

BYLAWS
European Society of Gynaecological Oncology (ESGO)

Approved during Business Meeting on September 28, 2005

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Article I

NAME, LOCATION AND REPRESENTATION

a. The name of the Society is: European Society of Gynaecological Oncology (ESGO) here in after referred to as either "ESGO" or "The Society."

b. Address:

Seat of Society: Geneva, Switzerland

Operational address: address of the company in charge of the Administrative Office:

Kenes International – 17 rue du Cendrier – P.O. Box 1726 – CH-1211 Geneva 1, Switzerland

c. Language: English shall be the official language of The Society and shall be used for all Society purposes.

d. Composition and Representation:

The ESGO consists of individual members with a professional interest in the study, prevention and treatment of gynaecologic cancer: clinicians or scientists or nurses. The ESGO strives for a wide representation of the scientific and medical communities worldwide.

Membership in The Society can be terminated for non-payment of dues in accordance with established Policy and Procedures of The Society.

Article II

MISSION OF THE SOCIETY

Under the name of the European Society of Gynaecological Oncology (ESGO), there exists a non-profit Society according to art 60ss of the Swiss civil code.

The missions of the Society are

- To promote the health and well-being of women with gynaecological cancers in Europe.
- To improve research in to and the prevention, early detection, treatment and quality of life of women with gynaecological cancers.
- To achieve high standards of professional care for gynaecological oncology in Europe by:
 - promoting educational activity

- improving the training of professionals treating gynaecological cancers and establishing a process for certification
- setting up multidisciplinary standards of care for women with gynaecological cancers
- promoting communication with other scientific and professional organisations involved in the treatment of women with gynaecological cancer in Europe and worldwide
- promoting the public awareness of gynaecological cancer and its prevention and management
- facilitating research in gynaecological cancer

Article III MEMBERSHIP

Any individual with a professional special interest in the study, prevention or treatment of gynaecological cancer is eligible for membership.

a. Categories of Membership

a/1. Active Member

Active Membership is open to any individual

- clinician or scientist
- citizen of Europe and approved affiliate nations
- whose application for membership has been approved by Council

He/She will enjoy all rights and privileges of The Society as defined by the Bylaws. Active membership is contingent upon timely payment of annual dues. Only active members can vote and be elected as officer or council member

a/2. Senior Member

A member may request Senior Membership status upon retirement from professional activities or at the age of 65 years as reviewed by Council. A Senior Member does not pay dues, unless voluntarily, and is not allowed to vote on Society matters.

He/she should have the option to subscribe to the journal of the Society.

a/3. Associate Member

The Society grants associate membership to:

- a/ all no-MD professionals
- b/ all physicians in training who have not yet completed their specialty education
- c/ individuals who do not meet the geographic criteria given in item III a/1.

An Associate member does not hold voting privileges.

She/he has the right to subscribe to the journal and to all other privileges accorded to active members of the Society.

a/4. Honorary Member

To be eligible for Honorary Membership, an individual must have made outstanding contributions to the field of gynaecological cancer. Honorary Members shall enjoy all the rights and privileges of the Society, except that they shall not be entitled to vote or hold elective or appointive office in The Society. They are not required to pay dues.

b. Nomination and Approval of Membership

All nominations for membership shall be submitted in writing to the president of ESGO.

Applications for membership are reviewed by the council of the society.

Final approval is given during the next business meeting.

c. Termination of Membership

Council may terminate by vote, any membership who does not comply with The Society's principals.

**Article IV
MEETINGS OF THE MEMBERSHIP**

a. Biennial Meeting

The Society shall meet at least biennially, in a combined business and scientific session. The meeting site and date shall be determined by Council four (4) years prior to the meeting. The meeting shall be chaired by the President of the Society or his/her nominees.

b. Business of Society

The business meeting, limited to active members in good standing only, will be held during the regular biennial scientific meeting. Old and new business, as well as future meeting site reviews shall be conducted. Decisions at a business meeting are made by the majority vote

**Article V
MEMBERSHIP DUES**

a. Annual Dues

Annual dues for all categories of membership shall be defined by Council. Payment of annual dues entitles the active member to vote, hold office, enter the restricted website and other benefits of membership.

b. Payment of Dues

Annual dues are to be paid at the beginning of each calendar year in accordance with established Policy and Procedures of The Society.

**Article VI
COUNCIL**

a. Council

The Society shall have an Executive Council composed of sixteen (16) duly elected members of The Society in good standing. Newly elected members of Council assume office following the biennial meeting of the membership. Officers shall be elected by council members. Council consists of the President, Immediate Past President, President-Elect, Vice President, twelve (12) elected members and a non-voting representative of the journal of The Society.

The term of office for the elected members is four (4) years. The term of office for the elected officers is two (2) years. Council members cannot be re-elected for one additional term as members but can be re-elected as officers (Vice-President or President-Elect). The President-Elect can serve a total of 10 years: 4 years as member of Council, 2 years as President-elect, 2 years as President and 2 years as Past-President.

b. Authority

The affairs of The Society shall be governed by Council who shall act in its own best judgment and discretion to carry out the general mission of The Society as governed by the Articles of Incorporation and/or Letters Patent, Bylaws, Conflict of Interest Policy, established Policies and Procedures and applicable law. Actions of Council shall be considered taken upon majority approval of the voting members of Council at a meeting.

c. Vacancy

Any vacancy occurring among the Council shall be filled by appointment made by the President with approval of Council.

