

World Pathology Foundation

Founded 1972 by
WORLD ASSOCIATION OF SOCIETIES OF PATHOLOGY and LABORATORY MEDICINE



Minutes of the Meeting of the Extended Board of Trustees
In Munich on May 12, 2010

Present U.P Merten, President
M.A. Viollier, Secretary-Treasurer
M. Melo, Co-opted Member
M. Murakami, Co-opted Member
M. Oellerich, Co-opted Member
Absent M. Mori, Co-opted Member
H. Travers, Co-opted Member
Guests J. Butany
A. Hartman
Mr. Ito
Mr. Tobler, Financial Advisor, Avalor Zurich
Ms. M. Luetzelschwab (minutes)

President

Dr. Utz P. Merten
Joeststrasse 5
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Germany
upmerten@impfpraxisnet.com

Honorary-President

Dr. Barrie Murphy
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Approval of the previous minutes

The minutes of the Sydney Meeting, held March 2009, were agreed unanimously.

Report from Officers

Report of the President:

Dr. Merten welcomed all Trustees and guests, especially Mr. Tobler and Ms. Luetzelschwab. He thanks them for their valuable work and he welcomed the President of the WASPaLM, Prof. M. Oellerich and thanks him for organizing this meeting (see annex 1).

Report of the Secretary-Treasurer:

The report per 31st December 2009 was agreed and approved (see annex 2).

Report from Financial Advisor

Mr. Tobler explained the situation and the conservative financial strategy; he applies to the capital of the Foundation and he recommended keeping it that way for at least another 12 months.
No more latitude for a new strategy was granted to Mr. Tobler by the Board, as too risky for the moment.

The Committee discussed the financial status of WPF. Several strategies for augmentation of the funds were discussed. These will be pursued.

Charter

The President stated that since 1972 multiple changes had been decided by the Boards of Trustees, but never officially entered into the Charter (Stiftungsurkunde). Therefore, he entered all changes into a new Charter (English version), so these are not new, but only the realization of former decisions.

Due to the necessity to produce certified signatures of each Trustee at every change of officers, co-opted members and amendments (required by the Swiss authorities), it is advisable to have only the four Trustees (President, Vice-President, Secretary, Treasurer) listed in the charter. When these are elected, certified signatures become necessary. By creating By-Laws, these enable the

Secretary-Treasurer

Dr. Marc-André Viollier
P.O. Box 445
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marc@viollier.com

Co-opted Members

Dr. Robby Bacchus
Dr. Marilene Melo
Dr. Mikio Mori
Dr. Masami Murakami
Dr. Michael Oellerich
Dr. Henry Travers

Administrative Office

Mrs. Madeleine Luetzelschwab
Lerchenstrasse 25
CH-4059 Basel
Switzerland
MLuetzelschwab@uhbs.ch

Past President, President, President elect and General Secretary / Treasurer of WASPaLM to become co-opted members of the Board of Trustees.

The draft Charter proposed by the President was discussed and unanimously accepted (see annex 3).

By-Laws

After some discussion about the new By-Laws especially about the responsibilities of the co-opted members, the By-Laws were unanimously accepted (see annex 4).

Rules and Procedures

Gordon Signy Fellowship:

- 1) After intensive discussion Rules and Procedures were modified and amended (see annex 5).
- 2) The maximum amount of the Fellowship granted was reduced to USD 4,500. After acceptance of a suitable report, an additional USD 500 may be paid out to the fellow.
- 3) The report shall be sent to the applicant's Head of Department as well as to his National Society for publication in the National Society Bulletin.

Barrie Murphy Traveling Lectureship:

- 1) After intensive discussion Rules and Procedures were modified and amended (see annex 6).
- 2) Trustees agreed to the possibility of creating a Traveling Lectureship in conjunction with industry or other source.

Applications

M. Luetzelschwab reported of the state of applications. By now it is just one application, but usually applications are coming in only at the beginning of June.

