



FOUNDED IN 1972 BY  
THE WORLD ASSOCIATION OF SOCIETIES OF PATHOLOGY AND LABORATORY MEDICINE

REPORT TO THE BUREAU  
Quebec City, Quebec Canada  
June 2013

## Reincorporation

Following the Bureau and WPF meetings in Cyprus in September 2012, the Trustees of the WPF voted unanimously to reincorporate the WPF in the United States and to take the legal steps necessary to transfer the assets of the WPF to the new corporation. The reasons behind this decision included:

- Increasing difficulty managing the affairs of the WPF under Swiss law
- The persistently poor returns from WPF investments in Switzerland
- The continued loss of WPF capital

In the interval to the present time and WPF has been incorporated, like WASPaLM itself, in the state of Illinois. The By Laws of the new corporation (otherwise called the Articles of Incorporation) are appended to this report (Appendix A) along with the official document recognizing the incorporation from the State of Illinois (Appendix B). The Trustees have issued resolutions for the organization of the WPF with the following officers:

Robby Bacchus	President	United Kingdom
Roberto Verna	Vice President	Italy
Lai-Meng Looi	Secretary	Malaysia
Henry (Pete) Travers	Treasurer	United States

The WPF has petitioned the United States Internal Revenue Service (IRS) for a declaration of "tax-exempt status". To date, the IRS has indicated that it will require some additional documentation, but has not specified what that documentation is. An account has been established for the WPF at the Wells Fargo Bank, the same bank used by WASPaLM.

These actions required considerable legal assistance both in the United States and in Switzerland and the total expenditure for this assistance now stands at US\$22,506.33. Additional expenditures of between US\$10,000 and \$15,000 are anticipated to complete the transition. These expenses have been shared equally by WASPaLM and the WPF. A memorandum from legal counsel in Switzerland, received in early May 2013, is given in Appendix C and details the status of discussions with the Swiss Supervisory Authority. This memorandum details some additional expenses. A resolution to dissolve the Swiss Foundation will be presented at the meeting in Quebec City and a certification of the resolution along with the resolution itself are among the documents required by the Supervisory Authority.

## **Activities** (prepared by Dr. Robby Bacchus)

The highlights of the past year have been the successful organisation and delivery of educational seminars in Sri Lanka and Malaysia. The Update in Sri Lanka had a Haematological flavour while Histopathology was the focus in Malaysia. The feedback from both locations was an acknowledgement by the local organising committees as being of immense value to a wide spectrum of trainees, trainers, and Colleagues from the clinical specialties. Detailed reports from both of these Updates have been previously reported.

It is relevant to state that our organisation has benefitted from the oxygen of visibility and publicity. The overwhelming feature of the Updates was the very positive feedback from the participants and organisers in both countries. The vast majority of participants pleaded for more frequent Updates. Since the establishment of our educational enterprise, we have witnessed a continuous line of progress delivering educational goals for those in need. Despite our financial limitations the Foundation has succeeded in a modest way to enhance educational opportunities for those in need and to foster capacity building of laboratory personnel and thereby improve the infrastructure of our discipline in the developing world. These initiatives coupled with the Gordon Signy Fellowships have undoubtedly enhanced the Pathology disciplines in the developing world.

The Foundation must continue in its role as a mediator of Pathology Knowledge between those who generate it and those who need it. In the absence of suitable applicants for the GSF, I submit that the equivalent of one GSF be allocated for the continuation of the educational initiative.

Now that the Foundation has changed its domicile I hope that there will be more opportunities in the USA to generate funds for the Foundation. I apologise for the low profile due to personal and family issues and wish to thank Dr. Henry Travers and Prof. Roberto Verna for keeping their hands on the tiller.

## **Gordon Signy Fellowships**

The section of the WASPaLM Web site describing the GS Fellowships has been revised and includes multiple application formats. One of the revisions was to place the application forms under the same menu as the GS Fellowship general description so site visitors did not have to navigate to another area of the web site to find the forms. The text of the requirements for the GS Fellowship was revised to make them clearer and to avoid much of the misunderstanding found with the 2012 GS Fellowship applicants.

The 2013 GS Fellowship application deadline is 30 June. To date, no applications have been received although historically most are received toward the end of June.

## **Financial Status, 31 December 2012**

Financial documents, including the report of the Swiss WPF Treasurer, Dr. Voillier, and the report of the US WPF Treasurer, Dr. Travers, are included in appendices D through H. The account summary from USB is a password-protected Acrobat document and cannot be appended to this report. It is provided for printing as a separate document. As of 31 December 2012, the Foundation had approximately CHF 600,000 in assets and approximately CHF 5,700 in current liabilities. There are approximately US\$ 1,300 in a London education account that was not spent in 2012. The US Wells Fargo account has approximately US\$ 10,000.