In the case of a vacancy in the office of the President, the oldest Vice President shall assume this office and shall serve for the unexpired term of the President.

d. Meetings

Council shall meet at least twice yearly. Council shall meet at each biennial meeting prior to the business meeting. Special meetings of Council may be called at any time by the President. All meetings of Council shall be held at a time designated by the President at the immediately preceding meeting of Council. Site of the meetings is the administrative office of the Society, if not agreed upon in a unanimous vote by Council. All members of Council are required to attend the regular and special meetings of Council unless otherwise excused. Official meetings of Council require a 4-week notice and a minimum quorum of 7 council members present for any decision and function. No action of Council may be approved outside of regular or special meetings of Council unless approved by unanimous written consent of voting members.

Article VII OFFICERS

a. The officers of the Society shall be President, President Elect, Vice President and Immediate Past President, (total 4). Each officer must be a member of The Society in good standing.

b. Conditions of Election

A member can hold only one office at a time.

Officers shall serve as a member of Council for at least one term i.e. four (4) years prior to becoming Officers.

c. Duties of Officers

c/1. President: The President shall preside all meetings of The Society and Council. Whenever, in the opinion of Council, the President is unable to fulfil the duties, these shall be assumed by the Vice President.

c/2. President Elect : The President Elect shall become a member of Council for at least four (4) years prior to becoming President Elect. Upon completion of his/her term of office as President Elect, s/he shall succeed the President and be installed as President at the next biennial meeting. S/he shall assist the President when requested to do so and shall review the annual budget, the biennial audit and the quarterly financial report and shall monitor The Society's financial performance and report to Council the current financial status of The Society. S/he shall succeed to all powers of the President in the event of vacancy of both the President and the Vice President.

c/3. Vice President: The Vice President shall assist the President in the performance of his/her duties as requested by the President. S/he shall succeed to all powers of the President in the event of vacancy of the President.

c/4. Immediate Past President: The Immediate Past President shall assume all responsibilities as assigned by the President S/he shall succeed to all powers of the President in the event of vacancy of both the President, the Vice President and the President-elect until the next biennial election.

d. Removal

Any elected or appointed officer may be removed from office at any time by two-thirds of voting members of Council, whenever in its judgment the best interest of The Society will be served.

Article VIII ELECTIONS

a. Nominating Committee:

Provides a slate of candidates for the elected positions including the President Elect, Vice President and Members of Council. The Nominating Committee shall ensure that the candidates for nomination comply with the rules and policies of The Society.

The Nominating Committee will consist of the President Elect, the President and the immediate Past-President. The Nominating Committee will be chaired by the Past-President.

b. Elections:

The Society shall hold elections biennially for vacant positions. Candidates receiving a simple majority of votes shall be declared elected, any pending is subject of approval of a majority of active members present at the biennial business meeting. Only active members in good standing with The Society shall be entitled to vote or hold elective office or committee positions.

Article IX COMPENSATION

Any person may be paid compensation for services rendered to The Society in his/her capacity as a member of Council, an officer, employee or otherwise, as the Council shall deem reasonable.

Article X CONFLICT OF INTEREST

a. Existence of Conflict: Disclosure

A conflict of interest may exist when the direct, personal, financial interest of any Council members competes with, is adverse to, or diverges from the interests of The Society. If any such conflict of interest arises with regard to a matter requiring action by Council, or if a member retains a significant financial interest, which may reasonably appear to be affected by an action of Council, then the interested party shall disclose such interest to Council. Council shall determine if any such conflict exists and, in particular, Council shall determine the specific interests of The Society at issue. Council shall not deem a conflict of interest to exist, if standing alone, a Council member also serves as a director, officer or member of a non-profit or charitable organization, which solicits or receives funds from institutions or individuals from which The Society also solicits and receives funds.

b. non-participation in Vote

If Council determines that a member has a conflict of interest with respect to a certain action, hereinafter referred to as "Conflicted Member", then the Conflicted Member shall not vote on or participate in the final deliberation or decision regarding the matter under consideration. The Conflicted Member, in addition, shall not be present during such deliberation, discussion or vote, unless requested by Council to discuss, prior to Council's deliberation, any relevant information.

c. Minutes of Meeting

The minutes of meetings of Council shall reflect that the conflict was disclosed. Also, minutes shall indicate that the Conflicted Member was not present during the final discussion or vote on a particular matter and that he did not participate in deliberations or vote on such action or issue.

d. Annual Review

Members of Council shall review potential conflict of interest at the first Council meeting following disclosure.

**Article XI
AMENDMENTS TO THE BYLAWS**

a. The Bylaws of The Society may be amended according to the following procedure: Amendments to the Bylaws shall be proposed by any active member of the Society, and approved by the Council; upon approval of Council, the amendments will be submitted to members at least 30 days prior to the next business meeting of the Society.

b. The amendment(s) shall be adopted and the Bylaws shall be so amended upon two-thirds (2/3) affirmative vote of active members present at the business meeting.
Announcement of the results of the vote shall be communicated to the members by the President

**Article XII
DISSOLUTION**

Upon dissolution of The Society, all assets, after payment of all debts and liabilities of The Society, shall be paid and be distributed to one or more non-profit corporations, funds or foundations engaged in medical research devoted to gynaecological cancer, to be designated by a majority of Council holding office at the time of dissolution.

The Society shall be dissolved when:

- a) Value is no longer pertinent in the control of gynaecologic cancer,
- b) It is deemed that the membership is no longer interested in the support of The Society.

Dissolution shall be proposed, processed and voted upon in the same manner as stipulated in these Bylaws for Amendments.

Istanbul, September 28, 2005

Ian Jacobs, ESGO President

Ignace Vergote, ESGO Past-President