



World Gastroenterology Organisation

STATUTES & BYLAWS 2021

These Statutes were approved by a two-thirds majority at the General Assembly Meeting of WGO in Munich in May 1962 and modified during meetings of the General Assembly in 1970 (Copenhagen), 1974 (Mexico City), 1978 (Madrid), 1982 (Stockholm), 1990 (Sydney), 1998 (Vienna), 2002 (Bangkok), 2005 (Montreal), 2009 (London), 2013 (Shanghai), 2014 (Chicago), 2015 (Brisbane), 2017 (Orlando), and 2021 (Prague).

Article 1. History of WGO

In 1954 the formation of a World Gastroenterology Organisation (WGO) was first discussed in Paris under the leadership of Dr. Henry L. Bockus. On 29th May 1958, the WGO was constituted in Washington, DC. Initially founded as a forum on digestive disorders and disease in the developed world, the WGO today is a global federation of over 100 member societies representing over 50,000 gastroenterologists and individual members, and is dedicated to serving the needs of its members and promoting digestive health worldwide and especially in developing and emerging societies. The 29th May is annually celebrated as World Digestive Health Day (WDHD).

Article 2. The WGO Vision: Global Guardian of Digestive Health. Serving the World.

Gastrointestinal and liver disorders are preeminent among healthcare issues globally, a significant burden to national healthcare budgets and the single greatest cause of cancer death. While an increasing awareness of causative factors, coupled with dramatic advances in diagnostic and therapeutic approaches have led to improvements in the prevention, diagnosis and treatment of gastrointestinal and liver disorders, these benefits have not been transmitted equally across the world and, especially, to those in greatest need.

As the global representative for gastroenterology and hepatology, the role of WGO is to:

- Increase global public awareness of gastrointestinal and liver disorders
- Provide independent and high quality educational opportunities to medical, nursing and other healthcare professionals in gastrointestinal and liver disorders throughout the world, regardless of location
- Promote international collaboration in digestive health education, training and research
- Support healthcare professionals who care for those with gastrointestinal and liver disorders throughout the world

Article 3. Mission of WGO

To promote, to the general public and healthcare professional alike, an awareness of the worldwide prevalence and optimal care of gastrointestinal and liver disorders, and to improve care of these disorders, through the provision of high quality, accessible and independent education and training.

Article 4. WGO Objectives

- To promote public awareness of gastrointestinal and liver disorders worldwide

- To provide the highest standards in education and training in gastroenterology and hepatology throughout the world and objectively assess the outcomes thereof
- To create an educational network readily accessible and relevant to gastroenterologists and hepatologists in low and middle income settings to support their local professional development
- To stimulate international collaborations that foster improved digestive health education, research and training, especially in the developing world
- To promote multidisciplinary approaches to primary prevention, screening, early detection and optimal care of digestive cancers
- To develop and disseminate global guidelines on important global issues in the clinical practice of gastroenterology and hepatology
- To promote an ethical approach to all aspects of the practice of gastroenterology and hepatology
- To promote the formation of gastroenterology and hepatology organizations and encourage them to be members of WGO
- To support and collaborate closely with all organizations interested in gastrointestinal and liver disorders, including nursing, other healthcare workers and patient advocacy groups
- To solicit financial support for the purpose of undertaking WGO's global and emerging society programs and activities
- To regularly communicate WGO's strategic plan, activities and outcomes to its constituents

Article 5. Administration

There shall be an Executive Secretariat to support the activities of WGO.

Article 6. Powers

- 6.1 The World Gastroenterology Organisation shall vest its general management in a Governing Council.
- 6.2 Acting through the Governing Council, the World Gastroenterology Organisation is empowered to do all and only such acts as are necessary or convenient to the purposes herein set forth and to the same extent, and as fully as any natural person might do, could do, to purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry contracts with any firm, persons, corporations or associations, to do any acts necessary or expedient for carrying on any and all of the purposes of the World Gastroenterology Organisation not forbidden by its by-laws or by the laws of the area in which the organization is domiciled or holding its meetings.
- 6.3 The private property of the members of the Governing Council shall not be subject to payment of organization debts to any extent whatsoever.
- 6.4 The World Gastroenterology Organisation is not organized nor is it to be operated for the personal profit of its members. The World Gastroenterology Organisation is organized exclusively for charitable, educational, and scientific purposes in accordance with its Articles of Incorporation.

