

Swiss Association for the Study of the Liver

Articles of Association

1. Name, registered office and purpose

1.1 *Name*

The Schweizerische Gesellschaft zum Studium der Leber (Swiss Association for the Study of the Liver, SASL) is an association within the meaning of Art. 60ff of the Swiss Civil Code.

1.2 *Registered office*

The registered office of the SASL is situated at the Secretary's place of residence.

1.3 *Purpose*

The purposes of the SASL are as follows:

- Bringing together physicians¹ and researchers who are engaged in the study of the structure and function of the healthy and diseased liver and in the treatment of liver diseases.
- Maintaining and supporting scientific relations with the European Association for the Study of the Liver (EASL); taking seats on its bodies.
- Planning, heading up and coordinating clinical studies.
- Supporting advanced training in the field of hepatology in cooperation with the Swiss Society for Gastroenterology SGGSSG.
- The Association does not pursue any commercial goals and is a non-profit organization.

2 Membership

2.1 *Categories*

Ordinary members
Honorary members

2.2 *Affiliation*

Ordinary members
Affiliation is effected by written registration with the Secretary and confirmation by the Executive Board.

Honorary members

Persons who have shown a particular dedication to the Association or to research concerning the liver may be granted honorary membership. They are elected on a proposal of the Executive Board by the General Meeting acting by a two-thirds majority of the members who are entitled to vote and are present.

¹ Wherever male designations are used in these Articles of Association, the equivalent female designations are always included.



2.3 *Termination of membership*

Membership of the SASL ends upon death, resignation, exclusion or failure to pay the membership subscription.

- Written notification of resignation to the Secretary.
- Exclusion for breach of the provisions of the Articles of Association of the SASL.
- Exclusion as a consequence of failure to pay the subscription for 2 years.

An exclusion must be decided unanimously by the Executive Board. The decision on this matter will be notified in writing to the member concerned. The General Meeting of the SASL is the appeal body for all decisions taken by the Executive Board.

3 **Organisation**

3.1 *Official bodies of the SASL*

General meeting
Executive Board
Auditors

3.2 *General meeting*

The General Meeting is the supreme body of the SASL. It is held annually – as a rule – during the scientific conference (Annual Congress). Extraordinary general meetings are convened by the Executive Board when the need to do so arises or at the request of 20 per cent of all the members.

Applications for items to be placed on the agenda must be submitted in writing to the President no later than 6 weeks before the General Meeting.

Powers

Adoption of the annual report
Approval of the annual financial statement and auditors' report
Grant of a release to the Executive Board
Determination of the membership subscription
Election of the Executive Board
Amendment of the Articles of Association
Decision on any motions tabled by the Executive Board
Liquidation of the SASL

3.3 *Executive Board*

Membership, election and tasks

3.3.1 *Membership*

The Executive Board consists of the following persons:

- the President
- the Secretary
- the President or a member of Swiss Hepatitis Strategy (e.o.)
- four to ten other members

3.3.2 *Election*

The members of the Executive Board are elected by the General Meeting by a simple majority for a 4 year term of office. Re-election is permitted with no limitation.



3.3.3 *Tasks of the President:*

- represents the SASL in relation to third parties and heads up the Association;
- convenes meetings of the Executive Board and General Meetings and presides over them;
- represents the SASL on the Executive Board of the SGGSSG (e.o.) or delegates another member of the Executive Board;
- represents the SASL on the Executive Board of the Swiss Hepatitis Strategy (e.o.) or delegates another member of the Executive Board.

3.3.4 *Tasks of the Secretary:*

- sends out invitations to meetings of the Executive Board and General Meetings and writes the minutes;
- keeps the members' database;
- manages the SASL website;
- keeps the SASL accounts.

3.3.5 *Honorary capacity of the Executive Board*

- The members of the Executive Board serve in an honorary capacity and in principle are only entitled to remuneration of their actual expenses and cash expenses. Appropriate remuneration may be arranged for special services provided by individual members of the Executive Board.

4 **Activities**

4.1 *Scientific Conference*

The SASL organises an annual scientific conference. This is generally held in cooperation with the SGGSSG.

4.2 *Advanced training events*

Advanced training events in clinical and experimental hepatology are organized if the need arises.

5 **Finances**

5.1 The SASL is financed by

- annual subscriptions;
- profits of the scientific conferences (annual congress);
- other contributions.

5.2 The General Meeting determines the members' contributions.

Honorary members do not have to pay membership subscriptions.

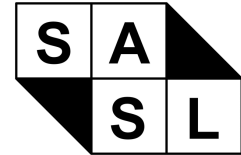
Liabilities of the SASL are covered solely by the assets of the Association; liability of the members is excluded.

6 **Amendments to the Articles of Association and liquidation**

6.1 *Amendments to the Articles of Association*

Motions for amendments to these Articles of Association must be tabled by the Executive Board or by not less than 5 members. They are to be submitted in writing to the President not less than 8 weeks before the next General Meeting. Amendments to the Articles of Association are first discussed by the Executive Board and must be submitted to the members no later than 2 weeks before the General Meeting.

To be adopted, amendments to the Articles of Association must obtain a two-thirds majority of the members who are present.



6.2 *Liquidation*

The possible liquidation of the SASL must be proposed by the Executive Board to the General Meeting. If the latter decides by a majority of three-quarters of the members who are present in favour of liquidation a written ballot will be held. Liquidation requires the consent of two-thirds of all the members.

The assets remaining after liquidation of the Association must be allocated to a tax-exempt institution based in Switzerland with the same or similar purpose. Distribution of assets among the members is excluded.

7 Entry into force

These Articles of Association replace the Regulation of 9.9.2004.

For the SASL, Lausanne 14.9.2017:

Prof. Dr. med. Andrea De Gottardi
President

Dr. med. Beat Helbling
Secretary

Amendments to Articles 1.3 / 3.3.5 and 6.2 were unanimously approved at the General Meeting on 27.9.2018.