# GLOBAL SOUTH GASTROENTEROLOGY ASSOCIATION

## BYLAWS

Effective: Following the approval by General Assembly

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## ARTICLE I – NAME, PURPOSE, AND SCOPE

### Section 1. Name

The name of the organization shall be the Global South Gastroenterology Association (GSGA), hereinafter referred to as the "Association."

### Section 2. Purpose

The Association is established as a non-profit, professional organization with the primary purpose of advancing gastroenterology through education, research collaboration, and capacity development across regions collectively referred to as the Global South.

The Association does not seek to duplicate the functions of existing continental or global societies. Its role is to facilitate pragmatic collaboration among regions with heterogeneous healthcare systems, workforce capacity, and resource availability.

### Section 3. Scope of Activities

The Association may pursue its purpose through, but not limited to, the following activities:

- Development and delivery of educational programs, courses, and training initiatives;
- Facilitation of multicenter research, registries, and collaborative scientific projects;
- Organization of scientific meetings, congresses, and regional workshops;
- Promotion of capacity-building initiatives for under-resourced regions;
- Establishment of partnerships with national, regional, and international professional organizations;
- Engagement with industry and external stakeholders in accordance with ethical and transparency standards defined by the Association.

## Section 4. Non-Political and Non-Governmental Nature

The Association shall remain independent of governmental, political, or religious bodies. It shall not engage in political advocacy, lobbying, or activities intended to influence governmental policy.

## Section 5. Limitation of Liability

The Association shall not be liable for the professional actions, opinions, or clinical practices of its members, officers, or representatives.

## Section 6. Organizational Philosophy

The Association adopts a function-first governance philosophy, whereby leadership authority is derived from defined operational responsibility rather than symbolic representation or national status. Regional balance shall be pursued through structural design and portfolio allocation rather than through expansion of executive titles.

## Section 7. Regional Seats

For purposes of governance and representation, the Association recognizes six (6) regional seats:

1. Eurasia Seat
2. Gulf Seat
3. Middle East Seat
4. North Africa Seat
5. Asia-Pacific Seat
6. Sub-Saharan Africa Seat

Country assignments to regional seats are defined in Appendix A and may be amended by two-thirds (⅔) of the votes cast at a duly convened meeting of the General Assembly.

## Section 8. Jurisdiction and Governing Law

The Association is registered under the laws of Switzerland.

These Bylaws and all matters arising out of or relating to them shall be governed by and construed in accordance with the laws of Switzerland, without regard to conflict of law principles.

## Section 9. Indemnification

The Association shall indemnify and hold harmless its Officers, Steering Committee members, Portfolio Leads, and members of Committees and Working Groups established under these Bylaws from any liability, costs, or expenses arising from actions taken in good faith in the performance of their duties, except where such actions constitute willful misconduct, gross negligence, or breach of fiduciary duty.

The Steering Committee may obtain appropriate liability insurance coverage for Officers, Steering Committee members, and members of Committees.

# ARTICLE II – MEMBERSHIP

## Section 1. Categories of Membership

The Association shall consist of the following categories of membership:

- Full Members;
- Associate Members;
- Honorary Members.

No additional categories of membership shall be created without amendment of these Bylaws.

## Section 2. Full Membership

### Section 2.1 Eligibility

Full Membership shall be open to physicians, researchers, or academic professionals with demonstrated involvement in gastroenterology or related fields, who are based in, or primarily working within, regions defined by the Association as part of the Global South.

Eligibility shall be assessed based on professional qualifications, engagement with the field, and relevance to the objectives of the Association. Nationality alone shall not constitute eligibility.

### Section 2.2 Rights and Privileges

Full Members shall have the right to:

- Participate in the General Assembly if appointed as a country delegate;
- Vote on matters submitted to the General Assembly if serving as a country delegate;
- Be eligible for appointment or election to committees, working groups, and executive positions, subject to eligibility criteria defined elsewhere in these Bylaws;
- Access educational programs, research initiatives, and other activities of the Association.

Participation in the General Assembly is distinct from participation in scientific congresses, meetings, or educational events organized or endorsed by the Association. Attendance at such events shall not be limited to members of the Association and may be subject to separate registration policies.

### Section 2.3 Obligations

Full Members shall adhere to these Bylaws, maintain professional conduct consistent with the objectives of the Association, and pay membership dues, if applicable, as determined by the Steering Committee.

### Section 2.4 Membership in Good Standing

A Full Member shall be deemed to be "in good standing" if:

- Membership has not been suspended or terminated;
- All applicable membership dues have been paid; and
- The member is not subject to any ongoing disciplinary proceeding.

## Section 3. Associate Membership

Associate Membership may be granted to individuals who support the objectives of the Association but do not meet the criteria for Full Membership. Associate Members may participate in educational activities and working groups but shall not vote in the General Assembly or hold executive office.

## Section 4. Honorary Membership

Honorary Membership may be conferred by the Steering Committee upon individuals who have made significant contributions to gastroenterology or to the objectives of the Association. Honorary Members shall not hold voting rights or executive office unless separately qualified under another membership category.

## Section 5. General Assembly Composition and Representation

The General Assembly shall consist of delegates from Full Member countries as follows:

### (a) Base Representation

Each Full Member country shall appoint one (1) delegate to the General Assembly.

### (b) Additional Representation for Large Member Countries

Member countries meeting any of the following criteria may appoint additional delegates:

- Population exceeding 75 million: up to two (2) additional delegates
- Population between 50-75 million: up to one (1) additional delegate
- Significant organizational capacity as determined by the Steering Committee: up to one (1) additional delegate

  The Steering Committee shall adopt written criteria for determining "significant organizational capacity" and shall record the basis of each such determination in its meeting minutes. In all cases, additional representation shall be conditional upon the member country’s participation in the congresses and activities of the Association and the support of its national gastroenterology society, as assessed by the Steering Committee under such written criteria.

### (c) Maximum Representation

No single country may appoint more than three (3) delegates to the General Assembly.

### (d) Delegate Appointment and Term

Each member country shall notify the Secretary General of its appointed delegates not less than thirty (30) days prior to each General Assembly meeting.

Delegate appointments shall be valid for a term of two (2) years and may be renewed by the appointing country or regional group.

Total General Assembly size shall not exceed fifty (50) delegates. The Secretary General shall maintain and circulate the current delegate allocation prior to each General Assembly meeting.

