

# Glaucoma Research Society

Zug, Switzerland

## By-Laws

of August 29, 2014

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# I. Name, Seat, Purpose, Activities and Financing

## Article 1 - Name and Seat

The Society is the

### **Glaucoma Research Society**

an association as defined by articles 60 et seq. of the Swiss Civil Code.

The seat of the Glaucoma Research Society ("The Society") is in Zug, Switzerland.

## Article 2 - Purpose and Activities

The Society is a public interest, non-profit scientific association of outstanding glaucoma researchers that provides a forum to discuss and stimulate compelling or innovative research to prevent glaucoma-related disability worldwide.

The Society will foster discussion and interaction through regular meetings that engage leading glaucoma clinicians and researchers to synthesize new and existing knowledge and to identify strategies for future clinical, translational or basic research.

The Society's specific aims and activities are in particular:

- a) To establish personal contacts and to promote exchanges between persons engaged in glaucoma research and the diagnosis and treatment of patients with glaucoma;
- b) To organize, every second year, The Meeting of the Glaucoma Research Society ("The Meeting" as referred to in Chapter IV of these by-laws), and to arrange other meetings as deemed appropriate;
- c) To encourage research on glaucoma;
- d) To encourage collaborative studies of glaucoma.

### **Article 3 - Financing**

The financial resources of The Society will come in particular from gifts, grants, legacies and dues. The dues for each Member, shall be payable once every two years. The amount shall be proposed by the Executive Committee, and voted upon by the active membership at the General Assembly.

## **II. Membership**

### **Article 4 - Categories of Members**

The Society shall have up to three categories of members (“Members”):

#### **a) Active Members**

Membership is limited to 100 Active Members. An Active Member shall be active in research.

#### **b) Emeritus Members**

An Emeritus Member is a member who has been an Active Member and in recognition of his/her contributions to research and The Society, is promoted to Emeritus status. Emeritus Members are invited to attend the General Assembly and The Meeting with the right to vote as specified in these by-laws at the General Assembly. They may invite a guest to The Meeting, but do not need to present papers. They may recommend candidates for membership to the Membership and Nominating Committee.

#### **c) Honorary Members**

The status of Honorary Member of The Society may be conferred on individuals who in the view of The Society have been outstanding contributors to knowledge on glaucoma and related subjects. Honorary Members are invited to attend the General Assembly and The Meeting and have the right to vote as specified in these by-laws at the General Assembly. They may invite a guest to The Meeting, but do not need to present papers. They are not required to pay dues. They may recommend candidates for membership to the Membership and Nominating Committee.

## **Article 5 – Admission of Active, Emeritus, and Honorary Members**

Active Member status in The Society will be conveyed to applicants after a meeting by the Executive Committee upon recommendation of the Membership and Nominating Committee. The Society's goals include maintaining as wide a geographical distribution of Active Members as possible. Geographic distribution of applicants will be taken into account when deciding on candidates.

The Membership and Nominating Committee will identify amongst the Active Members such members who may be appropriately invited by the Executive Committee for promotion to Emeritus status.

Honorary Members will be designated by the Executive Committee, who may from time to time receive nominations from the membership. Following ratification at the General Assembly, the President will invite an individual to the honorary membership category.

## **Article 6 - Termination of Membership**

Membership of The Society will be terminated if:

- a) An Active Member does not attend three consecutive Meetings of The Society unless he or she provides reasons for non-attendance which are acceptable to the Executive Committee;
- b) The Member shall indicate to the Executive Committee that he or she wishes to resign, or
- c) There is non-payment of dues.

Members whose membership is terminated have no claim whatsoever in respect of any assets of The Society.

## **Article 7 - Members' Rights**

Members have in particular the following rights:

- a) Participation in the General Assembly, with the right to vote as specified in these by-laws;
- b) Drawing up of proposals for inclusion in the agenda of the General Assembly;

- c) Participation in The Meeting, conferences, meetings etc. organized by The Society;
- d) Nomination of new Honorary Members.

