

EASL ARTICLES OF ASSOCIATION

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I Presentation

1 Name

Article 1

Under the name of European Association for the Study of the Liver (EASL) ("Association Européenne pour l'Etude du Foie" [AEEF]), there exists a non-profit association governed primarily by the present Articles of Association (the "**Articles**") and, secondly, by Art.60 et seq. of the Swiss Civil Code.

In these Articles and within the Association, the term "Europe" has the meaning ascribed to it by the Governing Board.

2 Duration and seat

Article 2

The Association shall be of unlimited duration.

The Association is located in the Canton of Geneva, Switzerland.

II Purpose

Article 3

[European Association for the Study of the Liver](#)

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EASL's vision is: Beating liver disease. Promoting liver health.

EASL's mission is: To be the Home of Hepatology for everyone engaged in beating liver diseases. We are committed to fostering awareness, prevention and the best possible patient care.

To these ends, EASL pursues its activities under four strategic pillars: Education, Advocacy, Science and Leadership.

EASL's values are: People, Purpose and Planet.

- **People:** We recognise the importance of diversity, equality, and inclusion as foundational principles in every aspect of our work. This commitment permeates through our governance, volunteer engagement, patient & community engagement, ethical business practices, and HR policies,
- **Purpose:** We are dedicated to maintaining the highest standards of governance, performance, and administrative quality. This dedication is ingrained in our operations, influencing our approach to costs and revenues, supporting our members and driving our impact in liver research and treatment.
- **Planet:** We strive to embed sustainability and environmental responsibility in every aspect of our work.

In pursuing EASL's purpose, we are guided by a Code of Conduct, which together with its underlying policies, shall serve as an ethical framework for all stakeholders, ensuring consistent alignment with the EASL's mission and ethical standards.

III Resources

Article 4

The Association's resources are, in particular, derived from the following financial resources:

- (a) Donations and legacies (philanthropy)
- (b) Healthcare industry sponsorship and grants
- (c) Public subsidies
- (d) EU institutions grants
- (e) Grants (other)
- (f) Membership fees
- (g) Event registration fees
- (h) Education subscriptions
- (i) Publishing revenues
- (j) Content licencing revenues
- (k) Real estate
- (l) Commissions and through operations
- (m) Any other resources authorised by the law

These financial resources shall be used to achieve the Association's purpose set in Article 3 above and, as the case may be, in accordance with the investment strategy adopted by the Governing Board.

IV Means

Article 5

The Association pursues its mission through, including but not limited to:

- (a) Research grants
- (b) Educational events (face to face and online)
- (c) Advisory services to European and National authorities
- (d) Clinical services
- (e) Registries and trials
- (f) Support of Young Investigators
- (g) Fellowships
- (h) Journals
- (i) Membership programme
- (j) Online education and content platform
- (k) Clinical Practice Guidelines
- (l) Policy statements
- (m) Patient groups network
- (n) Institutional website
- (o) Healthcare industry engagement programme
- (p) Media

V Membership

Article 6 - Membership accession

Membership of the Association is open to any individual with an interest in liver health.

To become a member, an application form must be completed and submitted either through the dedicated portal on the website of the Association, or in person at the meetings and events of the Association.

The Governing Board sets the further applicable procedure relating to membership accession and has a discretionary power to accept or decline new members.

Article 7 - Members' rights

Every member of the Association will receive or have access to regular issues and supplements of the EASL Journals at a special concessionary rate.

Members will also be invited to attend at special rates all Association's event's, including the annual congress (the "**EASL Congress**"), and the Association's General Assemblies.

Voting rights are reserved for members, whose primary place of professional activity is in Europe and who have duly paid their annual membership fee (the "**Voting Members**").

The Governing Board sets the further applicable procedure relating to membership voting rights.

Article 8 - Members' obligations

Members pay a renewable annual fee, which is indivisible and non-refundable (even in case of voluntary exit or exclusion before the end of the annual membership).