### (e) Attendance Obligations of Delegates

Delegates shall attend meetings of the General Assembly, and delegate meetings convened by the Secretary General with not less than thirty (30) days' written notice to all member countries. Where a meeting is convened in person, only in-person attendance shall count; where a meeting is convened by remote means, remote attendance shall count.

A delegate who, cumulatively over the term of appointment, fails to attend two (2) such meetings without a written excuse accepted by the Steering Committee shall cease to hold the position of delegate with immediate effect. The Secretary General shall notify the member country concerned, which shall appoint a replacement delegate within thirty (30) days in accordance with subsection (d).

Absences occurring before the adoption of these Bylaws shall not be counted.

## Section 6. Admission Procedure

### Section 6.1 Membership Review Committee

Eligibility for membership shall be evaluated by a Membership Review Committee (MRC) appointed by the Steering Committee. The composition and authority of the MRC are defined in Article VII.

### Section 6.2 Steering Committee Decision

Final decisions regarding admission shall rest with the Steering Committee. The Steering Committee may approve or reject applications but shall not bypass or disregard the Membership Review Committee process.

### Section 6.3 Exceptional Admission

Exceptional admission may be granted as provided in Article VII, Section 5.3.

## Section 7. Termination and Suspension

Membership may be suspended or terminated by the Steering Committee for violation of these Bylaws, ethical misconduct, conduct materially harmful to the Association, or non-payment of dues where applicable. Members shall be afforded a reasonable opportunity to respond prior to any final determination.

For the purposes of these Bylaws, "reasonable opportunity to respond" shall mean not less than fourteen (14) calendar days to submit a written response. In cases of urgent necessity where delay would cause

material harm to the Association, the Steering Committee may, by unanimous vote of all voting members, reduce this period to not less than seventy-two (72) hours, provided that written justification for such reduction is documented.

Suspension of membership may be decided by a simple majority vote of the Steering Committee. Termination of Full Membership shall require approval by a two-thirds (⅔) majority of the voting members of the Steering Committee.

### Section 8. Non-Transferability

Membership is personal and non-transferable and does not confer ownership, employment, or fiduciary interest in the Association.

### Section 9. Records and Data Protection

The Association shall maintain a register of members and General Assembly delegates. Membership data shall be handled in accordance with applicable data protection and confidentiality standards.

Members have the right to: (a) access their personal data held by the Association; (b) request correction of inaccurate data; (c) request deletion of data, subject to legitimate retention requirements; and (d) withdraw consent for processing not required by these Bylaws.

The Steering Committee shall designate a person responsible for data protection compliance and shall adopt supplementary data protection policies as necessary.

## ARTICLE III – GOVERNANCE STRUCTURE

### Section 1. Governance Bodies

The governance of the Association shall be carried out through the following bodies:

- General Assembly (GA)
- Regional Advisory Board (RAB)
- Steering Committee (SC)
- Committees and Working Groups, as established under these Bylaws

No other governance bodies with decision-making authority shall be created except by amendment to these Bylaws.

### Section 2. General Assembly

#### 2.1 Role and Authority

The General Assembly is the ultimate deliberative body of the Association for matters expressly reserved to the membership under these Bylaws. It shall not manage day-to-day operations.

#### 2.2 Reserved Powers

The General Assembly shall have authority to:

- Elect Officers and Portfolio Leads of the Association;
- Approve amendments to the Bylaws;
- Ratify removal of the Treasurer;
- Receive and review reports of the Steering Committee, including financial and activity reports;
- Receive the annual report of the Internal Audit Committee;
- Decide on dissolution of the Association;
- Exercise other powers expressly reserved by these Bylaws.

### 2.3 Limitations

The General Assembly shall not directly manage executive portfolios, programs, or operational decisions.

### 2.4 Chair of the General Assembly

The President of the Association shall serve as Chair of the General Assembly and shall preside over all General Assembly meetings. The President shall set the agenda in consultation with the Steering Committee and ensure procedural compliance with these Bylaws.

### 2.5 Meetings

The General Assembly shall convene at least once annually, ordinarily in conjunction with the annual congress of the Association.

An extraordinary meeting of the General Assembly may be convened by:

- Decision of the Steering Committee;
- Written request of at least twenty-five percent (25%) of General Assembly delegates.

Notice of any General Assembly meeting shall be provided to all Full Member countries not less than sixty (60) days in advance.

### 2.6 Quorum

For meetings of the General Assembly, quorum shall be constituted by forty percent (40%) of registered General Assembly delegates.

For the avoidance of doubt, only General Assembly delegates as defined in Article II, Section 5 shall be counted for quorum purposes.

If quorum is not achieved within sixty (60) minutes of the scheduled meeting time, the meeting may be adjourned and reconvened within two (2) hours. At the reconvened meeting, quorum shall be constituted by thirty percent (30%) of registered delegates.

### 2.7 Proxy and Remote Participation

General Assembly delegates may authorize another General Assembly delegate to act as proxy for voting purposes. No individual may hold more than one (1) proxy.

The Steering Committee may authorize remote participation in General Assembly meetings by secure electronic means, provided that: (a) identity verification is maintained; (b) real-time participation is ensured; and (c) voting integrity is preserved.

## Section 3. Regional Advisory Board

### 3.1 Establishment and Purpose

A Regional Advisory Board (RAB) is established to provide strategic advice, preserve institutional memory, ensure broad regional representation, and support network expansion across member regions.

### 3.2 Composition and Appointment

**(a) Regional Representation**

The RAB shall consist of two (2) representatives from each of the six (6) regional seats, totaling twelve (12) members.

**(b) Appointment by National Societies**

Where a member country has a recognized national gastroenterology society, that society shall nominate the candidate(s) from that country, subject to the regional coordination procedure in subsection (c), and notify the Secretary General in writing.

The appointment shall include the nominee's name, credentials, and confirmation of the society's endorsement.

**(c) Regional Coordination for RAB Appointments**

Where multiple member countries exist within a single regional seat, the national gastroenterology societies of those countries shall coordinate among themselves to nominate two (2) representatives from their region for appointment to the Regional Advisory Board.

The method of coordination and selection among national societies within a regional seat shall be determined by supplementary procedures adopted by the Steering Committee. Such procedures may include, but are not limited to: rotation among member countries, consensus-based selection, or regional meetings.

Each national society participating in the regional coordination process shall notify the Secretary General of the agreed-upon nominees in accordance with subsection (b) above.

