

**WORLD ASSOCIATION FOR MEDICAL LAW
(WAML)**

**STATUTES
(BYLAWS)**

Adopted August 2014

These bylaws derived from the original *Statutes* of the unincorporated association known as the WORLD ASSOCIATION FOR MEDICAL LAW as first written in 1967 and as later amended and adopted in 2006 by the General Assembly of the association during a World Congress in Toulouse, France, and as further amended to comport with the Corporations Code and other applicable acts and Codes of the State of California wherein it was incorporated in 2011.

Article One

The name of the corporation shall continue to be the "WORLD ASSOCIATION FOR MEDICAL LAW" (referred to hereinafter as (the "Association")).

Article Two

The operational office of the Association shall be located, for the time being, in the country of residence of the Secretary General. The registered office of the Association for its legal and fiscal affairs shall be initially located j Golbert & Associates, 601 West Fifth Street, Los Angeles, California, USA.

Article Three

The purpose of the Association shall be: (i) to encourage the study and discussion of problems concerning health law, legal medicine and ethics, and their possible solution in ways that are beneficial to humanity and advancement of human rights; (ii) to promote the study of the consequences in jurisprudence, legislation and ethics of developments in medicine, health care and related sciences; and (iii) to address any matters that involve issues of health law or legal medicine.

Article Four

1. The Association shall pursue its purposes by organizing World Congresses on Medical Law which shall include health law, forensic/legal medicine and bioethics.
2. The Association shall encourage Regional Congresses on health law, forensic/legal medicine and bioethics.
 - a. The Association may support and sponsor regional and national organizations for health law, forensic/legal medicine and bioethics and promote their affiliation with the Association.
 - b. The Association may make arrangements for consultation and cooperation with international, regional and national organizations.
 - c. The Association may sponsor institutes or centers concerned with particular areas of health law, forensic/legal medicine and bioethics.

Article Five

1. The revenue of the Association shall consist of membership dues, grants from public authorities, and donations from institutions, foundations and private persons.
2. Grants and donations must be consistent with the moral integrity and scientific and financial independence of the Association.

Article Six

1. Membership of the Association shall be open to persons who have graduated from a university or equivalent academic institution with appropriate qualifications and who are interested in the fulfillment of the purposes of the Association.
2. Membership shall be granted by the Executive Committee.
3. Emeritus members shall be those members who have ten (10) years of membership with the Association and are at least sixty-five (65) years old. Emeritus membership shall be granted by the Executive Committee.
4. Emeritus members shall not be required to pay dues, but shall remain in the Association directory, receive all notices including the newsletter and meeting registration discount. Emeritus members shall have voting privileges.
5. Trainee members shall be students enrolled in a professional school in a related discipline to health law, forensic/legal medicine and bioethics. Membership shall be granted by the Executive Committee

Article Seven

1. An application for membership shall be addressed to the Secretary General, or to a Governor who shall refer the application to the Secretary General. The Secretary General shall verify that the application complies with Article 6 (1), and shall refer the application to the Executive Committee for approval.
2. A register of membership shall be kept under the authority of the Secretary General.

Article Eight

Paid-up Members of the Association shall be entitled, *inter alia*, to: (i) attend and vote in person at the General Assembly; (ii) stand for election to the Board of Governors; (iii) be appointed to Association committees, as provided in the Association's Statutes; and (iv) enjoy specific benefits, rights and reduced fees available only to Members of the Association.

Article Nine

Membership shall terminate upon: (i) resignation; (ii) non-payment of membership dues for two consecutive years; (iii) expulsion decided by a two-thirds vote of members present at a meeting of the Board of Governors; or (iv) death.

Article Ten

Membership dues shall be determined by the Executive Committee to be approved by the General Assembly of the Association.

Article Eleven

1. Regional, national and other organizations and centers active in the fields of health law, legal/forensic medicine and bioethics may be affiliated with the Association by decision of the Board of Governors.
2. Applications for affiliation shall be addressed to the Secretary General or to a Governor, who shall refer the application to the Secretary General. The Secretary General shall verify that the application complies with the Association's objectives and shall transmit the application to the Board of Governors for their approval.
3. Affiliation shall terminate by a decision for the regional national or other organization or center, or of the Board of Governors.
4. A register of affiliated Associations shall be maintained by the Secretary General.

Article Twelve

The organs of the Association shall be the General Assembly, the Board of Governors, the Executive Committee, the Audit Committee and other committees and councils as determined from time to time.

Article Thirteen

The General Assembly shall comprise current paid in full members of the Association. Each member shall have one vote which must be cast in person.

