## ARTICLES OF ASSOCIATION

## International Liver Cancer Association

## I. Name, Registered Office, Duration

## Article 1

1. There is hereby formed under the name "International Liver Cancer Association", herein referred to as the "Association", a non-profit Association which is governed by these Articles of Association and by articles 60 et seq. of the Swiss Civil Code ("CC").
2. The registered office of the Association is in Zurich, Switzerland.
3. The duration of the Association is unlimited.
4. The official language of the Association is English

## II. Aims And Objectives

## Article 2

1. The aims and objectives of the Association are to:
(a) promote basic, clinical, translational, multi-disciplinary and multi-national research concerning liver cancer;
(b) promote, protect, and defend the interests of its members;
(c) provide a forum for its members for the exchange of information within the Association and the community;
(d) maintain contact with other international and national learned societies, governmental organisations, professional associations and other groups, societies, institutions and individuals of similar interests whether or not within Switzerland;
(e) promote education of physicians, scientists, other health professionals and the general public on liver cancer;
(f) support and/or organise training, educational and social activities;
(g) act as an advisor to international and national health authorities concerning the diagnosis, prevention and management of liver cancer;
(h) do all other things necessary to achieve any of the above objectives.

## III. Membership (Subscription)

## Article 3

## Members

1. Any person with interest in or related to the research or practice of liver cancer may apply to become a member of the Association.
2. There shall be no geographical restrictions to membership in the Association.

## Class of Membership

3. There shall be six classes of annual subscription based memberships.

## Voting Members

4. Regular Member

A regular member is any Medical Doctor, scientist (both clinical and non-clinical), physician, nurse or young investigator working in the fields related to liver cancer, not employed by a company which could be considered as a sponsor or potential sponsor company, and who contributes to knowledge to the field. A young investigator shall be a liver cancer specialist who is younger than forty (40) years old and who has completed their training more than twelve (12) months previously.
5. Trainee Member

A trainee member is a trainee with a focus on liver cancer currently in training or a scientist or physician who has completed their training within the past twelve (12) months at the time of applying for membership. In all circumstances, an applicant trainee member must present a letter confirming their trainee status signed by the Director of Training Program, at the time of membership application.

## Non-Voting Members

6. Associate Member
(a) An associate member is an allied health professional who does not meet the criteria for Regular, Trainee or another membership, and who is involved in liver cancer research and/or practice. Examples of associate members include but are not limited to Pharmacists, Patient Advocates and undergraduate students. Associate members are required to submit a curriculum vitae and a statement regarding his or her commitment to the science and practice of liver cancer at the time of membership application.
(b) Notwithstanding these requirements, the Governing Board may in its sole discretion accept other individuals as associate members should it consider membership beneficial to the Association achieving its aims and objectives.
(c) Associate members shall be entitled to attend General Assembly Meetings but shall not be entitled to a vote. They may be invited to attend other meetings and/or to participate in the activities of the Association.
7. Emeritus Member
(a) Emeritus members are former Regular members who have since retired from fulltime employment, and with a minimum of five (5) years in good standing as an Association member and subject to approval by the Governing Board.
(b) An Emeritus member shall be entitled to attend General Assembly Meetings but shall not be entitled to a vote. They may be invited to attend other meetings and/or to participate in the activities of the Association.
8. Honorary Member
(a) The Governing Board may grant honorary membership to any individual whom it considers has made a significant contribution in furthering the objectives of the Association.
(b) An honorary member shall be entitled to attend General Meetings but shall not be entitled to a vote. He/she may be invited to attend other meetings and to participate in the activities of the Association on an ad hoc basis.
(c) Former Presidents of the Association who have completed their term of office are de facto entitled to an honorary member status which he/she can accept or decline.
9. Corporate Member
(a) A corporate member is an individual employed by a commercial business enterprise active in the field of liver cancer. A corporate member individually contributes to the aims and objectives of the Association by payment of an annual membership fee.
(b) A corporate member shall be entitled to attend General Assembly Meetings but shall not be entitled to a vote. He/she may be invited to attend other meetings and to participate in the activities of the Association on an ad hoc basis.