Article 7. Membership

The following are eligible to become members of WGO.

- 7.1 Legally constituted gastroenterology, hepatology, endoscopy and other related discipline societies.
- 7.2 Specialized sections in gastroenterology, hepatology, endoscopy and other related discipline societies, or groups of practitioners in these fields in regions in which there is no gastroenterology, hepatology, endoscopy and other related discipline society.
- 7.3 The Regional Associations (AMAGE, APAGE, OPGE, UEG) are ipso factor affiliated to WGO, and shall have honorary, non-voting membership status. The Regional Associations may, however, participate in the Governing Council as set forth in the By-laws of WGO.

Article 8. The Governing Council

- 8.1 The business of WGO shall be undertaken by a Governing Council.
- 8.2 The Governing Council shall comprise, with, in addition, a member of the Executive Secretariat in attendance, the following:
 - The members of the Executive Committee as set forth in the By-laws of WGO
 - Clinical Research Committee Chair
 - Guidelines Committee Chair
 - Scientific Programs Committee Chair
 - Training Centers Committee Chair
 - Train the Trainers Committee Chair
 - Publications Committee Chair
 - WGO Foundation Chair
 - Young Members Group Chair
 - Interest Group Chairs, including, but not necessarily limited to the following Interest Groups:
 - Endoscopy, Other Procedures and Outreach Interest Group Chair
 - Hepatology Interest Group Chair
 - Others as established by the Governing Council in accordance with these Statutes and By-laws.
 - The Presidents (or their designated representative) of the following regional associations:
 - Africa/Middle East
 - Asia/Pacific
 - European
 - Pan-American
- Observer status may also be granted to other organizations and/or representatives as agreed by the Governing Council. (Non-voting and in attendance only)

- 8.3 Others as invited: The President shall have the power to invite individuals who he or she deems to be important for the running of WGO. (Non-voting and in attendance only)
- 8.4 The Governing Council of WGO shall be approved by the General Assembly and shall hold office until the expiry of their terms of office.
- 8.5 Quorum. At any meeting of the Governing Council, a majority of the voting members then in office shall constitute a quorum for the transaction of any business. If the number of voting members necessary to constitute a quorum shall fail to attend at the time and place fixed for any meeting of the Governing Council, those in attendance may adjourn from time to time without notice or other announcement of the meeting until the requisite number of voting members to constitute a quorum shall attend.

Article 9. WGO Foundation

A WGO Foundation may be established and maintained with the purpose of raising funds for the WGO. Such funds should be primarily directed towards supporting and promoting the training and educational activities of WGO around the globe.

Article 10. Amendments to the Statutes

- 10.1 The Governing Council may propose changes to the statutes which will be presented to the General Assembly.
- 10.2 Amendment(s) to the Statutes may also be proposed in writing by a paid up member society belonging to WGO and submitted to the Secretary General of WGO, at least six months prior to the next scheduled meeting of the General Assembly. The Secretary General shall place this item on the agenda of the Governing Council for subsequent presentation to the General Assembly.
- 10.3 The Secretary General shall circulate any proposed amendments to the Statutes to all members societies at least 30 days prior to the forthcoming General Assembly. Amendments to the Statutes require a simple majority vote of those member societies present and entitled to vote, taken by secret ballot or show of hands, at the General Assembly.

Article 11. Dissolution

Dissolution of the World Gastroenterology Organisation shall require a simple majority vote of the General Assembly taken by secret ballot.

After dissolution, following settlement of all dues, debts and accounts, such monies will be allocated to a non-profitable charitable organization for a purpose which is exempt within the meaning of the United States Internal Revenue Code, which shall be decided upon by the General Assembly.

Article 12. Bylaws

The Bylaws prescribe all decisions and actions which may be necessary or appropriate for the optimal function of the Governing Council and its prescribed committees in fulfilling the mission of WGO.