The basic questions arising from the 2011 financial statements have not, to date, been answered. The 2012 statements also raise some questions and these are detailed in the appendices. In summary, while review of our accounts indicates that we have the assets listed in the auditor's report, it is difficult to account for such items as *unrealized gains* of CHF 21,000 from investments when the UBS statement – accounting for currency conversions to CHF – shows essentially no gain except in our “liquid assets” which increased CHF 84,700 in the year (see appendix G which summarizes the USB investments and converts the currencies to Swiss francs to simplify review).

Presented on behalf of President Robby Bacchus (WPF, Switzerland and the United States)  
Henry Travers, MD, FACP, FCAP  
Secretary, WPF (Switzerland)  
Treasurer, WPF (United States)



**APPENDIX A**  
**BY-LAWS OF**  
**THE WORLD PATHOLOGY FOUNDATION**  
(an Illinois not for profit corporation)

**Article 1: Purposes**

This Article sets forth the purposes of THE WORLD PATHOLOGY FOUNDATION (the “Foundation”), as stated in the Foundation’s Articles of Incorporation.

Section 1.1. Purposes. The Foundation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In particular, the Foundation is organized to promote public safety and public health by fostering the development of anatomic and clinical pathology in all aspects, especially in the developing countries. The Foundation will foster research, education and application of these medical sciences by organizing conferences and other educational programs, encouraging interchange of pathology information among nations, initiating and prompting publications in pathology, assisting in the establishment of world standards in all fields of pathology, and conducting such other related activities as may be determined by its Board of Trustees.

Section 1.2. Internal Revenue Code Restrictions. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any provision of these By-Laws or the Foundation’s Articles of Incorporation to the contrary, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3), or (b) by a corporation, contributions to which are deductible under section 170(c)(2).

Section 1.3. Dissolution. A dissolution of the Foundation shall require the affirmative vote of at least two-thirds of the Foundation’s Trustees then in office, acting at a regular or special meeting for which written notice of the purpose shall be given. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation to such organization or organizations operated exclusively for charitable, educational and/or scientific purposes as shall at that time qualify under section 501(c)(3), and which shall exist for purposes substantially similar to those of the Foundation, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the



county in which the principal office of the Foundation is then located to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 1.4. Code. All statutory references herein are to the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent Internal Revenue law).

## **Article 2: Powers**

Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Foundation shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, and under any other applicable law; provided, however, that the Foundation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as stated in Section 1.1 of Article 1.

## **Article 3: Office and Agent**

The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

## **Article 4: Member**

Section 4.1. Designation. The sole Member of the Foundation shall be the World Association of Societies of Pathology and Laboratory Medicine, an Illinois not for profit corporation, or its corporate successor (hereinafter referred to as the “Member”).

Section 4.2. Rights and Powers of the Member. The Member shall have the following rights and powers with respect to the Foundation: (a) the election and removal of the Foundation’s Class B Trustees as provided in Sections 5.3 and 5.5 below; and (b) the approval of an amendment to these By-Laws as provided in Article 14 below.

Section 4.3. Member’s Action. Action by the Member on any item referred to in Section 4.2 above shall be taken by the vote of its Bureau according to such procedures as the Member’s Bureau shall determine. Such action shall be confirmed in writing signed by an officer of the Member and delivered to the President or a Vice-President of the Foundation.

## **Article 5: Board of Trustees**

Section 5.1. General Powers. The affairs of the Foundation shall be managed by or under the direction of its Board of Trustees.

Section 5.2. Number and Qualifications. The initial Board of Trustees of the Foundation shall be the individuals named as Trustees in the Foundation’s Articles of Incorporation. Beginning in 2013, the Board of Trustees shall consist of seven Trustees and shall



be divided into four Class A Trustees and three Class B Trustees. Each Trustee (whether Class A or Class B) shall be entitled to one vote on each matter submitted to the Board of Trustees. Trustees need not be residents of Illinois.

Section 5.3. Election and Tenure. (a) The four Class A Trustees shall be elected by vote of the Foundation's Board of Trustees at the annual meeting of the Board of Trustees, or as soon thereafter as conveniently possible.

(b) The three Class B Trustees shall be elected by the Member, prior to the annual meeting of the Board of Trustees, as provided in Section 4.2 above.

(c) Beginning in 2013, each Trustee shall serve for a term of three years, starting at the annual meeting of the Board of Trustees in the year in which such election occurs and continuing until a successor Trustee is elected; provided that, to permit staggered terms, the initial term of one Class A Trustee and one Class B Trustee shall be one year, the initial term of one Class A Trustee and one Class B Trustee shall be two years, and the initial term of two Class A Trustees and one Class B Trustee shall be three years.

Section 5.4. Resignation. Any Trustee may resign by written notice delivered to the President or Vice-President of the Foundation, provided that a Class B Trustee shall also send written notice to an officer of the Member. A resignation is effective when the notice is delivered unless the notice specifies a future date.

Section 5.5. Removal. Any Trustee may be removed, with or without cause. Class A Trustees may be removed by the affirmative vote of a majority of all the Foundation's Trustees then in office at a meeting of the Board of Trustees held at least twenty days after written notice of the proposed removal is given to all Trustees. Class B Trustees may be removed at any time by action of the Member.