Only the Association's assets may be used for obligations and commitments contracted in its name. The members bear no personal financial liability other than the payment of their membership fee.

Article – End of membership

Membership ceases:

- (a) On death;
- (b) 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, as may be further specified in the applicable rules relating to exclusions adopted by the Governing Board;
- (c) If the renewal membership fee is not paid by the final deadline;
- (d) By written resignation of the member.

In all cases, when membership ceases, membership benefits will no longer be accessible.

VI The EASL Journals (JHEP, JHEP Reports and others)

Article 9

The official titles of EASL Journals include: the Journal of Hepatology and JHEP Reports. The Governing Board may decide to organise the addition of other EASL Journals as well.

The EASL Journals and their titles are properties of the Association.

The editorial structure of each EASL Journal consists of an Editor in Chief, who chooses an editorial team. The Editor in Chief is nominated by the Governing Board and elected by the General Assembly for a period of five years.

The Editors in Chief report to the Governing Board.

VII Organisational structure and bodies

1 Organisation structure

Article 10

The functional bodies of the Association include:

- (a) The General Assembly
- (b) The Governing Board
- (c) The Scientific Committee
- (d) The Management Committee
- (e) The Educational Committee
- (f) The Policy and Public Health Committee
- (g) The Ethics and Compliance Committee
- (h) The Auditor, as the case may be

2 General Assembly

2.1 Composition

Article 11

The General Assembly is the Association's supreme authority.

It is constituted of the Voting Members, it being specified that the other members can attend as well.

2.2 Duties

Article 12

The General Assembly has the following non-transferable duties:

- (i) Elect the members of the Governing Board (ie. the members of the Scientific Committee, the Vice-Secretary, the Treasurer, the Public Health Councillor, the Educational Councillor, the Internal Affairs Councillor, and the External Affairs Councillor);
- (j) Elect the members of the Ethics and Compliance Committee, the members of the Policy and Public Health Committee and the members of the Educational Committee;
- (k) Elect the Editors in Chief of the EASL Journals;
- (l) As the case may be, appoint the Auditor;

- (m) Approve the, as the case may be, audited financial statements of the previous financial year;
- (n) Approve the annual budget for the next financial year;
- (o) Approve the discharge of the members of the Governing Board and of the Management;
- (p) Approve any modification of the Articles of Association;
- (q) Approve changes to the membership fees or their structure;
- (r) Approve the dissolution or the merger of the Association; and
- (s) Approve any other resolutions which are reserved to the General Assembly by the law, by the Articles or which are presented to it by the Governing Board.

2.3 Applicable procedures

Article 13 - Ordinary and Extraordinary General Assemblies

The ordinary General Assembly will be held annually, within six months after the end of the financial year, during the EASL Congress.

Extraordinary General Assemblies may be called at any time, as required.

Article 14 - Calling of the General Assemblies

The General Assembly is called by the Governing Board at its discretion or within four weeks following a request in writing of one-fifth of the Voting Members.

The Governing Board will, for information purposes only, share with the members in writing the date of the General Assembly, approximately four weeks in advance. The formal convening notification, including the proposed agenda, shall be shared with the members, and provided on the EASL website, at least 10 days prior to the date of the meeting.

The design and contents of the General Assembly will be defined by the Governing Board.

In particular, the notification shall state the matters to be taken up at the meeting, together with the propositions of the Governing Board or the Voting Members that requested the calling of a General Assembly.

Only those items appearing on the agenda of the General Assembly will be discussed and voted on.

Article 15 - No quorum, constitution of the General Assembly

The General Assembly shall be considered valid regardless of the number of Voting Members present.

The General Assembly will be chaired by the Secretary General, or in their absence, the Vice-Secretary, or in their absence, any member of the Governing Board elected by such General Assembly.

The General Assembly shall also designate a Secretary who draws up the minutes, who does not need to be a member of the Governing Board.

Article 16 - Resolutions, minutes

Unless provided otherwise in these Articles, the General Assembly shall take its resolutions by the majority of the votes cast by members with voting rights. In case of deadlock, the Chair of the General Assembly shall have the casting vote.

