

## **ARTICLES**

### **I. Name and Seat**

#### **Art. 1**

Under the name of European Association for the Study of the Liver (Europäische Vereinigung für Leberforschung), there exists an association according to Art.60ss. of the Swiss civil code. The Association has its seat in Zurich, Switzerland.

### **II. Purpose of the Association**

#### **Art. 2**

The purpose of the Association is to promote communication between European workers interested in the liver and its disorders. In particular, the Association shall:

- a) promote research concerning the liver;
- b) promote education of physicians, scientists and public awareness of liver diseases and their management;
- c) act as an advisor to European and national health authorities concerning liver diseases, provision of clinical services and the need for research funding;
- d) foster European multicentre controlled trials;
- e) facilitate scientific exchange;
- f) facilitate participation of young investigators at its meetings.

The association may acquire, hold and sell real estate.

### **III. Organisation**

#### **Art. 3**

The functional bodies of the Association are:

- a) Business Meeting of the members
- b) The Governing Board made of:
  - a. the Scientific Committee
  - b. the Treasurer
  - c. the Educational Councillors
- c) The Editor of the Journal of Hepatology with Assistant and Associate Editors
- d) The Ethics Committee

#### **IV. Business Meeting**

##### **Art. 4**

The Ordinary Business Meeting will be held annually. The Ordinary Business Meeting will consist of a business meeting and a scientific meeting as set forth in Section VIII hereof. Extraordinary Business Meetings shall be convened by the Governing Board at its discretion or within four weeks following a request in writing of 1/5 of the members.

##### **Art. 5A**

Unless provided otherwise herein, the Business Meeting shall take its resolutions by the majority of the Ordinary Members present.

##### **Art. 5B**

The Governing Board can call for a postal ballot of the Ordinary Members (ie not Corresponding Members and Training Members) on any matter that it thinks requires approval. For issues not related to changes in the Articles of Association, a simple majority vote of the Ordinary Members by a postal ballot will be sufficient to approve any motion put forward. If changes to the Articles of Association are being considered, then at least two-thirds of the Ordinary Members must vote and a majority of two-thirds will be necessary of the voting Ordinary Members to carry any motion put forward.

#### **Art. 6**

The design and contents of the Annual Meeting will be defined by the Governing Board.

Each Annual Scientific Meeting is chaired by the 'Honorary President of the Annual Meeting' who shall be proposed by the Governing Board. The President's name shall be proposed to the Association at the Ordinary Business Meeting one year before the meeting he/she is being proposed to chair takes place. The Honorary President of the Annual Meeting's tenure starts at the end of the Annual Scientific Meeting preceding the Annual Scientific Meeting he/she shall chair and ends with the termination of the Annual Scientific Meeting he/she chairs.

The Honorary President of the Annual Scientific Meeting must be of different nationality from the President of the four previous meetings and cannot be a member of the current Governing Board of the Association.

#### **Art. 7**

The Business Meeting will be chaired by the Secretary General and has the following powers:

- 1) To determine the country and venue for forthcoming meetings, at least two years in advance.
- 2) To elect the members of the Governing Board (including the members of the Scientific Committee, the Secretary General, the Vice-Secretary, the Treasurer, European Policy Councillor (EPC), the Educational Councillors and the members of the Ethics Committee).
- 3) To approve the business report of the Governing Board and the annual accounts presented by the Treasurer and counter signed by an accountant.
- 4) To discharge the members of the functional bodies carrying out the business of the Association.
- 5) To pass resolutions regarding the allocation of yearly revenues.
- 6) To approve the Articles of Association proposed by the Governing Board.

- 7) To adopt and amend the Articles of Association.
- 8) To approve the dissolution or the merger of the Association.
- 9) To pass resolutions regarding issues which are reserved to the Business Meeting by law or by the Articles of Association or which are presented to it by the Governing Board.

## **V. The Governing Board**

### **Art. 8**

The Governing Board consists of the Secretary General, the Vice-Secretary, the Scientific Committee, the Treasurer, the European Policy Councillor, the Educational Councillors and the Executive Director. The members of the Governing Board must be of different nationalities (not including the Educational Councillors, the Treasurer, the European Policy Councillor and the Executive Director). All members of the Governing Board can vote except for the Treasurer and except for the Executive Director, who has a consultative vote.

- a) The Secretary General is the Chief Executive of the Association. He/she automatically becomes Secretary General for a period of two years after having served for one year in the Scientific Committee and two years as Vice-Secretary. Subject to Article 9 hereof, the Secretary General is responsible for chairing the Governing Board and the Scientific Committee, and for running the administrative tasks pertaining to his/her function. He/she shares all relevant information with the Vice-Secretary who serves for two years in close collaboration with the Secretary General and who will be the Secretary General after him/her.
- b) The Scientific Committee consists of 7 members (including the Secretary General and the Vice-Secretary). The members must be under 48 years of age at the time of their nomination. Each member (except the Secretaries) serves for a period of three years and cannot be re-elected as a member of the Scientific Committee. Two new members of the Scientific Committee shall be elected by the Ordinary Business Meeting. In the event of an unexpected vacancy, the Governing Board shall nominate a substitute for the remaining period until the next Ordinary Business Meeting.

