



Regional Membership Contract

Between

The "Asociación Latinoamericana de Tórax"(ALAT)
- Latin American Thoracic Association

and

The "European Respiratory Society "(ERS)

and

The "Sociedad Chilena de Enfermedades Respiratorias" (SERCHILE)

Expression of intention:

Asociación Latinoamericana de Tórax
European Respiratory Society
Sociedad Chilena de Enfermedades Respiratorias

1. Definitions

In this Contract, the following terms have these meanings:

"ALAT" means the Asociación Latinoamericana de Tórax
(Latin American Thoracic Association)

"ERS" means the European Respiratory Society

"SERCHILE" means the **Sociedad Chilena de Enfermedades Respiratorias**

"ERS Constitution and Bylaws" means the Constitution and Bylaws of the ERS

"ERS Congress" means the annual International Congress of the ERS

"ALAT Regional Congress" means the biennial Regional Congress of the ALAT

"SERCHILE National Congress" means the annual National Congress of the
Sociedad Chilena de Enfermedades Respiratorias

"RMC" means Regional Membership Contract

"Members" means an active member in good standing of the SERCHILE

2. Purpose

The purpose of the RMC is to accord to SERCHILE the status of National Society Member of ALAT and ERS, which grants full ALAT and ERS institutional membership rights to SERCHILE and full benefits of ALAT and ERS individual membership to members of SERCHILE and set the rules governing this agreement.

* ERS Language Areas: English/Spanish/Portuguese/French/German/Russian/Chinese

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3. Obligations of the ALAT and SERCHILE

- a. To contribute to cover overhead costs of the International Institutional Membership Program of ERS and ALAT and in exchange of services and benefits provided to SERCHILE Members a reduced fee shall be agreed. SERCHILE may agree to include this fee in the national membership fee of SERCHILE or to finance totally its contribution to the overhead costs of the program through SERCHILE reserves.
- b. In order to ensure that all SERCHILE members receive materials and all communication relative to ERS and ALAT membership, SERCHILE will provide ERS and ALAT with the contact coordinates of its membership database; this information will be updated every twelve months.

The time of the first transfer of member contact coordinates Data from SERCHILE to ALAT and ERS will be agreed between the parties, to guarantee that the execution of the RMC can effectively take place in the date as agreed for hereto in Clause 10 - Term of the RMC)

SERCHILE will make sure that all contacts are informed about this transfer and have given their consent.

ALAT and ERS will make sure to use SERCHILE contact data only for the purposes as included in this IMC always strictly abiding by the Data Confidentiality Law of Switzerland, Chile and Uruguay.

- c. The ALAT and the SERCHILE will abide by the Constitution and Bylaws of the ERS always in its last approved version.
- d. The ALAT and the SERCHILE will undertake to inform all its Members of the exclusion of ERS Membership in case of Conflict of Interest with Tobacco Companies, according to ERS Constitution and By Laws.

4. Obligations of the ERS

4.1 The ERS will grant the members of ALAT and SERCHILE the following membership benefits:

- a. The ERS will provide electronic access to the European Respiratory Journal (ERJ) to members of the ALAT and the SERCHILE, except ERS Congress Abstracts and Proceedings supplements of the ERJ which will be distributed to Congress attendees only.
- b. The ERS will distribute the ERS Weekly to SERCHILE members.

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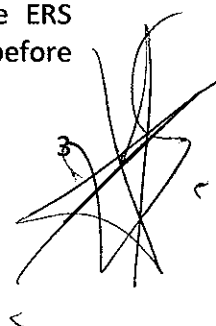
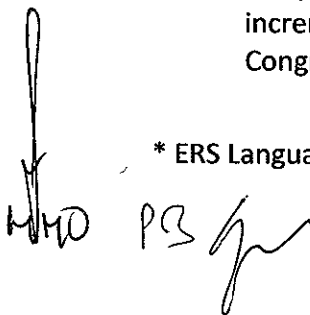
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- c. The ERS will provide electronic access to the European respiratory Review (ERR), Breathe and the Monograph to members of the ALAT and SERCHILE.
- d. The ERS will offer all its Publications in printed form to interested members of ALAT and SERCHILE at a special discounted price.
- e. Participation of distinguished ALAT and SERCHILE members at the scientific program of ERS Congress will be proactively encouraged by ERS and ALAT.
- f. ERS will proactively offer ALAT and SERCHILE Members preferred access to ERS Educational Services online and Events, and will endorse ALAT and SERCHILE Educational Services, where applicable.
- g. ERS will undertake and finance a program of developing sessions in Spanish and Portuguese* in the ERS Congress, with active participation of ALAT as faculty. ERS will also develop a jointly- funded program of adaptation and translation of its HERMES program into Spanish and Portuguese*, if there is sufficient demand, actively cooperating with faculty of ALAT and other ERS National Societies of the same language* area.
- h. Ordinary, distinguished and honorary members of the ALAT and SERCHILE may participate in the constitutional meetings of the ERS and may vote. They are eligible for election to office up to Assembly Head without any residency restriction, and eligible for any office position up to ERS Presidency, provided they have their main residence in Europe. Associate members of the ALAT and SERCHILE may participate in the constitutional meetings, but they may not vote and are not eligible for election to office, always according to ERS Constitution and Bylaws.
- i. Members of the ALAT and SERCHILE are accorded all rights and privileges as detailed in the ERS Constitution and Bylaws always in its current valid version.
- j. Distinguished Officers of the Executive Committee, members of Governance bodies and Members of ALAT and SERCHILE, provided they qualify and they apply for it, duly endorsed by ALAT and SERCHILE will be considered for election to the prestigious Fellow of the ERS academic community (FERS).

