



**Articles of Association of  
European Society of Gynaecological Oncology**  
*Approved by General Assembly of Members, 29 09 2023, Istanbul*

**Table of contents**

|                                                                              |    |
|------------------------------------------------------------------------------|----|
| TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE.....                      | 3  |
| Article 1. Name. Legal form. Term .....                                      | 3  |
| Article 2. Registered office .....                                           | 3  |
| TITLE II. NON-PROFIT PURPOSE. OBJECT .....                                   | 3  |
| Article 3. Non-profit purpose .....                                          | 3  |
| Article 4. Object.....                                                       | 3  |
| TITLE III. MEMBERS .....                                                     | 4  |
| Article 5. Membership.....                                                   | 4  |
| Article 6. Full Members .....                                                | 4  |
| Article 7. Associate Members .....                                           | 5  |
| Article 8. Admission to membership.....                                      | 6  |
| Article 9. Resignation. Exclusion .....                                      | 6  |
| Article 10. Suspension .....                                                 | 7  |
| Article 11. Membership fees .....                                            | 7  |
| Article 12. Compliance with the Articles of Association and the Bylaws ..... | 8  |
| Article 13. Register of Members.....                                         | 8  |
| TITLE IV. HONORARY TITLES AND AWARDS .....                                   | 8  |
| Article 14. Honorary titles and awards .....                                 | 8  |
| TITLE V. ORGANISATIONAL STRUCTURE.....                                       | 8  |
| Article 15. Bodies .....                                                     | 8  |
| TITLE VI. GENERAL ASSEMBLY .....                                             | 9  |
| Article 16. Composition. Voting rights.....                                  | 9  |
| Article 17. Powers.....                                                      | 9  |
| Article 18. Meetings.....                                                    | 10 |
| Article 19. Proxies .....                                                    | 10 |
| Article 20. Convening notices. Agenda .....                                  | 10 |
| Article 21. Presence quorum. Voting majority. Votes .....                    | 11 |
| Article 22. Upfront remote voting via electronic means .....                 | 12 |
| Article 23. Register of minutes .....                                        | 12 |
| Article 24. Written procedure .....                                          | 13 |
| TITLE VII. COUNCIL.....                                                      | 13 |
| Article 25. Composition .....                                                | 13 |
| Article 26. Powers.....                                                      | 16 |
| Article 27. Meetings.....                                                    | 17 |
| Article 28. Proxies .....                                                    | 17 |
| Article 29. Convening notices. Agenda .....                                  | 17 |
| Article 30. Presence quorum. Voting majority. Votes .....                    | 18 |
| Article 31. Register of minutes .....                                        | 18 |