The General Assembly shall adopt Bylaws which relate to the effective working of WGO. In particular circumstances, and to enhance the function of WGO, the Governing Council may change the Bylaws prior to a meeting of the General Assembly. Such action must be reported to, and be approved by, the General Assembly for the altered By-laws to have legal status. During the period between the change of the Bylaws by the Governing Council and the approval of the General Assembly, the amendments are valid.

Article 13. Honorary Presidents

Any person who has rendered eminent services to the field may be elected an Honorary President of WGO. Such election must be approved by a simple majority of the voting delegates of the General Assembly.

Article 14. Finances

The finances of WGO shall derive from:

- Foundations established and maintained by WGO for support of its activities.
- Annual subscriptions from member societies or any other agencies wishing to promote the mission of WGO.
- Money derived from Congresses, meetings and other educational activities.
- Other monies or materials donated to support a specific program or activity.

Article 15. WGO Committees/Divisions/Interest Groups

Standing committees, ad hoc committees, divisions, interest or working groups, task forces or advisors shall be established by the Executive Committee according to the needs of WGO and approved by the Governing Council.

WGO may elect to organize its activities in the following specialty and subspecialty areas:

- Endoscopy
- Hepatology
- Nutrition
- Oncology
- Surgery

Other areas of interest may be added in the future if considered appropriate by the Governing Council.

Article 16. The General Assembly

16.1 Meetings of the General Assembly shall be held every two years and at other times at the command of the President.

16.2 The General Assembly shall be formed by:

- i. Delegates representing eligible member societies of WGO. Each member society will be represented by no more than two delegates and normally these should be the President and Secretary of the society. However, up to two suitable alternatives may be delegated by the President of the society. The names of delegates are to be submitted in writing.
- ii. Members of the Governing Council.

16.3 Quorum. A quorum will consist of the number of representatives present at the General Assembly and who are eligible to vote. All measures will be passed by a simple majority.

Article 17. Function of the General Assembly

The General Assembly shall review and approve the work of the Governing Council and attend to other business as required or further stipulated in these Statutes and By-laws.

Article 18. Voting Powers at the General Assembly

There shall be two (2) delegates for each member society, but there shall be only one vote for each eligible member society.

Member specialized sections and groups of gastroenterologists, hepatologists, endoscopists, and any other related discipline, may be represented by a delegate without voting power.

Any member society which after due notification has not paid its dues for the period since the last General Assembly shall not be eligible to exercise its voting privileges unless the Governing Council rules otherwise.

In the event of a tie, the Chair of the Governing Council, that is, the WGO President, shall have the casting vote.

Article 19. Notice of Meetings

Notice stating the place, day and hour of any meeting of members shall be delivered to each member society entitled to vote at such meeting not less than thirty (30) nor more than ninety (90) days before the date of such meeting.

Article 20. Georges Brohée Medal and Lecture

The Georges Brohée Lecture shall be delivered during each World Congress of Gastroenterology to commemorate Dr. Georges Brohée, the founder of the first International Association of Gastroenterology. The Brohée Lecturer should be chosen by the WGO Governing Council from either the host country or the respective region. The Lecturer's travel expenses shall be paid from WGO funds while the host country shall be responsible for providing subsistence for the Lecturer. The Medal is provided by the Belgian Society of Gastroenterology.

Article 21. Henry L. Bockus Medal and Lecture

The Henry L. Bockus Lecture shall be delivered during each World Congress of Gastroenterology to commemorate Dr. Henry L. Bockus, president of the first World Congress of Gastroenterology and the first president of the World Gastroenterology Organisation. The Bockus Lecturer should be chosen by the WGO Governing Council. A medal will be presented to a gastroenterologist who has made a distinguished contribution to the clinical practice, science and/or teaching of gastroenterology. The medal, Lecturer's travel expenses and subsistence shall be paid from WGO funds.

Bylaws 2021

The Bylaws prescribe all decisions and actions which may be necessary or appropriate for the optimal function of the Governing Council and its prescribed committees in fulfilling the mission of WGO. The Governing Council may alter or repeal Bylaws provided that all Bylaws are consistent with the Statutes of the organization. To take effect, such changes must be reported to and approved by the General Assembly. During the period between the change of the Bylaws by the Governing Council and the approval of the General Assembly, the amendments are valid. The official language of WGO is English.