4.2 The ERS will grant the ALAT and the SERCHILE the following special institutional membership conditions:

- a. The ERS will grant to ALAT and SERCHILE a special Institutional Membership Allowance – ERS International Congress Allowance in recognition of support of ALAT and SERCHILE to foster participation of SERCHILE members in the ERS Congress. The amount of this grant will be calculated upon the reference of the incremental value of the number of SERCHILE delegates attending the ERS Congress versus the average attendance of the 12 previous years before

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signature of this IMC (Years 2002 to 2013, with exclusion of the extreme values in 2010 and 2013 – Barcelona venues).

It will be set by ERS and communicated officially and transferred to ALAT on a yearly basis after closing of the ERS Congress and availability of its attendance and economic results.

The calculation formula for the allowance in recognition of the support of ALAT and SERCHILE to foster participation is as follows:

(Number of Chilean participants in any future ERS International Congress - 12 year average as of 2002 to 2013 (without the influence of the two Barcelona congresses in 2010 and 2013) * (Total ERS income from registration / total participants paying and non-paying) * 66 %)

The amount of this grant will be shared on a 33 % / 33 % basis by ALAT and SERCHILE respectively.


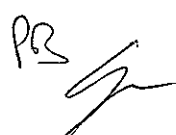
The final amount of the Institutional Membership Allowance – ERS International Congress Allowance shall be limited to the maximum value of the yearly Lump Sum to be paid by SERCHILE to ALAT and ERS for the Institutional Membership Fee.

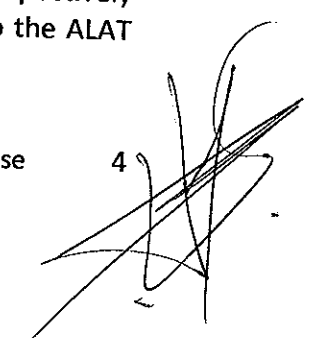
- b. Participation of distinguished SERCHILE members at the scientific program of ERS Congress will be proactively encouraged by ERS, ALAT and SERCHILE.
- c. The ERS will support the ALAT Regional Congress and the SERCHILE National Congress, providing the possibility of application to the ERS Scientific Committee for Endorsement of the Scientific Program of the ALAT Regional Congress and/or the SERCHILE National Congress as a whole or of specially selected sessions of them.
- d. ERS will also guarantee the availability and appointment of at least one officer of ERS's Leadership to attend ALAT Regional Congress and SERCHILE National Congress in representation of ERS. ERS will additionally foster the availability and appointment of the participation of two distinguished ERS international members at the scientific program of the ALAT Regional Congress; the availability and appointment of the participation ERS international members at the scientific program of the SERCHILE National Congress will be also encouraged by ERS, conditional and according to priorities.

5. Institutional Membership Fee

An ALAT and an ERS Institutional Membership fee of USD 25 and USD 25 respectively for ALAT and ERS per member of SERCHILE shall be paid by the SERCHILE to the ALAT

* ERS Language Areas: English/Spanish/Portuguese/French/German/Russian/Chinese

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annually as a lump sum as per 30th April for the commencing ERS fiscal year starting 1st April.

In the yearly count of members of SERCHILE for calculation of the lump sum, senior, non-paying members of SERCHILE (age \geq 65 years) will not be considered.

The ALAT will collect the agreed contributory fee from the SERCHILE and forward the lump total sum of this contribution corresponding to the ERS Institutional Membership Fee annually to the ERS for the duration of the RMC.