### **Article 8 - Members' Liabilities**

Only the assets of The Society shall be drawn from in satisfaction of any obligations of The Society. The Members of The Society will not be liable for any obligation of The Society. The only financial obligation of Active Members shall be the payment of dues (article 3).

## **III. Organization**

### **Article 9 - Bodies of The Society**

The bodies of The Society are:

- A. General Assembly (Business Meeting)**
- B. Executive Committee – Officers**
- C. Membership and Nominating Committee**
- D. Program Committee**

### **A. General Assembly (Business Meeting)**

### **Article 10 - Powers**

The General Assembly of The Society is the supreme authority of The Society. The General Assembly has the following powers:

- a) Modification of the by-laws of The Society. For acceptance, the proposed modification requires a two-thirds majority of the total of Active and Emeritus Members present at the General Assembly. Such a vote may only take place if at least a third of its Active Members are present (attendance quorum);

- b) Ratification of honorary membership (article 5 par. 3) as proposed by the Executive Committee;
- c) Nominations to the Executive Committee, The Membership and Nominating Committee and the Program Committee will be the sole prerogative of Active Members;
- d) Ratification of Presidential candidate as suggested by the Executive Committee;
- e) Removal of members of The Society's bodies upon just cause (article 65 par. 3 Swiss Civil Code);
- f) Approval of the Executive Committee's report on the activities of The Society and the financial statements;
- g) Discharge of the Executive Committee from liability;
- h) Discussion by all Members of any and all other points of the agenda;
- i) Approval of the amount of the dues to be paid by the Active Members (article 3);
- j) Dissolution of The Society. To dissolve The Society, a two-thirds majority of the total of Active Members present at the General Assembly is required. Such a vote may only take place, if at least a third of its Active Members are present (attendance quorum).

### **Article 11 - Ordinary General Assembly, Agenda and Decision-making**

The Ordinary General Assembly to which all Members shall be invited shall be held at least every two years in conjunction with the Society's scientific meeting (article 16 et seq.).

The agenda for the General Assembly of the Members shall be mailed to each Member at least six weeks in advance of the General Assembly. All Members have the right to bring suggestions to the notice of the Executive Committee in time for them to be included in the agenda if they fall within the powers of the General Assembly.

All member categories are permitted to speak and discuss issues at the General Assembly and will be entitled to vote as specified in these by-laws. Each Active, Emeritus and Honorary Member present at the General Assembly shall have one vote. Voting by proxy or by correspondence is not permitted.



The General Assembly shall decide on issues and elections by simple majority of those in attendance unless provided otherwise by law or under these by-laws.

### **Art. 12 - Extraordinary General Assembly**

An Extraordinary General Assembly may be convened:

- a) By a decision of the Executive Committee; or
- b) If at least one-fifth of the Society's Members with the right to vote make such a request in writing (article 64 par. 3 Swiss Civil Code). 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. An Extraordinary General Assembly shall be held within three months of receipt of the request.

## **B. Executive Committee - Officers**

### **Article 13 - Powers**

The Executive Committee is responsible for the management of The Society and shall represent it towards third parties. The powers of the Executive Committee will include in particular:

- a) Election of Active Members, promotion from Active to Emeritus status and the proposing to the General Assembly of Honorary Members (article 5);
- b) Preparation of the General Assembly and preparation of The Meeting every two years;
- c) Administration of the financial and other administrative affairs of The Society;
- d) Formulation of policies and information of the Active Members;
- e) Appointing chairs of the Membership and Nominating Committee and of the Program Committee among those Members elected by the membership.

### **Article 14 - Composition and Election**

The Executive Committee shall consist of the President, the Secretary, the Treasurer and the Past-President or the President Elect - depending on the time of the appointment of the President - (the "Officers"), and the Chairman of the Membership Committee, the Chairman of the Program Committee and three members at large.