Article 1. Membership Affiliation, Resignation and Expulsion

- 1.1 Membership of a gastroenterology, hepatology, endoscopy and other related disciplines society or any other group in WGO shall become effective when ratified at a meeting of the Governing Council and subsequently by a simple majority vote of the eligible voting members present at the General Assembly. Membership of the WGO entails an obligation to pay the dues required.
- 1.2 All applications for membership by a gastroenterology, hepatology, endoscopy and other related disciplines society or any other group must include the list of members, officers and statutes of that society, specialized section or group. Evidence of organization and activity of the society or its equivalent should be supplied by the society applying for affiliation with WGO.
- 1.3 A member society shall be known only by and referred to in the membership roster and all related communications by its legal name as specified in the organization's articles of incorporation, statutes, by-laws and/or the legal equivalent to these incorporation documents as required within the member society's region.

- 1.4 A member society may resign from WGO at any time by filing its or his or her resignation with the Secretary General. Resignation by a member society shall not exempt it from payment of dues for the year of membership in which the resignation is tendered.
- 1.5 Any member society or group if judged guilty of unprofessional or unbecoming conduct may be expelled from WGO by a simple majority vote of the eligible voting members present at a General Assembly.

Article 2. The Governing Council

- 2.1 The Governing Council shall meet quarterly and always prior to each General Assembly in order to consider all matters relating to the activities of WGO. The Governing Council shall present a report of its activities to the General Assembly. The composition of the Governing Council is listed in Article 8.2 of the Statutes.
- 2.2 Quorum. At any meeting of the Governing Council, a majority of the voting members then in office shall constitute a quorum for the transaction of any business. If the number of voting members necessary to constitute a quorum shall fail to attend at the time and place fixed for any meeting of the Governing Council, those in attendance may adjourn from time to time without notice or other announcement of the meeting until the requisite number of voting members that constitute a quorum shall attend.

Article 3. Vacancies in the Governing Council

The Governing Council shall have the power to fill any vacancy on the Governing Council that may occur between meetings of the General Assembly.

Article 4. The Officers

- 4.1 The **President** shall be a statutory officer of WGO, and shall be responsible for the proper functioning of WGO and is empowered to undertake the necessary actions with the knowledge of the Governing Council. The President shall preside at all meetings of the Governing Council and at business sessions of the WGO. The position of the President will be limited to one, two-year term of office, which will run from the approval of the General Assembly.
- 4.2 The **President-Elect** shall be a statutory officer of WGO, and shall assist/represent the President in the conduct of the business of the organization. The position of President-Elect will be limited to one, two-year term of office, which will run from the approval of the General Assembly. The President-Elect will automatically become the next President when the term of the current President is completed. The President-Elect shall automatically ascend to the Presidency should this position become vacant during the term of office of the President. The President-Elect will serve as the Chairperson of the Foundation and act as the liaison between the Governing Council and the WGO Foundation. The candidate for President-Elect will have served at least one term previously on the Governing Council and will have previously participated in or contributed to WGO committees or other major societal programs in a substantial way.

- 4.3 The **Secretary General** shall be a statutory officer of WGO. He or she shall maintain liaison between WGO and the member societies and will be responsible for the duties assigned by the President and Governing Council. The Secretary General shall serve two, two-year terms of office from the approval of the General Assembly. The candidate for Secretary General will have previously participated in or contributed to WGO committees and other major societal programs in a substantial way.
- 4.4 The **Treasurer** shall be a statutory officer of WGO, and is responsible to the Governing Council for the finances of WGO. The Treasurer is required to keep appropriate accounts, to have such accounts appropriately audited on an annual basis and presented to the Finance Committee, and to invest the funds of WGO on the advice of the Finance Committee. The Treasurer is also the Chairperson of the Finance Committee of WGO. The Treasurer shall examine the credentials of the member society delegates prior to any General Assembly of WGO, and present these credentials to the Governing Council of WGO for their approval as a prerequisite for gaining admission to the General Assembly. The Treasurer shall serve two, two-year terms of office from the approval of the General Assembly. The candidate for Treasurer will have previously participated in or contributed to WGO committees or other major societal programs in a substantial way.
- 4.5 The **Past President** shall chair the Nominations Committee and may sit on the Executive Committee and Governing Council for one, two-year term of office which will run for two years from the approval of the General Assembly.
- 4.6 The **At-Large Member** shall be a statutory officer of WGO. He or she will be responsible for the duties assigned by the President and Governing Council. The At-Large member shall serve two, two-year terms of office from the approval of the General Assembly. The candidate will have previously participated in or contributed to WGO committees and other major societal programs in a substantial way.
- 4.7 If the activities of WGO require additional administrative assistance, the President and Governing Council are authorized to designate and employ such a person.
- 4.8 The duties of the chairpersons of the committees are to undertake those committee activities as set out in Article 6 of the Bylaws.