Where consensus cannot be reached among the national societies of a regional seat within sixty (60) days of a request for nominations, the Steering Committee may directly appoint the RAB members for that regional seat.

**(d) Steering Committee Review**

The Steering Committee may reject an appointment within thirty (30) days of notification by a two-thirds (⅔) vote of its voting members if the appointee:

- Has a material conflict of interest that would impair objective advice;
- Has been subject to professional misconduct or ethical violations;
- Does not meet basic eligibility criteria as defined in Article II.

Any rejection must be accompanied by written justification provided to the appointing society.

**(e) Regional Seats Without National Societies**

Where a regional seat contains countries without recognized national gastroenterology societies, those countries may participate in the regional coordination process through alternative representation as determined by the Steering Committee, or the Steering Committee may appoint RAB members directly for that regional seat. For single-country regional seats where no recognized national society exists, the Steering Committee shall appoint RAB members directly.

**(f) Definition of Recognized National Society**

For purposes of this section, a "recognized national society" means a professional gastroenterology organization that is:

- Formally registered and operating in the relevant country;
- Representative of a substantial portion of gastroenterologists in that country; and
- Recognized as such by the Steering Committee.

The Steering Committee shall maintain a list of recognized national societies and update it periodically.

**(g) Founding Members**

In addition to the twelve (12) regional representatives under subsection (a), up to three (3) founding members of the Association who are not simultaneously serving on the Steering Committee may be appointed to the RAB by the Steering Committee. These seats are not subject to the regional coordination procedure in subsection (c).

**(h) Total Membership**

Total RAB membership shall not exceed fifteen (15) persons, comprising twelve (12) regional representatives under subsection (a) and up to three (3) founding members under subsection (g).

**(i) Ex Officio Member – Immediate Past President**

The immediate past President of the Association shall serve as an ex officio member of the Regional Advisory Board from the conclusion of their term as President for the duration of the term of the succeeding President.

The immediate past President shall participate in RAB meetings and discussions in an advisory capacity but shall not possess voting rights.

This ex officio position does not count toward the maximum membership limit specified in subsection (h) above.

**(j) Term and Reappointment**

RAB members shall serve terms of two (2) years concurrent with the Steering Committee term. Members may be reappointed for one additional consecutive term.

Reappointment follows the same procedure as initial appointment under subsections (b)-(e) above.

### 3.3 Authority and Limitations

The RAB shall have no voting power and no executive authority. Its recommendations are advisory only.

The RAB may provide input on:

- Proposed amendments to these Bylaws
- Strategic partnerships requiring substantial institutional commitment
- Site selection for major congresses and events
- Regional capacity-building initiatives
- Expansion to new member countries
- Other matters referred to it by the Steering Committee

### 3.4 Meetings

The RAB shall meet at least twice annually, ordinarily in conjunction with the annual congress and/or via remote participation.

### 3.5 Participation in General Assembly

Members of the Regional Advisory Board do not possess voting rights in the General Assembly by virtue of their RAB membership.

RAB members may serve as General Assembly delegates if separately appointed or elected by their respective member countries in accordance with Article II.

In such cases, the individual participates in the General Assembly in their capacity as a country delegate, not as an RAB representative.

For the avoidance of doubt:

- RAB membership does not confer General Assembly voting rights;
- RAB members are not counted toward General Assembly quorum unless serving as country delegates;
- An individual may simultaneously serve on the RAB and as a General Assembly delegate from their country.

## Section 4. Steering Committee

### 4.1 Executive Authority

The Steering Committee shall be the sole body responsible for executive authority and operational decisions. The composition, functions, powers, and internal operating rules of the Steering Committee shall be further governed by Article V of these Bylaws.

### 4.2 Function-First Governance

The Steering Committee is structured around functional portfolios rather than symbolic representation.

### 4.3 Composition

The Steering Committee shall consist of seven (7) voting members:

- President
- Vice President (concurrently Portfolio Lead – Communication & Public Relations)
- Secretary General
- Treasurer
- Portfolio Lead – Education & Training
- Portfolio Lead – Research & Multicenter Studies
- Portfolio Lead – Regional Equity & Capacity Building

All seven (7) members of the Steering Committee possess voting rights. The Vice President is an Officer under Article IV and concurrently holds the Communication & Public Relations portfolio; the Secretary General additionally leads the membership portfolio. These additional responsibilities do not increase the number of Steering Committee members or votes.

## Section 5. Committees and Working Groups

The Steering Committee may establish committees and working groups as necessary. Unless otherwise specified, such groups shall be established for a defined term not exceeding twenty-four (24) months and shall be dissolved upon completion of their mandate unless explicitly renewed by the Steering Committee.

## Section 6. Governance Review

The Steering Committee shall conduct a periodic review of governance effectiveness at intervals not exceeding two (2) years and may propose amendments to the General Assembly. Such review shall include, at minimum, assessment of decision-making efficiency, functionality of executive portfolios, regional balance of participation, and compliance with these Bylaws.

## Section 7. Emergency Authority

In the event of a force majeure event (including but not limited to natural disaster, pandemic, war, or substantial disruption of communication systems) that prevents the convening of the Steering Committee:

(a) The President, or in the President's absence the Secretary General, may exercise emergency authority to take actions necessary to preserve the assets and operations of the Association;

(b) Such emergency authority shall be limited to actions that cannot be reasonably postponed and shall not include: amendment of these Bylaws; removal of Officers or Steering Committee members; dissolution of the Association; or material changes to the strategic direction of the Association;

(c) Any actions taken under emergency authority shall be reported to the Steering Committee within fourteen (14) days and shall be subject to ratification at the next duly convened meeting;

(d) Failure to obtain ratification shall not invalidate actions taken in good faith, but may constitute grounds for review of the exercise of emergency authority.

## ARTICLE IV – OFFICERS

### Section 1. Officers of the Association

The Officers of the Association shall consist of the following positions:

- President;
- Vice President;
- Secretary General;
- Treasurer.

No other officer positions shall be created unless these Bylaws are amended.

### Section 2. Method of Selection

Officers of the Association, including the President, Vice President, Secretary General, and Treasurer, shall be elected by the General Assembly. Candidates for Officer positions shall be nominated by the Steering Committee in accordance with the eligibility and conflict-of-interest provisions set forth in these Bylaws.

The Steering Committee shall seek, where practicable, to nominate more than one candidate for each Officer position.