The amendment of the Articles must be approved by a two-third majority of the votes cast by members with voting rights.

The deliberations and resolutions adopted by the General Assembly are recorded in the minutes. The minutes are signed by the Chair and Secretary of the General Assembly.

Article 17 - Postal and electronic ballot

The Governing Board can call for a postal or electronic ballot of the Voting Members on any matter that it thinks requires approval.

In principle, a simple majority of the Voting Members who responded to the postal or electronic ballot, within the imparted deadline, is sufficient to approve any motion put forward.

The amendments of the Articles must be approved by two-thirds of the Voting members who responded to the postal or electronic ballot, within the imparted deadline, provided that at least two-thirds of all Voting Members have participated.

3 Governing Board

3.1 General principles

3.1.1 Composition

Article 18 - Members of the Governing Board

The Governing Board is a body elected by the General Assembly to execute, or authorise others to execute, all acts and operations of EASL which are not reserved to the General Assembly.

The Governing Board consists of:

- (a) the Secretary General,
- (b) the Vice-Secretary,
- (c) the Scientific Committee,
- (d) the Treasurer,
- (e) the Public Health Councillor,
- (f) the Educational Councillor,
- (g) the Internal Affairs Councillor, and
- (h) the External Affairs Councillor.

Unless otherwise stated in these Articles, all Governing Board members are nominated by the Governing Board and elected by the General Assembly.

Article 19 - Elect-members

The next Treasurer, Public Health Councillor, Educational Councillor, Internal Affairs Councillor, and External Affairs Councillor are nominated by the Governing Board and elected by the General Assembly one year before the end of the mandate of the current member (considered as an overlap period).

The elect-members shall shadow the current member.

3.1.2 Duties

Article 20

The Governing Board has the following non-transferable duties:

- (a) The high management of the Association, namely:
 - (i) The definition of the strategy and the general means to achieve the Association's purpose;
 - (ii) The ultimate supervision of the people entrusted with the management of the Association;
 - (iii) The approval of the projects presented by the Management Committee, Scientific Committee, Educational Committee, Policy, Public Health and Advocacy Committee, and EASL Office represented by the Executive Director, and of the programme of activities as well as their corresponding budgets;
- (b) The adoption of the EASL Code of Conduct as well as of the underlining policies;
- (c) The initiation or settlement of strategic or material proceedings.

- (d) The determination of the principles for the internal organisation of the administration and the management of the Association (the "**EASL Office**").
- (e) The appointment and dismissal of the people entrusted with the management of the Association and the registration of representatives in the Commercial Registry.
- (f) The establishment of a risk management system, including in respect of the compliance with the law and the Articles.
- (g) The principles governing the accounting, financial control and financial planning, including:
 - (i) The establishment of the accounting function and the determination of the accounting framework;
 - (ii) The establishment of an appropriate internal financial control system; and
 - (iii) The establishment of an appropriate financial planning system, including the annual budget.
- (h) The preparation of the management report for the Ordinary General Assembly, including the approval of the accounts.
- (i) The convening of the Ordinary and Extraordinary General Assemblies, the proposed agenda and the proposals of the Governing Board in relation to each item of the agenda.
- (j) In case of considerable financial gains, the Governing Board prepares a special proposal for approval by the General Assembly for the destination of parts of these gains, it being specified that these destinations should serve purposes that are in agreement with the purposes and aims of the Association.
- (k) The monitoring of the execution of the decisions of the General Assemblies taken in accordance with the law and the Articles.
- (l) All other matters which are not delegated to or reserved for another functional body of the Association pursuant to the law or the Articles.

Article 21 - Delegation, Executive Director

Subject to the above reserved matters, the Governing Board may delegate the day-to-day management (administrative and operational tasks) of the Association to an Executive Director of the Association and who shall lead the EASL Office.