Article 5. Finances

- 5.1 The finances of the World Gastroenterology Organisation shall consist of:
- i. Membership dues from the member societies, which shall be determined by the Governing Council under the advice of the Finance Committee, who shall have power to increase, remit or reduce dues. The dues shall be payable annually during March of each year. They are to be collected by the treasurer of each member society and the costs of such collection shall be borne by the member society. The funds collected shall be forwarded directly to the WGO Treasurer in care of the offices of the Executive Secretariat.

- ii. Revenue from congresses, meetings and other educational activities shall be collected by the Treasurer of WGO in care of the offices of the Executive Secretariat in accordance with accepted financial practices.
 - iii. Additional funds may be obtained through gifts, bequests or subsidies from individuals, foundations, or governments with the approval of the Governing Council.
- 5.2 The finances must be sufficient to conduct the affairs of the World Gastroenterology Organisation.
- 5.3 The finances of the WGO shall be separate and independent of the budget for WGO organized or co-organized congresses and meetings.
- 5.4 The finances of WGO shall be administered by the Treasurer together with the members of the Finance Committee of WGO (see Article 7.5 of the Bylaws.)

Article 6. Standing Committees

6.1 Executive

- 6.1.1 The Executive Committee shall comprise the President, President-Elect, Past President, the Secretary General, the Treasurer and At-Large member with, in addition, a member of the Executive Secretariat in attendance. The Executive Committee shall meet before each Governing Council meeting and on other occasions deemed necessary by the President. It shall conduct the business of WGO in between meetings of the Governing Council, and shall draw up the agenda for a Governing Council meeting. The President may invite other individuals, as appropriate, to participate in the meetings of the Executive Committee.
- 6.1.2 Quorum. At any meeting of the Executive Committee, a majority of the voting members then in office shall constitute a quorum for the transaction of any business. If the number of voting members necessary to constitute a quorum shall fail to attend at the time and place fixed for any meeting of the Executive Committee, those in attendance may adjourn from time to time without notice or other announcement of the meeting until the requisite number of voting members to constitute a quorum shall attend.

6.2 Nominations

- 6.2.1 The Chairperson of the Nominations Committee shall be the Past President of WGO. If that is not possible, the chair will be appointed by the Executive Committee and approved by the Governing Council. The Committee shall meet in person by teleconference, or by other electronic means at least six months prior to the next General Assembly to consider the nominations submitted by member societies and other constituencies of the WGO for membership of the Governing Council, committees, and other groups as established to carry out the activities of the organization. From these submissions the Nominations Committee shall recommend a list of candidates for each office which shall be submitted by the Chairperson of the Nominations Committee to the Governing Council. The Governing Council may modify this list if necessary and thereafter submit it to the

General Assembly for its approval. The Nominations Committee shall consist of the Chairperson, President of WGO, an additional Past President to be nominated by the Governing Council, and the following Governing Council nominations: six representatives, with at least one from each of the four primary regions. All members shall maintain the right to vote in the deliberations of the Nominations Committee.

6.2.2 The regular method for nomination of officers and members of committees and other groups as established to carry out the activities of the organization in WGO is via a nomination process defined and undertaken by the Nominations Committee. Under special circumstances, the President can co-opt a new member, in agreement with the Chairperson of the committee. This nomination should then be considered for approval by the Nominations Committee during its next meeting.

6.2.3 The Nominations Committee shall only consider for the position of President-Elect nominations of those who have served at least one term previously on the Governing Council and will have previously participated in or contributed to WGO committees or other major societal programs in a substantial way. The Committee shall also only consider those nominations for other open officer positions who have participated in or contributed to WGO committees or other major societal programs in a substantial way.