## Article 4

## Election of Members

1. The application shall be submitted in writing to the Executive Secretary and shall contain the following documents:
(a) - a completed application form;
(b) any supporting documentation as required and as specified in Article 3 above.
2. The Governing Board shall meet at least once a year to decide on the admission of applicants.
3. The Governing Board may refuse admission in its sole discretion without having to give any reasons. Decisions of the Governing Board are not subject to appeal.

## Article 5

## Transfer of Membership

1. Membership may not be transferred except with the approval of the Governing Board.

## Article 6

## Resignation, Death, Suspension and Termination of Membership

1. The resignation, suspension or termination of any member from the Association does not terminate the Association which will continue to exist.
2. Membership shall terminate if the member:
(a) ceases to qualify under Article 3;
(b) fails to pay any fee or subscription in accordance with Article 7 cipher 4;
(c) resigns by giving a minimum of one (1) month's notice, effective at the end of the current membership period;
(d) is expelled by the General Assembly due to the member neglecting or refusing to comply with these Articles or shall have acted in a manner which is either detrimental to the interests of the Association or which damages the prestige or reputation of the Association or in case of repetitive breach of the code of conduct of the Association.
3. A member whose membership has ceased shall not be entitled to a share of the Association's assets.

## Resignation

4. Members may resign their membership by sending their resignation to the Executive Secretary of the Association. The membership may be terminated by members for the end of a current membership period with a notice period of one (1) month. Such resignation shall not exempt him or her from payment of dues owed, including dues for the current year

## Death

5. In the event of the death of a member, the membership of that individual is terminated immediately. Their heirs and assignees will not, by right, acquire the membership of the Association.

## Termination

6. The termination of a voting member is decided upon by the Governing Board if one of the conditions of Article 6 cipher 2 lit. a-c is fulfilled.
7. The termination of a voting member is decided upon by the General Assembly in case of Article 6 cipher 2 lit. d is fulfilled. The Governing Board will suspend the member and submit the termination to the next General Assembly Meeting (ordinary or extraordinary) for decision.
8. The termination of a non-voting member is decided upon by the Governing Board.

## Suspension

9. The Governing Board may suspend members for a determinate period of time at its sole discretion in case of delay of payment of the fees or subscriptions and in case of Article 6 cipher 2 lit. d until a decision is made by the General Assembly.

## IV. fees and Annual Subscription

## Article 7

1. The financial resources required by the Association to fulfil its activities will be raised:
(a) through annual membership subscriptions;
(b) through voluntary donations;
(c) through fees levied for educational activities;
(d) through fees levied for other Association-generated services and activities;
(e) through grants and any other authorised source of income.
2. Each member of the Association shall pay an annual subscription which shall be fixed by the Governing Board from time to time. The amount of the subscription may vary according to the class of membership and/or to the indicated level of development of the country of the applicant member (the World Bank GNI classification is the preferred indicator).
3. Annual membership fees and subscriptions are payable not later than thirty (30) days from the date of invoicing.
4. Whenever the membership of a member is terminated under Article 6 cipher 4, all outstanding fees and subscriptions remain due to the Association.

## V. Assets And Liabilities

## Article 8

1. The assets of the Association consist of funds accumulated through the collection of annual membership fees and registration fees to educational activities and the receipt of proceeds, donations, grants, subsidies, interest and other benefits.
2. The income and the assets of the Association shall only be applied for the promotion of the aims and objectives of the Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Association.
3. Members shall not be held liable for the Association's debts and/or shortfall.
4. Only the assets of the Association may be secured against agreements entered into its name.

## VI. Organisation of the Association

## Article 9

1. The organisation of the Association is composed as follows:
(a) the General Assembly;
(b) the Governing Board;
(c) the Executive Committee;
(d) the Council
(e) the Committees and Task Forces
(f) the Secretariat;
(g) the Auditors.

## VII. The general assembly

## Article 10

1. The General Assembly is the supreme body of the Association and shall be composed of all members of the Association. Only voting members have the right to
vote. Non-voting members have the right to attend the General Assembly as observers. The functions of the General Assembly shall be:
(a) to adopt and amend the Articles of Association;
(b) to approve the annual report and the annual accounts;
(c) to resolve to dissolve the Association;
(d) to appoint and remove the Auditors;
(e) to elect and revoke the members of the Governing Board;
(f) to terminate voting members in the case of Article 6 cipher 2 lit. d;
(g) to resolve all matters reserved by law or by these Articles of Association, or which are presented to it by the Governing Board.
2. The General Assembly shall meet in a General Assembly Meeting as often as required but at least once every year. Extraordinary General Meetings are called at the request of the Governing Board, with reservation as to Art. 64(3) CC.
3. Invitations shall be issued by the Governing Board and e-mailed at least thirty (30) calendar days before the opening of the General Assembly Meeting. Invitations shall include the agenda of the meeting. Only those items appearing on the agenda of the General Assembly Meeting will be discussed and voted on.