In such case, the Governing Board grants the Executive Director such delegation, powers and authority as necessary to enable the business, financial and daily management of the Association and the EASL Office, to be

conducted in a smooth and professional way in accordance with the strategy set by the Governing Board.

The Executive Director reports on a regular basis to the Governing Board.

3.1.3 Applicable procedures

Article 22 - Board regulations

Unless otherwise stated in these Articles, the Governing Board may organise itself and adopt Board regulations to specify its organisation.

Article 23 - Governing Board Meetings

The Governing Board meets as often as is deemed to be in Association's interest, but at least three times per year.

The Secretary General and, in their absence, the Vice-Secretary shall chair the meetings of the Governing Board.

The meetings are held by any means that permit deliberations (in person, by telephone or video conference).

If the meeting is organised in person, it takes place either at the Association's registered office, or in any other place, with the consent of no less than half of the Board members.

The members of the Governing Board and the Executive Director have, in principle, the right to participate to all Governing Board meetings.

The Secretary General or, in their absence, the Vice-Secretary, may invite elect-members of the Governing Board, third parties, including the Executive Assistant to the Governing Board, and other EASL staff members, as required.

At the meeting, the Governing Board shall also designate a Secretary, who draws up the minutes and who does not need to be a member of the Governing Board.

Article 24 - Calling of Meetings

The meetings shall be convened by the Secretary General or, in their absence, the Vice-Secretary, at their discretion, or within ten days following a request in writing of half of the Board members.

Unless the meeting is urgent, the invitation is sent by written or electronic communication, with a 10-day notice period, to the members of the Governing Board, the Executive Director, and may include the elect-members of the Governing Board.

The invitation shall be followed as soon as possible by the agenda, together with the propositions of the Secretary General or, in their absence, the Vice-Secretary, and, as the case may be, the Board members that requested the

calling of the Meeting, along with the documentation necessary for the deliberations.

After receiving the invitation, the Board members may request that the Secretary General or, in their absence, the Vice-Secretary, adds other specific items to the agenda with their proposal.

Article 25 – Voting rights, consultative roles

All members of the Governing Board can vote.

The Treasurer shall abstain from voting on resolutions that relate to the approval of the financial statements, the annual budget or any other financial motion based on Treasurer's proposal.

The elect-members of the Governing Board and the Executive Director have a consultative role.

Article 26 - Quorum, prohibition of proxies and resolutions by way of deliberation, Minutes

The Governing Board may validly resolve by deliberations, provided at least half of the Governing Board members are present.

Members of the Governing Board may not be represented by a proxy at the meetings and must attend in person.

The Governing Board's resolutions by deliberations shall be passed by the majority of the votes cast (abstentions excluded). In case of deadlock, the Chair of the Meeting shall have the casting vote.

The deliberations and resolutions adopted by the Governing Board are recorded in the minutes. The minutes are validated by the Governing Board members at the next meeting and signed by the Chair.

Article 27 - Written resolutions

Resolutions can also be passed without holding a meeting, by the majority of votes cast (abstentions excluded), by way of written consent to a proposition (by letter, e-mail or any other means of written or electronic communication), provided the proposition has been submitted to all Governing Board members and no member requests oral deliberations.

Article 28 - Expenses and adequate honorarium

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

Furthermore, the Governing Board may implement regulations on the payment of an adequate honorarium.

3.2 The Secretary General

Article 29

The Secretary General is the chief executive of the association. The Secretary General automatically assumes this function at the close of the second General Assembly following their election as Vice-Secretary and serves a term of two years, ending at the close of the second General Assembly after assuming the position.

The Secretary General is the chairperson of the Governing Board, the Management Committee and the General Assembly.

The Secretary General is a member of any meeting by right and shares all relevant information with the Vice-Secretary.

The duties and organisation of the Secretary General are further specified in the Governing Board regulations.

3.3 The Vice-Secretary

Article 30

The Vice-Secretary is nominated by the Governing Board and elected by the General Assembly for a term of two years, ending at the close of the second General Assembly following their election at which point they automatically become Secretary General.

