

HEADING 1

FORM. PURPOSE. NAME. HEAD OFFICE. DURATION.

ARTICLE 1: An association is hereby created between the parties to these Articles of Association, governed by the Law of July 1, 1901, the decree of August 16, 1901 and these Articles.

ARTICLE 2: The aims of this association is to provide a forum to support collaboration between surgeons interested in the advancement of Laparoscopic Liver Resection techniques, helps in the education of surgeons wishing to learn these techniques, and will work collaboratively with existing national and regional societies supporting Liver Surgery.

ARTICLE 3: The name of the association is: **International Laparoscopic Liver Society**

ARTICLE 4: The association's head office is at the "Public Système PCO" located at 38 rue Anatole France 92594 Levallois-Perret cedex – France.

It may be transferred to any other location in the same town by simple decision of the Council, and to another locality by decision of the Extraordinary General Meeting of the members.

ARTICLE 5: The duration of the Association is unlimited.

HEADING 2

MEMBERS OF THE ASSOCIATION. CONTRIBUTIONS.

EXCLUSION. DEATH. LIABILITY.

ARTICLE 6: The Association consists of founder members, either active members, associate members or benefactor members. To be a member of the association, applicants must be approved by the Council, which rules on any requests for admission submitted.

ARTICLE 7: Active members are those who have agreed to pay an annual contribution, the amount of which shall be set each year by the Council.

ARTICLE 8: Loss of membership of the association occurs following:-

- Resignation.
- Death.
- Dismissal pronounced by the Council for non-compliance with the Articles or grave misconduct. The interested party having been invited by

registered letter to be present at a meeting of the Council to provide an explanation.

ARTICLE 9: The assets of the Association shall be its guarantee against commitments agreed in its name without any of the members or Directors being personally liable for these commitments subject to the possible application of the provisions of the Law of July 13, 1967 on judicial settlement and the liquidation of assets.

HEADING 3

ADMINISTRATION.

ARTICLE 10: The Association is administered by a Council consisting of 10 members elected by the Ordinary General Meeting of members.

The duration of the mandate is 3 years. The board will then be renewed every 3 years. Any departing director can be re-elected. If a director's seat becomes vacant in the period between two annual Ordinary General Meetings, the Board may provisionally ensure a replacement, it must immediately do so if the number of directors is reduced to two. Such appointments will be subject to ratification, at the first Ordinary General Meeting of members, however, any director named to replace another shall only remain in place for the time that remains of the mandate of their predecessor.

ARTICLE 11: The Council shall meet as convened by its President at least once a year and as often as required by the interests of the association. Half the members of the Board must be present to render any decisions valid. The other members can vote by proxy. Decisions are taken by majority vote of the members present, each Director having one vote. In the case of votes being equally divided, the President's vote shall prevail. Board decisions are recorded in minutes entered in a special register and signed by the President and the General Secretary.

ARTICLE 12: The Council is invested with extensive powers to act in the name of the association and carry out or authorise any acts and operations permitted for the association and which are not reserved for the General Meeting of members.

ARTICLE 13: The Council shall choose from among its members a President, a Vice-President, a General Secretary, a Treasurer, a Chairman of the Scientific Committee, who are eligible for re-election. For the current year the President is Professor Cherqui (France), Vice-President Professor Wakabayashi (Japan), the General Secretary Professor O'Rourke (Australia), the Treasurer Professor Buell (USA), the Chairman of the Scientific Committee Professor Geller (USA).

The President is responsible for implementing any decisions taken by the Board and for ensuring the correct operation of the association that it legally represents and in all acts of civil life. At the end of his/her mandate, the President becomes Past-President for 3 years and sits on the Council with a consultative function.

He has full power to open and operate a bank account. He also decides for the account management delegations.

The Vice-President assists the President.

The General Secretary is responsible for convening meetings, and drafting all correspondence and minutes and maintaining the register as required by article 5 of the Law of July 1 1901.

The Treasurer keeps the accounts of the association and, under the supervision of the President, makes all payments and receives all amounts owed. With the authorisation of the Board he handles the withdrawal, transfer and assignment of all assets and funds.