## Article 11

## Proceedings

1. The President of the Association, or in his or her absence, the President-Elect/ Immediate Past President of the Association - pursuant to Article 20 cipher 7 and Article 21 cipher 3, shall take the chair of the General Assembly Meeting.
2. The President shall designate a secretary to the meeting who does not need to be a member of the Association and who shall take the minutes of the meeting.
3. The General Assembly shall adopt its resolutions by secret ballot.
4. Members may appoint a proxy who shall be:
(a) another member of the Association or alternatively
(b) a member of the Secretariat of the Association.
5. The General Assembly's resolutions shall not be subject to appeal.

## Article 12

## Quorum

1. No proceedings shall take place at a General Assembly Meeting unless a quorum is present. 5\% of members voting (incl. proxies) shall constitute a quorum. If said condition is not met, the General Assembly Meeting will be reconvened. The quorum will then be $3 \%$ of members present.
2. The General Assembly shall adopt resolutions and carry out elections by a majority of the votes cast, to the extent the law or these Articles of Association do not provide otherwise.
3. A two-thirds majority of the votes cast by the members is required for:
(a) any modification of these Articles of Association;
(b) the dissolution of the Association.
4. Any provisions in these Articles of Association may be changed by the General Assembly during an Extraordinary General Assembly Meeting:
(a) upon recommendation by the Governing Board
(b) via a validated proposal supported by a simple majority of the voting members.
5. To qualify as a validated proposal, the following criteria must be met:
(a) the proposal must be received by the Executive Secretary at least four months prior to the next scheduled meeting of the General Assembly Meeting;
(b) the number of voting members supporting the proposal must represent at least $51 \%$ of the total number of voting members;
(c) the Executive Secretary has ensured that consistent wording and correct procedures have been followed;
(d) the proposed changes have been circulated to the membership at least three months before the next meeting of the General Assembly; and
(e) the Governing Board shall have the right to comment in writing on any validated proposal and may circulate such commentary together with proposed wording to all members prior to the next meeting of the General Assembly.

## VIII. The Governing Board

## Article 13

## Composition

1. The Governing Board shall consist of 15 statutory members, as follows:
(a) the Executive Committee (five (5) officers)
(b) the Council (ten (10) councillors)
2. The Governing Board shall be designated by the General Assembly.
3. The members of the Governing Board shall be elected individually by the General Assembly.
4. The terms of office for the members of the Governing Board shall be four (4) years and shall commence on the first day of January of the year following the election.
5. Members of the Governing Board are not eligible for re-election.
6. In addition to its maximum number of members stipulated under Article 13 cipher 1 lit. b, the Governing Board may decide in its sole discretion to appoint a maximum of five (5) Advisory members to the Governing Board. Advisory members of the Governing Board are considered as non-statutory members of the Governing Board and serve for a two (2) year term which is renewable once. Advisory members need not comply with the eligibility requirements stated in Article 14 and shall not be entitled to a vote.

## Article 14

## Representation

1. To be eligible to the Governing Board a member shall be an active member of the Association who contributes actively towards the aims and objectives of the association.
2. There shall be an appointment quota on the Governing Board, with a view to achieving a gender balance, so that, at all times, there is a minimum of $40 \%$ of either gender (male or female) serving on the Governing Board.
3. There shall be a minimum of two (2) Governing Board members from North America, Europe and Asia each and, so far as it is practically possible, a minimum of one (1) member from South America, Africa and Oceania each.
4. There shall be a minimum of two (2) Governing Board members from each of the following specialities: oncology, hepatology (or gastroenterology in the instance that the member comes from a country in which liver cancer is categorised under gastroenterology and not hepatology) and basic science, and, so far as it is practically possible, a minimum of one (1) Governing Board member from radiology, pathology, and surgery.
5. So far as it is practically possible, there shall be a minimum of three (3) Governing Board members who are not older than fifty (50) years at the time of their election.
6. There shall be a minimum of one (1) Governing Board member who is also a Young Investigator.
7. Should a member of the Governing Board resign, the remainder of the Governing Board shall, within a period of maximum six (6) months, by simple majority designate a replacement member to take his/her place for the remainder of his/her term. Such replacement member will be eligible to stand for election to the Governing Board in his/her own right with reservation to Article 13 cipher 5.