The age of the Vice-Secretary must not exceed 56 years at the time of election. In case of official parental leave, the eligible age is calculated by deducting the documented months of parental leave in accordance with applicable EU regulations from their actual age.

During their mandate, the Vice-Secretary works in close collaboration with the Secretary General, shadowing the latter until the term of their mandate, after which the Vice-Secretary automatically becomes the new Secretary General.

The duties and organisation of the Vice-Secretary are further specified in the Governing Board regulations.

3.4 The Scientific Committee

Article 31 - Election and term

The Scientific Committee consists of eight members, in principle seven of them representing an EASL track, as further defined by the Governing Board. The members of the Scientific Committee must also be of different nationalities.

Scientific committee members are nominated by the Governing Board, elected by the General Assembly and cannot be re-elected to the Scientific Committee.

The Scientific Committee shall select among its members a chair, to be presented to the Governing Board for approval by a two-third majority.

In principle, the term of Scientific Committee members is of three years, ending at the close of the third General Assembly following their election. However, for the chair, the term may be extended to four years (ending at the close of the fourth General Assembly following election), should the Governing Board decide to extend their chairmanship from one to two years.

The Scientific Committee members must be under 48 years of age at the time of their nomination. In case of official parental leave, the eligible age is calculated by deducting the documented months of parental leave in accordance with applicable EU regulations from their actual age.

An individual who is a member of the Governing Board can apply for and be elected as the Vice-Secretary, Treasurer, Educational Councillor, Public Health Councillor, Internal Affairs Councillor, or External Affairs Councillor during their mandate if they have not held the position they apply for before.

If such individual is elected during their mandate as Governing Board member, they shall resign from the latter position

An individual who completed their mandate in the Governing Board will have to wait for at least one (1) year before being eligible to apply for and be elected as the Vice-Secretary, Treasurer, Educational Councillor, Public Health Councillor, Internal Affairs Councillor, or External Affairs Councillor provided they have not held this position before.

In the event of an unexpected vacancy, the Governing Board shall appoint a substitute for the remaining period until the next General Assembly.

Article 32 - Duties, reporting and applicable procedures

The Scientific Committee is the foremost committee within the Association.

The Scientific Committee members serve on the Governing Board to represent the EASL track for which they are appointed, as further defined by the Governing Board.

In addition to their role in the Governing Board, the Scientific Committee members are responsible for building the scientific programme of the EASL Congress and other events and symposia as requested by the Governing Board.

The coordination of the activities of the Scientific Committee and the reporting to the Governing Board is organised by the chair of the Scientific Committee.

The duties and organisation of the Scientific Committee are further specified in the Scientific Committee Terms of Reference.

3.5 The Treasurer

Article 33 - Election and term

The Treasurer shall be nominated by the Governing Board and elected by the General Assembly for a term of five years, ending at the close of the fifth General Assembly following the one-year function as Treasurer-elect. The Treasurer 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 for the remaining period until the next General Assembly.

Article 34 - Duties, reporting and applicable procedures

The Treasurer has the following duties:

- (a) To prepare the proposal to be reviewed by the Management Committee and then approved by the Governing Board on the following matters:
 - (i) Investment strategy;
 - (ii) Annual budget; and
 - (iii) Financial statements.
- (b) To monitor the management of the Association's resources and to report any material event to the Governing Board.

The duties and organisation of the Treasurer are further specified in the Governing Board regulations.

3.6 The Public Health Councillor

Article 35 - Election and term

The Public Health Councillor is nominated by the Governing Board and elected by the General Assembly for a term of four years, ending at the close of the fourth General Assembly following the one-year term as Councillor-elect. The Public Health Councillor 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 appoint a substitute for the remaining period until the next General Assembly.

Article 36 - Duties, reporting and applicable procedures

The Public Health Councillor 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 health in the EU Institutions (Parliament, Commission and Council), ultimately improving public

health policies and EU funding for research in the area of liver health. In doing so, the Public Health Councillor acts in cooperation with the Policy, Public Health and Advocacy Committee which they chair.