Section 5.6. Vacancies. Vacancies among Trustees shall be filled by vote of the Board of Trustees, provided that if the Trustee leaving the Board (and thereby causing the vacancy) is a Class B Trustee, the vacancy shall be filled by the Member. A Trustee elected to fill a vacancy shall hold office until the expiration of the term corresponding to the vacant position and until his or her successor is elected and qualified.

Section 5.7. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than these By-Laws in each year at such time and place as the Board of Trustees may determine. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.8. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees, and such person or persons may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board so called.

Section 5.9. Notice of Meetings. Notice of any special meeting of the Board of Trustees shall be given in accordance with these By-Laws at least two days in advance thereof by





written notice to each Trustee at the address shown for such Trustee on the records of the Foundation. Notice of any special meeting of the Board of Trustees may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 5.10. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees or a committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing or by electronic transmission, and the writings and/or electronic transmissions are filed with the minutes of proceedings of the Board or committee. For purposes of these By-Laws, the term “electronic transmission” means any form of communication (such as e-mail or facsimile) that creates a record that may be retained, retrieved and reviewed by the recipient and may automatically be reproduced in paper form. The action taken shall be effective when all the Trustees or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same effect as a unanimous vote.

Section 5.11. Attendance by Communications Equipment. Trustees or non-trustee committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.12. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than a majority of the Trustees are present, a majority of the Trustees then present may adjourn the meeting to another time without further notice. Withdrawal of Trustees from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.13. Action at a Meeting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws.

Section 5.14. Proxy Prohibited, Presumption of Assent. No Trustee may act by proxy on any matter. A Trustee who is present at a meeting at which action on any corporate matter is taken by the Board of Trustees, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such Trustee’s dissent is entered in the minutes of the meeting or unless such Trustee files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Trustee who voted in favor of such action.



**Section 5.15. Interested Trustees.** (a) A Trustee who is directly or indirectly a party to a transaction with the Foundation (an “interested Trustee”) shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Trustees and to any committee of the Board considering such transaction prior to any action by the Board or such committee to authorize, approve or ratify such transaction. A Trustee is “indirectly” a party to a transaction if the entity which is a party is an entity in which the Trustee has a material financial interest or of which the Trustee is an officer, director, trustee or general partner.

(b) The presence of the interested Trustee or of a Trustee who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Trustees or a committee of the Board is present but may not be counted when action is taken on the transaction.

## **Article 6: Committees**

**Section 6.1. Committees of the Board of Trustees.** A majority of the Board of Trustees, by resolution, may create one or more committees of the Board and appoint Trustees or such other persons as the Board shall designate to serve on the committee or committees. Each committee may exercise the authority of the Board of Trustees to the extent permitted by law and as specified by the Board of Trustees or in the Articles of Incorporation or these By-Laws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law. Each such committee shall have two or more Trustees as members, a majority of its membership shall be Trustees, and all committee members shall serve at the pleasure of the Board.

**Section 6.2. Action of Committees of the Board.** A majority of a committee of the Board of Trustees shall constitute a quorum. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing (including by electronic transmission) without a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these By-Laws for written consents and for meetings of the Board of Trustees. No member of such committee of the Board may act by proxy. Subject to these By-Laws and to action by the Board of Trustees, a majority of the members of a committee of the Board shall determine the time and place of meetings and the notice required for meetings.

**Section 6.3. Advisory Committees.** The Board of Trustees may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Trustees. Such advisory committees or bodies may not act on behalf of the Foundation or bind it to any action but may make recommendations to the Board of Trustees or to the officers.





## **Article 7: Officers**

**Section 7.1. Enumeration.** The officers of the Foundation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected by the Board of Trustees. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Trustees. Each office shall be held by a different person. A Trustee may be an officer.

**Section 7.2. Election and Term of Office.** The officers of the Foundation shall be elected annually at the annual meeting of the Board of Trustees, or as soon thereafter as conveniently possible. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Election of an officer or agent shall not of itself create any contract rights.

**Section 7.3. Resignation.** An officer may resign at any time by giving notice to the Board of Trustees or to the President or a Vice President of the Foundation. A resignation is effective when the notice is delivered unless the notice specifies a future date.

**Section 7.4. Removal.** The Board of Trustees may remove an officer, either with or without cause, whenever in its judgment the best interests of the Foundation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 7.5. Vacancies.** A vacancy in any office, however caused, may be filled by the Board of Trustees for the unexpired portion of the term.

**Section 7.6. Compensation.** The Board of Trustees, by the affirmative vote of at least two-thirds of the Trustees then in office and irrespective of any personal interest of any Trustee, shall have authority to establish reasonable compensation of all officers for their services.

