

ARTICLES OF ASSOCIATION

(THE EASL CONSTITUTION)

I. Name and Seat

Art. 1

Under the name of European Association for the Study of the Liver (EASL) ("Association Européenne pour l'Etude du Foie"), there exists a non-profit association governed by the present Articles of Association and, secondly, by Art.60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational. In these Articles of Association "Europe" means countries covered by the Regional Office for Europe of the World Health Organization.

Art. 2

The Association's seat is located in the Canton of Geneva, Switzerland ("Home of Hepatology"). The association shall be of unlimited duration.

II. Purpose of the Association

Art. 3

The purpose of the Association is to promote communication between all those 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. Resources

Art. 4

The Association's resources are derived from:

- a) donations and legacies;
- b) sponsorships and grants;
- c) public subsidies;
- d) membership fees;
- e) Publications, such as The Journal of Hepatology, JHEP Reports and other journals;
- f) The International Liver Congress (ILC) and conferences;
- g) Any other resources authorized by the law.

The funds shall be used in accordance with the Association's purpose set in art. 3.

The financial responsibility of the members is limited to the amount of their membership fee.

IV. Membership

Art. 5

Membership to the Association is open to anyone in Europe with an interest in the liver and its disorders.

The Association comprises:

- a) Ordinary Members within Europe, with voting rights at the General Assembly;
- b) Persons resident outside of Europe may become Corresponding Members. Corresponding Members may attend but shall not vote at the General Assembly of the Association.

To become a member, a formal notice is addressed to the Secretary General. The Governing Board approves members at its regular meetings or by written circulation (e.g. email).

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.

Membership ceases:

- a) On death;
- b) By written resignation thereby notifying the Governing Board at least six months before the end of the financial year;
- c) By exclusion ordered by the Governing Board without giving any reason. In such case, the reason for the exclusion cannot be challenged by the member before Courts;
- d) Membership expires if the renewal fee is not paid.

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

V. Organisation

Art. 6

The functional bodies of the Association are:

- a) The General Assembly of the members;
- b) The Governing Board made of:
 - a. Secretary General
 - b. The Vice-Secretary
 - c. the Scientific Committee;
 - d. the Treasurer;
 - e. the Educational Councillor;
 - f. The European Policy Councillor (EPC);
- c) The Editor of the Journal of Hepatology, JHEP Reports and other official journals by EASL;
- d) The Ethics Committee, the Educational Committee and the Policy and Public Health Committee

VI. General Assembly

Art. 7

The General Assembly is the Association's supreme authority.

It is composed of the members. The General Assembly will be held annually. The General Assembly shall be considered valid regardless of the number of members present.

The Governing Board shall inform the members in writing of the date of the General Assembly at least four weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

Extraordinary General Assemblies 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. 8

The design and contents of the General Assembly will be defined by the Governing Board. The General Assembly is held every year during the International Liver Congress (ILC).

The General Assembly will be chaired by the Secretary General and:

- a) Appoints and elects the members of the Governing Board including the members of the Scientific Committee, the Secretary General, the Vice-Secretary, the Treasurer, the European Policy Councillor (EPC), the Educational Councillor
- b) Appoints and elects the members of the Ethics Committee, the members of the EASL Policy and Public Health Committee and the members of the Educational Committee.
- c) Appoints and elects the Honorary President of the International Liver Congress (ILC) proposed by the Governing Board. The President's name shall be proposed to the Association at the General Assembly one year before the meeting he/she is being proposed to chair takes place. The Honorary President of the ILC must be of different nationality from the President of the three previous meetings and cannot be a member of the current Governing Board of the Association.

- a) Appoints and elects the Editors of Journal of Hepatology and JHEP Reports.
- b) Notes the business report of the Governing Board and financial statements for the year and votes their adoption;
- c) Approves the annual budget;
- d) Discharges the members of the functional bodies carrying out the business of the Association;
- e) Decides on any modification of the Articles of Association;
- f) Fixes the annual membership fees;
- g) Decides the dissolution or approves the merger of the Association;
- h) Passes resolutions regarding issues which are reserved to the General Assembly by law or by the Articles of Association or which are presented to it by the Governing Board;

Art. 9

Unless provided otherwise herein, the General Assembly shall take its resolutions by the majority of the Ordinary Members present. In case of deadlock, the Secretary General shall have the casting vote.