The President in conjunction with Dr. Bacchus will send out letters to Foundations in order to expand the existing funds. In addition he will write to the Presidents of the constituent societies of WASPaLM, explaining the situation of World Pathology Foundation and ask for individual support by honorable members of their respective society. He will ask the Presidents of the Constituent Societies to provide addresses of suitable individuals. Further, the President and Dr. Bacchus will provide adequate explanation of Pathology and Laboratory Medicine to define the quintessential need for laboratories to be directed headed by Pathologists.

Other Business

The Board of Trustees authorized Ms. Luetzelschwab to establish a website for WPF under the domaine of WPF-WASPALM.org.

The Meeting was adjourned at 12.45 h.

Next Meeting: Las Vegas, October 2011.

Enclosure

- 1) Treasurer's Report
- 2) Charter 2010 final version

- 3) Bylaws 2010 final version
- 4) Rules GSF
- 5) Rules BMTL

CHARTER*
OF THE
WORLD PATHOLOGY FOUNDATION
of the WASPaLM

ARTICLE I: Name; Domicile.

The name of the Foundation is:

World Pathology Foundation
of the World Association of Pathology and Laboratory Medicine
(World Pathology Foundation of WASPaLM)

The Foundation has its domicile in Köniz (Amtsbezirk Berne, Switzerland)

ARTICLE II Capital.

The Foundation will be granted a Foundation-capital of 10.000 Swiss Francs. At any time further donations may be added.

ARTICLE III: Objectives

The objectives of the Foundation are entirely scientific, academic, cultural and charitable; to promote public safety and public health by fostering the development of all branches of Pathology and Laboratory Medicine, especially in the developing countries. To further these aims the Foundation will, inter alia, foster research, education and application of these medical sciences by organizing conferences, encouraging international exchange of Pathology information, initiating and promoting publications in Pathology, and by assisting in the establishment of world standards in all fields of Pathology and Laboratory Medicine.

Article IV: Board of Trustees, Officers

The only official body of the Foundation shall be a Board of Trustees, consisting of four members:

a President, Vice-President, Secretary and Treasurer.

Each has one vote, in case of a tied vote the vote of the President counts twice.

The said four Trustees shall serve terms of four calendar years each.

No Trustee may be re-elected more than once except the Swiss National Trustee as required by Swiss Law.

ARTICLE V: Trustees Responsibilities.

All Trustees shall serve without fee or emolument of any kind, save for reimbursement of actual expenses. Except for such reimbursement, no Trustee shall share in the income or capital of the Foundation. The Trustees shall not invade the capital of the Foundation. Individual Trustees shall not be responsible for the debts of the Foundation, and WASPaLM will assume no responsibility for such debts.

The Board of Trustees shall meet in Switzerland or abroad on request of the Foundation President, or on written request of one Trustee. Decisions may be reached by electronic means or mail only if none of the Trustees asks for a personal meeting, but such an event will require a unanimous vote.

The Secretary will keep all Minutes which will be signed also by the President.

The Treasurer will file an annual financial report which will be submitted to the appropriate governmental authorities.

ARTICLE VI: Scope.

The Board of Trustees shall manage investments and properties of the Foundation in accordance

with conservative, prudent business principles. The Trustees shall decide the amount of each grant and how it is to be paid. Such grants shall be in keeping with the Objects in Article III. The grants are voluntary and the beneficiaries have no rights; to the assets or income of the Foundation.

The Board of Trustees may make such additional regulations or create Bylaws such as are in keeping with this Charter, such Bylaws to be reviewed by WASPaLM.

ARTICLE VII: Control; Amendments.

The Foundation is under the control of the Federal Department of the Interior, Berne, Switzerland.

The Board of Trustees may amend this Charter within the limits of the law, but such proposals of the Board of Trustees must be presented to the Bureau of WASPaLM for their approval.

