

# International Liver Cancer Association

## CONSTITUTION and BYLAWS

*August 29, 2007*

### **ARTICLE I**

#### **Name**

Under the name of International Liver Cancer Association (ILCA), henceforth termed the "Association", there exists an association governed by the present Articles of Incorporation and pursuant to Articles 60 et seq. of the Swiss Civil Code having its seat in Zurich, Switzerland.

### **ARTICLE II**

#### **Purpose, Objectives and Activities**

##### **Section II/1 - Purpose**

The International Liver Cancer Association aims at creating an international multidisciplinary forum to address the increasing incidence of liver cancer through the enhancement of the knowledge of clinical, translational and basic research, ultimately creating novel preventive, diagnostic and therapeutic strategies.

##### **Section II/2 - Objectives**

The purpose for which the Association is organized shall be the advancement of medical education, research and clinical care in the field of liver cancer. The purpose shall be exclusively educational, scientific, and charitable. Any net earnings of the Association or any of its activities shall be devoted exclusively to such purposes, and shall not benefit any individual.

##### **Section II/3 - Activities**

To accomplish the objectives and purposes outlined in Sections 1 and 2 the Association shall engage in any activities that support these and are in conformity with its not for profit status, including but not limited to

- Promoting basic, clinical, translational, multi-disciplinary and multi-national research concerning liver cancer
- Fostering, encouraging and facilitating scientific exchange
- Creating and disseminating knowledge
- Promoting education of physicians, scientists, other health professionals and the general public on liver cancer
- Acting as an advisor to international and national health authorities concerning the diagnosis, prevention and management of liver cancer
- Collaborating with other international and national learned societies, governmental organizations, professional associations and other groups, societies, institutions and individuals who contribute to progress in the field

##### **Section II/4 - Means**

In order to achieve these purposes and objectives, the Association shall solicit and receive dues and donations; receive, manage and invest real and personal property, money and securities; disburse money and assets for activities in keeping with the stated purposes.

## **ARTICLE III Powers**

### **Section III/1**

Subject to the powers exclusively reserved to the General Assembly (as per Art. V, Sec. 1 infra), the Association shall vest its general management in a Governing Board, consisting of its officers and councilors.

### **Section III/2**

Acting through its Governing Board, subject to the powers and restrictions of its Constitution and Bylaws, the Association is empowered to all and only such acts as are necessary or convenient to the objectives and purposes herein set forth. This organization shall act to the same extent and as fully as any natural person might or could do to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property; it may enter into, make, perform, or carry out contracts with any firm, person, corporation or association; it may do any acts necessary or expedient for carrying out any or all of the objectives or purposes of the corporation; it may promote and carry out its objectives and purposes anywhere in the world.

### **Section III/3**

The private property of the members shall not be subject to the payment of debts of this corporation to any extent whatever.

### **Section III/4**

The corporation is not organized for the aim of profit.

### **Section III/5**

The existence of this Association is intended to be perpetual.

### **Section III/6**

In the event that this Association should be dissolved, the assets remaining after paying or adequately providing for debts and obligations of the Association shall be distributed exclusively to organizations operated exclusively for charitable, educational, or scientific purposes, as the Governing Board shall determine. The decision of the Governing Board as to the disposition of the assets of the Association shall be ratified by the General Assembly.

## **ARTICLE IV Membership**

### **Section IV/1**

Membership in the Association shall be open to anyone with interest in or related to the research or practice of liver cancer.

There shall be no geographical restrictions to membership in the Association.

Criteria for membership shall be established and applications reviewed by the Governing Board. Candidates that meet the requirements shall be recommended for membership by the Governing Board to the General Assembly.

Regularly, at the Association's Scientific Meeting, the members of the Association – during the General Assembly – shall approve or reject the candidates for membership.

To do so, the Governing Board shall present to the members a list of potential candidates for review at least forty (40) days prior to the General Assembly. Objections shall be made in writing to the Governing Board at latest twenty (20) days prior to the General Assembly.

Approved candidates shall be informed by the Executive Secretary of their election to membership with notification of their privileges and responsibilities as set forth in the current Constitution and Bylaws, rules, policies and procedure.

The Governing Board shall admit to membership, in the appropriate classes, those who meet the prescribed qualifications and pay required dues.