Decisions concerning the amendment of the Articles of Association and the dissolution of the Association must be approved by a two-third majority of the Ordinary members present.

Art. 10

The Governing Board can call for a postal ballot of the Ordinary 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 by a postal ballot, then at least two-thirds of the Ordinary Members must vote, and a majority of two-third of the Ordinary Members will be necessary to approve the amendments.

VII. The Governing Board

Art. 11

The Governing Board consists of the Secretary General, the Vice-Secretary, the Scientific Committee, the Treasurer, the European Policy Councillor (EPC) and the Educational Councillor. The members of the Governing Board must be of different nationalities (not including the Secretary General, the Vice Secretary, the Educational Councillor, the Treasurer and the European Policy Councillor). All members of the Governing Board can vote except for the Treasurer 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 two years as Vice-Secretary. Subject to Article 12 hereof, the Secretary General is responsible for chairing the Governing Board, and for running the administrative tasks pertaining to his/her function. He/she shares all relevant information with the **Vice-Secretary**, who is elected by the General Assembly among the EASL members, serves for two years in close collaboration with the Secretary General and who will be the Secretary General after him/her. The age of the Vice Secretary must not exceed 56 years at the time of election.
- b) **The Scientific Committee** consists of 6 members. The members must be under 48 years of age at the time of their nomination. In case of maternity leave for female nominees, the eligible age is calculated by deducting 18 months per child from the actual age, while per male nominees, this age is calculated by deducting documented months of paternity leave from actual age. Each member serves for a period of three years and cannot be re-elected as a member of the Scientific Committee. New members of the Scientific Committee shall be elected by the General Assembly. In the event of an unexpected vacancy, the Governing Board may nominate a substitute for the remaining period until the next General Assembly.

In addition to their role in the Governing Board, the Scientific Committee members are responsible for building the scientific program of the International Liver Congress (ILC) and other EASL events with original data abstract submissions. The Scientific Committee shall organize itself and elects among its members on an annual basis their internal chair who reports to the Governing Board and coordinates the activities of the Scientific Committee.

- c) **The Educational Councillor** is commissioned by the Governing Board to support the development of EASL educational programming. In doing so, the Educational Councillor acts in cooperation with the EASL Educational Committee which he/she chairs. There is no age limit at the time of the election. The EASL Educational Councillor serves for a period of four years and cannot be re-elected. In the event of an unexpected vacancy, the Governing Board shall nominate a substitute until the next General Assembly.
- d) **The European Policy Councillor (EPC)** is commissioned by the Governing Board to support the development and implementation of EASL Policy at the Public Health level and to raise the awareness and profile of liver diseases in the EU Institutions (Parliament, Commission and Council), and ultimately improving public health policies and EU funding for research in the area of liver diseases. In doing so, the EPC acts in cooperation with the EASL Policy and Public Health Committee which he/she chairs. 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. In the event of an unexpected vacancy, the Governing Board shall nominate a substitute until the next General Assembly.

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

The next Treasurer, the next Educational Councillor and the next European Policy Councillor (EPC) are nominated one year before the end of the mandate of the current ones (considered as an overlap period). During that period, the next Treasurer and the EPC have consultative votes only.

Art. 12

The Governing Board shall organize itself. The Secretary General and the Vice-Secretary shall chair the meetings of the Governing Board. The Governing Board may enact organization by the Articles of the Association stating its organization.

Art. 13

The Governing Board has the following duties:

- a) To take the appropriate measures to achieve the purposes of the Association, by setting-up appropriate strategies;
- b) To convene the Ordinary and Extraordinary General Assemblies;
- c) To ensure that the Articles of Association are applied, to draft rules of procedure, and to administer the assets of the Association;
- d) To carry out the resolutions taken by the General Assembly;
- e) 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;
- f) To accept new Ordinary Members and Corresponding Members, as well as the resignation and possible expulsion of members;
- g) In case of considerable financial gains, the Governing Board prepares proposals for approval by the General Assembly for the destination of parts of these gains. These destinations should serve purposes that are in agreement with the purposes and aims of the Association;
- h) To prepare proposals for alterations of the Articles of Association if necessary;
- i) To prepare proposals about changes concerning the membership fee;
- j) To select and propose to the General Assembly the name of the Editor of the Journal of Hepatology and JHEP reports.

Art. 14

The Governing Board members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs.

Potential attendance fees cannot exceed those paid for official commissions. For activities beyond the usual function, each Committee member is eligible for appropriate compensation (adequate honorarium).

