

ESMO

BYLAWS





I. GENERAL PROVISIONS

ARTICLE 1: NAME AND REGISTERED OFFICE

1. Under the name **European Society for Medical Oncology (ESMO)** exists a non-political, non-profit association pursuant to Articles 60 et seq. of the Swiss Civil Code (hereinafter “ESMO” or “Society”). It is governed by Swiss law and its duration is unlimited.
2. The registered office of ESMO is in Lugano, Switzerland. ESMO may establish auxiliary offices (such as branches and subsidiaries) in Switzerland and abroad.
3. In connection with its purpose, the Society may establish, participate in, acquire and finance other enterprises and/or establish foundations; it may acquire, encumber, sell and manage real estate.

ARTICLE 2: MISSION

1. ESMO's mission is to combat all forms of cancer. Therefore, the association shall in particular aim to:
 - a. improve the quality of prevention, diagnosis, treatment, supportive and palliative care, as well as the follow-up of patients with malignant diseases;
 - b. advance the art, science, recognition, and practice of oncology;
 - c. disseminate knowledge to cancer patients and the public;
 - d. educate and train people involved in clinical cancer care and research;
 - e. ensure a high standard of qualification of medical oncologists within the multidisciplinary team;
 - f. promote equal access to optimal cancer care for all cancer patients.
2. ESMO may in particular organise scientific congresses as well as educational courses and meetings, award prizes, publish scientific research and reviews and other appropriate documents. Furthermore, ESMO may engage in all activities and take all actions necessary and appropriate to carry out the above mission.
3. ESMO is an altruistic non-profit association.

ARTICLE 3: FUNDS

ESMO derives its funds in particular from:

- a. membership fees;
- b. publication income;
- c. fees in connection with congresses, meetings, courses, examinations etc.;
- d. partnership income;
- e. sponsorship;
- f. investments and other assets;
- g. donations, grants and other payments for the promotion of the mission and the support of ESMO's activities.



II. MEMBERSHIP

ARTICLE 4: CATEGORIES

1. Full Membership is open to professionals working in healthcare or research and having an interest in oncology (hereinafter “Full Members”). The Membership Committee defines the criteria for the different kinds of categories of Full Members, to be approved by the Executive Board.
2. Student Membership is open to medical and basic science students (hereinafter “Student Members”; together with the Full Members “Members”).

ARTICLE 5: APPLICATION

1. The Membership Committee (a Permanent Committee pursuant to Article 25 Para. 1) defines the criteria for the process applied for admitting membership, to be approved by the Executive Board.
2. The Membership Committee takes the final decision on acceptance or rejection of membership. The request for membership may be rejected without giving any reasons.

ARTICLE 6: RIGHTS AND DUTIES

1. Student Members shall have no rights except for the attending of the General Assembly and any other rights mandatorily provided for by law. Deliberating, voting and taking part in elections, including Electronic Ballot Votes pursuant to Article 17 shall however be reserved to Full Members only who are a Member on 1 January of the respective calendar year.
2. As a rule, Full Members shall pay the membership fee to be proposed by the Membership Committee and approved by the Executive Board in consultation with the ESMO Council (refer to Article 22 Para. 3).
3. Members are obliged to further the interests of ESMO to the best of their abilities and to refrain from any action which could harm the reputation and the mission of ESMO.
4. Members shall comply with all relevant provisions of the Bylaws, Organisational Regulations and other rules and regulations, as well as the decisions taken by the Corporate Bodies of ESMO.

ARTICLE 7: LIABILITY

1. ESMO’s financial obligations can be satisfied only from its assets.
2. Members shall not be personally liable for ESMO’s obligations or debts.

ARTICLE 8: TERMINATION

1. Membership shall end through expiration, death, resignation or exclusion.
2. Membership expires automatically if ESMO does not receive the payment of the membership fee within six months of its due date. All rights of the relevant Member shall be suspended from the due date.
3. Members may resign at any time as per the next due date of the membership fee. The resignation shall be submitted in written form to the Membership Committee.
4. The exclusion of a Member may be decreed upon final decision of the Executive Board without reasons being given and based on the respective proposal of the Membership Committee or Compliance and Ethics Committee.
5. Annual Membership fees already paid will not be refunded pro rata temporis.