ARTICLE VIII: Order.

Transactions of the Board of Trustees shall be subject to ordinary rules of Parliamentary Law, except as these may be in contravention of this Charter, or Statutes or of Swiss Law.

ARTICLE IX: Dissolution.

The Foundation is chartered in perpetuity. Should this Foundation, however, be dissolved its assets must be transferred to other tax-exempt organizations of related aims. The proposal to this effect, passed unanimously by the Trustees, requires a unanimous vote of the WASPaLM Bureau.

amended by the Trustees of the W.P.F.
Munich, Germany, May 12th, 2010.

By-Laws
OF THE
WORLD PATHOLOGY FOUNDATION
of the WASPaLM

* as adopted by the Trustees of the W.P.F. in Munich on 12-5-2010.

Article I: Board of Trustees

The official body of the Foundation shall be a Board of Trustees, consisting of four members: a President, Vice-President, Secretary and Treasurer.

Articlei II: Co-opted Members

In addition the President, President elect, Past President and the Secretary-Treasurer of the WASPaLM Bureau shall act as co-opted members

Each member has one vote, in case of a tied vote, the vote of the WPF President counts twice.

ARTICLE III: Co-opted Members Responsibilities.

All Co-opted Members shall serve without fee or emolument of any kind. save for reimbursement of actual expenses as voted by the Board of Trustees.

Except for such reimbursement, no Co-opted Member shall share in the income or capital of the Foundation.

The Co-opted Member shall not invade the capital of the Foundation.

Individual Co-opted Members shall not be responsible for the debts of the Foundation, and WASPaLM will assume no responsibility for such debts.

ARTICLE IV: Meetings of the Board

The WPF Board of Trustees shall meet in Switzerland or abroad and during each WASPaLM World Congress of Pathology and Laboratory Medicine on request of the Foundation President, or on written request of one Trustee.

Decisions may be reached by electronic means or mail only if none of the Trustees asks for a personal meeting, but such an event will require a unanimous vote.

ARTICLE V: Order.

Transactions of the Board of Trustees shall be subject to ordinary rules of Parliamentary Law, except as these may be in contravention of this Charter, or Statutes of Swiss law.

ARTICLE IV: Objects and Capital

The objects of the Foundation are defined in its Charter. To reach the aims of the Foundation, the Foundation-capital is aimed to reach more than 1 Million Swiss Francs. It shall be one of the responsibilities of each member of the Board of Trustees to add further donations to WPF funds and to find suitable sponsors..

ARTICLE VII: Gordon Signy Fellowship in Pathology (GSF)

The Board of Trustees shall establish Rules of Procedure for the Gordon Signy Foreign Fellowship in Pathology to promote public safety and public health by fostering the development of Pathology and Laboratory Medicine in all of their aspects, especially in the developing countries.

ARTICLE VIII Barrie Murphy Travelling Lectureship in Pathology (BMTL)

The Board of Trustees shall establish Rules of Procedure for the Barrie Murphy Travelling Lectureship in Pathology (BMTL). The goal is to promote public safety and public health by fostering the development of Pathology and Laboratory Medicine in all of their aspects, especially in the developing countries.

ARTICLE IX: Board of Regents

The WPF President with the support of Trustees and Co-opted Members shall appoint the members of the Board of Regents, which shall have the responsibility to review the list of applicants for GSF and/or BMTL. Their solitary function is the vetting and proposing the successful GSF and/or BMTL applicants. Members of the Board of regents are appointed by the WPF President and do not, necessarily, include all the Officers and co-opted members of the WPF.

ARTICLE X: Control; Amendments.

The Foundation is under the control of the Federal Department of Interior Berne, Switzerland. The Board of Trustees may amend these By-Laws within the limits of the law, but such proposals of the Board of Trustees must be submitted to the Bureau of WASPaLM for their approval.

amended by the Trustees of the W.P.F.
Munich, Germany, May 12th, 2010.