|              |                                                                                                   |    |
|--------------|---------------------------------------------------------------------------------------------------|----|
| Article 32.  | Written procedure .....                                                                           | 19 |
| Article 33.  | Conflict of interests .....                                                                       | 19 |
| TITLE VIII.  | PRESIDENT, VICE-PRESIDENT, PRESIDENT-ELECT, AND PAST-PRESIDENT .....                              | 20 |
| Article 34.  | Election and function of the President, Vice-President, President-Elect, and Past-President<br>20 |    |
| Article 35.  | Powers of the President, Vice-President, President-Elect, and Past-President .....                | 23 |
| TITLE IX.    | EXECUTIVE COMMITTEE .....                                                                         | 23 |
| Article 36.  | Composition of the Executive Committee .....                                                      | 23 |
| Article 37.  | Powers of the Executive Committee .....                                                           | 24 |
| Article 38.  | Meetings.....                                                                                     | 24 |
| Article 39.  | Proxies .....                                                                                     | 25 |
| Article 40.  | Convenings. Agenda .....                                                                          | 25 |
| Article 41.  | Presence quorum. Voting majority. Votes .....                                                     | 25 |
| Article 42.  | Register of minutes .....                                                                         | 26 |
| Article 43.  | Written procedure .....                                                                           | 26 |
| TITLE X.     | NETWORK(S) .....                                                                                  | 27 |
| Article 44.  | Network(s).....                                                                                   | 27 |
| TITLE XI.    | COMMITTEE(S), WORKING GROUP(S), AND TASK FORCE(S) .....                                           | 27 |
| Article 45.  | Committee(s).....                                                                                 | 27 |
| Article 46.  | Working Group(s)/Task Force(s) .....                                                              | 28 |
| TITLE XII.   | CHIEF EXECUTIVE OFFICER.....                                                                      | 28 |
| Article 47.  | Appointment and function of the Chief Executive Officer .....                                     | 28 |
| Article 48.  | Powers of the Chief Executive Officer.....                                                        | 29 |
| TITLE XIII.  | LIABILITY .....                                                                                   | 29 |
| Article 49.  | Liability .....                                                                                   | 29 |
| TITLE XIV.   | EXTERNAL REPRESENTATION OF THE ASSOCIATION .....                                                  | 30 |
| Article 50.  | External representation of the Association.....                                                   | 30 |
| TITLE XV.    | BYLAWS.....                                                                                       | 30 |
| Article 51.  | Bylaws.....                                                                                       | 30 |
| TITLE XVI.   | FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS...30                     |    |
| Article 52.  | Financial year.....                                                                               | 30 |
| Article 53.  | Annual Accounts. Budget .....                                                                     | 30 |
| Article 54.  | Auditing of the annual accounts .....                                                             | 31 |
| TITLE XVII.  | AMENDMENTS TO THESE ARTICLES OF ASSOCIATION .....                                                 | 31 |
| Article 55.  | Amendments to these Articles of Association .....                                                 | 31 |
| TITLE XVIII. | DISSOLUTION. LIQUIDATION .....                                                                    | 31 |
| Article 56.  | Dissolution. Liquidation.....                                                                     | 31 |
| TITLE XIX.   | VARIA.....                                                                                        | 32 |
| Article 57.  | Notifications .....                                                                               | 32 |
| Article 58.  | Computation of time .....                                                                         | 32 |
| Article 59.  | Abstentions .....                                                                                 | 32 |
| Article 60.  | Secret ballot .....                                                                               | 33 |
| Article 61.  | Varia .....                                                                                       | 33 |
| Article 62.  | Allocation of the first mandates.....                                                             | 33 |

## **TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

### **Article 1. Name. Legal form. Term**

**1.1** The international non-profit association named “European Society of Gynaecological Oncology”, abbreviated “ESGO” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

**1.2** All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

### **Article 2. Registered office**

**2.1** The registered office of the Association is located in the Brussels-Capital Region.

**2.2** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Council, provided that said transfer will not imply a change of the language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Articles of Association according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 21 of these Articles of Association.

**2.4** The Association may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

**3.1** The non-profit purposes of international utility of the Association shall be, within Europe and worldwide, to improve the health and well-being of women with gynaecological cancers through prevention, research, excellence in care, high quality research and education to achieve the optimal prevention and care for all women that suffer from gynaecological cancers.

**3.2** For the purpose of the present Articles of Association, the term “Europe” shall have the meaning decided by the Council and as provided for in the Bylaws, if any.

### **Article 4. Object**

**4.1** To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular

develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Establishing multidisciplinary standards for the treatment and care of gynaecological cancers and acting as the authority in the field;
- (b) Setting and promoting high training standards in gynaecological oncology, improving, and professionalising the knowledge in gynaecological oncology and related specialities and delivering high quality educational activities;
- (c) Disseminating scientific findings by means, amongst others by publishing scientific publications and organising congresses;
- (d) Advocating, raising public and governmental awareness of gynaecological cancers, their prevention, and treatments; and
- (e) Promoting collaboration between scientific and learning associations, healthcare professionals, patients associations, businesses, industries, governmental bodies, and all different stakeholders in the field.

**4.2** The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

**4.3** In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit, or for-profit, private, or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

**5.1** The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least thirty (30) Full Members.

**5.2** All references in these Articles of Association to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

**5.3** The rights and obligations of the Members shall be as defined in and pursuant to these Articles of Association.

**5.4** Membership is *intuitu personae* and can neither be transferred nor assigned.

#### **Article 6. Full Members**

**6.1** The category of Full Membership is open and accessible to any natural person cumulatively meeting the following criteria:

- i. Being a physician who has completed a training programme in gynaecological oncology or related specialities and who is legally licensed to practice medicine;
- ii. Actively practicing in the field of gynaecological oncology or related specialities; and

- iii. Having a professional interest in the study, prevention, or treatment of gynaecological cancer.

**6.2** Full Members shall enjoy all membership rights, including voting rights at the General Assembly.

## **Article 7. Associate Members**

**7.1** The category of Associate Membership is open and accessible to any:

(a) Natural person cumulatively meeting the following criteria:

- i. Being (aa) a physician in training and/or fellow in gynaecological oncology or related specialties, or (bb) a resident without a permanent position, or (cc) a medical student who is not yet legally licensed to practice medicine; and
- ii. Having a professional interest in the study, prevention, or treatment of gynaecological cancer.