III. ESMO'S ORGANISATION

ARTICLE 9: CORPORATE BODIES OF THE SOCIETY

The Corporate Bodies of the Society are:

- a.** the General Assembly pursuant to Articles 10 to 17;
- b.** the Executive Board pursuant to Articles 18 to 20;
- c.** the ESMO Council pursuant to Articles 21 to 23;
- d.** the Key Committees pursuant to Article 24;
- e.** the Statutory Auditors pursuant to Article 26.

IV. THE GENERAL ASSEMBLY

ARTICLE 10: COMPOSITION

- 1.** The General Assembly consists of the Members of the Society pursuant to Article 4.
- 2.** Voting and all other rights in connection with the General Assembly shall, to the extent allowed by mandatory law, be restricted to Full Members whose membership rights are not suspended pursuant to Article 8 Para. 2 and who are a Member on 1 January of the respective calendar year (refer to Article 6 Para. 1).

ARTICLE 11: POWERS

The General Assembly is the supreme Corporate Body of the Society. It has the following non-transferable powers:

- a.** adoption and amendment of the Bylaws;
- b.** appointment of the members of the Executive Board, in particular:
 - b1.** appointment (by Electronic Ballot Vote pursuant to Article 17) and removal of the President-Elect (subsequent President and Past-President pursuant to Article 18 Para. 5), the Director of Education, the Director of Public Policy and the Director of Membership;
 - b2.** removal of the President and the Past-President;
- c.** appointment (by Electronic Ballot Vote pursuant to Article 17) and removal of the Chairperson and the non ex officio members of the Nomination Committee;
- d.** appointment and removal of the Statutory Auditors;
- e.** approval of the annual report of the Executive Board;
- f.** approval of the audited annual financial statements;
- g.** discharge of the members of the Executive Board;
- h.** resolution on the dissolution and liquidation of the Society;
- i.** resolution on matters which are mandatorily reserved to the General Assembly by law or the Bylaws;
- j.** resolution on matters which are validly submitted to the General Assembly by the Executive Board.



ARTICLE 12: RIGHT TO CALL AND FORM OF MEETING

- 1.** The General Assembly shall be convened by the President with an agenda which includes as a rule the following standard items:
 - a.** approval of the annual report of the Executive Board for the previous year;
 - b.** approval of the audited annual financial statements;
 - c.** discharge of the members of the Executive Board.
- 2.** The ordinary General Assembly shall take place annually within six months of the end of the business year, extraordinary General Assemblies shall be held as necessary.
- 3.** An extraordinary General Assembly may also be called, if one-fifth of the Members so request in writing to the attention of the President, stating the agenda and the motions.
- 4.** Elections (subject to Article 17) and resolutions reserved to the General Assembly shall as a rule be passed in a meeting with physical attendance of the Members. Articles 13 to 16 shall apply to such a meeting.
- 5.** Exceptionally, for important reasons affecting the Society and based on a unanimous resolution, the Executive Board may, in derogation from the general rule in Article 12 Para. 4, order that the General Assembly is carried out without Members being physically present and with Members' rights exercised exclusively electronically via the ESMO website. The details of the electronic voting procedure shall be determined by the Executive Board and outlined in the notice convening the General Assembly. In any case, the result of the respective electronic vote has to be confirmed in the minutes of the General Assembly to be signed by the chairman and the keeper of the minutes and the Members are to be notified of the result of the electronic vote by the President with electronic mail no later than five calendar days after the General Assembly. For all other aspects, the rules according to Articles 13 to 16 apply analogously.

ARTICLE 13: FORM OF THE CALLING

- 1.** The General Assembly shall be convened by electronic mail to the Members at least twenty calendar days prior to the General Assembly.
- 2.** The calling shall state the date, time and place of the General Assembly as well as the agenda and motions of the Executive Board.
- 3.** At least twenty calendar days prior to the day of the ordinary General Assembly, the Executive Board's annual report and the Statutory Auditors' report shall be made available to the Full Members for onsite personal consultation exclusively at the domicile of the Society.