In addition to their role in the Governing Board, the Scientific Committee members are responsible for building the scientific program of the Annual Scientific Meeting. The Scientific Committee shall organize itself.

- c) The Educational Councillors are 2 members. There is no age limit at the time of the election. Each member serves for a period of four years and cannot be re-elected. One new member shall be elected every two years at the Ordinary Business Meeting. In the event of an unexpected vacancy, the Governing Board shall nominate a substitute until the next Ordinary Business Meeting. In addition to their role in the Governing Board, the Educational Councillors are responsible for Educational tasks as defined by the Governing Board.
- d) The European Policy Councillor (EPC) is commissioned by the Governing Board to support the development and implementation of the EASL EU public affairs programme aimed at raising the profile of liver diseases in the EU institutions (Parliament, Commission and Council), and ultimately improving EU public health policies and funding for research in the area of liver diseases. In doing so, the EPC acts in cooperation with the Vice-Secretary and works together with EASL's external consultants. The EPC is elected by the General Assembly. His/her mandate is for duration of 4 years and he/she cannot be re-elected. There is no age limit at the time of the election. The EPC participates in Governing Board meetings as appropriate. In the event of an unexpected vacancy, the Governing Board shall nominate a substitute until the next Ordinary Business Meeting.
- e) The Executive Director is appointed by the Governing Board and supports the Secretary General and the other members of the Governing Board in administrative matters. His mandate as Governing Board member lasts as long as he serves as Executive Director of the association. Besides his position as member of the Governing Board, the Executive Director is employed and reimbursed as an employee by the association and heads the office of the association and is responsible for the administration of the association, in particular for strategic planning, financial matters, compliance, fundraising, corporate relations, lobbying, representing the association, managing events organized by the association, and managing the Journal of Hepatology according to the decisions of the

Governing Board. The Executive Director does not have to be a member of the association.

An individual who has been a member of the Scientific Committee can be elected to the Governing Board as the Treasurer, an Educational Councillor or the European Policy Councillor, but his/her election cannot occur less than 5 years after he has left the Scientific Committee.

#### **Art. 9**

The Governing Board shall organize itself. The Secretary General, the Vice-Secretary or a member of the Scientific Committee designated by the Secretary General shall chair the meetings of the Governing Board.

The Governing Board may enact organization by the Articles of the Association stating its organization.

#### **Art. 10**

The Governing Board has the following duties:

- 1) To manage the business of the Association.
- 2) To carry out the resolutions taken by the Business Meeting.
- 3) To represent the Association. The Secretary General has joint signatory power together with the Treasurer or any other person entrusted with the management and representation by the Governing Board.
- 4) To attend to all matters which are not delegated to or reserved for another functional body of the Association pursuant to the law or the Articles of Association.
- 5) To accept new Ordinary Members, Corresponding Members and Training Members.
- 6) In case of considerable financial gains, the Governing Board prepares proposals for approval by the Business Meeting for the destination of parts of these gains. These destinations should serve purposes that are in agreement with the aims of the Association.
- 7) To prepare proposals for alterations of the Articles of Association if necessary.

- 8) To decide about matters concerning the membership fee.
- 9) To select and propose to the Business Meeting the name of the Editor of the Journal of Hepatology.

## **VI. The Treasurer**

### **Art. 11**

The Treasurer shall be elected by the Business Meeting. He will serve for five years and may be re-elected once.

### **Art. 12**

The Treasurer has the following duties:

- 1) To represent the Association against third parties together with the Secretary General or any other person entrusted with the management and representation by the Governing Board.
- 2) To collect and distribute money on behalf of the Association and keep records of all transactions.
- 3) To engage and supervise an accountant who will keep the books of the Association.
- 4) To present the annual accounts, consisting of the profit and loss statement and balance sheet, to the Business Meeting.

## **VII. Membership**

### **Art. 13**

Membership to the Association is open to anyone in Europe with an interest in the liver and its disorders. To become a member, a formal notice is addressed to the Secretary General. Candidates who are under the age of 35 years and who are in training (residents, research fellows, PhD students, Post-Doctoral fellows, and the like) may apply to become `Training Members` by sending a formal notice. The Governing Board approves members at its regular meetings.

Persons resident outside of Europe may become 'Corresponding Members'.

Corresponding members may attend but shall not vote at the Business Meeting of the Association.

**Art. 14**

Membership or Corresponding membership or Training Membership shall remain valid as long as the respective membership fees, if any, are paid.

**Art. 15**

The financial contribution of the members (membership fee, other contribution) shall be determined by the Governing Board.

The membership fee must be paid in advance and is due on January 31 of each year.