The Public Health Councillor reports to the Governing Board.

The duties and organisation of the Public Health Councillor are further specified in the Policy, Public Health and Advocacy Committee Terms of Reference.

3.7 The Educational Councillor

Article 37 - Election and term

The Educational Councillor is nominated by the Governing Board and elected by the General Assembly for a term of four years, ending at the close of the fourth General Assembly following the one-year term as Councillor-elect. The Educational Councillor 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 appoint a substitute for the remaining period until the next General Assembly.

Article 38 - Duties, reporting and applicable procedures

The Educational Councillor is commissioned by the Governing Board to support the development of EASL's educational programming. In doing so, the Educational Councillor acts in cooperation with the Educational Committee which they chair.

The Educational Councillor reports to the Governing Board.

The duties and organisation of the Educational Councillor are further specified in the Educational Committee Terms of Reference.

3.8 The Internal Affairs Councillor

Article 39 - Election and term

The Internal Affairs Councillor is nominated by the Governing Board and elected by the General Assembly for a term of two years, ending at the close of the second General Assembly following the one-year term as Councillor-elect and can be re-elected for a second term.

The age of the Internal Affairs Councillor must not exceed 56 years at the time of election. In case of official parental leave, the eligible age is calculated by deducting the documented months of parental leave in accordance with applicable EU regulations from their actual age.

In the event of an unexpected vacancy, the Governing Board shall appoint a substitute for the remaining period until the next General Assembly.

Article 40 - Duties, reporting and applicable procedures

The Internal Affairs Councillor promotes community engagement, membership growth, sustainable practice, and good governance.

The Internal Affairs Councillor develops policies related to areas such as:

- a. Diversity, equity, and inclusion
- b. Sustainability
- c. Management of conflict of interest
- d. EASL Membership strategy
- e. EASL Working Groups
- f. EASL Consortia
- g. Relationship with EASL Publications
- h. EASL Community Communication
- i. EASL Brand
- j. Appropriate press and media relations

The Internal Affairs Councillor monitors and aids the implementation of these policies by the EASL Office, in particular through the application of standard operating procedures (SOPs).

The Internal Affairs Councillor serves as liaison between the EASL Governing Board, EASL Management Committee, and the EASL Office in relation to said EASL policies. The Internal Affairs Councillor reports to the Secretary General.

The duties and organisation of the Internal Affairs Councillor are further specified in the Management Committee regulations.

3.9 The External Affairs Councillor

Article 41 - Election and term

The External Affairs Councillor is nominated by the Governing Board and elected by the General Assembly for a term of two years, ending at the close of the second General Assembly following the one-year term as Councillor-elect and can be re-elected for a second term.

The age of the External Affairs Councillor must not exceed 56 years at the time of election. In case of official parental leave, the eligible age is calculated by deducting the documented months of parental leave in accordance with applicable EU regulations from their actual age.

In the event of an unexpected vacancy, the Governing Board shall appoint a substitute for the remaining period until the next General Assembly.

Article 42 - Duties, reporting and applicable procedures

The External Affairs Councillor ensures that the Association's external relations promote EASL's strategic vision, and position EASL as a robust, influential, and reliable partner.

The External Affairs Councillor develops policies related to areas such as:

- a. Relationships with European National Hepatology and Gastroenterology Associations
- b. Relationships with global and regional societies (e.g., AASLD, ALEH, APASL, UEG)
- c. Relationships with other medical Associations and specialties
- d. EASL endorsement of third-party content and activities.
- e. Healthcare Industry relations
- f. EU-funded projects
- g. Appropriate press and media relations

The External Affairs Councillor is directly involved in the development and maintenance of relationships with selected key external stakeholders, and occasionally with other external stakeholders.

The External Affairs Councillor monitors and aids the implementation of these policies by the EASL Office, in particular through the application of standard operating procedures (SOPs).

The External Affairs Councillor serves as liaison between the EASL Governing Board, EASL Management Committee, and the EASL Office in relation to said EASL policies.