VIII. The Treasurer

Art. 15

The Treasurer shall be elected by the General Assembly. He will serve for five years and cannot be re-elected.

Art. 16

The Treasurer has the following duties:

- a) 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;
- b) To manage the funds of the Association through an investment strategy;
- c) To present the annual financial statements (consisting of the profit and loss statement, the balance sheet, and the notes) to the General Assembly for approval.

IX. The EASL Journals

Art. 17

The two official Journals of the Association is the Journal of Hepatology and JHEP Reports. The Journals and the titles "Journal of Hepatology" and "JHEP Reports" are properties of the Association. Every member of the Association will receive or have access to regular issues and supplements of the Journals at a special concessionary rate.

Art. 18

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 General Assembly, following the selection of candidates by the Governing Board, for five years

The editorial structure of JHEP reports consists of an Editor who chooses Assistant and Associate Editors. The Editor will be appointed by the General Assembly, following the selection of candidates by the Governing Board, for five years.

X. Ethics Committee

Art. 19

The 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. 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.

The Ethics Committee consists of five members who will be independent of the Governing Board. One member, elected by the Ethics Committee, will perform the role of the chair. Members will serve for three years. New members will be proposed by the Ethics Committee for approval by the General Assembly. The Ethics Committee will meet once each year at the International Liver Congress (ILC) and as needed.

In addition, the Ethics Committee will respond to complaints made by the EASL members, employees, governmental authorities or regulatory agencies about the conduct of any Governing Board member, members of any other EASL board, EASL representatives and employees. The Ethics Committee shall review on an annual basis the EASL Code of Conduct, the Governance of the Association and its compliance with rules and regulations in use within non-profit organisations.

XI. The EASL Policy and Public Health Committee

Art. 20

The EASL Policy and Public Health Committee cannot be Governing Board members and comprises 4 members and 1 patient member representative. Each member serves for a period of 3 years and cannot be re-elected as EASL Policy and Public Health Committee members. New members of the Policy and Public Health Committee shall be elected by the General Assembly, but are not Governing Board members. There is no age limit at the time of election. The EASL Policy and Public Health Committee is organized by the European Policy Councillor (EPC) and supports him/her in his/her duties.

XII. The Educational Committee

Art. 21

The Educational Committee comprises 6 members. At least 2 members should represent non-hepatology specialties of relevance to EASL education. Each member serves for a period of 3 years and cannot be re-elected as an Educational Committee member. New members of the Educational Committee shall be elected by the General Assembly, but are not Governing Board members. At any point in time, one member of the Educational Committee should be below 40 years of age at the time of election, for the remaining members there is no age limit at the time of the election. The Educational Committee is organized by the Educational Councillor and supports him/her in his/her duties.

XIII. The Auditor

Art. 22

Each year the General Assembly may be entitled to appoint an Auditor.

The Auditor shall check the operating and annual accounts prepared by the Governing Board and present a written and detailed report to the General Assembly.

XIV. Signature and Representation

Art 23

The Association is legally bound by the joint signature of The Secretary General together with the Treasurer or any other person entrusted with the management and representation by the Governing Board.

XV. EASL Office

Art. 24

The administrative and operational tasks of the Association may be delegated by the Governing Board to a Managing Director who leads the EASL Office.

The Managing Director of the EASL Office receives his/her instructions, tasks and annual objectives from the Governing Board, to which he/she reports to on a regular basis.

XVI. Working Rules and internal guidelines

Art. 25

The Governing Board approves a set of working rules and internal guidelines dealing with the common activities of the Association as well as the organization of its offices.

XVII. Various provisions

Art. 26

The financial year shall begin on 1 January and end on 31 December of each year.

Art. 27

Invitations and notices to Ordinary Members and Corresponding Members shall be sent by mail to their addresses and shall be published in the Journal of Hepatology.

Art. 28

These Articles of Association were adopted by the General Assembly.

Art. 29

The General Assembly may at any time resolve the dissolution and liquidation of the Association, if at least fifty percent of the General Assembly 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 General Assembly has not entrusted the same to other persons. The authority of the General Assembly remains in force during the liquidation period.

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 present Articles of Association have been approved by the General Assembly of Friday April 12th, 2019 in Vienna, Austria.

For the Association



Prof. Phil Newsome
Secretary General



Prof. Francesco Negro
Treasurer

