delivery of certified true copies of these Statutes.

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Last amended March 27, 2019 - Melbourne, Australia

The President of the General Assembly

The Executive Manager General