Any member of the Steering Committee who is a candidate for an Officer position shall not participate in Steering Committee deliberations or votes relating to nominations for that specific position.

### Section 3. Eligibility and Scope of Steering Committee Review

The role of the Steering Committee in the officer nomination process shall be strictly limited to verification of eligibility, compliance with conflict-of-interest requirements, and confirmation of formal suitability to serve. Such review shall not include discretionary, political, or representational assessment of candidates. The Steering Committee shall not exclude or prioritize candidates on grounds other than those expressly set forth in these Bylaws.

## Section 4. Term of Office

Officers shall be elected at the annual General Assembly and shall serve a term commencing immediately upon the conclusion of the election and concluding at the second subsequent annual General Assembly, ordinarily two (2) years hence.

For the avoidance of doubt, Officer terms shall align with the annual congress cycle. Where the interval between consecutive annual General Assemblies exceeds or falls short of twenty-four (24) months due to scheduling variations, the Officer term shall be deemed to have concluded at the second subsequent annual General Assembly, and no adjustment shall be required to future term limits.

## Section 5. Term Limits

No individual may serve more than two (2) consecutive elected terms in the same officer position. An individual who has completed the maximum consecutive terms may be eligible for election to the same position again after a lapse of at least one full term.

For the avoidance of doubt, two (2) consecutive elected terms shall constitute a maximum continuous service period of four (4) years in the same officer position.

## Section 6. Duties and Authority

### 6.1 General Provisions

Officers shall exercise authority within the scope defined by these Bylaws and resolutions of the Steering Committee. Officers do not possess unilateral authority to bind the Association unless explicitly authorized.

### 6.2 Presidential Authority

The President shall exercise the following authority:

- Preside over Steering Committee meetings and set the agenda in consultation with SC members;
- Serve as Chair of the General Assembly;
- Represent the Association in external relations of institutional or strategic significance;
- Recommend candidates for Portfolio Lead positions – to the Steering Committee for appointment during the transitional period under Article V, Section 2, and thereafter for nomination to the General Assembly in accordance with Article V, Section 2;
- Co-sign financial transactions exceeding ten thousand US dollars (USD $10,000) or ten percent (10%) of the approved annual budget, whichever is lower, jointly with the Treasurer;
- Temporarily suspend implementation of a Portfolio Lead decision pending Steering Committee review in cases involving: imminent financial liability to the Association; material violation of these Bylaws; or significant reputational risk. Such suspension shall be reported to the Steering Committee within forty-eight (48) hours and shall be subject to immediate review;
- Appoint the Chair of the Congress and Events Committee and, for each congress, the Congress Chair, subject to Steering Committee approval, as provided in Article VII, Section 4.

The President does not possess unilateral authority to bind the Association legally or financially except as expressly authorized by the Steering Committee.

### 6.3 Vice President Duties

The Vice President shall be responsible for:

- Leadership of the Communication & Public Relations portfolio, including the public communications, website, and media presence of the Association;
- Such other duties as may be assigned by the President or the Steering Committee.

### 6.4 Secretary General Duties

The Secretary General shall be responsible for:

- Operational coordination and administrative oversight;
- Management of formal correspondence and institutional partnerships;
- Coordination of working groups and committees;
- Maintenance of organizational records and General Assembly delegate registers;
- Leadership of the membership portfolio, including maintenance of the membership register and coordination of the Membership Review Committee process;
- Providing the Internal Audit Committee with access to the records of the Association as specified in Article VII, Section 6.

### 6.5 Treasurer Duties

The Treasurer shall be responsible for:

- Financial planning, budgeting, and sustainability mechanisms;
- Oversight of receipt, custody, and disbursement of funds;
- Maintenance of accurate financial records;
- Preparation and presentation of annual budgets and financial reports;
- Co-signing major financial transactions with the President.

## Section 7. Removal and Vacancy

### 7.1 Removal of Officers (Except Treasurer)

An Officer (excluding the Treasurer) may be removed prior to the expiration of the term by a two-thirds (⅔) vote of the Steering Committee, conducted in accordance with Article VI, Section 6.2, for cause, including but not limited to incapacity, ethical misconduct, or failure to perform assigned duties. Persistent failure to attend Steering Committee meetings as defined in Article V, Section 9.1 shall constitute failure to perform assigned duties.

Any Officer subject to removal shall be afforded a reasonable opportunity to respond, being not less than fourteen (14) calendar days, to submit a written response prior to final determination.

In cases of urgent necessity, where delay would cause material harm to the Association, the Steering Committee may, by unanimous vote of all voting members, reduce this period to not less than seventy-two (72) hours, provided that written justification for such reduction is documented.

### 7.2 Removal of Treasurer – Special Procedure

Notwithstanding the general removal provisions, removal of the Treasurer shall require:

- A two-thirds (⅔) vote of the Steering Committee, conducted in accordance with Article VI, Section 6.2; AND
- Ratification by a simple majority vote of the General Assembly at the next duly convened meeting.

The Treasurer shall be afforded the opportunity to respond provided in Section 7.1.

Pending General Assembly ratification, the Steering Committee may appoint an interim Treasurer with limited authority. The interim Treasurer shall not possess sole signatory authority and shall co-sign all transactions with the President or another Officer designated by the Steering Committee.

### 7.3 Vacancy

In the event of a vacancy resulting from removal, resignation, or incapacity, the Steering Committee may appoint an interim Officer to serve until the next General Assembly at which Officers are elected.

### 7.4 Acting President

In the event of a presidential vacancy or incapacity, the Secretary General shall serve as Acting President for a period not exceeding thirty (30) days. Within this period, the Steering Committee shall appoint an interim President in accordance with Section 7.3, who shall serve until the next General Assembly at which Officers are elected. If no such appointment has been made by the end of the thirty (30) day period, the Acting President shall continue to serve solely for the purpose of convening the Steering Committee to make the appointment.

The Acting President shall exercise the full authority of the President but shall not be counted as having served a term for purposes of term limits under Section 5 of this Article.

## Section 8. Accountability

Officers are accountable to the Steering Committee and, through reporting obligations, to the General Assembly. Officers shall provide periodic reports as requested by the Steering Committee.

# ARTICLE V – STEERING COMMITTEE AND PORTFOLIO LEADS

## Section 1. Steering Committee Composition

The Steering Committee (SC) shall be composed as defined in Article III of these Bylaws. All seven (7) members designated in Article III, Section 4.3 shall possess voting rights.