ARTICLE 14: CHAIRPERSON AND MINUTES

- 1.** The General Assembly is chaired by the President, or, if unavailable, the Past-President and if he/she is unavailable the President-Elect. In case they are all unavailable, it shall be chaired by a Director of the Executive Board with the lowest membership identification number.
- 2.** The Chairperson shall appoint the keeper of the minutes and the scrutineer. The keeper of the minutes and the scrutineer do not need to be Members of the Society.
- 3.** Minutes shall be kept of the resolutions and votes of the General Assembly that shall be signed by the Chairperson and the keeper of the minutes.



ARTICLE 15: VOTING

1. Each Full Member has one vote at the General Assembly, if his/her membership rights are not suspended pursuant to Article 8 Para. 2 and if he/she is a Member on 1 January of the respective calendar year pursuant to Article 6 Para. 1.
2. Representation is excluded. Votes are not transferable to another Member or a third person.
3. As a rule, votes and elections at meetings shall be conducted by an open show of hands. However, a written or electronic vote shall be held at a meeting if the Chairperson so directs or if this is explicitly requested by a majority of votes cast by Full Members (abstentions/invalid votes are not calculated).

ARTICLE 16: QUORUM

1. Unless stated otherwise in the Bylaws any General Assembly called in accordance with the Bylaws is quorate irrespective of the number of Full Members present.
2. Subject to Para. 3 sentence 1 of this Article or any other provision of the Bylaws and unless provided otherwise by mandatory provisions of the law, the decisions of the General Assembly are calculated by a majority of votes cast by Full Members (abstentions/invalid votes are not calculated).
3. With regards to resolutions on the dissolution and liquidation of the Society and the amendment of the Bylaws at least two-thirds of the Full Members must be present for the General Assembly to be quorate and at least two-thirds of the votes cast by Full Members have to approve the respective resolution (abstentions/invalid votes are not calculated). Notwithstanding to the foregoing, in case such a request originates from the Executive Board, any General Assembly is quorate irrespective of the number of Full Members present and resolutions on the dissolution and liquidation of the Society and the amendment of the Bylaws shall be passed by two-thirds of the votes cast by Full Members (abstentions/invalid votes are not calculated).
4. Where the votes are tied, the Chairperson shall have the casting vote, provided he/she is the President, the President-Elect or the Past-President.

ARTICLE 17: ELECTRONIC BALLOT VOTE

1. The following elections reserved to the General Assembly shall be passed by an electronic ballot vote via the ESMO website without the requirement of a meeting with physical attendance of the Members (hereinafter “Electronic Ballot Vote”):
 - a. appointment of the members of the Executive Board (refer to Article 11b);
 - b. appointment of the Chairperson and the non ex officio members of the Nomination Committee (refer to Article 11c and the special gender aspects to be considered for the Electronic Ballot Vote pursuant to Article 24 Para. 3).
2. Subject to Para. 9 of this Article, the participation and voting quorums for the Electronic Ballot Vote are as follows: at least one thousand Full Members have to take part in the Electronic Ballot Vote in order for such vote to reach the required participation quorum and the resolution must be passed by a majority of votes cast by Full Members (abstentions/invalid votes are not calculated).
3. Each Full Member has one vote, if his/her membership rights are not suspended pursuant to Article 8 Para. 2 and if he/she is a Member on 1 January of the respective calendar year pursuant to Article 6 Para. 1. Representation is excluded. Votes are not transferable to another Member or a third person.
4. Where the votes are tied the President shall have the casting vote.
5. The calling to the Electronic Ballot Vote shall be sent by electronic mail from the President to the Members within twenty calendar days of the opening date of the Electronic Ballot Vote, stating the opening and the closing date



for the casting of electronic votes, whereby the period between the opening and the closing date shall last at least ten calendar days.