Article Fourteen

1. General Assembly shall meet ordinarily on the occasion of the World Congress. Reports to the General Assembly shall cover matters arising since the previous General Assembly, including:
 - (i) the report of the President;
 - (ii) the report of the Secretary General;
 - (iii) the report of the Treasurer;
 - (iv) the report of the organs and committees of the Association as determined from time to time
 - (v) the election of members to fill vacancies on the Board of Governors from a list of candidates presented by the Board of Governors;
 - (vi) determination of membership dues;
 - (vii) additional issues as proposed by a member of the Executive Committee; and
 - (viii) election of three members of the Audit Committee.

Article Fifteen

Extraordinary meetings of the General Assembly may be convened by the General Assembly or by the Board of Governors, at the request of at least two-thirds of their members present.

Article Sixteen

1. The Board of Governors shall consist of not more than thirty members.
2. The General Assembly shall elect members of the Board of Governors to fill vacant seats for a four-year period.
3. Not more than one governor can come from the same country.

4. Eligibility to be a Governor includes: attending at least two World Congresses; being an active member for at least two years; submitting a nomination within the stipulated timeframe; provide adequate support to justify endorsement; and being present during the relevant World Congress.
5. Members of the Board of Governors shall normally be eligible for no more than two consecutive re-elections. A third or later re-election of a Governor shall be possible on recommendation of the Board of Governors
6. The President may appoint sub-committees from amongst the Association's membership.
7. The immediate Past-President shall remain a member the Board of Governors

Article Seventeen

1. A list of candidates for election by the General Assembly shall be submitted by the Board of Governors.
2. The list of candidates shall contain:
 - a. the nominees of the Board of Governors: and
 - b. Any Association member whose candidature has arisen in accordance with article 18.
 - c. The Executive Committee shall set qualifications necessary to be a candidate for Governor.

Article Eighteen

1. Candidatures for the Board of Governors, including Board members whose period will expire under Article 16(2), shall be addressed to the Secretary General at least three months before the commencement of the next World Congress.
2. Members of the Board of Governors who are not nominated by the Board shall be entitled to stand for re-election, if their term as Governor permits, until the closing of the list of candidates to be presented to the General Assembly.

Article Nineteen

1. The location of the World Congresses will be decided by the Board of Governors.

Article Twenty

1. The President, Secretary General, Treasurer and Vice-Presidents of the Association shall be elected by the Board of Governors from among its members for a two-year period.
2. Each Vice-President shall, if possible, come from a separate continent.
3. One of the Vice-Presidents shall be elected by the Board of Governors as the Executive Vice-President.
4. The President or, if the President is unavailable, a Vice-President elected to the Executive Committee shall be entitled to attend all meetings of the organs of the Association, other than those of the Audit Committee, and shall be invited to all such meetings and be informed about their outcome.
5. The board may, by majority vote of members present, appoint any former President, Secretary General, Treasurer, Vice-President, or Governors, who has served the Association with distinction as Honorary President, Secretary General, Treasurer, Vice-President, or Governor respectively. They shall be invited to the meetings of the Board.

Article Twenty-One

Membership of the Board Governors shall terminate upon

- a. Expiration of the period under Article 16 (16(4))
- b. Resignation:
- c. Appointment as a member of the Audit Committee;
- d. Decision of a two -thirds vote of all members of the Board of Governors; or
- e. Failure to pay annual membership fees for two consecutive years;
- g. Death.

Article Twenty-Two

The Board of Governors may delegate any of its powers to the Executive Committee.

Article Twenty-Three

The Executive Committee shall consist of the President, the Executive Vice-President, the Secretary General and the Treasurer. Decisions of the Executive Committee shall be valid only if at least three members are present.

Article Twenty-Four

1. The meeting of the Board of Governors and the Executive Committee shall be held in conjunction with the World Congress meeting. Special meetings of the Board of Governors may be held at any time upon call of the President by electronic means.
2. Decisions of the Board of Governors shall be valid only if at least half of their elected members are present.

Article Twenty-Five

1. The Association, through the Secretary General, shall inform affiliated organizations of its activities, provide them with advice on request and assist them when possible.
2. Affiliated regional or national organizations shall keep the Association, through its Secretary General, inform of their activities related to health law, legal/forensic medicine, and /or bioethics in their respective regions or countries.

Article Twenty-Six

1. The President shall be the official representative of the Association.
2. The President shall be eligible for re-election under Article 20(1) as long as he or she is a member of the Board of Governors.
3. The President shall be entitled to attend all meetings of the organs of the Association, other than those of the Audit Committee, and shall be invited to all such meetings and be informed of their outcome.
4. The President shall submit period reports to the Board of Governors.
5. The President shall appoint organs and committees of the association as approved by the Executive Committee
6. The President shall oversee the management of the Association and Chair of the Board of Governors Meeting.
7. Should the President wish to nominate a substitute person to represent the Association, it will be with ratification of the Executive Committee.
8. The President shall represent the Association before legal tribunals and shall be responsible under the direction of the Board of Governors for any litigation.

