



WASOG BY LAWS

NAME - REGISTERED OFFICE - OBJECTS

1. Under the name "World Association of Sarcoidosis and Other Granulomatous Disorders ("WASOG"), an Association according to the Italian Civil Code is formed
2. The Association has its registered office at the address of the Treasurer
3. The objectives of the Association are:
 - a) to bring together investigators in biological and medical sciences and all persons interested in and dedicated to the advancement and promotion of knowledge of sarcoidosis and other granulomatous diseases worldwide
 - b) to amalgamate all existing sarcoidosis societies and to provide an international link and forum for all national societies to be founded in the future
 - c) to foster and facilitate research of sarcoidosis and all other granulomatous diseases worldwide

The Association is a non-profit-making organization

MEMBERS

A. NOMINATION TO MEMBER

4. The Association shall be composed of Individual Members. Any individual working in the field of sarcoidosis and other granulomatous or interstitial lung diseases may be accepted as an Individual Member
5. Application of Individual Members shall be submitted to the General Secretary with a curriculum vitae (including education, work experience, academic degrees and research interest)
6. Membership becomes effective with payment of the membership fee and is made official at the next Meeting of the Executive Committee

B. SUBSCRIPTIONS

7. Members shall pay annual subscriptions in the amounts and within the periods determined by the Executive Committee and approved by the General Assembly. The membership fee will include subscription to the Journal "SARCOIDOSIS, VASCU-LITIS AND DIFFUSE LUNG DISEASES". The Journal will be sent to Members only after receipt by WASOG of annual subscription fees

C. RIGHTS AND PRIVILEGES

8. Individual Members may attend the General Assembly and may participate in the business and scientific sessions of the Association. Each Individual Member has one vote.
9. Participants to a World WASOG Congress paying the non-Member fee will automatically become Associate Members of the WASOG until December 31 of the current year, after which they can decide whether or not to subscribe to full membership. The difference between member and non-member fee is given by the Organizer to WASOG at the end of the Congress.

D. CESSATION OF MEMBERSHIP

10. Membership shall cease upon:
 - Written resignation by the Member, in which case membership shall cease as of the following calendar year.
 - Expulsion for dishonourable conduct and/or for actions inconsistent with By-Laws of the Association, in accordance with a resolution of, and a written notice by, the Executive Committee.
 - Expulsion in accordance with a decision of the Executive Committee upon failure to pay the annual subscription fee as due for two consecutive years.

EXECUTIVE COMMITTEE

A. MEMBERS OF THE EXECUTIVE COMMITTEE

11. The number of the Members of the Executive Committee is 16. Individual Members less than 65 years of age are eligible. A person may be elected to or continue on the Executive Committee as a member only if he or she is registrant of at least two of the last three WASOG Congresses (including the current one) and a WASOG Member for at least three full years (= fee paid for four years); in addition he or she should be under 70 to continue. Only Members present at the Congress may be elected, unless justified by writing in advance to the General Secretary. The Congress Organizers will give to the General Secretary a list of all the registrants (at the end of each Congress), and the Treasurer will give to the General Secretary the list of those who have paid the fee for the last four years (one month before the Congress), in order to prepare the list of those who have the right to be elected.

Every three years, during the Congress, there are elections for a partial renewal of the Executive Committee. In order to ensure continuity, President, Vice-Presidents, General Secretary and Treasurer are, at the end of their office, reconfirmed to be Members of the next Executive Committee. This is not possible if they are over 70. However President and Vice-Presidents cannot remain in the same office for more than three terms. The President, when not reconfirmed, can become President Emeritus. General Secretary and Treasurer can be reconfirmed until the term limitation of the age of 70. The Executive Committee appoints additional Members up to a maximum of eight. Effective from Stockholm 2002, the other eight Members are to be elected by the WASOG Members at the time of the Congress. With the exclusion of the above mentioned Officers, who may remain in the Executive Committee for three terms or more, all the other Members may be re-elected only once (two consecutive terms) by election or by call from the Executive Committee. The election is made on the basis of a list of candidates who give their willingness to be elected at the time of the General Assembly. Three vote tellers from three different countries are nominated during the General Assembly, and will give the results to the General Secretary on the same day, for announcement at the next session of the Congress. Each delegate will vote for a maximum of eight Members. Vote by proxy is limited to one signature per Member. No more than three Members of one Country may be present in the Executive Committee, but exceptionally the Executive Committee has the power to decide that one Country may have four Members for the next term.

B. HONORARY MEMBERS

12. The Executive Committee may elect one or more Members of WASOG as an Honorary Member of the Society. Honorary Members have advisory capacity and are not eligible to hold offices. They pay no fee. They are not in the Executive Committee.