- 6.** At the opening date, the Full Members will receive another electronic mail which enables them to cast their vote until the closing date mentioned in the calling.
- 7.** Minutes shall be kept of the result of the Electronic Ballot Votes to be signed by the President acting as Chairperson, or if unavailable, the Past-President and if he/she is unavailable the President-Elect, as well as a keeper of the minutes appointed by the Chairperson.
- 8.** Members are to be notified of the result of the Electronic Ballot Vote by the President with electronic mail no later than five calendar days after the closing of the Electronic Ballot Vote.
- 9.** If the participation quorum pursuant to Para. 2 of this Article cannot be reached by the closing date pursuant to Para. 6 of this Article, the President shall inform the Members respectively no later than five calendar days after the closing date pursuant to Para. 6 of this Article and simultaneously call the Full Members who have not yet cast their vote to do so by the closing date of an extended voting period of ten calendar days. In this case, the participation quorum of Para. 2 of this Article shall however not apply. Members are to be notified of the result in accordance with Para. 8 of this Article.

V. EXECUTIVE BOARD

ARTICLE 18: COMPOSITION

- 1.** The Executive Board is composed of the following six elected members:
 - a.** the President;
 - b.** the President-Elect;
 - c.** the Past-President (acting as Vice-President);
 - d.** the Director of Education;
 - e.** the Director of Public Policy;
 - f.** the Director of Membership.
- 2.** A member of the Executive Secretariat acts as Secretary to the Executive Board without being a member of the Executive Board and without having a right to vote.
- 3.** As a rule, the Chief Executive Officer (CEO) and the Chief Medical Officer (CMO) will take part in such meetings without having a right to vote. The Executive Board may, as deemed appropriate, invite other guests like staff members, members of Corporate Bodies or external persons to participate at the meetings of the Executive Board without having a right to vote.
- 4.** All members of the Executive Board must be Full Members of the Society.
- 5.** The President-Elect shall be appointed by Electronic Ballot Vote pursuant to Article 17 for a six-year term of office, holding the position of President-Elect in the first and second year, the position of President in the third and fourth year and the position of Past-President in the fifth and sixth year of office. The term of office shall start on 1 January following the election by Electronic Ballot Vote. Re-election is not possible. Upon completion of the term of office the Past-President is no longer eligible for any position within the Executive Board, a Key Committee or the management of the Society. For the sake of clarity, he or she is, in particular, still eligible for any position in Additional Corporate Bodies.



6. The Director of Education, the Director of Public Policy and the Director of Membership (hereinafter together “the Directors of the Executive Board”) shall also be elected by Electronic Ballot Vote pursuant to Article 17 for a three-year term of office. The term of office shall start on 1 January following the election by Electronic Ballot Vote. Re-election is not possible. Upon completion of the term of office, any Director of the Executive Board is no longer eligible for the position as Director of the Executive Board he/she was elected for. The Directors appointed under the former Bylaws shall have their mandates extended by one year to transition to the three-year term of office.
7. For important reasons the Executive Board may exceptionally extend the term of office of all its members for an additional twelve months.
8. In case of relief, resignation, death or continuous incapacity of a member of the Executive Board the remaining members may co-opt a new member for the respective member’s remaining term of office. Special rules apply to the President and the President-Elect. If they are concerned, the Executive Board shall organise an Electronic Ballot Vote pursuant to Article 17 within due time and the Past-President shall take over the President’s or the President-Elect’s responsibilities until the newly elected President or President-Elect starts his/her term of office. Persons designated or elected as replacement shall complete the term of office of their predecessor.
9. The members of the Executive Board act voluntarily and will not receive compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred in connection with their term of office.

ARTICLE 19: TASKS AND RESPONSIBILITIES

1. The Executive Board is the ultimate executive body of the Society and responsible for the management and administration of the Society. It shall manage the ongoing business and represent the Society externally. The Executive Board has in particular the following tasks and responsibilities:
 - a. ultimate supervision of the Society and issuance of the relevant instructions;
 - b. determination of the organisation, including the establishment and amendment of the Organisational Regulations in consultation with the ESMO Council (refer to Article 22 Para. 3);
 - c. structuring of the accounting system, the financial controls and the financial planning to the extent that this is necessary for the management of the Society;
 - d. appointment and removal of the Chief Executive Officer (CEO) upon nomination by the Presidential Cabinet, and appointment and removal of the Chief Medical Officer (CMO) upon nomination by the Chief Executive Officer as well as the regulation of signatory power;
 - e. overall supervision of the persons entrusted with the management of the Society, in particular with regards to their compliance with the law, the Bylaws, the Organisational Regulations and other rules and regulations;
 - f. preparation of the annual business report and the General Assembly, as well as the implementation of its resolutions;
 - g. management of transactions reserved to the Executive Board by the Organisational Regulations pursuant to Para. 4 of this Article.
2. The Executive Board may establish and remove Key Committees pursuant to Article 24.
3. The Executive Board may establish and remove Additional Corporate Bodies pursuant to Article 25. Full Members serving as Chairperson or Member of an Additional Corporate Body shall, as a general rule, act on a voluntary basis and will not receive compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred in connection with their term of office.
4. Furthermore, the Executive Board may resolve on all matters not reserved or assigned to the General Assembly or another Corporate Body of the Society by mandatory law, the Bylaws or the Organisational Regulations.