6. Individual Membership of ALAT and / or ERS

Individual Membership of ALAT and ERS will remain available for Non- Members of the SERCHILE however eligible to become members of SERCHILE. The special Institutional Membership Fee will not apply in those cases.

Potential members not eligible under the terms of SERCHILE but acceptable under ALAT and ERS membership can apply with proof of professional qualification directly to ALAT. After careful examination, and approval by ALAT and ERS, ALAT will inform the applicants of the decision. If accepted, the applicant will benefit of the special Institutional Membership Fee for Membership of ALAT and ERS

7. Participation of ALAT in the ERS Forum of European Respiratory Societies (FERS)

ERS will grant ALAT a seat as ERS Regional Institutional Member as observer without voting rights in FERS.

8. Participation of ERS in the ALAT Forum of Latin American Respiratory Societies ("Foro Latinoamericano de Sociedades de Medicina Respiratoria (FOLASOR)")



ALAT will grant ERS a seat as an observer without voting rights in FOLASOR.

9. Participation of SERCHILE in the ALAT Forum of Latin American Respiratory Societies ("Foro Latinoamericano de Sociedades de Medicina Respiratoria (FOLASOR)")

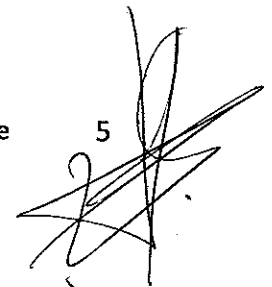
ALAT will grant SERCHILE a seat with voting rights in the FOLASOR, together with the representatives of all the National Societies who are Institutional Members of ALAT and ERS as an observer under the provision of this RMC.

10. Term of the RMC

This contract takes effect upon signature by both parties and approval by the Executive Committee and General Assembly of ALAT, ERS and SERCHILE.


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The initial term of this contract is for six (6) years, from 1/1/2015 to 31/12/2020, including six (6) ERS fiscal years from 1/4/2015 to 31/3/2021, tacitly extending year on year afterwards unless notice is given 6 months prior to the renewal date by any of the parties.

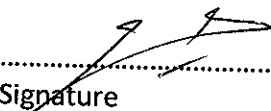
11. Legal Framework

All disputes by the parties, relating to the interpretation and implementation of this RMC and / or any of its clauses will be solved in a friendly and collegial manner directly between the Leadership of the parties at President / Secretary General level.

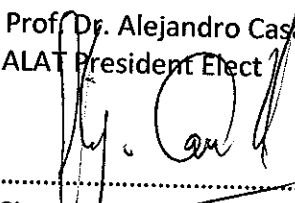
For all formal legal issues and eventual need of arbitration the Courts of Law in Lausanne, Vaud Canton, Switzerland jointly will be competent, as well as the Courts of Law in Uruguay and Chile where applicable.

Medellin, Colombia, August 1st, 2014


Prof. Dr. María Montes de Oca
ALAT President


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Prof. Dr. Alejandro Casas
ALAT President Elect

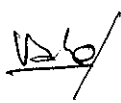

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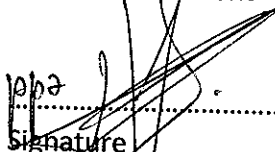
Prof. Peter Barnes
ERS President


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Signature

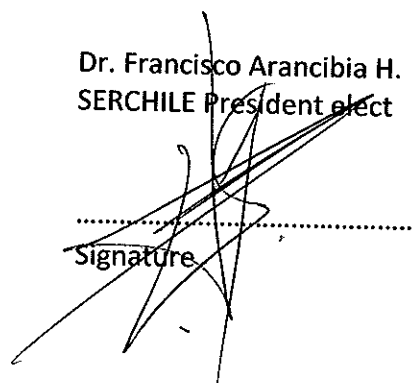
Prof. Dr. Giovanni Battista Migliori
ERS Secretary General


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Signature


Dr. Luis Calvo
SERCHILE President


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Signature

Dr. Francisco Arancibia H.
SERCHILE President elect


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Signature

Amendment to the Regional Membership Contract (RMC) between the Asociación Latinoamericana de Tórax (ALAT), the European Respiratory Society (ERS) and the Sociedad Chilena de Enfermedades Respiratorias (SERCHILE) of August 1st, 2014

Agreement between ALAT, ERS and SERCHILE on the final Calculation of the Institutional Membership Fee of SERCHILE