## Article 15

## Powers

1. The Governing Board is the managing body of the Association. It handles all matters, which are not conferred by the law or these Articles of Association or the General Assembly.
2. The Governing Board is empowered to pass all resolutions and to take all measures which it deems necessary or desirable to achieve the objective of the Association. In addition, the Governing Board shall have the following specific powers:
(a) to elect the Officers and appoint the Executive Committee;
(b) to conduct of the business of the Association within the limits fixed by the General Assembly;
(c) to represent the Association vis-à-vis third parties;
(d) to submit an annual report to the General Assembly and to present it at the Annual Meeting of the General Assembly;
(e) to initiate and promote programmes which serve and advance the aims and objectives of the Association;
(f) to issue the organisational rules of the Association and send any updates to all Association's members;
(g) to submit an annual budget, together with supporting documentation to the General Assembly for its approval;
(h) to fix the amounts of the membership fees and subscriptions;
(i) to appoint a Secretariat pursuant to article 26 of the Articles of Association;
(j) to take a decision on the admission of an applicant for membership;
(k) to exclude or suspend a Non-Voting member pursuant to article 6 cipher 2 lit. a-c of the Articles of Association;
(I) to ensure that the Secretariat maintains a register which contains the names and addresses of the members;
( $m$ ) to determine the organisation of new committees, their terms of reference and the appointment of their members. The topics shall be proposed by the Executive Committee, these committees will report to the Executive Committee via the Secretariat;
(n) to define the general policy and strategic direction of the Association;
(o) to approve projects presented by the Executive Committee, Secretariat, and Committees;
(p) to grant the Executive Committee and the Secretariat such delegation, powers and authority as necessary to enable the business, financial and daily management of the Association to be conducted in a smooth and professional way, without undue interference, in accordance with the the Association strategic plan;
(q) to lease or acquire any real estate property that is necessary for achieving the Association's objects, granting any leases or charges over the properties that the the Association holds or owns, selling or exchanging the said properties, taking any loans and grants and guarantee and surety as proposed by the Executive Committee.
3. The Governing Board constitutes a quorum if 8 members (including proxies) of its members are present.
4. Members of the Governing Board may appoint a proxy who shall be:
(a) another member of the Governing Board
(b) a member of the Secretariat of the Association.
5. Any Governing Board member who is also a Young Investigator shall only be eligible to vote in Governing Board decisions and elections to the Executive Committee after having served two (2) years on the Governing Board as either Councillor or Advisor.
6. The Governing Board shall take decisions and carry out elections to the Executive Committee by a majority of the votes cast, to the extent the law or these Articles of Association do not provide otherwise. The President shall have the deciding vote in the case of an equality of votes (tied-vote result).
7. The Governing Board's resolutions shall not be subject to appeal.
8. The members of the Governing Board are not entitled to any remuneration for their activities. They may claim their expenses from the Association upon presentation to the Treasurer of appropriate proof of expenditure within the current accounting year.

## IX. The Executive Committee

## Article 16

## Composition

1. The Officers of the Association shall constitute the Executive committee and shall consist of:
(a) The President;
(b) The Immediate Past President (in the first year of the President's term of office only) - or - The President Elect (in the second year of the President's term of office only);
(c) Three Vice-Presidents fulfilling the following three roles:
(i) Executive Secretary
(ii) Head of External Relations
(iii) Treasurer
2. The members of the Executive Committee shall be elected individually by the Governing Board.
3. The members of the Executive Committee should not be over sixty-five (65) years old at the time of his/her election, with reservation to Article 22 cipher 4.
4. Members of the Executive Committee are not eligible for re-election to the same role.
5. The terms of office for the Officers shall commence on the first day of January of the year following the election.