**Section 7.7. President.** The President shall be the principal executive officer of the Foundation. Subject to the directions of the Board of Trustees, the President shall in general supervise and control the business and affairs of the Foundation and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Trustees. The President may sign, alone or with the Secretary or any other proper officer of the Foundation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer or agent of the Foundation, or shall be required by law to be otherwise executed. When present, the President shall preside at all meetings of the Board of Trustees.

**Section 7.8. Vice Presidents.** The Foundation shall have one or more Vice Presidents. The Board of Trustees or the President may designate any one or more Vice

Presidents as being in charge of designated operations of the Foundation and may assign to such Vice Presidents appropriate duties. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President who is senior in age and is able and willing to act shall perform the duties of the President. When so acting, such Vice President shall have all the powers of and be subject to all the restrictions upon the President.

Section 7.9. Secretary. The Secretary shall (a) keep the minutes of meetings of the Board of Trustees and committees of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Foundation; (d) affix the seal of the Foundation or a facsimile thereof, or cause it to be affixed and, when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the Foundation under its seal is duly authorized by the Board of Trustees or otherwise in accordance with the provisions of these By-Laws (provided, however, the Board of Trustees or the President may give general authority to any other officer to affix the seal of the Foundation and to attest the affixing by his or her signature); (e) keep a register of the post office address of each Trustee or committee member, which shall be furnished to the Secretary by such Trustee or committee member; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.

Section 7.10. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Trustees shall determine for the faithful discharge of his or her duties and for the restoration to the Foundation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Foundation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; (b) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; (c) disburse the funds of the Foundation as ordered by the Board of Trustees or as otherwise required in the conduct of the business of the Foundation and render to the President or the Board of Trustees, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Foundation. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Section 7.11. Assistant Secretary and Assistant Treasurer. The Board of Trustees may, but need not, elect an Assistant Secretary and an Assistant Treasurer. The Assistant Secretary shall assist the Secretary in the duties of the Secretary as set forth in Section 7.9 and, in the absence of the Secretary or in the event of the Secretary's inability or failure to act, shall perform the duties and exercise the powers of the Secretary as provided in such Section 7.9. The Assistant Treasurer shall assist the Treasurer in the duties of the Treasurer as set forth in Section 7.10 and, in the absence of the Treasurer or in the event of the Treasurer's inability or failure to act, shall perform the duties and exercise the powers of the Treasurer as provided in such Section



7.10. In addition, the Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned by the President or the Board of Trustees from time to time.

## **Article 8: Contracts and Financial Transactions**

Section 8.1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in the name of the Foundation unless authorized by a resolution of the Board of Trustees or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Foundation to a Trustee or officer of the Foundation.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination, such instruments may be signed by the President, the Treasurer or an assistant treasurer.

Section 8.4. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 8.5. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

## **Article 9: Records**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any authority of the Board of Trustees. All books and records of the Foundation may be inspected by any Trustee or any Trustee's agent or attorney, for any proper purpose at any reasonable time.

## **Article 10: Fiscal Year**

The fiscal year of the Foundation shall be the calendar year.

## **Article 11: Seal**

The Board of Trustees may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Corporate Seal" and "Illinois."



## **Article 12: Notices**

Section 12.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to a Trustee, officer or other agent of the Corporation, it shall not be construed to require personal delivery. Such notice may be given by facsimile, electronic mail, telegram, personal delivery or by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such Trustee, officer or individual at his or her address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when it is received. Unless otherwise provided by the Articles of Incorporation or these By-Laws, such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given by law, the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **Article 13: Indemnification and Insurance**

Each person who at any time is or shall have been a Trustee, officer, employee or agent of the Foundation or is or shall have been serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Foundation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this by-law or as amended from time to time, and by any subsequent Illinois not-for-profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Trustees, or otherwise. If authorized by the Board of Trustees, the Foundation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Illinois not-for-profit corporation law.

## **Article 14: Amendment**

The Board of Trustees, by the affirmative vote of at least two-thirds of the Trustees then in office, may alter or amend these By-Laws or adopt new By-Laws, provided that any alteration or amendment to Article 4 or Article 5 of these By-Laws that affects the rights of the Member of the Foundation shall be approved by the Member of the Foundation. Such action may be taken at a regular or special meeting of the Board of Trustees for which written notice of the purpose shall be given.



## APPENDIX B



### OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 18, 2012

6880-035-8

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE THE WORLD PATHOLOGY FOUNDATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF \$50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 11TH FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

THE ISSUANCE OF THE ARTICLES OF INCORPORATION DOES NOT ENTITLE THE CORPORATION TO A PROPERTY TAX EXEMPTION. YOU MUST APPLY FOR THAT EXEMPTION THROUGH THE BOARD OF REVIEW IN THE COUNTY WHERE THE REAL ESTATE IS LOCATED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

## Appendix C: Email from Swiss Legal Counsel

9 May 2013

As promised yesterday, I come back to you regarding the conference call I had with Ms. Bachmann from the Supervisory Authority.