Moreover the Executive Committee may elect a President Emeritus. The President Emeritus is an adjunct-Member of the Executive Committee. He is invited to the Meetings of the Executive Committee, and receives agenda, minutes, and all the correspondence sent from the Officers to the Members of the Executive Committee, but has no right to vote

C. OFFICES

13. On a day and hour prefixed by the Congress Organizer, the Members of the new Executive Committee meet for the election of the new Officers, and for any other necessary business. The Executive Committee will elect a President, two Vice-Presidents, a General Secretary and a Treasurer, plus an Archivist who is nominated from among the five Officers. An Assistant Secretary may also be appointed if needed. Officers must be chosen from among the Members of the Executive Committee and must preferably reside in different Countries (in particular President and two Vice Presidents, preferably one from America, one from Asia/Pacific, one from Europe). The duration of each Office is three years.

D. DUTIES OF THE PRESIDENT AND OF THE VICE-PRESIDENTS

14. The President is the chief executive officer and represents the WASOG. He will preside over Executive Committee meetings and convene such meetings and WASOG Meetings in agreement with the Secretary. He will also be the chairman of all General and Extraordinary Meetings. The Vice-Presidents will act for the President in his absence or as required to do so by the President.

E. DUTIES OF THE GENERAL SECRETARY

15. The General Secretary will compile and update the Register containing the names and addresses of all the Individual Members appearing in the updated list. He will take the minutes of all Executive Committee Meetings upon which he will sign and send copies to all Members of the Committee within thirty days. The relevant text must be approved at the beginning of the following Meeting. The General Secretary will also take the minutes of all General and Extraordinary Meetings and sign them together with the President. The General Secretary will also attend to any secretarial tasks not heretofore mentioned and as required.

F. DUTIES OF THE TREASURER

16. The Treasurer will attend to the financial administration of the WASOG. He will be assisted by an accountant of his choice at the expense of WASOG and will collect the subscription fees from all Members as well as all other amounts deposited to the WASOG. He will also collect all other sums paid from the Members as donations, funds and other activities and he will be in charge of the payment of all expenses determined by the Executive Committee.

He will compile a financial report, a balance sheet and a provisional budget that, upon approval by the Executive Committee, will be placed before the General Assembly for final approval. The Treasurer shall keep records of all transactions, collections and disbursements of money.

At each General Assembly, the Treasurer shall render an account of the financial management of the WASOG. The Treasurer shall be relieved of personal responsibility by the approval of the financial report by the majority of members at the General Assembly.

G. DUTIES OF THE ARCHIVIST

17. The Archivist will be responsible for all historical records of the Association. He will present a poster on some historical issue of the Association at least every six years.

H. DUTIES AND ACTIVITIES OF THE EXECUTIVE COMMITTEE

18. The Executive Committee shall direct and conduct the general activities of the WASOG and suggest the annual membership fee. The Executive Committee is authorized to carry out all tasks not allocated to the General Assembly. In legal action the WASOG shall be represented by the President but in those legal actions involving sums of money not exceeding the amount of US \$1000 (or its equivalent), the Treasurer alone is authorized to represent the WASOG. The Executive Committee shall make decisions by majority vote. In case of equal votes, the vote of the President shall prevail

I. MEETINGS

19. The Executive Committee shall meet at regular intervals, possibly on the first day of every World Congress. The Editor-in Chief and the Editorial Manager of the Journal are invited to participate without vote.

L. EXPENSES

20. The Members of the Executive Committee shall not be entitled to any remuneration for their services, but the Executive Committee may authorize the payment by the WASOG of any reasonable and proper out-of-pocket expenses incurred by any such Member in the performance of his duties or otherwise in connection with the affairs of the WASOG.

M. QUORUM

21. The quorum necessary for the transaction of the business of the Executive Committee shall be the majority of the Members present at the Meeting. In case of equal number of votes pro and con, the vote of the President (or of the former President for the election of the new President) decides.

N. RESOLUTION IN WRITING

22. A resolution in writing signed by the majority of the Members of the Executive Committee shall be as effective as if it had been passed at a Meeting of the Executive Committee duly convened and held.

O. DISQUALIFICATION

23. The office of President, Vice-President, General Secretary, Treasurer and Archivist or Member of the Executive Committee shall be vacated in any of the following events:

- If he shall resign in writing
- If he shall suffer from mental disorder or become bankrupt or compound with his creditors
- If he shall become prohibited from being a member of the Executive Committee by reason of any Court order
- If he shall cease for any reason to be a Member of the WASOG.

GENERAL ASSEMBLY

A. GENERAL ASSEMBLY

24. The Association, provided that the Executive Committee does not arrange a vote in writing, holds a General Assembly every year according to art. 20 of the Italian Civil Code, at a place and time previously set by the Executive Committee, and possibly in connection with a World Congress organized by the WASOG. The place shall normally be fixed one year in advance. Individual Members may attend and vote according to art. 8 of the present By-Laws. At the Assembly, the Executive Committee shall report upon their activities and the Treasurer shall render an account of the financial management of the Association.

