

**European Society for Medical Oncology**  
**Bylaws**  
**Approved by the 2011 ESMO General Assembly**

**Article 1: Name**

Under the name **European Society for Medical Oncology (ESMO)**, hereafter also referred to as the Society, an association was established in 1975 in accordance with Article 60 & ss. of the Swiss Civil Code. ESMO is a non-political party, non-profit (not-for-profit) organization.

**Article 2: Mission**

The mission of the Society is

- To improve the quality of prevention, diagnosis, treatment, supportive and palliative care, as well as the follow-up of patients with malignant disorders
- To advance the art, science, recognition, and practice of oncology
- To disseminate knowledge to cancer patients and the public
- To educate and train persons involved in clinical cancer care and research
- To ensure a high standard of qualification of medical oncologists within the multidisciplinary team
- To promote equal access to optimal cancer care of all cancer patients

**Article 3: Domicile**

The Society has its domicile in Lugano, Switzerland. Upon proposal of ESMO's Executive Board, the Society may establish auxiliary offices outside of Switzerland.

**Article 4: Members**

The Society has members with voting rights (full members, junior members and honorary members) and members without voting rights (associate members).

The Executive Board defines the criteria for the various categories of membership and the process to be applied for admitting membership. It may reject a request for membership without giving any reasons.

**Article 5: Structure of the Society**

The functional bodies of the Society shall be:

- the General Assembly;
- the Executive Board;
- the permanent Committees, Working Groups and Task Forces as determined by the Executive Board;
- the external Auditors.

**Article 6: General Assembly**

The General Assembly consists of all voting members of the Society.

The General Assembly has the following powers which must not be delegated:

- a) approval of the annual report of the President, the audited annual financial statement as well as the discharge of the Executive Board and of the external Auditors;
- b) ratification of the election of the President-Elect which is carried out by electronic ballot vote (pursuant to Article 66 Para. 2 of the Swiss Civil Code and in accordance with Article 10 of these Bylaws) prior to

- the meeting of the General Assembly and also the resignation or removal of the President or President-Elect;
- c) election and removal of the external Auditors;
  - d) amendments to these Bylaws;
  - e) resolutions regarding the liquidation of the Society and its assets;
  - f) resolutions regarding all items on the agenda of the General Assembly;
  - g) resolutions regarding items under its authority subject to these Bylaws or subject to mandatory Swiss Law.

The General Assembly is ordinarily convened at least once a year by the President, with members being notified by electronic mail at least three (3) weeks prior to the meeting. An extraordinary General Assembly may be convened upon the request of the Executive Board or a fifth (1/5) of the Society's voting members.

The General Assembly is chaired by the President or, if unavailable, by the President-elect, and deliberates the items listed on the agenda.

Every General Assembly called in accordance with these Bylaws constitutes a quorum, irrespective of the number of members present.

The decisions of the General Assembly, except for other statutory rules, are calculated by a simple majority with an open show of hands. For the revision of the Society's Bylaws, a majority of two-thirds (2/3) of those present and eligible to vote at the time of voting is required.

Whenever a vote ends undecided, the Chairperson of the General Assembly casts the deciding vote.

Representation is excluded.

#### **Article 7: Executive Board**

The Executive Board is the executive organ of the Society. The task of the Executive Board is to apply and execute the decisions of the General Assembly and to work with the Chief Executive on day to day matters.

The Executive Board is composed of up to twelve (12) members.

Upon ratification of the election by the General Assembly pursuant to Article 6(b) of these Bylaws, members of the Executive Board are:

- the President,
- the President-Elect.

By right of their position, further members of the Executive Board are:

- the Treasurer,
- the Chairperson of the Education Committee,
- the Chairperson of the National Representatives and Membership Committee,
- the Chairperson of the Public Policy and European Affairs Committee,
- the Chairperson of the Guidelines Committee,
- the Chairperson of the Press and Media Affairs Committee,

The Executive Board may appoint by co-option up to four (4) other members.

The Executive Board designates which of its members shall officially represent the Society, as well as the signatory powers.

The Executive Board shall meet at least three (3) times a year. The Committee may invite Chairpersons of other committees and other experts to the meetings as required. Resolutions may be taken by circular letter (including telefax and e-mail), provided no member of the Executive Board opposes.

All resolutions will be made by simple majority vote of the members of the Executive Board present. In case of a tie vote, the President of the Executive Board shall have the casting vote.

Minutes shall be kept on the consultations and resolutions of the Executive Board for each meeting, which are to be signed by the President and the Chief Executive Officer.

**7.1 President:** The President of the Executive Board is the President of the Society and represents it officially. The President presides at all meetings of the Executive Board.

**7.2 President-Elect:** He/she shall act for the President in the latter's absence and shall carry out such duties as may be assigned to him/her by the President.

**7.3 Treasurer:** The Treasurer shall be responsible for the financial administration of the Society and will chair the Audit Committee. He/she shall prepare an annual financial report, together with the Chief Executive Officer, and present it to the Executive Board and the General Assembly for approval.

**7.4 Chief Executive Officer:** The Chief Executive Officer shall be appointed by the Executive Board. His/her duties consist in the execution of the activities of the Society as outlined by the Executive Board. He/she shall attend the meeting of the Executive Board without the right to vote.