Generally, the conference call went very well. First of all, the Supervisory Authority did not make any comments regarding the last documents we sent to it.// [Those documents are the Illinois corporation statutes that were sent in January.] Second, at this stage, the Supervisory Authority does not oppose the transfer of WPF's assets to the Illinois Foundation and the dissolution of WPF and engaged in discussing what documents/steps will be needed in order to effectively dissolve WPF after the transfer of the assets to WPF. I hope the Supervisory Authority will continue following such a pragmatic approach. The Supervisory Authority will, however, only be in a position to confirm that the transfer of assets and subsequent dissolution of WPF when it will have received the following documents:

- The final statutes of the new Illinois Foundation (at the time we only sent the draft version of the Statutes attached)
- The IRS Ruling
- The WPF financial statements and balance sheets for 2012
- The WPF approval of the annual accounts 2012
- The WPF activities report of 2012
- The WPF audit report 2012

The Supervisory Authority also explained to me that prior to dissolving WPF, it will require the following additional documents/steps:

- The formal decision of the trustees to transfer the assets to the Illinois Charity and to dissolve the foundation with an explanation as to why they want to do so, as well as the corresponding Request for dissolution
- The balance sheets as of the date of the dissolution and a special audit report (in this respect, note that the Supervisory Authority said that it may renounce to such document and rely only on the 2012 documents above mentioned if the dissolution occurs before the end of June)
- The written confirmation from the Board of the trustees or a third party that it will pay for any debts of the Foundation that are not yet known at the time of dissolution. If the Trustees or any other third party do not want to take this responsibility, then the Supervisory Authority will make three times a "debtor notice" in an official public newspaper (such process should not be too costly nor be too long).
- The payment of the fees to the Supervisory Authority (around CHF 2'000.-) and to the Trade register as well as other costs (e.g. from the auditors). The Supervisory Authority told me that it would recommend WPF to make a provision of CHF 10'000.- for these costs.

Before deciding on the next steps to be taken, could you let me know when the 2012 documents above mentioned will be available. Furthermore, could you send us the final statutes of the Illinois charity or confirm to us that the attached statutes dated December 6, 2012 is the final version filed before the IRS authorities on January 8, 2013?



## Appendix D

## The World Pathology Foundation

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



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

**Treasurer's Report as per Dezember 31, 2012**

**Einnahmen/Ausgaben**

**Income:** Our income resulted mainly out of stock-market transactions executed by Avalor Zurich, as stipulated in our contract.

**Expenses:**

**Gordon Signy Fellowship:** To Dr. Augusto Moreira Silva aus Brasilien erhielt US 5000 (awarded in 2011) were paid out (4500 and 500 after receiving his report).

Due to a lack of eligible candidates no Gordon Signy Fellowship has been awarded in 2012.

**Travelling Lectureship:** To Dr. Robby Bacchus, England, USD 8,000 were paid for travelling fees concerning his lecture tour to India.

**Administrative Expenses:** Bills of Altra Treuhand (Auditor, CH 1,890.00), Swiss Authorities (CHF 300) and for secretarial purposes (CHF 1,731.00) were paid out in 2012 only.

Further details see appendix.

**Result**

On December 31, 2012, the foundation capital amounts to CHF 604,890.26 vs. CHF 606,752.55 in the previous year (decrease of CHF 1,377.71).

**Commentary**

With only CHF -1,377.71, the decrease of the capital of the Foundation, based on the financial crisis, came in 2012 practically to a halt,

At their last meeting in Cyprus in October 2012, the trustees decided unanimously the transfer of the foundation into the USA, home of the parent organization WASPaLM. The purpose of the foundation shall stay unchanged. The transfer is to be completed by end of June 2013. The treasurer will resign by this date.

As to the 2013 Gordon Signy Fellowship, the treasurer abstains from a recommendation.

Dr. M.-A. Viollier  
Treasurer of the World Pathology Foundation  
of WASPaLM

**President**

Dr. Robby Bacchus  
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**Vice-President**

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**Secretary**

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**Treasurer**

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**Administrative Office**

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**World Pathology Foundation  
of World Association of Societies  
of Anatomic and Clinical Pathology W.A.S.P.**

**Bern, Switzerland**

**Report of the auditors 2012**

**Limited Review of the auditors to the board of foundation of World Pathology Foundation of World Association of Societies of Anatomic and Clinical Pathology W.A.S.P. Bern, Switzerland**

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As auditors, we have audited the financial statements (balance sheet, income statement) of the World Pathology Foundation of W.A.S.P. for the year ended December 31st, 2012.

These financial statements are the responsibility of the board of foundation. Our responsibility is to express an opinion on these financial statements based on our audit. We confirm that we meet the legal requirements concerning professional qualification and independence. An associate of our company has been involved in the reporting year for the accounting. On the limited audit, he was not involved.

Our audit was conducted in accordance with the Swiss standard Restricted audit. After that a review be planned and performed to obtain reasonable assurance whether the financial statements are detected. An audit includes Restricted mainly surveys and analytical review activities, and in these circumstances are detailed examinations of the audited entity's documents. In contrast, audits of operational processes and the internal control system and further questioning and examination to detect acts of tortious acts or breaches of other laws not included in this revision.