Article Twenty-Seven

1. The Secretary General shall be eligible for re-election under Article 20(1) as long as he or she is a member of the Board of Governors.
2. The Secretary General shall be entitled to attend all meetings of the organs of the Association, other than those of the Audit Committee, and shall be invited to all such meetings and be informed of their outcome.
3. The Secretary General shall take minutes of the proceedings, where appropriate, issue notices to members and conduct correspondence. He or she shall submit periodic reports to the Board of Governors.
4. The Secretary General shall exercise the day-to-day management of the Association, as well as all powers delegated by the Board of Governors and the Executive Committee.

Article Twenty-Eight

1. The Treasurer shall be eligible for re-election under Article 20(1) as long as he or she is a member of the Board of Governors.
2. The Treasurer shall handle the Association's funds and shall maintain the books of account, with records of income and expenditures.
3. The treasurer shall submit a report of the Association's expenditures, income and financial status to the Audit Committee on April 30 of each year.
4. The Treasurer shall submit an annual financial report and budget to the Board of Governors as provided in Article 32.6.
5. The Treasurer is authorized to dispose of up to US\$ 2,000, with no prior approval. Expenditure in excess of US\$2000 may only be made with the prior approval of the President or Secretary General.

Article Twenty-Nine

1. The Audit Committee shall consist of three Members of the Association who are not members of the Board of Governors. The members of the Audit Committees shall be nominated by the Board of Governors and elected by majority vote of the General Assembly. Members shall hold office for four years and automatically be eligible for election twice. Further term(s) may be possible at the discretion of the Board of Governors. Apart from expiration of the term of appointment, membership shall terminate by:
 - a. Resignation,
 - b. Election to the Board of Governors
 - c. Failure to pay annual membership fee for two consecutive years, or death.
2. A vacancy before expiration of a members' term shall be filled by appointment of the Executive Committee, subject to ratification of the Board of Governors.
3. The Audit Committee shall present a report to the Board of Governors by June 30 of each year.
4. The Audit Committee shall report, in writing, its findings on expenditure compliance with the Association's statutes and of decisions of the Board of Governors. It may make recommendations regarding the Association's management.
5. The Audit committee shall present a single report, but members shall be entitled to present individual findings and recommendations and a dissenting view.

Article Thirty

All of the Articles of these statutes, with the exception of Article 31, may be amended by approval of the General Assembly by a resolution adopted by a two-thirds majority of those present.

Article Thirty-One

The Association may be dissolved only by a resolution of the General Assembly adopted by a two-thirds majority of members of the Association. If two-thirds are not present an extraordinary meeting may be called having the same item(s) on the agenda. The Resolution must be adopted a two-thirds majority vote of those present.

Article Thirty-Two

(Other Provisions)

1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed by the Chairman of the Board of Governors, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

2. Representation of Shares of Other Corporations. The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the Association all rights incident to any and all shares of any other corporation or corporations standing in the name of the Association. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

4. Maintenance of Certain Records. The accounting books, records, minutes of proceedings of the Board of Governors and the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.

5. Annual Report. The Board of Governors shall cause an annual report to be furnished to the directors not later than one hundred twenty (120) days after the close of the Association's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association. The annual report shall contain in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year; and
- a. Any information required by Section 32.7 of these Statutes.

6. Annual Statement of Certain Transactions and Indemnifications.

a. The Association shall furnish annually to its Board of Governors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 32.6 of these Bylaws. A covered transaction under this Section 32.7 is a

transaction in which the Association was a party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

- (i) Any governor or officer of the Association, or an affiliated or subsidiary entity.
- (ii) A holder, if any, of more than ten percent (10%) of the voting power of the Association, its affiliated or its subsidiary entities.

b. The statement required by this Section 32.7 shall describe briefly:

- (i) Any covered transaction (including compensation of officers and governors) during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000.
- (ii) The names of the interested persons involved in such transactions, stating such person's relationship to the Association, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (iii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Association.

7. Indemnification. The Association shall, to the maximum extent permitted by the Law, indemnify each of its governors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a governor or officer of the Association and shall advance to such governor or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 32.8, a "governor" or "officer" of the Association includes any person who is or was a governor or officer of the Association, or is or was serving at the request of the Association as a governor or officer of another corporation, or other enterprise, or was a director or officer of a corporation which was a predecessor association of the Association or of another enterprise at the request of such predecessor association. The Board of Governors may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the Association, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Article Thirty-Three

In the event of the dissolution of the Association, any remaining assets shall accrue to the World Health Organization, Geneva (Switzerland)