This subcategory of Associate Members shall be referred to as the “**Associate Members in Training**”.

(b) Natural person cumulatively meeting the following criteria:

- i. Being a former physician who has completed a training programme in gynaecological oncology or related specialties and is/has been legally licensed to practice medicine but has retired from active gynaecology practice;
- ii. Not actively practising in the field of gynaecological oncology or related specialties; and
- iii. Having a professional interest in the study, prevention, or treatment of gynaecological cancer.

This subcategory of Associate Members shall be referred to as the “**Retired Associate Members**”.

(c) Natural person cumulatively meeting the following criteria:

- i. Not being a Full Member;
- ii. Being a non-physician scientist, patient advocate, nurse another non-physician, and/or a physician not actively practicing in the field of gynaecological oncology or related specialties ; and
- iii. Having a professional interest in the study, prevention, or treatment of gynaecological cancer.

This subcategory of Associate Members shall be referred to as the “**Other Associate Members**”.

**7.2** Associate Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights at the General Assembly. The Council shall decide from which services of the Association each sub-category of Associate Members may benefit.

**7.3** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Articles of Association are amended in accordance with Article 55 of these Articles of Association, the Associate Members shall neither be consulted nor have voting rights.

#### **Article 8. Admission to membership**

**8.1** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Council. After having verified that all conditions for membership are complied with, the Council shall decide on the admission to membership. The decisions of the Council regarding membership admissions are final, sovereign and the Council shall give reasons for its decisions.

#### **Article 9. Resignation. Exclusion**

**9.1** Members are free to resign from the Association by giving written notice via special means of communication to the Chief Executive Officer. The Chief Executive Officer shall submit the resignation to the Council, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Chief Executive Officer.

**9.2** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the bylaws, if any, and/or any decision validly taken by the bodies of the Association, or (iii) acts contrary to the common values and ethics of the Association, or (iv) infringes the interests of the Association, or (v) for any other reasonable cause, may be excluded from membership, upon decision of the Council.

**9.3** Before excluding a Member, the Council shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the meeting of the Council deciding on the exclusion. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Council may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Council and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on the exclusion. The decisions of the Council regarding the exclusion of a Member are final, sovereign and the Council shall give reasons for its decisions.

**9.4** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Council.

**9.5** By derogation to paragraphs 9.2, 9.3 and 9.4 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Chief Executive Officer, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the Council to exclude the concerned Member in accordance with the present paragraph. The Council may decide to exclude a Member which has failed to pay its membership fees in accordance with the present paragraph. The Member concerned by the present procedure of exclusion shall not participate in the deliberation of the Council regarding such decision or action, and also not to the relevant voting. The decisions of the Council regarding the exclusion of a Member are final, sovereign and the Council shall give reasons for its decisions.

**9.6** A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees for the financial year during which he/she ceased to be a Member. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the

Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Chief Executive Officer, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic, or magnetic form, in its possession that have been provided by the Association.

**9.7** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

## **Article 10. Suspension**

**10.1** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the bylaws, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) acts contrary to the common values and ethics of the Association, or (v) infringes the interests of the Association, or (vi) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Council.

**10.2** Before suspending a Member, the Council shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the meeting of the Council deciding on the suspension. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension of the concerned Member. The Council may decide to suspend a Member, provided that the concerned Member is convened at the meeting of the Council and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on the suspension. The decisions of the Council regarding the suspension of a Member are final, sovereign and the Council shall give reasons for its decisions.

**10.3** The membership rights (including voting rights) of the Member concerned by the abovementioned suspension procedure shall be suspended for a definite period determined by the Council.

**10.4** The Council may decide to reconduct the suspension of a Member, provided that the concerned Member is convened at the meeting of the Council and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on reconducting the suspension. The Member concerned by the procedure of suspension shall not participate in the deliberation of the Council regarding such decision or action, and also not to the relevant voting. The decisions of the Council regarding the reconduction of the suspension of a Member are final, sovereign and the Council shall give reasons for its decisions. The reconduction of the suspension of a Member shall take effect immediately at the end of the meeting of the Council, unless otherwise provided by the Council.