## Article 17

## Representation

1. There shall be an appointment quota on the Executive Committee, with a view to achieving a gender balance, so that, at all times, there is a minimum of $40 \%$ of either gender (male or female) serving on the Executive Committee.
2. So far as it is practically possible, there shall be a minimum of one (1) Executive Committee member from North America, Europe and Asia each.
3. So far as it is practically possible, there shall be a minimum of one (1) Executive Committee member from each of the following specialities: oncology and hepatology (or gastroenterology in the instance that the member comes from a country in which liver cancer is categorised under gastroenterology and not hepatology).
4. Executive Committee members cannot be replaced in their capacity as Officers and Executive Committee members except with the unanimous approval of the remaining members of the Executive Committee and of the entire Council.
5. In principle, Officers may not resign from their role during their term of office. In the instance that such exceptional circumstances require an Officer to resign, then a new Officer shall be elected as per Article 30.

## Article 18

## Powers

1. The Executive Committee shall meet as often as deemed necessary by online video call as well as in person during the Annual Conference and for the General Assembly.
2. No decisions shall be taken at an Executive Committee meeting unless a quorum is present. $80 \%$ of the Executive Committee members voting (incl. proxies) shall constitute a quorum. The President shall have the deciding vote in the case of an equality of votes (tied-vote result).
3. The Executive Committee shall exercise the powers bestowed to it by the Council between its meetings.
4. The Executive Committee represents the Governing Board in a management and supervisory capacity. It directs the Secretariat in the implementation of the Association's roadmap and supervises the work of the Association so that it is run according to the direction set by the Governing Board. In addition, the Executive Committee shall have the following specific powers:
(a) to determine the day-to-day management of the Association;
(b) to lead the preparation of meetings of the Governing Board and of the General Assembly;
(c) to draft business and operational plans;
(d) to discuss and report to the Governing Board on governance issues;
(e) to oversee the allocation of resources between the bodies and committees of the Association;
(f) to discuss with the Secretariat the operations, organisation, performance and results of the Secretariat;
(g) to propose to the Governing Board the annual budget for approval;
(h) to review policy for the financial business of the Association;
(i) to meet with the Auditor(s).
5. In the event of an emergency and matters of a genuine urgency at a time when it is impossible to convene the Governing Board, the Executive Committee shall have authority to make any appropriate decision by a simple majority of the voting members within the Executive Committee. In such a case, the grounds for the decision and the decision itself must be documented in writing and circulated to the Governing Board without undue delay.

Article 19

## President

1. The President is elected by the Governing Board.
2. The term of the President shall be two (2) years and re-election shall not be possible.
3. The President shall begin his or her term immediately after completing a term as President Elect.
4. The President must be a member in good standing with previous service on the Governing Board. As such, he/she must have knowledge of the affairs and activities of the Association.
5. Since the position of President is ultimately a four (4) year commitment (namely one (1) year as President-Elect, two (2) years as President, and one (1) year as Immediate Past-President) he/she must have be available and be willing to commit the time, energy, talents and enthusiasm required of the position.
6. The President shall have the final responsibility for all aspects of the Association.
7. The President - or if the President is incapacitated, the President-Elect or Immediate Past President - shall call and preside at all meetings of the Governing Board and the General Assembly. He/She works closely with the Secretariat in keeping the Governing Board, Committees, and Members informed on the conditions and operations of the association. He/She ensures the alignment of the association's activities with its mission and objectives
8. The President shall represent the Association in all legal matters; he/she represents the Association vis-à-vis third parties on behalf of the Governing Board. Thus, he/she may act as a spokesman for the Association to the public, press, legislative bodies, and other related organisations.
9. The President's responsibilities shall include but not necessarily be limited to the following:
(a) to direct the Governing Board in formulation policies and programmes that will further the goals and objectives of the Association;
(b) to promote Association membership to prospective members;
(c) to carry out the decisions of the Governing Board with responsibility for the proper conduct of the Association business;
(d) to represent the Association in all civil matters and holding full responsibility to commit the Association without prejudice for the powers expressly held by the Governing Board;
(e) to represent the Association at law, as plaintiff or defendant. He/she can only be replaced by a representative acting by virtue of a special power of attorney;
(f) to bring any action at law to defend the interests of the Association, permit any transactions and lodge appeal;
(g) to work with the Governing Board, Committees and the Secretariat to create and execute a strategic plan for the Association;
(h) to work with his/her fellow Executive Committee members and the Secretariat to create and execute Annual Business Plan of the Association;
(i) to create goals and objectives for the Governing Board and committees;
(j) to advise, support and develop Governing Board members in executing initiatives;
(k) to assist in the Association budget development;
(I) to mediate discussions and create consensus within the Executive Committee and the Governing Board;
(m) to be the official spokesperson for the Association;
(n) to target future leaders within the Governing Board, committees and general membership for succession planning purposes;
(o) to transition to and mentor the incoming President;
(p) to promote ethical behaviour and deal fairly with the Association members, volunteers, employees and any external partner or interested body.
10. The President may delegate part of his/her authority and signature; however, the accountability remains with the President.
11. The President is a member of any meeting by right.