During our audit, we are not causes, of which we have to close that financial statements and the proposed appropriation of retained earnings and not act in accordance with the foundation charter.

Yours faithfully,

**ALTRA Treuhand AG**

Jörg Brand  
Swiss Certified Accountant  
Revision of approved expert  
(Auditor in Charge)

ppa. Severin Spycher

Bern, April 17<sup>th</sup> 2013

Supplements:

- Balance Sheet
- Income
- Appendix

World Pathology Foundation of  
World Association of Societies of Anatomic and Clinical Pathology W.A.S.P, Berne

**BALANCE SHEET DECEMBER 31st, 2012**

	31.12.2012 CHF	31.12.2011 CHF
<b>ASSETS</b>		
<b>Current assets</b>		
Liquid funds	378'515.85	292'581.35
Withholding tax	1'798.41	919.20
<b>Total current assets</b>	<b>380'314.26</b>	<b>293'500.55</b>
<b>Fixed assets</b>		
Financial assets	230'307.00	313'262.00
<b>Total fixed assets</b>	<b>230'307.00</b>	<b>313'262.00</b>
<b>TOTAL ASSETS</b>	<b>610'621.26</b>	<b>606'762.55</b>
<b>LIABILITIES</b>		
<b>short terms liabilities</b>		
Accrued expenses	5'731.00	3'250.00
<b>Foundation Capital</b>	<b>5'731.00</b>	<b>3'250.00</b>
Foundation Capital	603'512.55	648'063.50
Income/Loss	1'377.71	-44'550.95
<b>Total Foundation Capital</b>	<b>604'890.26</b>	<b>603'512.55</b>
<b>TOTAL LIABILITIES</b>	<b>610'621.26</b>	<b>606'762.55</b>

**INCOME STATEMENT 2012**

	2012 CHF	2011 CHF
<b>INCOME</b>		
Interest and securities incomes	3'890.54	1'258.51
Realized gains	1'607.00	0.00
Unrelized gains	21'748.00	0.00
Auctions and donations	2'406.23	0.00
<b>TOTAL INCOME</b>	<u>29'651.77</u>	<u>1'258.51</u>
<b>EXPENSES</b>		
Other Expenses	11'701.00	3'542.20
Custody Price	7'275.25	6'858.00
Bank Charges	843.69	1'525.25
Monetary Difference	405.84	1'013.16
Scholarships	8'048.28	7'734.93
Losses	0.00	25'135.92
<b>TOTAL EXPENSES</b>	<u>28'274.06</u>	<u>45'809.46</u>
<b>INCOME/LOSS</b>	<u><u>1'377.71</u></u>	<u><u>-44'550.95</u></u>

## Appendix F

# The World Pathology Foundation

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



## Appendix to annual accounts

### Purpose of the Foundation

The Foundation pursues purely scientific, academic, cultural and charitable aims. It promotes public safety and health by supporting the progress and development of all branches of anatomical and clinical pathology, especially in developing countries. To this end it promotes, among other things, research, training and practice in the relevant medical fields.

### Principles of accountancy and financial reporting

#### Principles of valuation

The accounting, balance-sheet reporting and valuation are carried out according to the provisions of Art. 957 ff of the *Obligationenrecht* [Swiss law of obligations] concerning commercial accounting and give a true picture of the actual state of the assets, financing and operating result of the Foundation.

### Commentary on balance-sheet items

#### Current assets (cash)

UBS Kreuzlingen (CHF/EURO/US\$)      CHF    378,515.85

#### Receivables: Swiss federal tax authorities

Withholding-tax credits with Swiss federal tax authorities

#### Securities

Securities held by custodial bank (at market value)  
comprising the following:

##### 1. Investment classes

Liquid assets (already shown above)	62.02%
Investments (debentures, bonds)	8.86%
Equities	25.30%
Precious metals and commodities	3.82%

##### 2. Currencies

Swiss francs	67.06%
Euros	19.68%
US dollars	13.26%



**Deferred Expenses**

Provision for account of M.Lützelschwab, January to December 2012

Provision for account of ALTRA Treuhand AG for the financial year 2012

Provision for account of ALTRA Treuhand AG for the financial year 2011

Provision for the account of Swiss Federal General Secretariat,

Supervision of Foundations 2012

Provision for the account of Swiss Federal General Secretariat,

Supervision of Foundations 2011

<b>Changes in Foundation capital</b>	<b>2012</b>	<b>2011</b>
Foundation assets as at 01.01	603'512.55	648'063.50
- Profit (loss) for the year	<u>1'377.71</u>	<u>- 44'550.95</u>
<b>Total Foundation capital as at 31 December</b>	<b>604'890.26</b>	<b>603'512.55</b>

**Risk-assessment**

In the past financial year the Foundation Board undertook a risk-assessment with regard to the quality of presentation of the accounts. The risk of a significant misrepresentation in the accounts is rated as low.