**10.5** The suspension can be further reconducted by the Council in accordance with the terms and procedures as set in this Article. Before the expiry of the suspension, the suspension of a Member may also be revoked by the Council, at its next meeting, without retroactive effect.

## **Article 11. Membership fees**

**11.1** Each Member shall pay membership fees per year, based on the criteria set for his/her membership category and subcategory (if relevant) he/she pertains to, and based on the gross national

income of the country in which the Member has his/her main medicine practice as provided by the World Bank. The amount of the membership fees and the calculation method of the membership fees for each Member shall be decided by Council.

**11.2** Members joining the Association part way through a financial year shall pay the total amount of membership fees as calculated for their membership category and subcategory (if relevant).

**11.3** The Chief Executive Officer shall decide on the invoicing procedure and the time for payment of the membership fees.

**11.4** The Council may decide to waive or reduce the membership fees of one or more Members or to extend their payment term. The decisions of the Council regarding the reduction or waiver of membership fees or the extension of payment terms are final, sovereign and the Council shall give reasons for its decisions.

## **Article 12. Compliance with the Articles of Association and the Bylaws**

**12.1** Any Member shall expressly adhere to these Articles of Association and the Bylaws, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these Articles of Association.

## **Article 13. Register of Members**

**13.1** The Chief Executive Officer shall keep a register of Members, in electronic format, accessible from the registered office of the Association. This register shall contain the first name, second name, and address of domicile of each Member. In addition, all the decisions regarding the admission, the resignation, suspension, or the exclusion of the Members shall be included in the register of Members by the Chief Executive Officer, immediately after the Council has taken a decision.

## **TITLE IV. HONORARY TITLES AND AWARDS**

### **Article 14. Honorary titles and awards**

**14.1.** The Council shall have the right to grant honorary titles or awards to any natural person who has made outstanding contributions to the field of gynaecological cancer. The Council may revoke honorary titles and awards granted to one or several natural person(s) at any time. The decisions of the Council regarding the granting or the revocation of honorary titles or awards are final, sovereign and the Council shall not give reasons for its decisions.

## **TITLE V. ORGANISATIONAL STRUCTURE**

### **Article 15. Bodies**

**15.1.** The bodies of the Association are:

- (a) The General Assembly;
- (b) The Council;
- (c) The President;
- (d) The Vice-President;

- (e) The President-Elect;
- (f) The Past-President;
- (g) The Executive Committee;
- (h) The Network(s);
- (i) The Committee(s), Working Group(s), and Task Force(s); and
- (j) The Chief Executive Officer.

## **TITLE VI. GENERAL ASSEMBLY**

### **Article 16. Composition. Voting rights**

- 16.1.** The General Assembly shall be composed of all Members.
- 16.2.** Each Full Member shall have one (1) vote. Each Full Member shall have the right to be heard upon decision of the chairperson of the General Assembly.
- 16.3.** Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard upon decision of the chairperson of the General Assembly.
- 16.4.** The General Assembly shall be chaired by the President. If the President is unable to chair the General Assembly, the General Assembly shall be chaired by the Vice-President. If the President and the Vice-President are both unable to chair the General Assembly, the General Assembly shall be chaired by the President-Elect. If the President, the Vice-President, and the President-Elect are unable to chair the General Assembly, the General Assembly shall be chaired by Past-President. If the President, the Vice-President, the President-Elect, and the Past-President are all unable to chair the General Assembly, the General Assembly shall not take place.
- 16.5.** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

### **Article 17. Powers**

- 17.1.** The General Assembly shall have the powers specifically granted to it by law or these Articles of Association. In particular, the General Assembly shall have the following powers:
- (a) The transfer of the registered office of the Association when it implies a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
  - (b) The election and dismissal (*ad nutum*) of the Members of the Council and the determination of the conditions (including the financial conditions, if any) upon which the mandate of the members of the Council will be granted and exercised as well as the conditions under which said mandate can be terminated;
  - (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
  - (d) The discharge to be given to the members of the Council and, if any, to the statutory auditor;
  - (e) The approval of the annual accounts and the budget of the Association;
  - (f) The amendment of these Articles of Association;
  - (g) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
  - (h) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

## **Article 18. Meetings**

**18.1.** The General Assembly shall meet at least once a year upon convening by the President or the Council, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Council shall determine the exact date of the Ordinary General Assembly.

**18.2.** A meeting of the General Assembly shall be convened at any time by the President, or the Council whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Council at the written request of at least twenty per cent (20%) of the Full Members. In this last case, the President or the Council shall convene the General Assembly within thirty (30) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the ninetieth (90<sup>th</sup>) calendar day following this request.