- ALAT Institutional Membership Fee for SERCHILE: 15.- USD yearly per SERCHILE Member younger than 65 years, during the first three years of duration of the RMC. Afterwards, 25.- USD yearly per SERCHILE Member younger than 65 years.
- ERS Institutional Membership Fee for SERCHILE: 25.- USD yearly per SERCHILE Member younger than 65 years
- Total Lump Sum to be transferred yearly to ALAT by SERCHILE: 40.- USD yearly x N (number of SERCHILE members younger than 65 years, during the first three years of duration of the RMC. Afterwards, 50.- USD yearly per SERCHILE Member younger than 65 years
- The exact number of SERCHILE members older than 65 years will be established according to the SERCHILE registry.
- The current numbers fixed at signature of the contract are ca. 610 total members of which 50 are >65 years. This sum will be updated yearly.
- Total Lump Sum to be transferred yearly to ALAT by SERCHILE: 40.- USD x circa 560 paying SERCHILE Members = 22,400.- USD during the first three years of duration of the RMC. Afterwards, 50.- USD yearly per SERCHILE Member younger than 65 years: 50.- USD x circa 560 paying SERCHILE Members = 28,000.- USD
- Total Lump Sum to be transferred yearly to ERS by ALAT: 25.- USD x circa 560 paying SERCHILE Members = 14,000.- USD
- This Institutional Membership Fee will be increased every time SERCHILE decides on an increase of the SERCHILE National Membership of currently 80.- USD per Member, in the same proportion.



Additional Agreement between ALAT and ERS on Individual Membership Fees for Non-Members of the SERCHILE

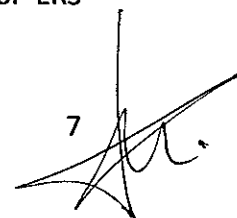
The official Individual Membership Fee of ALAT and ERS for Non-Members of SERCHILE however eligible to become Members of SERCHILE shall not be less than 2 (two) times the National + ALAT and ERS Institutional Membership Fee for SERCHILE Members.

Additional Agreement between ALAT and ERS and SERCHILE on Compensation to SERCHILE current members of ALAT and/or ERS

Members of SERCHILE, being currently members of ALAT and / or ERS at the closing date of this RMC, and with membership fees paid to ALAT and/or ERS still valid for more than 6 months will be entitled to full compensation of the remaining paid period in the form of a proportional voucher to be used for price reduction in any ALAT and / or ERS activity.

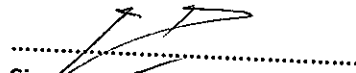
* ERS Language Areas: English/Spanish/Portuguese/French/German/Russian/Chinese


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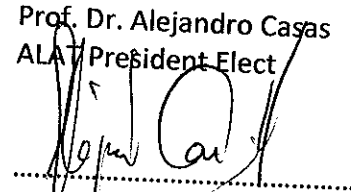


Medellin, Colombia, August 1st, 2014

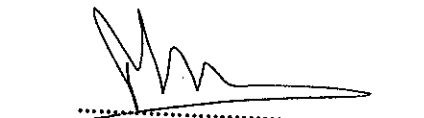
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ALAT President


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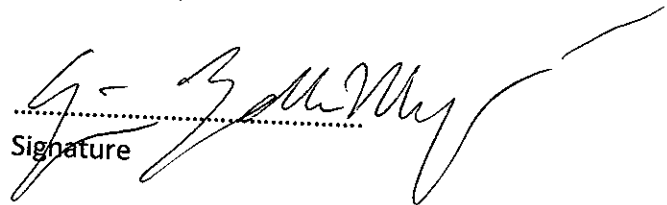
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ALAT President Elect


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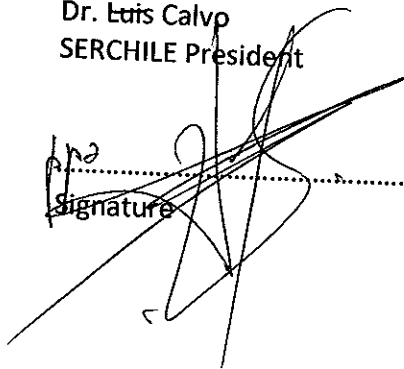
Prof. Peter Barnes
ERS President


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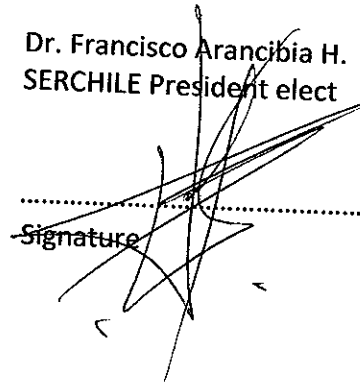
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ERS Secretary General


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Vale
Mario
Dr. Luis Calvo
SERCHILE President


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Signature

Dr. Francisco Arancibia H.
SERCHILE President elect


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Signature