#### **Section IV/2 - Categories of Membership**

The membership of the Association shall be divided into six (6) categories:

- a.) Regular Members
- b.) Trainee Members
- c.) Associate Members
- d.) Emeritus Members
- e.) Honorary Members
- f.) Corporate Members

#### **Section IV/2-a - Regular Members**

Criteria for admission to and benefits associated with Regular membership shall be determined by the Governing Board. Any scientist or physician working in the fields related to liver cancer who has contributed to knowledge to the field shall be considered for Regular membership.

Regular members shall have full voting rights and the right to hold office and serve on Committees.

Dues levels and benefits associated with Regular membership shall be determined by the Governing Board.

#### **Section IV/2-b - Trainee Members**

Trainees, certified by their Director of Training Program, shall be considered for Trainee membership. The membership would be for the duration of their training, renewable annually, and for one year following their training to allow time to qualify for Regular membership. Such a membership does not, however, imply subsequent regular membership, which will be considered on its own merits.

Trainee members shall have full voting rights but not the right to hold office. Dues levels and benefits associated with Trainee membership shall be determined by the Governing Board.

#### **Section IV/2-c - Associate Members**

Allied health professionals who do not meet the criteria for Regular, Trainee or another membership, but who are involved in liver cancer research and/or practice may be elected as Associate members by submitting an application accompanied by a curriculum vitae, a letter of recommendation from a member, and a statement regarding his or her commitment to the science and practice of liver cancer.

Candidates whose credentials meet the criteria established by the Governing Board shall be recommended by the Governing Board for approval by the membership of the Association.

Associate members shall have neither voting rights nor the right to hold office. Dues levels and benefits associated with Associate membership shall be determined by the Governing Board.

#### **Section IV/2-d - Emeritus Members**

Emeritus membership shall be open to Regular members who retired from full-time employment, and with a minimum of 10 years in good standing as an ILCA member and subject to approval by the Governing Board. The requirement of 10 years in good standing as an ILCA member shall not be applicable in the first 10 years of the existence of the Association.

Emeritus members shall have full voting rights but not the right to hold office. Dues levels and benefits associated with Emeritus membership shall be determined by the Governing Board.

#### **Section IV/2-e - Honorary Members**

Honorary membership may be conferred upon any individual who has made contributions of exceptional merit to the Association or the field of liver cancer. Honorary members shall be proposed by the President and ratified by the Governing Board and are subject to final approval by the General Assembly.

Honorary membership will carry all privileges of Regular membership except for holding office. Honorary members shall not pay annual dues.

#### **Section IV/2-f - Corporate Members**

Corporate membership may be extended to any corporation, partnership, foundation, society, or other organization that intends to support the ILCA financially on an annual basis.

Corporate members shall have no voting rights and no right to hold office. Dues levels and benefits associated with Corporate membership shall be determined by the Governing Board.

#### **Section IV/3 - Dues**

The amount of annual dues shall be determined by the Executive Committee, subject to approval by the Council. A member shall be considered in arrears of dues if he or she has failed to pay dues for one period of 12 months.

#### **Section IV/4 - Suspension and Resignation of Members**

Any member of the Association may be suspended for non-payment of dues or for unprofessional conduct. A member whose dues are 12 months in arrears shall be so notified by the Treasurer if no payment is made within 60 days after official notification, the member shall be suspended, but may be reinstated with the approval of the Governing Board if all arrears are made up.

A member accused of unprofessional conduct must be informed of the charges, and shall have the right to be heard by the Governing Board in his or her own defense. Expulsion for unprofessional conduct shall require approval of the Governing Board.

A member may resign at any time by filing his or her written resignation with the Executive Secretary, but such resignation shall not exempt him or her from payment of dues owed, including dues for the current year.

### **ARTICLE V Organization**

The functional bodies of the Association shall be:

- General Assembly,
- Governing Board, consisting of the Executive Committee and the Council,
- Committees.

#### **Section V/1 – General Assembly**

The General Assembly shall be composed of all members of the Association.

Regular Members, Trainee Members, Emeritus Members and Honorary Members shall be eligible to vote.

The meeting of the General Assembly shall be held annually, as a rule during the Scientific Meeting of the Association. It shall be called by the Governing Board. Notice of all meetings shall be given to all members not later than forty (40) days before the date fixed for the meeting.