## Section 2. Appointment of Portfolio Leads

Portfolio Leads shall be elected by the General Assembly based on demonstrated expertise, capacity to deliver defined outputs, and alignment with the objectives of the Association. The Communication & Public Relations portfolio is held by the Vice President by virtue of office and is not separately elected.

Transitional Provision: Any vacancy in a Portfolio Lead position arising before the General Assembly of August 2028 shall be filled by appointment of the Steering Committee. Beginning with the General Assembly in August 2028, all subsequent Portfolio Leads shall be elected by the General Assembly by simple majority vote in accordance with Article VI, Section 7 and any supplementary election procedures.

For any such vacancy arising before the General Assembly of August 2028, the President may recommend candidates for the Portfolio Lead position, and such recommendations shall be submitted to the Steering Committee for approval by simple majority vote. Beginning with the General Assembly in August 2028, nominations for Portfolio Lead positions may be submitted by the Steering Committee, any Full Member in good standing, or by the outgoing Portfolio Lead.

## Section 3. Geographic Diversity Requirement

The Steering Committee shall ensure broad regional representation while maintaining operational flexibility.

### (a) Minimum Regional Diversity

At least four (4) different regional seats must be represented among the seven (7) members of the Steering Committee.

### (b) Maximum Concentration

No single regional seat may have more than two (2) representatives on the Steering Committee.

### (c) President and Treasurer

The President and the Treasurer shall not be from the same regional seat.

For the avoidance of doubt: All seven (7) Steering Committee members must come from at least four (4) different regional seats, with no single regional seat having more than two (2) representatives. This provision applies to both Officers and Portfolio Leads. No exceptions shall be permitted. This Section shall not apply to the interim period under Article XI, to interim and acting appointments under Article IV, Section 7, or to interim appointments under Section 9.3 of this Article.

## Section 4. Term of Service

Portfolio Leads shall serve a term of two (2) years. Terms shall run concurrently with Officer terms.

## Section 5. Term Limits and Rotation

No individual may serve more than two (2) consecutive elected terms as a Portfolio Lead in the same portfolio. Reappointment to the same portfolio shall only be permitted after a lapse of at least one full term.

## Section 6. Authority and Scope

Portfolio Leads shall exercise authority strictly within the scope of their assigned portfolios and shall not bind the Association financially, legally, or institutionally unless expressly authorized by the Steering Committee.

## Section 7. Hierarchy and Conflict Resolution

Portfolio Leads shall exercise operational autonomy within their assigned portfolios. Officers shall not unilaterally override Portfolio Lead decisions within the scope of the portfolio unless such action is necessary to ensure compliance with these Bylaws, Steering Committee decisions, or applicable law.

In the event of a disagreement between an Officer and a Portfolio Lead regarding the scope of authority or a specific decision:

- The matter shall be referred to the Steering Committee for resolution;
- Both the Officer and Portfolio Lead concerned shall recuse themselves from voting on the matter;
- The decision of the remaining Steering Committee members by simple majority shall be final.

The President shall possess authority to temporarily suspend a Portfolio Lead decision pending Steering Committee review as provided in Article IV, Section 6.2.

## Section 8. Accountability and Reporting

Portfolio Leads are accountable to the Steering Committee and shall provide written or oral reports on portfolio activities at intervals determined by the Steering Committee.

## Section 9. Removal and Vacancy

### 9.1 Grounds for Removal

A Portfolio Lead may be removed prior to the expiration of the term by a two-thirds (⅔) vote of the voting members of the Steering Committee, conducted in accordance with Article VI, Section 6.2, for cause, including persistent failure to perform assigned duties, ethical misconduct, or loss of capacity to fulfill the role.

Persistent failure to attend Steering Committee meetings without reasonable justification shall constitute failure to perform assigned duties. Any Steering Committee member or Portfolio Lead who fails to attend more than forty percent (40%) of duly convened Steering Committee meetings within a twelve (12) month period may be subject to removal in accordance with the procedures set forth in these Bylaws.

### 9.2 Procedure

Any individual subject to removal shall be afforded a reasonable opportunity to respond, being not less than fourteen (14) calendar days, prior to final determination.

In cases of urgent necessity, where delay would cause material harm to the Association, the Steering Committee may, by unanimous vote of all voting members, reduce this period to not less than seventy-two (72) hours, provided that written justification for such reduction is documented.

### 9.3 Vacancy

In the event of a vacancy resulting from removal, resignation, or incapacity, the Steering Committee may appoint an interim replacement to serve for the remainder of the term.

## Section 10. Collective Responsibility

Members of the Steering Committee, including Portfolio Leads, shall act in the interest of the Association as a whole. Portfolio-specific authority shall not be exercised in a manner that undermines collective Steering Committee decisions.

# ARTICLE VI – ELECTIONS, VOTING, AND DECISION-MAKING

## Section 1. General Principles

Voting rights and decision-making authority shall be exercised strictly in accordance with these Bylaws. No vote shall be valid unless conducted in compliance with the quorum and majority requirements defined herein.

## Section 2. Quorum for Steering Committee

For meetings of the Steering Committee, quorum shall be constituted by the presence of a simple majority of the voting members of the Steering Committee currently in office.

## Section 3. Voting Thresholds

Unless otherwise specified in these Bylaws:

- Decisions of the Steering Committee shall be adopted by a simple majority vote of the voting members present at a meeting at which quorum is established;
- Decisions requiring a qualified majority shall be adopted in accordance with the thresholds explicitly defined in the relevant Articles.

## Section 4. Matters Requiring a Qualified Majority

The following matters require a two-thirds (⅔) majority vote of the Steering Committee:

- Removal of Officers (except Treasurer, which also requires GA ratification)
- Removal of Portfolio Leads
- Rejection of a Regional Advisory Board appointment (Article III, Section 3.2(d))
- Termination of Full Membership
- Exceptional admission of members overriding eligibility criteria
- Early dissolution or suspension of standing committees
- Proposal of Bylaw amendments to the General Assembly
- Expenditures exceeding thresholds defined in Article VIII

## Section 5. Interpretation of Qualified Majority

For the purposes of these Bylaws, where a two-thirds (⅔) majority is required for a decision of the Steering Committee:

(a) If all seven (7) voting members are present, five (5) affirmative votes are required;

(b) If fewer than seven (7) members are present due to absence (but quorum is established), the two-thirds majority shall be calculated based on members present and voting;

(c) If vacancies exist (due to resignation, removal, incapacity, or death), the two-thirds majority shall be calculated based on current membership excluding vacant positions.