The External Affairs Councillor reports to the Secretary General.

The duties and organisation of the External Affairs Councillor are further specified in the Management Committee regulations.

4 The Management Committee

4.1 Composition

Article 43

The Management Committee is constituted of:

- (a) the Secretary General
- (b) the Vice-Secretary
- (c) the Treasurer
- (d) the Chair of the Scientific Committee
- (e) the Educational Councillor
- (f) the Public Health Councillor
- (g) the External Affairs Councillor
- (h) the Internal Affairs Councillor, and

- (i) the Executive Director.

4.2 Duties and reporting

Article 44

The Management Committee is the body which advises the Governing Board, prepares the Governing Board's agenda and discussions and oversees the implementation of the strategy and decisions of the General Assembly and the Governing Board, that are not exclusively covered by the Scientific, the Educational or the Policy, Public Health and Advocacy Committees.

The Management Committee shall in particular:

- (a) discuss with relevant EASL Office members business and operational plans, organisation and HR matters, major projects and results;
- (b) discuss governance issues and potential solutions;
- (c) oversee the allocation of resources between the Association's Committees, in accordance with the strategy set by the Governing Board and internal regulations and procedures;
- (d) administer the assets of the Association, in accordance with the strategy set by the Governing Board and taking into consideration the proposals of the Treasurer;
- (e) review the Treasurer's proposals and decide on the recommendation to be given to the Governing Board;
- (f) maintain the risk register and review insurance matters and provide recommendations to the Governing Board, in order to support the risk management system.

The Management Committee regularly reports to the Governing Board.

4.3 Applicable procedures

Article 45

The Management Committee manages itself, under the coordination of the Secretary General and, in their absence, the Vice-Secretary, as further specified in its regulations.

Except as otherwise provided in such Management Committee regulations, the procedures applicable to the Governing Board, are applicable *mutatis mutandis* to the Management Committee.

5 The Educational Committee

Article 46 - Election and term

The Educational Committee consists of the Educational Councillor and six other members. The composition shall represent specialties of relevance for the Association's education programmes, as specified by the Governing Board.

The Educational Committee members are nominated by the Governing Board and elected by the General Assembly for a term of three years and cannot be re-elected. The start and end dates of each member's term is staggered according to internal schedule, ensuring continuity and effective transition within the committee.

At least one member of the Educational Committee shall be elected under 40 years at the time of their nomination. For the remaining members, there is no age limit.

In the event of an unexpected vacancy, the Governing Board shall appoint a substitute for the remaining period until the next General Assembly.

Article 47 - Duties, reporting and applicable procedures

The Educational Committee provides scientific expertise and recommendation to the EASL Governing Board and EASL Office in the development and monitoring of a high-quality educational portfolio in support of EASL's educational strategy and commitment to remaining a worldwide reference in liver-related education.

The Educational Committee's role is to contribute to the continuous education and professional development of hepatologists and other specialists, general practitioners, clinical and basic scientists as well as nurses and allied health professionals, and patients.

The Educational Committee is managed by the Educational Councillor and reports to the Governing Board.

The duties and organisation of the Educational Committee are further specified in the Educational Committee Terms of Reference.

6 The Policy, Public Health and Advocacy Committee

Article 48 - Election and term

The Policy, Public Health and Advocacy Committee consists of the Public Health Councillor and six other members, including one patient member representative.

The Policy, Public Health and Advocacy Committee members are nominated by the Governing Board and elected by the General Assembly for a term of three years, ending at the close of the third General Assembly following their election, and 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 appoint a substitute for the remaining period until the next General Assembly.

Article 49 - Duties, reporting and applicable procedures

The mission of the Policy, Public Health and Advocacy Committee is to provide the Governing Board with expert scientific and policy guidance to enable the Association to carry out its policy and public affairs activities and achieve its policy and public affairs goals and objectives.

The Policy, Public Health and Advocacy Committee will convene every two months and organise, to the extent possible, at least one in-person meeting at the EASL Congress.