The functions of the General Assembly shall be:

- To ratify the election and appointment of Executive Committee members and the results of the vote for Councilors.
- To ratify the actions of the Governing Board on acceptance of members.
- To approve the report on activities and financials of the Association submitted by the Governing Board, thereby giving discharge to its members.
- To approve the budget of the Association proposed by the Governing Board.
- To vote upon changes in Constitution and Bylaws as recommended by the Governing Board.
- To propose changes to the Constitution and Bylaws. Such changes must be submitted in writing to the President and signed by at least 30 % of the members eligible to vote. After review and recommendations by the Governing Board, the changes must be voted upon by the General Assembly.
- To vote upon the dissolution of the Association and to ratify the decision of the Governing Board as to the disposition of the assets of the Association after dissolution.
- To ratify decisions concerning the location of future Scientific Meeting.
- To vote upon any item of business which the Governing Board brings before the General Assembly or are mandate by these Bylaws.

All decisions will be made by simple majority vote of those members present and eligible for voting at the General Assembly, unless otherwise stated in the Constitutions and Bylaws. The Chair has the deciding vote.

#### **Section V/1-a - Quorum**

A quorum for ratification of officers, councilors and members of the Association, for amendment to the Constitution or Bylaws, or for other business shall consist of at least five per cent (5 %) of the current members eligible to vote. Voting may take place by show of hands, written ballot, or electronic vote; the Executive Secretary or his/her designee shall supervise voting procedures and the counting of votes.

#### **Section V/2 - The Governing Board**

Subject to the powers exclusively reserved to the General Assembly (as per Art. V, Sec. 1 isupra), the Governing Board shall be the overall governing body of the Association and shall hold all judicial and executive functions of the Association.

The Governing Board shall consist of the individual members of the

- The Executive Committee (three (3) officers)
- The Council (eight (8) Councilors)

At no time shall there be more than four (4) members of the same specialty or five (5) members from the same continent serving on the Governing Board.

All members of the Governing Board shall be active in the field of liver cancer, shall have demonstrated their scientific leadership through appropriate scientific publications, and shall not demonstrate any conflict of interest that may be stipulated in the regulations.

Unless otherwise provided for by these Constitutions and Bylaws, the Governing Board shall pass its resolutions by a simple majority vote. The President shall have the deciding vote.

## **Section V/2-a – Executive Committee**

### **Section V/2-a-I The Officers**

The Officers of the Association shall constitute the Executive Committee and consist of the

- President
- Executive Secretary
- Treasurer

### **Section V/2-a-Ia – President**

The President shall have the final responsibility for all aspects of the Association. The President shall be Chair of the Governing Board, the Executive Committee, the Council and the General Assembly. The President shall recommend the appointment of members to standing and ad hoc committees, on the advice of the Executive Committee to the Governing Board for approval, unless otherwise stated in the Rules and Bylaws. These shall be named at the regular meetings of the Governing Board.

The term of the President shall be two (2) years and re-election shall not be possible.

The names of at least two (2) qualified and eligible Regular Members shall be submitted by the Executive Secretary every two (2) years, at the Scientific Meeting one year before the end of the term of the current President, to the Governing Board which shall, by secret and by simple majority vote, select one (1) individual from this slate of nominees for the position of President. The final vote of the Governing Board shall be ratified by the General Assembly. Eligible for nomination shall only be current or past Council or Executive Committee Members, except former presidents.

### **Section V/2-a-Ib – Executive Secretary**

The Executive Secretary shall be custodian of the corporate records, minutes and legal documents of the Association, and shall perform all duties pertinent to the office of Executive Secretary.

He or she shall be responsible for and oversee all administrative aspects of the Association, including the secretarial functions of the Association.

The Executive Secretary, for the duration of his/her term, shall also function as the Chair of the Scientific Program Committee of the Scientific Meetings of the Association.

The term of the Executive Secretary shall be four (4) years and re-election shall not be 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.

Executive Secretaries, at the time of their election shall not exceed the age of fifty (50) years.

The names of at least two (2) qualified and eligible individuals shall be submitted by the President every four (4) years, at the Scientific Meeting at the end of the term of the current Executive Secretary, to the Governing Board which shall, by secret and by simple majority vote, select one (1) individual from this slate of nominees for the position of Executive Secretary. The final vote of the Governing Board shall be ratified by the General Assembly. Eligible for nomination shall only be current or past Council or Executive Committee Members, except former Executive Secretaries.