For the avoidance of doubt: absence from a meeting does not create a vacancy; a vacancy exists only when a position is formally unfilled.

## Section 6. Voting Exclusion and Removal Procedure

### 6.1 Voting Exclusion

In any vote concerning the removal, suspension, or other disciplinary action of a Steering Committee member or Portfolio Lead, the individual who is the subject of such action shall not participate in the discussion or vote relating to the matter.

For the purposes of calculating quorum and any applicable voting threshold, including a two-thirds (⅔) majority, such individual shall not be counted among the total number of voting members for that specific vote.

### 6.2 Procedure for Removal Votes

(a) A vote on the removal of an Officer or Portfolio Lead shall be placed on the agenda of a Steering Committee meeting upon the written request, stating the grounds, of the President or of at least four (4) voting members of the Steering Committee other than the member concerned. The request shall be addressed to the Secretary General, who shall issue notice of the meeting within seven (7) days of receipt; the meeting shall be held within thirty (30) days of receipt. Where the President is the member concerned, the Secretary General shall convene and preside over the meeting; where the Secretary General is the member concerned, the President shall issue the notice.

(b) The member concerned shall receive written notice of the grounds and shall be afforded the opportunity to respond provided in Article IV, Section 7 or Article V, Section 9, as applicable, but shall not attend the deliberation or the vote.

(c) The member concerned shall not be counted for any purpose in connection with the vote. Quorum shall be constituted by a simple majority of the remaining voting members currently in office, being four (4) of six (6) where the Steering Committee is fully constituted.

(d) Notwithstanding Section 5(b) of this Article, removal shall require the affirmative votes of at least two-thirds (⅔) of the remaining voting members currently in office, rounded up to the next whole number,

being four (4) of six (6) where the Steering Committee is fully constituted. Members not present shall be counted as not having voted in favour.

(e) The Steering Committee may resolve that the vote be completed by secure electronic ballot within seven (7) days of the meeting.

### Section 7. Elections

Elections of Officers and Portfolio Leads shall be conducted by the General Assembly in accordance with procedures defined in Articles IV and V and any supplementary election procedures adopted by the Association.

### Section 8. Method of Voting

Voting may be conducted in person, electronically, or by other secure means as determined by the Steering Committee or General Assembly, provided that the integrity and confidentiality of the voting process are maintained.

### Section 9. Tie Votes

In the event of a tie vote within the Steering Committee on a matter requiring a simple majority, the President shall possess a casting vote to break the tie.

### Section 10. Conflict of Interest Disclosure

Any Steering Committee member who has a financial, familial, or institutional interest in a matter under consideration shall:

- Disclose such interest to the Steering Committee prior to deliberation;
- Recuse themselves from voting on the matter unless the Steering Committee, by majority vote of the remaining members, determines that the interest is not material.

Failure to disclose a known conflict of interest may constitute grounds for removal under Article IV or Article V, as applicable.

### Section 11. Duly Convened Meetings

For purposes of these Bylaws, a meeting shall be deemed "duly convened" if:

- Notice was provided in accordance with these Bylaws or applicable supplementary procedures;
- Quorum requirements are satisfied; and
- The meeting is conducted in accordance with the authority granted under these Bylaws.

## ARTICLE VII – COMMITTEES, WORKING GROUPS, AND DELEGATIONS

### Section 1. General Principles

The Steering Committee may establish standing Committees or time-limited Working Groups as necessary to advance the objectives of the Association.

All Committees and Working Groups shall operate under the authority and oversight of the Steering Committee and shall not exercise independent decision-making authority.

## Section 2. Term, Review, and Dissolution

Unless otherwise specified at the time of establishment, Committees and Working Groups shall be established for a defined term not exceeding twenty-four (24) months.

Each Committee or Working Group shall be subject to periodic review by the Steering Committee. Failure to demonstrate continued relevance, activity, or output may constitute grounds for dissolution or restructuring.

## Section 3. Appointment and Composition

Members of Committees and Working Groups shall be appointed by the Steering Committee based on relevant expertise, capacity to contribute, and ability to meet defined objectives.

The Steering Committee may designate a Chair or Coordinator for each Committee or Working Group.

## Section 4. Congress and Events Committee

A standing Congress and Events Committee shall be established to plan and execute the Association's scientific meetings and congresses.

The Committee shall consist of six (6) members appointed by the Steering Committee: three (3) international members, one of whom shall serve as Chair of the Committee, and three (3) members from the country hosting the forthcoming congress, one of whom shall serve as Congress Chair. At least one (1) member of the Committee shall be a member of the Steering Committee. Host-country members shall be appointed for the period of the congress concerned.

The Committee shall submit budgets and plans to the Steering Committee for approval and shall report regularly to the Steering Committee.

The Chair of the Committee and, for each congress, the Congress Chair shall be appointed by the President subject to Steering Committee approval. The Congress Chair shall be a Full Member in good standing from the host country.

The Congress Chair may attend Steering Committee meetings as a non-voting observer when congress-related matters are under discussion.

The host country shall establish a Local Organising Committee of not more than six (6) members, comprising the three (3) host-country members of the Committee and up to three (3) additional members, chaired by the Congress Chair. The Local Organising Committee shall operate under the Congress and Events Committee.

The Steering Committee shall serve as the Scientific Committee of each congress.

## Section 5. Membership Review Committee

### 5.1 Composition

A Membership Review Committee (MRC) shall be established as a standing Committee of the Association responsible for the review of applications for membership in accordance with these Bylaws.

The MRC shall consist of exactly three (3) members appointed by the Steering Committee for terms of two (2) years concurrent with the Steering Committee term.

The composition shall include:

- One (1) Officer of the Association, ordinarily the Secretary General as lead of the membership portfolio;
- One (1) other member of the Steering Committee; and
- One (1) Full Member in good standing who is not a member of the Steering Committee.

No more than one (1) MRC member may be from the same country.

MRC members may be reappointed but shall not serve more than two (2) consecutive terms without a lapse of at least one (1) full term.

### 5.2 Authority and Limitations

The MRC shall evaluate membership applications and submit written recommendations to the Steering Committee.

The MRC shall not possess independent authority to admit, reject, or suspend members. Final authority shall remain vested in the Steering Committee in accordance with these Bylaws.