**VIII. Ordinary Business Meeting**

**Art. 16**

The Ordinary Business Meeting will consist of a business meeting dealing with the general affairs of the Association and of a scientific meeting providing scientific information to the members.

**Art. 17**

Well before the meeting, a call for abstracts regarding information which could be presented at the meeting will be mailed and advertised. The Scientific Committee will select abstracts for oral and poster presentation. Only studies unpublished at the time of submission of the abstracts will be accepted.

**Art. 18**

The Governing Board and the Educational Councillors may arrange seminars and other educational activities on the day before and during the Ordinary Business Meeting.

#### **Art. 19**

Attendance at the meeting and submission of abstracts is open to anyone with an interest in the liver and its disorders. Invitations to forthcoming meetings will be sent to all EASL members. Only accepted abstracts will be published in the Journal of Hepatology.

#### **Art. 20**

A registration fee is payable by all participants at the meeting who are not EASL members, the amount to be determined by the Governing Board. A reduced fee will be payable by non-member trainees.

### **IX. The Journal**

#### **Art. 21**

The official Journal of EASL is the Journal of Hepatology. The Journal and the title "Journal of Hepatology" is a property of the Association. Every member of the Association will receive regular issues and supplements of the Journal at a special concessionary rate. The annual membership fee will include the annual subscription to the Journal.

#### **Art. 22**

The editorial structure of the Journal of Hepatology consists of an Editor, who chooses Assistant Editors and Associate Editors. The Editor will be appointed by the Business Meeting, following the selection of candidates by the Governing Board, for five years. After each term, a re-election of the Editor for one year by the Business Meeting upon proposal by the Governing Board is possible.

### **IX.a Ethics Committee**

#### **Art. 22A**

The principle role of the Ethics Committee will be to review the membership of the panels which author EASL's Clinical Practice Guidelines to eliminate the potential for real or perceived bias which might undermine the integrity of the guidelines. In addition the Ethics Committee will respond to complaints made by EASL members, governmental authorities or

regulatory agencies about the conduct of any Governing Board member and members of any other EASL board or EASL representative.

The Ethics Committee consists of five members who will be independent of the Governing Board membership. One member, elected by the Ethics Committee, will perform the role of the chair. Members will serve for three years. The first members of the Ethics Committee will be proposed by the Governing Board for approval by the Business Meeting. New members will be proposed by the Ethics Committee for approval by the Business Meeting.

The Ethics Committee will meet once each year at the International Liver Congress and as needed.

The Ethics Committee will agree on guidelines for reviewing appointments to the Clinical Practice Guideline panels. Candidate membership of the panels will be proposed by the Governing Board for approval by the Ethics Committee according to these guidelines.

## **X. Finances**

### **Art. 23**

EASL is a non-profit organization. Its income is derived from the membership fees, funds, donations and various activities related to its objectives, such as a share of benefit from the Journal of Hepatology and the revenue of the Ordinary Business Meeting. 100% of the revenues from the Ordinary Business Meeting will belong to EASL. In case of losses of the annual meeting, all losses are incurred by the Association. The Association has no commercial purpose and does not intend to make a profit.

All assets of the Association remaining after a possible liquidation of the Association shall be transferred to an institution with the same or similar objectives of public interest as those of the Association and which institution has been granted tax exemption. In any event, none of the assets of the Association remaining after a possible liquidation of the Association will be distributed among the founders or among the members of the Association. Also, none of such assets will be used for the benefit of the founders or the members of the Association.

The bodies of the Association are strictly acting on a honorary basis. Except

for the payment of expenses actually incurred and except for an adequate honorarium for specific, function-related work for the Association that cannot be delegated or outsourced, the members of the bodies of the Association shall not receive any remuneration.

## **XI. Working Rules**

### **Art. 24**

An approved set of working rules deals with the common activities of the Association.

### **Art. 25**

These Articles of Association shall only be changed by a vote of at least two thirds of the Ordinary Members present at the Ordinary Business Meeting.

## **XII. Sundries**

### **Art. 26**

The business year begins on January 1 and ends on December 31, for the first time on December 31, 1994.

### **Art. 27**

The Business Meeting may at any time resolve the dissolution and liquidation of the Association, if at least fifty percent of the Ordinary Members are present at the meeting. At least a two-third majority of the Members present at the meeting is required for the adoption of such a resolution.

The liquidation shall be carried out by the Governing Board to the extent that the Business Meeting has not entrusted the same to other persons. The authority of the Business Meeting remains in force during the liquidation period. The Business Meeting determines, by taking into consideration Article 23 hereof, how the proceeds of the liquidation are to be used.

**Art. 28**

Invitations and notices to Members, Corresponding Members and Training Members shall be sent by mail to their addresses and shall be published in the Journal.

**Art. 29**

The Association shall be registered in the Commercial Register of the canton of Zurich.

**Art. 30**

These Articles of Association will come in force on the day of the meeting of the founding members. These Articles of Association were adopted by the Business Meeting.