**Section V/2-a-I-c - Treasurer**

The Treasurer shall be responsible for and oversee all financial, fiscal and accounting matters, receive all dues and other funds, pay all obligations and debts and render a complete financial account to the Governing Board and to the General Assembly.

The Treasurer shall, after consultation with the Executive Committee, submit a proposed annual budget to the Council for approval by the General Assembly.

He or she shall keep the books of accounts of the Association, and shall present a report of its financial status semi-annually to the Governing Board and at each General Assembly.

The Treasurer shall have signing authority over the funds of the Association together with another member of the Executive Committee as determined by the Governing Board. In addition, the Governing Board may appoint officers with power to sign on behalf of the Association.

The term of the Treasurer shall be four (4) years and re-election for maximum two (2) additional terms shall be 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.

The names of two (2) qualified and eligible individuals shall be submitted by the President every four (4) years, at the Scientific Meeting one year before the end of the term of the current Treasurer, to the Governing Board which shall, by secret and by simple majority vote, select one (1) individual from this slate of nominees for the position of Treasurer.

Eligible for nomination shall only be current or past Council or Executive Committee Members.

**Section V/2-a-II - Meetings**

The Executive Committee shall meet not less than two (2) times per year in person as well as often as deemed necessary by conference call or other means and shall exercise the powers bestowed to it by the Council between its meetings.

All members of the Executive Committee must be present or participate in any decisions to constitute a quorum.

The President may call a special meeting of the Executive Committee.

Notice of all meetings shall be given to all members of the Executive Committee not later than thirty (30) days before the date fixed for face-to-face meetings.

**Section V/2-a-III - Vacancies**

Vacancies on the Executive Committee due to disability, death, or resignation, or other causes, shall be filled for the balance of the appropriate unexpired term or to the next General Assembly, whichever is earlier, by unanimous appointment of the remaining Governing Board members.

**Section V/2-b – The Council**

The Council of the Association shall be the main body to ensure the purpose and objectives of the association are pursued. Its composition shall reflect the various disciplines and geographic diversities of the Association. The duty of the Council is to set the overall direction, policies and to supervise the affairs of the Association and to formulate rules and regulations.

### **Section V/2-b-I Composition**

The Council shall consist of eight (8) members.

To reflect the multi-disciplinary nature of the Association, the following areas of expertise shall be represented on the Council:

- Hepatology (1 seat)
- Surgery (1 seat)
- Oncology (1 seats)
- Basic science (2 seats)
- Radiology/pathology (1 seat)
- not specified (2 seats)

The responsibilities of the Council shall be to

- Decide on the powers to be delegated to the Executive Committee to run the Association between meetings of the Council.
- Review the performance of the Executive Committee.
- Be actively involved in the preparations of the General Assembly and of the Scientific Meeting according to the area of expertise of the respective members.

The term of each Councilor shall be four (4) years with half of the Council members being replaced every two (2) years and re-election as a Councilor shall not be possible.

At least two (2) Councilors, at the time of their election shall not exceed the age of fifty (50) years.

### **Section V/2-b-II - Election**

The names of at least three (3) qualified and eligible individuals per open slot shall be submitted by the Executive Secretary every two (2) years, at the Scientific Meeting at the end of the term of the current Councilors, to the Governing Board which shall, by secret and by simple majority vote, select one (1) individual from this slate of nominees for the position of Councilor.

To identify qualified individuals, the Executive Secretary shall seek input from the general membership and consult closely with the other Executive Committee members.

The final vote of the Governing Board shall be ratified by the General Assembly.

Eligible for nomination shall be any members in good standing of the Association who are active in the field of liver cancer and have demonstrated their scientific leadership through appropriate scientific publications.

Not eligible shall be current or past Council or Executive Committee Members.

### **Section V/2-b-III – Meetings of the Council**

The Council shall meet at least once (1) per year in person as well as often as deemed necessary by conference call or other means and shall exercise its responsibilities.

Two thirds (2/3) of the Council members must be present to constitute a quorum.

The President may call a special meeting of the Council.

Notice of all meetings shall be given to all members of the Council not later than thirty (30) days before the date fixed for face-to-face meetings.