Barrie Murphy Travelling Lectureship in Pathology

Rules of Procedure

Introduction

The Barrie Murphy Travelling Lectureship in Pathology (BMTL) was established in 2008 in honour of Barrie Murphy to support the objects of the Foundation which are entirely scientific, educational, cultural and charitable.

Article I: Aim of Travelling Lectureship

The aim of the Barrie Murphy Travelling Lectureship in Pathology is to promote the public safety and the public health by fostering the development of anatomic and clinical pathology in all of their aspects, especially in the developing countries.

To further these aims the Foundation will, among others, foster research, education and application of these medical sciences by organizing conferences, encouraging interchange of pathology information among nations and initiating and prompting publications in pathology.

The Fellowship is to assist a Lecturer in Pathology to travel to another country to teach special skills which will be of advantage to young pathologists in the visited country and region. The award is to enable the Lecturer to teach special skills, not to help support general training in pathology.

Article II: Eligibility Criteria

The following criteria have to be met to be eligible to apply for the Fellowship:

Any pathologist who has a special skill in anatomical or clinical pathology and is asked by the organizers of a pathology symposium or congress is eligible to apply for the Lectureship.

The duration of the study period is of variable length requisite to enable the applicant to acquire the appropriate skills.

Article III: Application

Application must be made on the document presented on the website of the World Pathology Foundation under www.WASPaLM.org .

Article IV: Award of Lectureship

The award will be made by the Trustees of the World Pathology Foundation on the advice of an International Board of Regents appointed by the full WPF committee.

It does not, necessarily, include all the Officers and co-opted members of the WPF.

Their function is the solitary one of vetting and proposing the successful BMTL applicants.

In assessing the applications, the Board of Regents will consider the scientific and clinical merit of the application, the qualifications of the applicant, the value of the proposed lecture, and the value of the proposed lecture to the region's community.

The Board of Regents will not award a Lectureship to support a course of general pathology.

The Secretary-Treasurer of WPF will inform the applicant of the decision of the Board of Regents and the awardees of the value of the Lectureship.

Article V: Number and Value of Fellowships

The number and value of the Lectureships depend on the income from the Fund.

Article VI: Awardees

Each successful applicant must submit evidence of the proposed lecture by sending the program of the symposium or congress which has to list his or her name, and the title of the lecture to be delivered.

Payment is made to the awardees by the Secretary-Treasurer by bank transfer to the account of the awardees in the country where the study is to be undertaken...

At the conclusion of the programme, the Fellow must submit a short report to the World Pathology Foundation which will be published in the WASPaLM News bulletin and on the WPF website.

Article VII: Working Language

Language used by GSF for issuing documents is English.

adopted by the Trustees of the W.P.F.
Munich, Germany, May 12th, 2010.

The World Pathology Foundation
Gordon Signy Foreign Fellowship in Pathology

Rules of Procedure

Introduction

The Gordon Signy Foreign Fellowship in Pathology (GSF) was established in 1972 in honour of Gordon Signy to support the objects of the Foundation which are entirely scientific, educational, cultural and charitable.

Article I: Aim of GSF

The aim of the Gordon Signy Foreign Fellowship in Pathology is to promote the public safety and the public health by fostering the development of anatomic and clinical pathology in all of their aspects, especially in the developing countries.

To further these aims the Foundation will, among others, foster research, education and application of these medical sciences by organizing conferences, encouraging interchange of pathology information among nations and initiating and prompting publications in pathology.

The Fellowship is to assist a young pathologist travel to another country to learn skills which will be of advantage when the Fellow returns to his or her own country. The award is to enable the Fellow to learn a special skill, not to help support general training in pathology.

Article II: Criteria to be eligible for GSF

The following criteria have to be met to be eligible to apply for the Fellowship:

Any young pathologist who has completed his or her training in anatomical or clinical pathology or one of their branches and has completed this training not more than 10 years before the date of the application for the Fellowship is eligible to apply for the Fellowship.