The Steering Committee shall not approve or reject membership applications without prior review by the MRC, except where expressly permitted under these Bylaws.

### 5.3 Exceptional Admissions

Where an applicant does not fully meet the eligibility criteria set forth in these Bylaws, the MRC may recommend exceptional admission based on demonstrated merit or strategic relevance.

Exceptional admission shall require approval by a two-thirds (⅔) vote of the voting members of the Steering Committee.

## Section 6. Internal Audit Committee

### 6.1 Composition

An Internal Audit Committee (IAC) shall be established as a standing Committee of the Association. It shall consist of three (3) Full Members in good standing appointed annually by the Steering Committee. Members of the IAC shall not simultaneously serve on the Steering Committee, and no more than one (1) member may be from the same country. Members may be reappointed but shall not serve more than three (3) consecutive years.

### 6.2 Functions

The IAC shall:

- Review the annual financial statements and records of the Association before each annual General Assembly;
- Conduct an internal financial review upon any change of Treasurer or President;
- Conduct such further reviews as the Steering Committee may request;
- Report its findings in writing to the Steering Committee and to the annual General Assembly.

### 6.3 Access and Limitations

The Treasurer and the Secretary General shall provide the IAC with access to all financial records of the Association. The IAC shall have no executive authority; its findings and recommendations are advisory to the Steering Committee and the General Assembly.

## Section 7. Delegations and External Representation

The Steering Committee may establish Delegations or appoint representatives to external bodies, events, or collaborative initiatives.

Delegations shall act strictly within the scope of authority granted by the Steering Committee and shall not bind the Association unless expressly authorized.

## Section 8. Accountability and Reporting

All Committees, Working Groups, and Delegations shall report to the Steering Committee at intervals determined by the Steering Committee.

Sustained inactivity, failure to report, or deviation from mandate may constitute grounds for termination or reconstitution.

# ARTICLE VIII – FINANCE, ASSETS, AND FISCAL OVERSIGHT

## Section 1. Fiscal Responsibility

The financial affairs of the Association shall be conducted in accordance with sound accounting principles and applicable legal requirements. The Association shall operate on a not-for-profit basis, and no part of its net earnings shall inure to the benefit of any individual member.

## Section 2. Treasurer

### 2.1 Primary Responsibility

The Treasurer shall be the Officer primarily responsible for the financial administration of the Association. The Treasurer shall oversee the receipt, custody, and disbursement of funds and shall maintain accurate financial records.

The Treasurer shall present periodic financial reports to the Steering Committee and an annual financial summary to the General Assembly.

### 2.2 Financial Records Transfer

Upon expiration of term, resignation, or removal, the outgoing Treasurer shall transfer all financial records, account access credentials, bank signatory documentation, and institutional financial information to the incoming or interim Treasurer within fourteen (14) days.

Failure to comply with this requirement may constitute grounds for suspension of membership privileges and may be reported to relevant professional or regulatory bodies as deemed appropriate by the Steering Committee.

### 2.3 Dual Signatory Requirement

All financial transactions exceeding USD $10,000 or ten percent (10%) of the approved annual budget, whichever is lower, shall require co-signature by the Treasurer and the President.

## Section 3. Budget and Expenditures

### 3.1 Annual Budget

The Treasurer shall prepare and present a proposed annual operating budget to the Steering Committee not less than thirty (30) days prior to the commencement of the fiscal year.

The annual operating budget shall be adopted by a simple majority vote of the voting members of the Steering Committee.

### 3.2 Budget Rejection

If the proposed budget is not approved, the Steering Committee may:

- Request revisions and reconsider at a subsequent meeting; or
- Authorize continuation of operations at the prior fiscal year's budget level, adjusted for inflation, pending approval of a new budget.

### 3.3 Expenditure Authority

Expenditures shall be made in accordance with the approved budget. Any expenditure or commitment exceeding ten percent (10%) of the approved annual budget, or any single expenditure exceeding USD $10,000, shall require prior approval by a two-thirds (⅔) vote of the Steering Committee.

## Section 4. Assets and Banking

The assets of the Association shall be used exclusively to further the objectives of the Association.

The Steering Committee shall designate one or more financial institutions for the deposit of funds and may establish reasonable controls regarding authorized signatories.

## Section 5. Audits and Financial Review

### 5.1 Internal Review

The Internal Audit Committee established under Article VII, Section 6 shall conduct an internal financial review:

- Upon any change of Treasurer or President;
- Annually, before each annual General Assembly, and at any other time if requested by the Steering Committee.

### 5.2 External Audit

An external financial audit shall be conducted if:

- Requested by two-thirds (⅔) of the Steering Committee; OR
- Requested by simple majority of the General Assembly; OR
- Not conducted in the previous three (3) fiscal years and the Association's annual gross revenues or expenditures exceeded USD $50,000 in any of those fiscal years.

The results of any financial review or audit shall be reported to the Steering Committee and to the General Assembly in accordance with Article VII, Section 6.

## Section 6. Fiscal Year

The fiscal year of the Association shall be the calendar year (January 1 to December 31).

# ARTICLE IX – AMENDMENTS

## Section 1. Proposal of Amendments

Proposed amendments to these Bylaws may be submitted by:

- The Steering Committee; or
- A written proposal supported by at least twenty-five percent (25%) of General Assembly delegates.

## Section 2. Review and Circulation

All proposed amendments shall be reviewed by the Steering Committee for consistency with the objectives and structure of the Association and circulated to the General Assembly no less than thirty (30) days prior to the meeting at which they are to be considered.

## Section 3. Adoption

Amendments to these Bylaws shall require approval by two-thirds (⅔) of the votes cast at a duly convened meeting of the General Assembly.

### Section 4. Effective Date

Adopted amendments shall take effect immediately upon adoption unless the amendment itself specifies a delayed effective date or transitional provisions.

Where an amendment affects ongoing terms, elections, or financial commitments, the General Assembly may, at the time of adoption, specify transitional rules to avoid disruption.

## ARTICLE X – DISSOLUTION

### Section 1. Decision to Dissolve

The Association may be dissolved only by a resolution adopted by two-thirds (⅔) of all registered General Assembly delegates, whether present or represented by proxy, at a duly convened meeting.

### Section 2. Disposition of Assets

Upon dissolution of the Association, any remaining assets shall be distributed exclusively for non-profit purposes consistent with the objectives of the Association, as determined by the General Assembly.