## Article 8: Key Committees

**8.1 Audit Committee:** is established to review and assure compliance with policies and procedures relating to the conduct of financial and business affairs of ESMO, including review of the appropriateness of financial expenditure risks. It will monitor the effective implementation of the process for the Declaration of Interests and ensure that an ethical business and conduct policy is supervised by the Executive Board. It will oversee the procedure for determining compliance with overall good corporate governance practices. It will be chaired by the Treasurer and shall include up to two (2) external, independent business leaders appointed by the Executive Board.

**8.2 Nominating Committee:** The Nominating Committee is responsible for the proposal of candidates for the position of President-elect. The Nominating Committee will be appointed by the Executive Board. It shall consist of two ex officio members the President and the President-elect, and five (5) members appointed by the Executive Board, one of whom will be the Chair. The Chief Executive (Secretary) will be present as a non-voting member.

**8.3 Ad Hoc Committees:** The Executive Board may appoint committees and different ad hoc Committees/ Sub-Committees/Working Groups/Task Forces in accordance with the needs of the Society.

## Article 9: External Auditors

The Auditors are proposed by the Executive Board to the General Assembly. They are elected for a term of three (3) years and may be re-elected twice.

The Auditors shall conduct a limited auditing (“eingeschränkte Revision”) pursuant to Article 727c and Article 729 et seq. of the Swiss Code of Obligations as long as no regular auditing (“ordentliche Revision”) in the sense of Article 69b of the Swiss Civil Code is mandatory.

#### **Article 10: Duration of Terms**

The President serves for a two (2) year term. All ESMO officers' and committee members' terms follow the calendar year. If for some reason a vacancy occurs, the position may be temporarily filled until the end of the year through a nomination by the Executive Board. However, the new position officially begins on 1st January of the following calendar year when a new candidate is selected according to the Bylaws. The President-Elect is elected by all ESMO members eligible to vote and holds office for two (2) years. His/her term begins on 1 January of the year immediately following the election.

The President-Elect is elected based on the proposal by the Nominating Committee of two (2) candidates. The voting materials will be sent by electronic mail to the ESMO members with the right to vote no later than two (2) months prior to the General Assembly. The Nominating Committee supervises the voting process.

Any such appointment is made from January 1<sup>st</sup>.

The Treasurer and Chairpersons of the Permanent Committees are appointed by the Executive Board after consultation with the previous Chairperson of the respective committee for a period of two (2) years renewable once. Other Executive Board members (without committee responsibility) shall be appointed for a two (2) year period renewable once.

#### **Article 11: Finances**

The financial operations of the Society shall be guided by a budget that has been approved by the Executive Board. The Executive Board may but is not obligated to define annual membership dues to be paid by the members of the Society.

The financial year shall close each year on 31st December. An audit of the Society's accounts will be made annually by a certified public accountant. It will be presented to the Executive Board and the General Assembly. A copy will be made available upon request to any member of the Society. The Treasurer and Audit Committee shall be responsible for overseeing the audit process.

The liabilities and obligations of the Society towards third-parties may be enforced only against its assets and all personal responsibility of individual members is excluded. The responsibility of a member towards the Society is limited to the annual membership dues (if any) fixed by the Executive Board.

#### **Article 12: Indemnification**

Officers of the Society are expected to act on a voluntary basis for each committee on which they serve. Their expenses related to ESMO activities will be reimbursed upon presentation of receipts.

#### **Article 13: Amendments**

Proposed amendments to the Bylaws of the Society may originate with the Executive Board. Proposed amendments may also originate from any member of the Society, provided they have the endorsement of at least twenty (20) members of the Society in good standing, and are submitted in writing to the Executive Board no later than four (4) months prior to the General Assembly and circulated to the members of the Society at least three (3) months prior to the General Assembly. Amendments properly proposed to the Executive Board will be presented at the following General Assembly, accompanied by the recommendation of the Executive Board. Such proposals must be included as an item on the agenda and should be available to the members

three (3) months before the General Assembly. Adoption of amendments shall require the approval of more than two-thirds (2/3) of the members present and voting at the General Assembly.

**Article 14: Dissolution**

The Society shall be dissolved if a resolution to this effect is supported by an affirmative vote of two-thirds (2/3) of those cast by voting members at a General Assembly. Proposals of such resolutions must be submitted in writing to the Executive Board at least six (6) months prior to the General Assembly and have the endorsement of at least five percent (5%) of the members of the Society in good standing. Additionally, they must be circulated among the members at least three (3) months prior to the General Assembly. Such resolutions may contain provisions whereby any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Society, but shall be turned over to one or more similar organizations selected by the outgoing Executive Board.

**Article 15: Governing Law and Disputes**

These Bylaws shall be governed by and construed in accordance with Swiss law. The exclusive place of jurisdiction for all disputes arising in connection with or based on these bylaws shall be at the domicile of the Society.

This version of the Bylaws was approved by the 2011 ESMO General Assembly at its meeting on 25 September 2011, in Stockholm, Sweden and will take effect as from 1 January 2012.