ARTICLE 14: Internal regulations may be drawn up by the Council which obtains approval therefor from the General Meeting. The aim of any regulations drawn up is to determine any points not provided for in the Articles, in particular those covering the association's internal administration.

HEADING 4

GENERAL MEETING

ARTICLE 15: Partner members (sociétaires) meet at General Meetings, which are qualified as extraordinary when their decisions relate to a modification of the Articles, and ordinary in other cases. The General Meeting consists of active members or ordinary members and benefactors. An individual can only be represented by a partner member. The Ordinary General Meeting meets each year as convened by the Council on the day, time and place indicated in the notice of meeting. In addition, the Ordinary or Extraordinary General Meeting may be convened by the Council, as it sees fit.

ARTICLE 16: The Ordinary General Meeting listens to the report by the Council on its management and the association's legal and financial position, it approves or adjusts the accounts of the last accounting period, votes the budget for the following financial year, ratifies the appointment of the directors appointed provisionally, provides for the replacement of directors, authorises any acquisition of property required to carry out the association's projects, any exchange and sale of such fixed assets as well as any constitution of mortgage and all borrowings and, generally, discusses all questions of a general interest and all those submitted to it by the Council with the exception of those comprising a modification of the Articles. To validly deliberate the Ordinary General Meeting must consist of at least a quarter of the partner members. If this condition is not fulfilled, the Meeting is again convened in the forms and periods as provided for in article 15 above and during the second meeting, it validly discusses, whatever the number of members present or presented, but on questions included on the agenda of this Meeting only.

ARTICLE 17: The Extraordinary General Meeting may amend the Articles in all their provisions, it may in particular decide the early dissolution of the association or its union with other associations with a similar purpose. To validly deliberate the Extraordinary General Meeting must comprise at least a quarter of the partner members. If this condition is not fulfilled, the Meeting is convened again fifteen days later, in the form as set forth in article 15 above, and during the second meeting it validly discusses, whatever the number of members present or presented, but only on questions on the agenda of the first meeting. The decisions of the Extraordinary General Meeting are taken by two-thirds majority vote of those members present or presented.

ARTICLE 18: The decisions of the General Meeting are recorded in minutes entered in a special register and signed by the Chairman of the Meeting and the Secretary. Any copies or extracts of minutes, to be produced in court or elsewhere, are signed by the President of the Council or by two Directors.

HEADING 5

THE ASSOCIATION'S RESOURCES

ARTICLE 19: The association's resources consist of

1. The amount of its members' contributions.
2. Subsidies that may be granted to it by the State or local or regional authorities.
3. The revenues from its goods.
4. The amounts received as counterpart for the services provided by the association.
5. Any gifts and bequests made to it.

ARTICLE 20: Reserve funds

It shall consist of a reserve fund comprising

- The movable and immovable property required for the association to operate
- The excess of annual receipts over annual expenditure

This reserve fund will be employed to settle the acquisition price of any movable and immovable property required to fulfil the association's purpose, and to install and arrange it, as well as to make any payments for any renewal work or major repairs. It may also be invested in securities in the name of the association upon decision by the Council.

HEADING 6

WINDING-UP. LIQUIDATION.

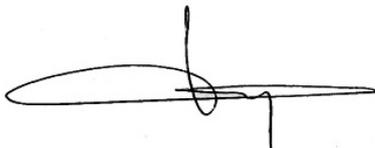
ARTICLE 21: In the event of voluntary, legal or compulsory winding-up of the association, the Extraordinary General Meeting designates one or more liquidators that will enjoy the widest powers to realise the assets and discharge the liabilities. The net proceeds of the liquidation will be assigned to an association with a similar purpose or to any other public or private establishment acknowledged as being of public utility that will be designated by the Extraordinary General Meeting of the members in accordance with article 9 of the Law of July 1 and the decree of 6 August 1901.

HEADING 7

FORMALITIES.

ARTICLE 22: The Council shall complete all formalities of declaration and publication as required by law. Full powers are conferred for this purpose upon the bearer of an original copy of these presents

Daniel Cherqui
Président



Yasuhisa Go Wakabayashi
Vice-Président