## Article 20

## President-Elect

1. The President-Elect is elected by the Governing Board.
2. The term of the President-Elect shall be one (1) year and re-election shall not be possible.
3. The President-Elect term shall start in the middle of the term of the position of the President.
4. After completing a term as President Elect, he/she will automatically become the President of the Association as per Article 19 cipher 3.
5. The President-Elect must be a member in good standing with previous service on the Governing Board. As such, he/she must have knowledge of the affairs and activities of the Association.
6. The President-Elect must have available and be willing to commit the time, energy, talents and enthusiasm required of the position.
7. In the case of any absence of the President during the second year of the President's term of office, the President-Elect shall deputise for the President and perform all the Presidential responsibilities.
8. The President-Elect's responsibilities shall include but not necessarily be limited to the following:
(a) to promote all the objectives of the association;
(b) to serve as a direct support to the the Association President;
(c) to work with the President and the Secretariat to create and execute the Annual Business Plan;
(d) to participate in the development and implementation of long-term strategy planning for the Association;
(e) to perform all special projects as assigned by the President and/or approved by the Governing Board.

## Article 21

## Immediate Past President

1. The term of the Immediate Past President shall be one (1) year.
2. After completing a term as President, he/she will automatically become the Immediate Past President of the Association.
3. In the case of any absence of the President during the first year of the President's term of office, the Immediate Past President shall deputise for the President and perform all the Presidential responsibilities.
4. The Immediate Past President's responsibilities shall include but not necessarily be limited to those specified in Article 20 cipher 8 lit. a-e.
5. In the second year of the current President's term of office, the Immediate Past President will no longer be a member of the Executive Committee (Article 16 cipher 1 lit b) but will continue to serve on the Nominations Committee (Article 28 cipher 1).

## Article 22

## Executive Secretary

1. The Executive Secretary is a Vice-President of the Association and is elected by the Governing Board.
2. The term of the Executive Secretary shall be four (4) years and re-election shall not be possible.
3. So far as is possible, the term of the position of Executive Secretary shall start in the middle of the term of the position of the Treasurer and vice-versa.
4. The Executive Secretary should not be over fifty (50) years old at the time of his/her election.
5. In the case that neither the President or the President-Elect/Immediate Past President cannot attend a given meeting, the Executive Secretary shall deputise for the President and perform all the Presidential responsibilities.
6. The Executive Secretary's responsibilities shall include but not necessarily be limited to the following:
(a) to act as the custodian of the official records, minutes and legal documents of the Association;
(b) to issue formal communication between the Association and the membership such as official reports of membership, notice of proxies, reports of actions on membership applications or votes on elections and on amendments to these Articles of Association, and similar items;
(c) to keep the Executive Committee well informed of what appointive offices are approaching end of term;
(d) to be the primary contact for the Secretariat and to determine its scope of work so that the Secretariat has sufficient direction to achieve the highest possible performance to deliver the Association's objectives for members and stakeholders;
(e) to promote active participation in the Association on the part of the membership;
(f) to maintain close links with the membership and provide whatever advice or guidance relating to the activities of the Association, as may be appropriate;
(g) to recognise Board member failure of volunteer commitment and/or ethical standards and to bring such failures to the attention of the Governing Board member(s) or to the full Governing Board if necessary;
(h) to manage the Association's non-financial resources;
(i) to manage the interface between the Executive Committee and the Council and the Advisors in order to ensure the delivery of policies, plans and strategies;
(j) to perform all duties pertinent to the office of Executive Secretary;
(k) to perform the duties assigned by the President and assist the President in the performance of his or her duties.