5. The Executive Board may delegate the management including full responsibility for the recruitment and dismissal of staff to the Chief Executive Officer (CEO). Furthermore, it may delegate its tasks and responsibilities as well as the preparation and implementation of its resolutions to individual members of the Executive Board, the ESMO Council, the Key Committees, the Additional Corporate Bodies and/or other forms of sub-structures to the Executive Board. Delegation shall be governed by the Organisational Regulations and be subject to the provisions of the Bylaws and the mandatory provisions of law.

ARTICLE 20: CALLING OF MEETINGS AND QUORUM

1. The Executive Board shall as a rule meet at least twice a year at a meeting with physical attendance of its members. It shall be called by the President, or, if unavailable, the Past-President. Each member of the Executive Board may, by giving written reason thereof, demand that a meeting of the Executive Board be held within due time.
2. The calling of the meeting of the Executive Board shall, as a rule, be made at least ten calendar days before the date of the meeting. Day, time and place of the meeting as well as the agenda shall be notified within the same time limit.
3. The President or, if unavailable, the Past-President shall chair the meetings of the Executive Board. In case both of them are unavailable, the President-Elect shall be the Chairperson.
4. Subject to any other provision of the Bylaws and the Organisational Regulations, the Executive Board is quorate when at least four members of the Executive Board are present.
5. Subject to Article 24 Paras. 2 and 6 or any other provision of the Bylaws and the Organisational Regulations, all resolutions will be made by a majority of votes cast by the members of the Executive Board (abstentions/invalid votes are not calculated).
6. The President shall have the casting vote; in case of elections this shall be decided by lot.
7. The meetings may also be held by telephone or video conference and decisions made by such means shall be appropriately recorded and shall have the same effect as those conducted in person.
8. Resolutions may be taken by circular letter (by letter or e-mail), provided no member of the Executive Board has demanded an oral consultation. For resolutions carried out by circular letter, at least four members of the Executive Board must cast their votes. Resolutions are made by a majority of all votes cast (abstentions/invalid votes are not calculated). Circular resolutions shall be included in the minutes of the next meeting.
9. Minutes shall be taken of the discussions and resolutions of the Executive Board for each meeting. The minutes shall be signed by the Chairperson and the Secretary and approved by the Executive Board at the next meeting.

VI. ESMO COUNCIL

ARTICLE 21: COMPOSITION

1. The ESMO Council will be composed of the following members:
 - a. all members of the Executive Board for their term of office;
 - b. all Chairpersons of the Permanent Committees pursuant to Article 25 Para. 1 for their term of office;
 - c. the Chairperson of the Nomination Committee for his/her term of office;
 - d. the Editor-in-Chief of Annals of Oncology for their term of office. If the Editor-in-Chief of Annals of Oncology is unable to attend a meeting, an Editor-in-Chief of another ESMO owned Journal title will be invited to participate in their place.



2. Furthermore, the Executive Board may appoint up to five additional ESMO Council members for a term of two years; re-appointment is possible.
3. A member of the Executive Secretariat acts as Secretary to the ESMO Council without having a right to vote.
4. As a rule, the Chief Executive Officer (CEO) and the Chief Medical Officer (CMO) will take part in such meetings without having a right to vote. The Executive Board may, as deemed appropriate, invite other guests like staff members, members of Corporate Bodies or external persons to participate at the meetings of the Council without having a right to vote.
5. All members of the ESMO Council must be Full Members of the Society.
6. The members of the ESMO Council act voluntarily and will not receive compensation for their role in the ESMO Council. They will be reimbursed for any out-of-pocket expenses reasonably incurred.