**Commentary on items in the operating statement****Income**

Interest received (UBS account)	CHF	261.98
Income from securities (UBS custody account)	CHF	3'628.56
Profits realised on sale of shares	CHF	1'607.00
Unrealised gains in market value of shares (changes in holdings)	CHF	21'748.00
Grants, gifts etc.	CHF	2'406.23

**Expenditure**

Charges, professional fees, levies, travelling costs (Invoices from auditor, Administration Office, Treasurer, supervisory authorities)	CHF	11'701.00	— This line item includes ex- penses from 2011 and 2012. They include expenses for Ms. Luetzelschwab, for Dr. Voillier's travel, for the auditor's fees, and for fees the Swiss Authority.
Collection costs and bank charges, bank interest paid (Fee to Avalor Investment AG for asset management advice, UBS bank charges)	CHF	8'118.94	
Currency differentials	CHF	405.84	— Educational programs conducted by Dr. Bacchus
Scholarships	CHF	8'048.28	

In the operating statement, the profit or loss arises largely from the realised/unrealised losses or gains on exchange-rates and share-prices.

**Statement on the nature of unremunerated services**

All the members of the Foundation Board work in an honorary capacity without remuneration, with the exception of reimbursement for actual expenses incurred.

**Transactions with closely associated, legally independent organisations, companies, persons and projects**

There were no such transactions in the year 2012.

**Research scholarships paid**

In accordance with the purpose of the Foundation CHF 8'048.28

## Appendix G

Investment	2011	2011 (CHF)	2012	2012 (CHF)	Gain. (Loss)	Gain(Loss) CHF	Comment
Cash (CHF)	CHF 255,060	CHF 255,060	CHF 339,792	CHF 339,792	CHF 84,732	CHF 84,732	
Cash (Euros)	€ 29,210.00	CHF 35,572	€ 29,606.00	CHF 35,728	€ 396.00	CHF 156	
Cash (US dollars)	\$ 2,207.00	CHF 2,071	\$ 3,272.00	CHF 3,949	\$ 1,065.00	CHF 1,877	
Reiter Holding	CHF 52,500	CHF 52,500	CHF 52,500	CHF 52,500	CHF 0	CHF 0	Bond paying 4.5%; Accrued interest CHF 1,500
SMI 225 shares	CHF 14,924	CHF 14,924	CHF 15,437	CHF 15,437	CHF 513	CHF 513	Bought 2010; report lists market value as CHF 15,370
European Growth 3800 Shares	€ 30,484.00	CHF 45,791	€ 38,494.00	CHF 46,454	€ 8,010.00	CHF 663	Bought 2009; currency exchange erodes gain
iShares DAX 185 shares	€ 10,501.00	CHF 14,486	€ 12,747.00	CHF 15,383	€ 2,246.00	CHF 897	Bought 2010; currency exchange erodes gain
TRN Index ETF 1,100 shares	\$ 27,236.00	CHF 29,062	\$ 36,641.00	CHF 33,539	\$ 9,405.00	CHF 4,477	Bought 2009; currency exchange rate erodes gain
MSCI Emerging Mkts 600 shares	€ 18,048.00	CHF 24,897	€ 18,738.00	CHF 22,613	€ 690.00	-CHF 2,284	Bought 2010; currency exchange rate results in loss
Chinese Equity 315 shares	\$ 21,623.00	CHF 24,471	\$ 23,025.00	CHF 21,076	\$ 1,402.00	-CHF 3,395	Bought 2010; currency exchange rate results in loss
CMCI TR Index (Gold) 20 shares	\$ 27,474.00	CHF 26,090	\$ 25,480.00	CHF 23,323	\$ (1,994.00)	-CHF 2,767	Bought 2011; peak; gold falling since
<b>TOTAL VALUE</b>	<b>Value 2011</b>	<b>CHF 524,924</b>	<b>Value 2012</b>	<b>CHF 609,794</b>	<b>Gain</b>	<b>CHF 84,870</b>	

This is a summary of the USB report provided separately. The first column is the investment. For "cash", the amount is that on hand 31 December 2011 (2nd column - 2011); the column 2011 (CHF) is the amounts from the first column converted to Swiss francs as of 31 December 2011 with the then-effective conversion rates. Columns 2012 and 2012 (CHF) are similar to the 2011 columns except the values are accurate for 31 December 2012. The Gain.(Loss) column is gain or loss in the currency of the investment. Gain(Loss) CHF is gain or loss converted to Swiss francs as of 31 December 2012 using the currency exchange rate effective on that date.

For non-cash investments, the 2011 column is the purchase price of the investment. For each of these, the number of shares is given in the first column and the date the investment was acquired is given in the column identified as "Comment".

You will see that while most investments had positive gains (except gold) in the currencies of the investments themselves (the Gain.(Loss) column), conversion of the asset to Swiss francs would result in a loss. When thus converted gains for four investments were positive and totaled CHF 6,550. Three of the investments lost money and this totaled CHF 8,446.