## **Article 19. Proxies**

**19.1.** Each Member shall have the right, via regular means of communication, always with copy to the Chief Executive Officer via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

**19.2.** Each Full Member shall have the right via regular means of communication, always with copy to the Chief Executive Officer via similar means, to give a proxy to another Full Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Articles of Association which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 55 of these Articles of Association. In that case, each Full Member or third party may hold an unlimited number of proxies.

## **Article 20. Convening notices. Agenda**

**20.1.** Convening notices for the General Assembly shall be notified to the Members and the members of the Council by the Chief Executive Officer via regular means of communication at least thirty (30) calendar days before the meeting. The convening notices shall mention the date, time, and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be sent at least ten (10) calendar days before the meeting. By derogation to the preceding sentence, the list of the candidates Member(s) of the Council, shall be sent at least thirty (30) calendar days before the meeting at which elections will take place. The agenda of the meetings of the General Assembly shall be prepared by the Chief Executive Officer and adopted by the President or the Council.

**20.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least twenty-five per cent (25%) of the Full Members and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Council of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

**20.3** No vote shall be cast regarding an item that is not listed on the agenda, except if at least twenty-five per cent (25%) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

**20.4** Each Member and each member of the Council shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Member present or represented and any member of the Council present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

**Article 21. Presence quorum. Voting majority. Votes**

**21.1** Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when at least twenty (20) Full Members are present or represented.

**21.2** If at least twenty (20) Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 21.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**21.3** Unless otherwise stipulated in these Articles of Association, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**21.4** In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the President-Elect shall have the decisive vote. If the President, the Vice-President, and the President-Elect are all absent, the Past-President shall have the decisive vote.

**21.5** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by the President or at least one third (1/3) of the Full Members present or represented.

**21.6** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Council and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Council shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

**21.7** Provided that this possibility has been granted by the Council and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Council shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

**21.8** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

## **Article 22. Upfront remote voting via electronic means**

**22.1.** Provided that this possibility has been granted by the Council and is mentioned in the convening notice, each Full Member may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association. The Council shall ensure that the system for upfront remote voting via electronic means used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the time limit mentioned in the convening notice. The Council shall set up the practical procedures to organise the upfront remote voting via electronic means.

**22.2.** The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly, shall not count for those agenda items which have been validly modified or added on the agenda of the General Assembly pursuant to the Articles 20.2 or 20.3 of these Articles of Association. Notwithstanding the above sentence, a Full Member may cast his/her upfront remote vote via electronic means with respect to any modified or additional agenda item(s) on the agenda of the General Assembly pursuant to Article 20.2 of these Articles of Association within the time limit mentioned in the convening notice.

**22.3.** A Full Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting his/her vote(s), either during the meeting of the General Assembly or by proxy.

**22.4.** All Full Members having validly voted remotely via electronic means in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these Articles of Association. All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable voting majority in accordance with these Articles of Association.

**22.5.** Blank votes, invalid votes and abstentions shall not be counted.

## **Article 23. Register of minutes**

**23.1** Minutes shall be drawn up at each meeting of the General Assembly as follows:

- (a) At the latest fourteen (14) calendar days after the date of the meeting of the General Assembly, the minutes shall be drafted and sent via regular means of communication to the chairperson of said meeting of the General Assembly;
- (b) At the latest fourteen (14) calendar days after the sending of the draft minutes, they shall be approved and signed by the chairperson of the meeting of the General Assembly and kept in a register of minutes; and

- (c) At the latest fourteen (14) calendar days after the final minutes have been signed and approved by the chairperson, copies of the minutes shall be sent via regular means of communication by the Chief Executive Officer to the Members.

The register of minutes shall be kept at and be accessible from the registered office of the Association where all Members may consult it, without, however, displacing it.

#### **Article 24. Written procedure**

**24.1.** Except for the amendment of these Articles of Association, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 20 of these Articles of Association do not have to be complied with.

**24.2.** For this purpose, the President, upon request of the Council, and with the assistance of the Chief Executive Officer, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Council, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Council and within the time limit mentioned in the notice.