The Policy, Public Health and Advocacy Committee is managed by the Public Health Councillor and reports to the Governing Board.

The duties and organisation of the Policy, Public Health and Advocacy Committee are further specified in the Policy, Public Health and Advocacy Committee Terms of Reference.

7 The Ethics and Compliance Committee

Article 50 - Election and term

The Ethics and Compliance Committee consists of five (5) members who are independent of the Governing Board.

New members are nominated by the Ethics and Compliance Committee and elected by the General Assembly for a term of three years, ending at the close of the third General Assembly following their election and can be re-elected for a second term.

The Ethics and Compliance Committee will select one of its members to perform the role of the Chair for a maximum term of three years, provided that this term does not exceed the overall six-year maximum term applicable to all Ethics and Compliance Committee members.

In the event of an unexpected vacancy, the Ethics and Compliance Committee shall appoint a substitute for the remaining period until the next General Assembly.

Article 51 - Duties, reporting and applicable procedures

The role of the Ethics and Compliance Committee is to support and provide guidance to the Governing Board and Committees to promote the highest standards of ethics in the field of hepatology, educate members on ethical issues and ensure compliance to the EASL Code of Conduct.

The Ethics and Compliance Committee is fully independent and reports directly to the General Assembly.

The Ethics and Compliance Committee meets annually in person at the EASL Congress, supplemented by tele- or videoconferences as needed. After each meeting, written summaries are shared with the Governing Board for informational purposes.

A quorum of at least four out of five members is required for decision-making, and major decisions, such as assessments of declarations of interest or other key matters, require the agreement of at least four members.

The main duties of the EASL Ethics and Compliance Committee include:

- Advising on matters of ethics, compliance, and anti-bribery, serving as a consultative body to ensure EASL's ethical commitment remains robust,
- Recommending updates to the EASL Code of Conduct and associated policies, ensuring these frameworks remain relevant and effective, applies policies and maintains awareness
- Supporting awareness and education initiatives that embed ethical values across the association
- Managing and responding to disclosures, complaints, and concerns, fostering a transparent and accountable environment
- Safeguarding all relevant documentation pertaining to its activities as well as ethics and compliance matters

To facilitate open communication, the EASL Ethics and Compliance Committee may be contacted directly by anyone via an email address available on EASL Website.

Further details on the Ethics and Compliance Committee's organisation and responsibilities are outlined in its Terms of Reference.

8 The Auditor

Article 52

Each year the General Assembly may appoint an Auditor.

The Auditor shall audit the financial statements prepared by the Governing Board and present a written and detailed report to the General Assembly.

VIII Dissolution

Article 53

The General Assembly may at any time resolve the dissolution and liquidation of the Association, if at least fifty percent of the members of EASL with voting rights are present at the General Assembly. At least a two-third majority of the voting 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, the assets of the Association remaining after a possible liquidation will be distributed in compliance with rules and regulations generally in use within non-profit organisation. No distribution will be made directly to the founders or members of the Association.

Moreover, the liquidation process and the distribution, as the case may be, shall be organised at arm's length and respecting the principle of equal treatment of all Association's members.

IX Various provisions

Article 54

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

Article 55

The Governing Board approves a set of working rules and internal guidelines dealing with the common activities of the Association as well as the organisation of the EASL Office. The other functional bodies may also enact their own internal regulations.

In the event of any conflict between these Articles and any other internal document, the order of precedence shall be as follows:

- (a) The Articles;
- (b) The organisational rules of the Governing Board;
- (c) The Terms of Reference of each other body and Committee, as adopted by the Governing Board;
- (d) The other internal regulations, as adopted by other functional bodies of the Association;
- (e) The internal processes enacted at the operational level; and
- (f) All other procedures.

* * *

The present Articles of Association have been approved by the General Assembly of 27 November 2024.

For the Association

Prof. Aleksander Krag

Secretary General

Benjamin Charles Hainsworth

Executive Director