Article 23

## Head of External Relations

1. The Head of External Relations is a Vice-President of the Association and is elected by the Governing Board.
2. The term of the Head of External Relations shall be four (4) years and re-election shall not be possible.
3. The Head of External Relations's responsibilities shall include but not necessarily be limited to the following:
(a) to have oversight of all aspects of internal and external communications;
(b) to represent the Executive Committee in the Communications Committee and thereby work closely with the Chair of the Communications Committee and support his/her work;
(c) to be responsible for managing the scientific content creation and scientific message development for the Association's internal and external communications;
(d) to initiate, maintain, build and strengthen relationships with key contacts in media, community, academia, government, NGOs and the private sector through communications programmes that create measurable value for the Association, protect and enhance the the Association brand, engage and influence stakeholders, and prevent and remove barriers;
(e) to provide oversight of the Association's advocacy work and to collaborate closely with the Advocacy committee;
(f) to perform all duties pertinent to the office of Head of External Relations;
(g) to perform the duties assigned by the President and assist the President in the performance of his or her duties.

Article 24

## Treasurer

1. The Treasurer is a Vice-President of the Association and is elected by the Governing Board.
2. The term of the Treasurer shall be four (4) years and re-election shall not be possible.
3. So far as is possible, the term of the position of Treasurer shall start in the middle of the term of the position of the Executive Secretary and vice-versa.
4. The Treasurer's responsibilities shall include but not necessarily be limited to the following:
(a) to prepare the annual budget of the Association, as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget;
(b) to be prepared to explain and justify the annual budget and actual financial performance to the Governing Board and the General Assembly;
(c) to create and/or maintain systems for ensuring the Association's ongoing solvency;
(d) to encourage and facilitate the Governing Board in its strategic thinking about the Association's financial vitality;
(e) to be responsible for all outgoing payments of the Association, including expense reimbursement and supplier payments;
(f) to be responsible for the daily bookkeeping of the Association;
(g) to manage the Association's financial resources;
(h) to prepare the annual accounts for examination by the Auditors.

## X. Committees and Task Forces

Article 25

1. The Association may from time-to-time create and dissolve Committees and Task Forces.
2. Committees are semi-permanent bodies of the Association and are deployed by the Governing Board to deal with certain tasks. Their Terms of Reference are determined by the Governing Board.
3. The Committees shall include but not necessarily limited to the following:
(a) Advocacy Committee
(b) Annual Conference Programme Committee
(c) Communication Committee
(d) Education Committee
(e) Nominations Committee
(f) Y -ILCA Committee
4. Both the Annual Conference Programme Committee and the Nominations Committee shall be be chaired by the Executive Secretary. Otherwise, each Committee shall be chaired by a Councillor or by an Advisor member of the Governing Board pursuant to Article 13 cipher 6 . Consequently, with the exception of the Executive Secretary, no Councillor or Advisor may chair more than one Committee at any given moment in time.
5. The Governing Board appoints Committee Chairs for a two (2) year term which is renewable once.
6. Task Forces are ad hoc working groups, limited in time for specific objectives to be achieved, and are deployed by the Executive Committee to deal with certain tasks. Their Terms of Reference are determined by the Executive Committee.
7. The Executive Committee appoints Task Force Chairs for the duration of the Task Force or for a two (2) year term whichever is less. In the instance that the Task Force exists for longer than two (2) years, then the two (2) year term appointment as Task Force Chair may be renewed once.
8. The Committees and the Task Forces do not act independently vis-à-vis third parties on behalf of the Association or as its representative.

## XI. The Secretariat

## Article 26

1. The Governing Board appoints a Secretariat, undertaken by a professional services company, to assist the Association in achieving its aims and objections.
2. Under the supervision of the Executive Committee, the Secretariat coordinates, assists and monitors all programmes and projects run by the Association, its official bodies and its committees and working groups.
3. The duties of the Secretariat are set by the Executive Committee, after consultation with the Governing Board.

## XII. The Auditors

Article 27

1. Every year, the General Assembly shall appoint one or more Auditors. The Auditors shall not be members of the Governing Board nor the Treasurer.
2. The General Assembly may decide to appoint an independent, recognised, professional Swiss auditing company.
3. The Auditors shall be eligible for re-election.