6.3 Education and Training

Education and training represents a core primary program for WGO. Education and training promotes its activities in a variety of projects. Each of these projects shall be directed by a component committee or project team as established in accordance with the Statutes and Bylaws. Members of each component committee or project team, in turn, shall be coordinated by an individual who has been nominated by the Nominations Committee and approved by the General Assembly. The chairperson of each component committee or project team shall serve a maximum of two, two-year terms. As the priority and activity of individual projects will change from time to time, the existence of the various committees and project teams will be subject to change as directed by the Governing Council.

6.4 Guidelines

The Chairperson of the Guidelines Committee shall serve a maximum of two, two-year terms of office.

6.5 Finance

This committee shall be chaired by the Treasurer of WGO. It shall consist of the President, President-Elect, Secretary General, and, at least one representative from each of the four geographic regions. The Chairperson shall have the power to co-opt additional members to the Committee, with the approval of the Governing Council. It should meet at least once a year and report regularly to the WGO Governing Council and to the General Assembly. The Committee shall scrutinize the accounts and advise on the financial policy of WGO.

6.6 Publications Committee

The Chairperson of the Publications Committee shall serve a maximum of two, two-year terms of office.

6.7 Functions of Committees

- i. The Committees shall meet regularly in person, by teleconference or by other electronic means, according to a timetable determined by the Chairperson of the Committee.
- ii. The Chairperson may recommend to replace any member of a committee who has been absent from more than two consecutive meetings of a committee.
- iii. The budget for a committee shall be submitted two (2) months prior to the annual Governing Council meeting by the chairperson of the committee to the Treasurer of WGO for approval by the Finance Committee and Governing Council.
- iv. The Chairpersons shall ensure that each committee submits an annual report and a plan of action to the Governing Council.

6.8 Committee Terms of Service

Unless otherwise prescribed by these Bylaws, chairpersons and members of standing and ad hoc committees, interest groups and working groups and task forces shall serve a maximum of two, two-year terms of office.

Article 7. WGO Divisions, Interest Groups, Working Parties and Task Forces

The chairpersons of divisions, interest or working groups, and task forces established according to the needs of WGO will be proposed by the Executive Committee and Governing Council and approved by the General Assembly. Division and Interest Group chairpersons will be responsible for the integration of the respective activities and fields in the various WGO training and education activities. Where required, chairpersons will be entitled to nominate additional members to their groups for approval by the Executive Committee and Governing Council.

Article 8. Editorship of e-WGN and Other WGO Publications

One or more persons shall be appointed by the President and approved by the Governing Council to serve as Editor or Co-Editors of e-WGN and/or other designated WGO publications. The Editor or Co-Editors shall serve for a maximum of two, two-year terms.

Article 9. Business of the General Assembly

The following shall be included on the agenda of the General Assembly:

- i. Report of the President
- ii. Report of the Secretary General
- iii. Report of the Treasurer
- iv. Report of the Committee Chairpersons and other WGO Divisions, Interest and Working Groups and Task Forces
- v. Presentation and approval of nominations for membership to the Governing Council and Committees
- vi. The approval of the venue for the next World Congress

Article 10. World Congresses and Major Meetings of the Organization

When a World Congress is to be convened, it will be administered by the WGO in collaboration with member societies where appropriate. The Governing Council is authorized to seek and select a venue for the World Congress. The location for the World Congress shall be submitted to the General Assembly for its approval. After 2017, the World Congress will convene every two years.

Other major gastroenterology, hepatology, endoscopy and other related disciplines meetings shall be organized or co-organized and administered by the WGO in collaboration with member societies where appropriate. The Executive Committee is authorized to seek and select a venue for these meetings. The frequency and location for these meetings shall be determined by the Executive Committee and reported to the Governing Council and General Assembly during their next scheduled meeting.

Article 11. Communications

11.1 A newsletter of the WGO shall be published by WGO at regular intervals under the direction of an Editor or Co-Editors and the assistance of an Editorial Board.

11.2 A website shall be established and maintained to promote the goals and objectives of WGO.

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