Please also note the increase in Swiss franc denominated cash, from CHF 255,000 to CHF 340,000. I do not know how this increase occurred.



WORLD PATHOLOGY FOUNDATION  
WELLS FARGO ACCOUNTS  
APRIL-MAY 2013

Category/Date	Type	Source/Payee	Description	Amount	Status	Comment
Checking Account					1 April 2013 - 31 May 2013	
1-May-13	Opening Balance			\$2,000.00	Reconciled	
Expenses/Transfers						
8-May-13	Check	Larry	Gold Headed Cane	\$2,120.00	Reconciled	
15-May-13	Electronic	To WPF Savings		\$2,120.00	Reconciled	
Total Expenses				\$4,240.00		
Deposits						
02-May-13	Deposit	Transfer from Savings	Funds advanced to WASPaLM	\$2,120.00	Reconciled	Gold Headed Cane Award
14-May-13	Deposit	Received from WASPaLM	Reimbursement	\$2,980.00	Reconciled	Gold Headed Cane x 2
22-May-13	Cash	Held in the UK (Robby Acct)	Remaining educational funds	\$1,322.00		£879; dollar amount as of 5/22/2013
Total Deposits				\$6,422.00		
Closing Balance				\$4,182.00		
Savings Account					1 April 2013 - 31 May 2013	
1-May-13	Opening Balance			\$8,000.00	Reconciled	
Deposits						
15-May-13	Deposit	From Checking		\$2,120.00	Reconciled	
30-Apr-13	Interest			\$0.03	Reconciled	
Total Deposits				\$2,120.03		
Expenses/Transfers						
2-May-13	Electronic	To WPF Checking		\$2,120.00		
Total Expenses				\$2,120.00		
Closing Balance				\$8,000.03		



FOUNDED IN 1972 BY  
THE WORLD ASSOCIATION OF SOCIETIES OF PATHOLOGY AND LABORATORY MEDICINE

## Resolutions of Board of Trustees Approving Transfer of Assets and Dissolution

Whereas, the World Pathology Foundation ("WPF") exists for charitable purposes to foster the development of anatomic and clinical pathology; and

Whereas, it is expected that most future donors to WPF will be U.S. taxpayers, who desire to make their gifts to a U.S. charity for U.S. tax purposes, and for this reason a new U.S. charity has been created in the State of Illinois, U.S.A. ("U.S. Foundation") which exists for the same charitable purposes as WPF; and

Whereas, WPF's Board of Trustees has determined that WPF's charitable purposes can best be served by transferring all of its assets, after satisfying WPF's obligations, to the U.S. Foundation, so that the U.S. Foundation can administer and distribute all assets for WPF's purposes; and

Whereas, the Board of Trustees desires to approve the transfer of WPF's assets to the U.S. Foundation and the dissolution of WPF.

Now, therefore, the Board of Trustees hereby adopts the following plan for the transfer of assets and dissolution of WPF:

1. All obligations of WPF shall be paid and satisfied, and a "creditor call" in the Swiss Official Gazette of Commerce shall be made; and
2. WPF shall place CHF 10'000 in a "reserve fund" to cover such outstanding WPF obligations; and
3. The remaining assets of WPF shall be transferred to the U.S. Foundation once the U.S. Foundation has received its charitable tax exemption from the IRS; and
4. Any assets remaining in the reserve fund that are not needed to satisfy WPF's obligations shall also be transferred to the U.S. Foundation; and
5. WPF shall be terminated and dissolved as a foundation in Switzerland; and
6. WPF's officers have authority to execute all documents, and take all further actions, on behalf of WPF to give effect to and carry out the purposes of the foregoing resolutions.

Approved: June 8, 2013.



Looi Lai-Meng, Trustee

Robby Bacchus, Trustee

Roberto Verna, Trustee

Henry Travers, Trustee

Marc Andre Voillier, Trustee

Michael Oellerich, Trustee

Gamze Mocan Kuzey, Trustee

Jagdish Butany, Trustee





Looi Lai-Meng, Trustee

Robby Bacchus, Trustee

  
Roberto Verna, Trustee  
Henry Travers, Trustee  
Marc Andre Voillier, Trustee  
Michael Oellerich, Trustee  
Gamze Mocan Kucsey, Trustee  
Jagdish Butany, Trustee



Handwritten signature of Looi Lai-Meng in black ink.

Looi Lai-Meng, Trustee

Handwritten signature of Robby Bacchus in black ink.

Robby Bacchus, Trustee

Handwritten signature of Roberto Verna in black ink.

Roberto Verna, Trustee

Handwritten signature of Henry Travers in black ink.

Henry Travers, Trustee

Marc Andre Voillier, Trustee

Handwritten signature of Michael Oellerich in black ink.

Michael Oellerich, Trustee

Handwritten signature of Gamze Mocan Kusey in black ink.

Gamze Mocan Kusey, Trustee

Handwritten signature of Jagdish Butany in black ink.

Jagdish Butany, Trustee