## Article 28

1. The Auditors shall examine the Treasurer's annual accounts, and recommend in writing the approval or disapproval of these accounts to the General Assembly.
2. The Auditors are not entitled to any remuneration for their activities, except if the auditing work is performed by an independent, recognised, professional Swiss auditing company. The Auditors may however claim their expenses from the Association upon presentation to the Treasurer of appropriate proof of expenditure within the current accounting year.

## XIII. Nominations and Elections

## Article 29

## Candidatures

1. The Nominations Committee shall consist of three (3) members, namely the Executive Secretary, the Immediate Past President, and one (1) other member to be appointed by the President.
2. The Executive Secretary and the Immediate Past President serve in the Nominations Committee for the duration of their mandate. The one (1) other member is appointed for a two (2) year term which is renewable once.
3. The Executive Secretary shall chair the Nominations Committee.
4. The Executive Secretary alone presents the list of candidates to the General Assembly in an Ordinary General Meeting, for its vote and election to:
(a) open positions on the Governing Board;
(b) for the position of Auditor
5. The Executive Secretary alone presents the list of candidates to the Governing Board for its vote and election of the Officers of the Association. In the instance that the Executive Secretary is a candidate for another Officer role, then his/her role as chair of the Nominations Committee shall be fulfilled by the President until such a time as the Executive Secretary has been elected to that role or until the Executive Secretary is no longer a candidate.
6. Insofar as the Call for Candidates and the Elections Process are intended to allow for the will of the Association's membership to be best represented, only elected members of the Governing Board may stand for election to the position of Officer of the Association.
7. Candidates applying for an open position should submit their candidature no later than six (6) weeks preceding the Meeting in which the elections will be held.
8. In order for a candidature to be eligible for voting, it must be submitted in writing to the Chair of the Nominations Committee. A candidature is composed of:
(a) the specific role to which the candidate wishes to be elected;
(b) a CV of the applicant;
(c) a letter of motivation explaining why the candidate is suitable and what he/she wishes to accomplish during the term of office if elected;
(d) a signed commitment to abide by the official policies of the Association.
9. The Chair of the Nominations Committee is responsible for the verifying the completeness of each candidature and for validating the suitability of the candidate.
10. The Chair of the Nominations Committee shall put forward every eligible candidature to the Meeting in which the elections will be held.

## Article 30

## Elections

1. Voting will be by secret ballot. The logistics of the secret ballot (such as paper vote or electronic vote) will be determined by the Secretariat.
2. If only one candidate is proposed for any position, a vote will take place in any case. The proposed candidate(s) will be elected by a simple majority of votes cast.
3. Each voting member will have one vote. In the case of proxy votes (pursuant to article 11 cipher 4 and article 15 cipher 4 ), no voting member may hold more than three proxy votes at the time of the vote; these being in addition to the voting member's own vote.
4. To vote, the voting member must be in good standing and have paid his/her membership fees to the Association.
5. Candidates may not vote in the election for the position for which they stand.
6. The candidates receiving the highest number of votes will be elected (simple majority).
7. In the case of a tied vote, the President shall have the casting vote.

## XIV. Signatures

## Article 31

1. The joint signatures of the majority members of the Executive Committee are sufficient to conduct daily business or to engage the Association in a binding agreement or the President alone if sufficient instruction has been given.
2. The Governing Board may decide on additional signing powers.

## XV. Annual Accounts

## Article 32

1. The financial year shall begin on 01 January and end on 31 December of each calendar year.

## XVI. DISsOLUTION

## Article 33

1. The General Assembly may at any time elect to dissolve the Association in accordance with the provisions of the law or these Articles of Association upon decision by two-thirds majority of all voting members present at an Extraordinary General Assembly Meeting following a proposal submitted by the Governing Board to this effect.
2. The dissolution shall be carried out by the Governing Board.
3. Any and all remaining assets shall be distributed to the voting members taking into account the level of fees paid during the previous five financial years prior to the dissolution.

## XVII. JURISDICTION

## Article 34

1. Any dispute between members of the Association, the Association and/or its organisational bodies (or between different members or organisational bodies) arising out of or in connection with the affairs of the Association shall be submitted during the existence of the Association or its dissolving to the exclusive jurisdiction of the Zurich courts.

## XVIII. Concluding Provisions

## Article 35

1. The present regulations were approved by the General Assembly on 13 December 2022 and entered into force on 01 January 2023.