Remaining assets may be distributed to one or more of the following:

- One or more tax-exempt organizations operating in the field of gastroenterology, medical education, or capacity-building;
- National gastroenterology societies of member countries, distributed proportionally to membership or population;
- An international gastroenterology federation or society with objectives consistent with those of this Association.

Under no circumstances shall assets be distributed to individual members, Officers, or private entities.

## ARTICLE XI – TRANSITIONAL PROVISIONS

### Section 1. Adoption of Bylaws

These Bylaws shall be deemed adopted upon approval by two-thirds (⅔) of the votes cast at a duly convened meeting of the General Assembly.

Notice of the adoption meeting shall be provided to all Full Member countries not less than thirty (30) days in advance.

### Section 2. Interim Governance Period

#### 2.1 Duration

From the date of adoption of these Bylaws until the first election of Officers at the annual General Assembly (August 2028), the Association shall operate under an interim governance structure.

### 2.2 Interim Leadership

The current President of the Association shall continue to serve in that capacity during the interim period and shall exercise the authorities granted to the President under these Bylaws.

The other founding members of the Steering Committee shall likewise continue to serve in their current positions, with their existing allocation of responsibilities and portfolios unchanged, until the first election of Officers at the annual General Assembly in August 2028.

The existing operational structure and any current informal arrangements shall remain in effect during the interim period, provided that such arrangements comply with the spirit and principles of these Bylaws.

### 2.3 Interim Authority

During the interim period:

(a) The President may continue to coordinate activities and represent the Association;

(b) Existing working arrangements with member countries may continue;

(c) Financial management shall be conducted in accordance with Article VIII.

### 2.4 Transitional Nature

This interim governance period is explicitly temporary and shall conclude upon the first election of Officers and Portfolio Leads.

### 2.5 Interim Office-Holders and Committee Members

For the interim period, the Steering Committee is composed as follows:

- President – Dr Serhat Bor (Türkiye)
- Vice President and Portfolio Lead – Communication & Public Relations – Dr Mohamed Alboraie (Egypt)
- Secretary General – Dr Mohammed S. Khan (Saudi Arabia)
- Treasurer – Dr Fady Daniel (Lebanon)
- Portfolio Lead – Education & Training – Dr Asad Dajani (United Arab Emirates)
- Portfolio Lead – Research & Multicenter Studies – Dr Shahab Abid (Pakistan)
- Portfolio Lead – Regional Equity & Capacity Building – Dr Mohammed Tahiri (Morocco)

The first Internal Audit Committee under Article VII, Section 6 shall consist of Dr Firoz Alimohamed (Kenya), Dr Jamilla Kaibullayeva (Kazakhstan), and Dr Jawad Khamis (Bahrain), serving from the adoption of these Bylaws until the first annual appointment by the Steering Committee.

The first Membership Review Committee under Article VII, Section 5 shall consist of Dr Mohammed S. Khan (Officer), Dr Shahab Abid (Steering Committee member), and a third member to be appointed by the Steering Committee.

Service in these positions during the interim period is subject to Article IV, Section 7 and Article V, Section 9.

## Section 3. First Elections

### 3.1 Timing

The first election of Officers under these Bylaws shall take place at the annual General Assembly in August 2028.

### 3.2 Election Procedure

(a) The four (4) Officers (President, Vice President, Secretary General, Treasurer) shall be elected by the General Assembly;

(b) The three (3) Portfolio Leads (Education & Training; Research & Multicenter Studies; Regional Equity & Capacity Building) shall be elected by the General Assembly at the same meeting, in accordance with Article V, Section 2; the Communication & Public Relations portfolio is held by the Vice President;

(c) The first Steering Committee shall convene within ninety (90) days of Officer elections.

### 3.3 Nominations

For the first election, nominations shall be submitted as provided in Article IV, Section 2 (Officers) and Article V, Section 2 (Portfolio Leads).

All nominations shall be submitted to the Secretary General (or interim coordinator) not less than thirty (30) days prior to the General Assembly.

## Section 4. First Regional Advisory Board

The first Regional Advisory Board shall be appointed within six (6) months of the adoption of these Bylaws, in accordance with Article III, Section 3.2.

Founding members who are not serving on the Steering Committee may be invited to join the first RAB.

## Section 5. Effective Date

These Bylaws shall take effect immediately upon adoption unless otherwise specified by the General Assembly at the time of adoption.

## Section 6. Supremacy

In the event of any conflict between these Bylaws and any prior resolutions, policies, or practices of the Association, these Bylaws shall prevail.

## APPENDIX A – REGIONAL SEATS AND MEMBER COUNTRIES

This Appendix defines the assignment of member countries to regional seats as referenced in Article I, Section 7. **Overall Total: 30 Member Countries**

| Seat | Region | No. of Countries | Member Countries |
|---|---|---|---|
| **Regional Seat 1** | **Eurasia** | 4 | Republic of Türkiye<br>Republic of Azerbaijan<br>Russian Federation<br>Latvia |
| **Regional Seat 2** | **Gulf** | 6 | Kingdom of Saudi Arabia<br>United Arab Emirates<br>State of Kuwait<br>State of Qatar<br>Kingdom of Bahrain<br>Sultanate of Oman |
| **Regional Seat 3** | **Middle East** | 4 | Islamic Republic of Iran<br>Lebanese Republic<br>Hashemite Kingdom of Jordan<br>Republic of Iraq |
| **Regional Seat 4** | **North Africa** | 5 | Arab Republic of Egypt<br>Republic of Tunisia<br>People's Democratic Republic of Algeria<br>State of Libya<br>Kingdom of Morocco |
| **Regional Seat 5** | **Asia-Pacific** | 6 | Islamic Republic of Pakistan<br>Republic of Uzbekistan<br>Republic of Kazakhstan<br>Kyrgyz Republic<br>State of Mongolia<br>Republic of the Philippines |
| **Regional Seat 6** | **Sub-Saharan Africa** | 5 | Federal Republic of Nigeria<br>Republic of Kenya<br>Republic of Sierra Leone<br>Republic of South Africa |

| Seat | Region | No. of Countries | Member Countries |
|---|---|---|---|
| | | | Federal Republic of Somalia |

This appendix may be amended by two-thirds (⅔) of the votes cast at a duly convened meeting of the General Assembly to reflect admission of new member countries or reorganization of regional seats.

**[END OF BYLAWS]**

Attested:

_____

President

_____

Secretary General