**Section V/2-b-IV - Vacancies**

Vacancies on the Council due to disability, death, or resignation, or other causes, shall be filled for the balance of the appropriate unexpired term or to the next Scientific Meeting, whichever is earlier, by at least a two thirds (2/3) affirmative appointment of the Governing Board.

**Section V/2-c – Meetings of the Governing Board**

The Governing Board shall meet at least once (1) per year at latest 60 days prior to the General Assembly.

Two thirds (2/3) of the Governing Board members must be present to constitute a quorum.

The President may call a special meeting of the Governing Board.

Notice of all meetings shall be given to all members of the Governing Board not later than thirty (30) days before the date fixed for face-to-face meetings.

**Section V/3 - Committees**

The Governing Board may decide to appoint any committee(s) it deems necessary to run the affairs of the association.

Only Members of the Association in good standing are eligible to serve on appointed committees.

Structure, terms, responsibilities, and rotations may be decided on by the Governing Board.

**ARTICLE VI****Scientific Meetings**

The Association shall hold international scientific meetings at regular intervals as determined by the Governing Board and with approval by the membership.

The dates and locations as well as appropriate selection criteria shall be determined by the Governing Board with ratification of the membership.

The Association may sponsor or organize other international or regional meetings, workshops and symposia as the Governing Board sees fit, provided this stays within the financial means of the Association.

**ARTICLE VII****Finances****Section VII/1**

For the accomplishment of its purpose the Association disposes of the membership dues and other contributions of third parties.

Each member shall pay to the Association annual membership dues, the amount of which shall be determined by the Governing Board. Membership dues shall be payable in advance of each membership year.

The Association shall have the right to accept and administer gifts, legacies, movable or immovable properties, donations and assets of any kind without any restrictions as to amount or value.

The accounts of the Association shall be audited annually by a legally authorized auditor from the country in which the Association is incorporated.

**Section VII/2**

For all obligations of the Association only the Association's property is liable. Any personal liability of the members shall be excluded.

**Section VII/3**

The Governing Board shall determine all matters of finance, including but not limited to engaging in contracts, making of grants and loans. The Governing Board may charge the Treasurer and Executive Committee with any specific tasks.

**Section VII/4**

The assets of the Association shall be used for its own operation, for payment of its assessments to any international body with which it may be affiliated and in a general way to provide for the attainment of its purposes.

**Section VII/5**

No portion of the assets of the Association shall be paid, directly or indirectly, to any member or officer of the Association, except for reasonable payment for services actually rendered or repayment of expenses incurred in the interests of the Association.

**Section VII/6**

The Treasurer shall keep proper books and records of account.

**Section VII/7**

The Financial Year of the Association shall extend from January 1 to December 31.

**Section VII/8**

The Membership Year of the Association shall extend from January 1 to December 31.

**Section VII/9**

The Association shall annually have officially audited books by an auditor appointed by the Governing Board.

**ARTICLE VIII  
Indemnification**

To the fullest extent permitted by the laws of Switzerland in effect at the time of such indemnification, the Association shall indemnify any person who was or is a party or is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including action by or in the right of the Association, by reason of the fact that such person is or was a Council member, Executive Committee member, officer, employee or agent of the Association, or, while a Council member, Committee member, officer, employee or agent of the Association, is or was serving at the request of the Association as a member, director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**ARTICLE IX**  
**Amendments and Dissolution**

**Section IX/1**

The Constitution and Bylaws of the Association may be amended at any General Assembly upon the affirmative vote of two-thirds (2/3) of the members present, voting and constituting the required quorum.

Proposed amendments must meet the requirements set forth by Art. V Sec. 1 para 4 supra and shall be submitted at the Governing Board's recommendation, and mailed to each member of the Association at least forty (40) days before the respective General Assembly.

**Section IX/2**

The Association may be dissolved by the General Assembly upon the affirmative vote of two-thirds (2/3) of the members present, voting and constituting the required quorum.

**ARTICLE X**  
**Register of Commerce**

The Association may be entered with the Register of Commerce of the Canton of Zurich, Switzerland.

The present Constitution and Bylaws were approved by the Incorporation Meeting of the Association on August 29, 2007 in Berne, Switzerland.

In the name and with proxy of the Founders:

President  
(Interim Governing Board)

Jordi Bruix, MD  
BCLC.  
Liver Unit. Hospital Clínic.  
University of Barcelona.  
Villarroel 170.  
Barcelona 08036.