B. DUTIES AND RIGHTS OF THE GENERAL MEETING

25. The General Assembly shall have the competence to approve the balance sheet, to modify the By-Laws, to elect eight Members of the Executive Committee, to decide on the dissolution of the Association and to put forward any proposal to the Executive Committee. Ordinary duties include the approval of the place and the Organizer of the next World Congress.

C. EXTRAORDINARY GENERAL ASSEMBLY

26. An Extraordinary General Assembly shall be held upon decision of the Executive Committee which may decide the relevant agenda, or upon the written request of at least one tenth of the regular Members according to art. 20 of the Italian Civil Code. In the latter case the Executive Committee shall be obliged to call such a Meeting within four months from receipt by the General Secretary of such a request. If the Executive Committee does not do so within this period, the applicants are authorized to call this Assembly themselves by means of a registered letter to be sent to each Member of the Executive Committee and to all WASOG Members at least three months in advance.

D. ORDINARY QUORUM

27. An affirmative vote by the majority and with the presence of at least 50% of Members is required for passage of the resolutions.

In the Assemblies convened for the second time, the resolution is valid independently of the number of members convened. In the resolutions of approval of balance sheet and in those regarding their own responsibility, the members of the Executive Committee have no right of vote.

E. QUORUM FOR AMENDMENTS TO THE BY-LAWS

28. Amendments of the By-Laws may be proposed by the Executive Committee through notice to all Members or must be proposed in writing to the General Secretary by thirty or more regular Members not less than three months before the General Assembly, and must be discussed at the succeeding Assembly, notice of which (sent by the General Secretary to all Members at least two months in advance by registered letter) shall contain the text of the proposed amendments.

Approval of such an amendment shall require the agreement of three-quarters of the members present at the General Assembly, or by postal vote.

E INVITATION AND AGENDA

29. The invitation to the General Meeting shall be announced to all WASOG Members at least three months prior to the date of the Assembly by registered letter. Items, which do not appear on the agenda contained in the invitation, may be discussed, but not decided in the General Assembly.

G. SUBSTITUTION OF A GENERAL MEETING BY WRITTEN VOTE

30. By decision of the Executive Committee, the General Assembly may be validly held and the passage of resolution legally made through the expression of the consent of the Members by written vote, in which case all business of the General Meeting may be decided upon via registered letter.

JOURNAL OF THE ASSOCIATION

31. The Journal SARCOIDOSIS, VASCULITIS AND DIFFUSE LUNG DISEASES is the Journal of WASOG. The membership fee will include subscription to the Journal so that only paid Members will receive the Journal. The Journal will also publish transactions or at least abstracts of WASOG Congresses. The name of the Journal may be modified by the Executive Committee.

The Organizer shall pay all publication costs when a supplement is published. In case such transactions are inserted in an ordinary issue of the Journal, the organizer shall only pay the costs exceeding the sponsor's burden, as agreed with the owner of the Journal. Any supplement of the Journal shall keep the same shape as ordinary issues as well as the same content in the first four pages, including the cover and spine.

CONGRESSES OF THE ASSOCIATION

A. RECURRENCE

32. World Congresses of the WASOG shall be held at regular intervals, usually every three years

B. ORGANIZATION

33. The Executive Committee suggests, and the General Assembly decides the venue and the Organizer of the Congresses at least three years in advance. The Organizer shall organize and coordinate the Meeting and shall publish the relevant transactions in the Journal SARCOIDOSIS, VASCULITIS AND DIFFUSE LUNG DISEASES. The Congress Fee for WASOG Members will be reduced.

C. SCIENTIFIC COMMITTEE

34. For every Congress to be held by the WASOG, the Organizer shall nominate, with the agreement of the Executive Committee, a Scientific Committee.

WASOG assumes no financial responsibility or liability for the organization of Congresses, Conferences and related activities

PROPERTY AND FISCAL PERIODS

35. The properties of the Association consist of:

- a) real estate and moveable goods owned by the Association
- b) possible reverse funds constituted with the excess of assets over liabilities
- e) possible aids, donations and legacies

The revenues of the Association consist of:

- a) annual subscription fees
- b) proceeds from meetings directly organized by WASOG (excluding therefore World Congresses and Regional Conferences)

36. The fiscal periods will end on December 31 of every year. Within four months of the end of each fiscal period the Executive Committee shall prepare the financial report and balance sheet of the preceding fiscal period and a provisional budget for the next period.

DISSOLUTION OF THE ASSOCIATION

37. The dissolution of the Association shall only be decided by an affirmative vote of three-quarters of the regular Members of the Association at a General Assembly. The General Assembly deciding on the dissolution of the Association shall be competent to decide how the assets of the Association shall be disposed of. and shall elect one or more liquidators.

Public Notary Dr Luciano Guarnieri (Milan, Italy), Notarial File 55794, 8 February 2001