Active and Emeritus Members are eligible to serve as members of the Executive Committee. As The Society is an international one, it is expected that members of the Executive Committee will reflect in so far as possible the geographic distribution of Members. The terms for the members of the Executive Committee shall be as follows:

- The President will serve a four-year term.
- The Past President and the President-Elect will each serve for two years.
- The Secretary and the Treasurer will each serve for one four-year term and may be re-elected for a second four-year term in the same position.
- The Chairman of the Membership and Nominating Committee will serve for one four-year term.
- The Chairman of the Program Committee will serve for one two-year term.
- The three members at large will each serve for one two-year term in that position.

All non-Officer members of the Executive Committee may be re-elected as an Officer. All members of the Executive Committee may be elected for one four-year term in the capacity of President.

### **Article 15 - Officers**

The Officers of the Society shall consist of the President, the Past President or the President Elect, the Secretary and the Treasurer.

- **The President** will be responsible for calling and running the meetings of the Executive Committee, as well as the General Assembly of The Society and The Meeting.
- **The Past President and The President Elect** will facilitate continuity of the work of the Society.
- **The Secretary** is responsible for recording the activities of the meetings, corresponding with the Members, and for keeping a record of the activities of The Society. The Secretary will oversee maintenance of the member list.
- **The Treasurer** shall be responsible for monitoring the financial status of The Society, keeping its financial records, and making recommendations regarding the financial status of The Society to the Executive Committee, and through the Executive Committee, to the Members.

## **IV. The Meeting of the Glaucoma Research Society (The Meeting)**

### **Article 16 - General**

The Meeting of the Glaucoma Research Society shall be held at two year intervals. The Meeting shall be organized and run by the Executive Committee under the direction of The President of The Society.

### **Article 17 - Attendance**

Attendance at The Meeting shall be limited to Active, Emeritus and Honorary Members with the following exceptions:

- a) Each Active, Emeritus and Honorary Member may invite one guest providing the inviter attends The Meeting;
- b) Up to twenty observers from the region in which The Meeting takes place may be invited;
- c) Other individuals may attend The Meeting at the discretion of the Executive Committee.

### **Article 18 - Scientific Program of the Meeting**

The format of The Meeting is decided by the Program Committee.

### **Article 19 - The Goldmann Lecture**

The Executive Committee shall decide who is invited to deliver the Goldmann Lecture. The person(s) invited need not be a Member(s) of The Society. The lecturer will be awarded The Society's Goldmann Medal.

## **V. Dissolution and Liquidation**

### **Article 20 - Dissolution**

The Society may be dissolved by a two-thirds majority of the total of Active Members present at a General Assembly. Such a vote may only take place, if at least a third of its Active Members are present (attendance quorum).

### **Article 21 - Liquidation**

Any liquidation of The Society shall be carried out by the Executive Committee, unless it transfers this task to a third party. If the Society 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 Switzerland. Restitution of the assets to Members of the association or to members of the Executive Committee or their legal successors is excluded.

## **VI. Miscellaneous**

### **Article 22 - Official Language**

The official language of The Society is English. Meetings shall be conducted in English, and correspondence and papers shall be written in English.

### **Article 23 - Communications**

All communications, notices etc. in relation to The Society may be made by post, fax, or e-mail, or by any other usual and reliable means of communication.

### **Article 24 - Registration in the Commercial Register**

The Executive Committee may decide to register The Society at the Commercial Register of its seat.

### **Article 25 – Power of signature**

The Treasurer or the President shall have the exclusive power to sign documents on behalf of the Society.

### **Article 26 - Enforcement**

These by-laws have initially been adopted unanimously at the founding meeting of The Society held on March 2 2007 in Zug, Switzerland. A thorough revision has then been performed and the revised by-laws were adopted by the General Assembly at the Society's Meeting in Queenstown, New Zealand on February 21 2008, and entered in force immediately upon their adoption.

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Prof. Dr. Franz Grehn, President