A Fellow can visit any foreign country able to give the training sought, but cannot seek further training in his or her own country.

The applicant must undertake to return to his or her own country on completion of the proposed course of study.

The duration of the study period is of variable length requisite to enable the applicant to acquire the appropriate skills.

Article III: Application

Application must be made on the document presented on the website of the World Pathology Foundation under www.WASPaLM.org .

With this document an announcement of the next award of the Fellowship is attached which gives the deadline for the receipt of applications, and the address to which applications must be sent.

Article IV: Award of Fellowship

The award will be made by the Trustees of the World Pathology Foundation on the advice of an International Board of Regents which has to be appointed by the full WPF committee it does not, necessarily, include all the Officers and co-opted members of the WPF.

Their function is the solitary one of vetting and proposing the successful GSF applicants.

In assessing the applications, the Board of Regents will consider the scientific and clinical merit of the application, the qualifications of the applicant, the value of the proposed study to the applicant, and the value of the proposed study to the applicant's community.

The Board of Regents will not award a Fellowship to support a course of study already completed. Other sources of income may be held at the same time as the Fellowship, but in making their recommendation the Board of Regents will consider the financial need of the applicant.

The Secretary-Treasurer of WPF will inform all applicants of the decision of the Board of Regents and the awardees of the value of the Fellowship.

Article V: Number and Value of Fellowships

The number and value of the Fellowships depend on the income from the Fund.

Article VI: Awardees

Each successful applicant must submit evidence that the proposed course of study is acceptable to those under whom the applicant is to work, and to the institution in which he or she will work.

Before payment is made to the successful applicant, he or she has to inform the Secretary-Treasurer of a bank account at its intended place of study. The value of the Fellowship will be transferred to this account.

At the conclusion of the programme, the Fellow must submit a report to the World Pathology Foundation which will be published in the WASPaLM Bulletin and on the WPF website.

Article VII: Working Language

Language used by GSF for issuing documents is English.

adoptes by the Trustees of the W.P.F.

Munich, Germany, May 12th, 2010.

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Founded 1972 by

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**Weltstiftung für Pathologie und Laboratoriumsmedizin
World Pathology Foundation**

Treasurer's Report per December 31st, 2009

Income/Expenses

The following Gordon Signy Fellowship was paid out: Dr. Alexandre Odao Nakashiro from Brazil (USD 5,000).

USD 8,000 were reimbursed to Dr. Robby Bacchus for his educational work in countries in with limited resources.

The amount of CHF 2,461 was spent for the secretarial work (PA of Treasurer and since 2008 Administrative Office).

Result

On December 31, 2009, the foundation capital amounts to **CHF 679'692.46** (+CHF 9528.15).

Comments

After the considerable loss in 2008, our foundation has found back to a slightly positive result in 2009, for 2010 an even better result is expected, if things go smoothly.

However, I recommend to grant one single Gordon Signy Fellowship for 2010 again.

Dr. M.-A. Viollier
Secretary-Treasurer WPF

President

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Addendum to Protocol of the Meeting of the Board of Trustees,
May 12, 2010, in Munich

Approval of the World Pathology Foundation finances 2009 by the trustees on behalf of the Swiss Government

Herewith, we approve the WPF-finances for the year 2009 according to the report of the controlling institution, ALTRA-Treuhand, Berne, Switzerland and the report of the Secretary-Treasurer.

President / Präsident
Dr. Utz P. Merten

Trustee /Beisitzer
Dr. Robby Bacchus, MD

Trustee / Beisitzer
Dr. Marilene Melo, MD

Trustee / Beisitzer
Dr. Masami Murakami, MD

Trustee / Beisitzer
Prof. Dr. med. Dr. h.c. M. Oellerich

M. Mori and H. Travers: absent

President

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