ARTICLE 22: TASKS AND RESPONSIBILITIES

1. The ESMO Council shall support and advise the Executive Board.
2. The ESMO Council shall propose for consideration of the Executive Board strategic topics at the annual strategy meeting to take place at the beginning of each calendar year. Furthermore, members of the ESMO Council may be called by the Executive Board to participate in matters of strategic importance to the Society.
3. The ESMO Council shall perform the consultation functions pursuant to Articles 6 Para. 2, 19 Para. 1b. and 25 Para. 1 as well as all other tasks and responsibilities as may be assigned to it by the Executive Board in the Organisational Regulations. ESMO Council's consultation function and its procedure shall be regulated by the Organisational Regulations.

ARTICLE 23: CALLING OF MEETINGS AND QUORUM

1. The ESMO Council shall as a rule meet at least twice a year at a meeting with physical attendance of its members. The meeting shall be called by the President, or, if unavailable, the Past-President.
2. The calling of the meeting of the ESMO Council shall, as a rule, be made at least twenty calendar days before the date of the meeting. Day, time and place of the meeting as well as the agenda shall be notified at the time of the calling.
3. The President or, if unavailable, the Past-President shall chair the meetings of the ESMO Council.
4. The ESMO Council is quorate when at least two-thirds of its members are present.
5. All resolutions will be made by a majority of votes cast by members of the ESMO Council (abstentions/invalid votes are not calculated).
6. The President shall have the casting vote; in case of elections this shall be decided by lot.
7. The meetings may also be held by telephone or video conference and decisions made by such means shall be appropriately recorded and shall have the same effect as those conducted in person.
8. Resolutions may be taken by circular letter (by letter or e-mail), provided no member of the ESMO Council has demanded an oral consultation. For resolutions carried out by circular letter, at least two-thirds of the members of the ESMO Council must cast their votes. Resolutions are made by a majority of the votes cast (abstentions/invalid votes are not calculated). Circular resolutions shall be included in the minutes of the next meeting.
9. Minutes shall be taken of the discussions and resolutions of the ESMO Council for each meeting. The minutes shall be signed by the Chairperson and the Secretary and approved by the ESMO Council at the next meeting.



VII. KEY COMMITTEES

ARTICLE 24: KEY COMMITTEES

1. The Key Committees of the Society are:
 - a. the Nomination Committee;
 - b. the Audit Committee;
 - c. the Compliance and Ethics Committee.
2. The President, the President-Elect and the Past-President are ex officio members of the Nomination Committee. The Chairperson and the non ex officio members are elected by the Full Members in an Electronic Ballot Vote pursuant to Article 17 upon nomination by the Executive Board. The respective nomination resolution of the Executive Board requires approval of at least two-thirds of the votes cast by members of the Executive Board (abstentions/invalid votes are not calculated). The term of office of the Chairperson and the non ex officio members of the Nomination Committee are to be determined by the Executive Board in the Organisational Regulations. The determined term of office of the Chairperson and the non ex officio members of the Nomination Committee can be extended exceptionally, for important reasons by the Executive Board.
3. The Nomination Committee's composition shall be gender balanced. Therefore, the Executive Board shall select out of the eligible persons a male and a female candidate for the position of the Chairperson as well as for all elected member positions of the Nomination Committee and the Electronic Ballot Vote pursuant to Article 17 shall be set up in a way that the Nomination Committee is composed of an equal number of elected male and female member positions.
4. The Chief Executive Officer (CEO) and the Chief Medical Officer (CMO) shall, as a rule, take part in meetings of the Nomination Committee without having a right to vote.
5. In case of relief, resignation, death or continuous incapacity of a member of the Nomination Committee the remaining members may co-opt a new member for the respective member's remaining term of office.
6. The President-Elect is an ex officio member of the Audit Committee. The Executive Board shall appoint and remove the Chairperson and another member of the Audit Committee. The respective resolution of the Executive Board requires approval of at least two-thirds of the votes cast by members of the Executive Board (abstentions/invalid votes are not calculated).
7. The Executive Board shall appoint and remove the Chairperson and members of the Compliance and Ethics Committee. The respective resolution of the Executive Board requires approval of at least two-thirds of the votes cast by members of the Executive Board (abstentions/invalid votes are not calculated).
8. The Executive Board may establish and remove Key Committees (Article 19 Para. 2) and appoint and remove the Chairperson. The respective resolution of the Executive Board requires approval of at least two-thirds of the votes cast by members of the Executive Board (abstentions/invalid votes are not calculated).
9. The general rules applicable to the Key Committees, including in particular their composition, the nomination and appointment requirements, the term of office as well as tasks and responsibilities, shall be regulated by the Organisational Regulations. The Key Committees may establish regulations and operational rules in accordance with the Bylaws and the Organisational Regulations to be approved by the Executive Board.



VIII. ADDITIONAL CORPORATE BODIES

ARTICLE 25: SUB-STRUCTURES TO THE EXECUTIVE BOARD

1. The Executive Board may, in consultation with the ESMO Council (refer to Article 22 Para. 3), establish and remove committees which are assigned to one of the Directors of the Executive Board (hereinafter “Permanent Committees”). The Permanent Committees’ Chairpersons report directly to the Director of the Executive Board they are assigned to.
2. The Executive Board shall appoint and remove the Chairpersons of the Permanent Committees. The Members of the Permanent Committees shall, as a rule and subject to another regulation in the Organisational Regulations, be appointed and removed by the Chairperson of the respective Permanent Committee.
3. Subject to the approval of the Executive Board, the Permanent Committees may also establish and remove sub-structures in the form of working groups and sub-working groups as well as other forms if deemed appropriate and approved by the Executive Board. The appointment of Chairpersons of such sub-structures is subject to the approval of the Executive Board.
4. Furthermore, the Executive Board may establish and remove task forces, scientific committees, faculties, editorial boards as well as other forms of sub-structures to the Executive Board, if deemed appropriate, and appoint and remove their Chairpersons and Members (subject to another regulation in the Organisational Regulations).
5. All sub-structures pursuant to Para. 1 to 4 of this Article are Additional Corporate Bodies. The general rules applicable to such Additional Corporate Bodies shall be regulated by the Organisational Regulations. All Additional Corporate Bodies may establish regulations and operational rules in accordance with the Bylaws and the Organisational Regulations to be approved by the Executive Board.

IX. STATUTORY AUDITORS

ARTICLE 26: STATUTORY AUDITORS

1. The General Assembly elects the Statutory Auditors based on the proposal of the Executive Board.
2. One or several individuals or legal persons or partnerships may be elected. As a minimum one member of the Statutory Auditors shall be resident or have a registered branch in Switzerland.
3. The Society’s annual financial accounts shall be audited by means of an ordinary audit pursuant to Article 69b of the Swiss Civil Code. Therefore, only licensed audit experts in accordance with the provisions of the Audit Oversight Act are eligible to be the Statutory Auditors. The Statutory Auditors must be independent in accordance with Article 728 of the Swiss Code of Obligations.
4. The Statutory Auditors shall be appointed for three business years. Their term of office shall end with the approval of the final annual financial statements. They may be re-appointed twice. The General Assembly may remove the Statutory Auditors with immediate effect at any time.



X. FINAL PROVISIONS

ARTICLE 27: BUSINESS YEAR

The annual financial statements shall be closed annually on 30 April or another date determined by the Executive Board.

ARTICLE 28: DISSOLUTION AND LIQUIDATION

1. The Society will be dissolved
 - a. when it has fulfilled its purposes;
 - b. by a respective resolution of the General Assembly;
 - c. in the circumstances provided for by the law.
2. The Executive Board shall select and distribute any assets remaining after the fulfilment of all debts and liabilities to one or more tax-exempted institutions with the same or similar objectives having its headquarters in Switzerland. No assets shall be paid to or distributed among the Members of the Society.

ARTICLE 29: DISPUTE RESOLUTION AND EFFECTIVENESS

1. 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.
2. This version of the Bylaws was approved by the ordinary General Assembly in Madrid on the 21 October 2023. They will take immediate effect as of the 21 October 2023 and replace the Bylaws of 28 July 2020.





European Society for Medical Oncology (ESMO)

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