**24.3.** If the votes in favour of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

**24.4.** For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

**24.5.** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Council.

**24.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Chief Executive Officer to the Members.

**24.7.** The members of the Council and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

### **TITLE VII.COUNCIL**

#### **Article 25. Composition**

**25.1.** The Association shall be administered by a Council composed as follows:

- (a) The President shall be as of right a member of the Council;
- (b) The Vice-President shall be as of right a member of the Council;
- (c) The President-Elect shall be as of right a member of the Council;
- (d) The Past-President shall be as of right a member of the Council; and

- (e) Up to thirteen (13) members of the Council elected by the General Assembly (hereafter: **"Members of the Council"**).

**25.2.** There shall be no more than two (2) members of the Council having a permanent working position of fifty per cent (50%) or more of his/her own and individual Full Time Equivalent (FTE) in the same country. Moreover, as far as possible, the Council should be composed in such a manner as to ensure a geographical, gender, and multidisciplinary balance. All the members of the Council shall be distinct natural persons.

**25.3.** If the mandate of the President, Vice-President, President-Elect, or Past-President ends before its term, this shall not prejudice the regular composition of the Council until the first upcoming Council which shall elect the replacement of the President, Vice-President, President-Elect, or Past-President, as the case may be.

**25.4.** Each Member of the Council shall at time of his/her election:

- (a) Be a Full Member;
- (b) Never have been the Vice-President, President-Elect, President and/or Past-President; and
- (c) Have a permanent working position of fifty per cent (50%) or more of his/her own and individual Full Time Equivalent (FTE) in Europe.

**25.5.** By derogation to paragraph 25.4, (c) of the present Article and Articles 34.2, (d) and 34.3, (d) of these Articles of Association, one (1) member of the Council shall not have his/her permanent working position of fifty per cent (50%) or more of his/her own and individual Full Time Equivalent (FTE) in Europe.

**25.6.** Each Member of the Council shall during the entire term of office not be a director/member of the board of directors of a gynaecological oncology scientific society having a purpose similar or identical to the one of the Association as provided for in Article 3 of these Articles of Association.

**25.7.** The General Assembly shall elect the Members of the Council. Their mandate shall be non-remunerated. The term of office of the Members of the Council is a four (4) years term, renewable after a cool-off period of eight (8) years. By derogation to the preceding sentence, a Member of the Council elected in accordance with the procedure provided for in paragraph 25.13 of the present Article may be re-elected immediately for a second term of four (4) years without complying with the cool-off period of eight (8) years.

**25.8.** As far as possible, every two (2) years, at least half of the mandates of the Members of the Council must be renewed.

**25.9.** The Council shall inform the Members as soon as a new election of one (1) or more Member(s) of the Council is necessary. Each Full Member may propose himself/herself as candidate Member of the Council to the Executive Committee at least forty-five (45) calendar days in advance of the meeting of the General Assembly at which one (1) or more Member(s) of the Council will be elected. The Executive Committee, after having verified that the candidate(s) comply with the criteria set out in the present Article, shall propose the candidate(s) Member(s) of the Council to the General Assembly. The Executive Committee, taking into account the criteria set out in the present Article, shall draw up a list of all proposed candidates Members of the Council. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more Member(s) of the Council will be elected. The list shall indicate for each proposed candidate the criteria set out in the present Article. If there is no list or an incomplete list of candidates Members of the Council, the General Assembly may freely elect without any formality one or more Member(s) of the Council out of the Full Members.

**25.10.** By derogation to Article 21.3 these Articles of Association, for the election of the Members of the Council, decisions of the General Assembly regarding the election of the Member(s) of the Council shall be validly adopted as follows:

- (a) If the number of candidate Member(s) of the Council is lower or equal to the number of mandates of Members of the Council to be fulfilled, the candidate Member(s) of the Council shall each obtain a majority of at least fifty per cent (50 %) plus one (1) vote of the votes cast by the Full Members present or represented.
- (b) If there are more candidates than the number of mandates of the Member(s) of the Council to be fulfilled:
  - i. The ballot shall be organised in a way that each Full Member be able to cast its vote as many times as there are mandate(s) of the Member(s) of the Council to be fulfilled (e.g. if five (5) Members of the Council shall be elected, the Full Member can cast five (5) votes, i.e. one (1) vote per individual to be elected); and
  - ii. The candidate(s) Member(s) of the Council shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Full Members present or represented. In the event of a tie between two (2) or more candidates, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the President-Elect shall have the decisive vote. If the President, the Vice-President, and the President-Elect are all absent, the Past-President shall have the decisive vote.

**25.11.** The mandate of a Member of the Council terminates by expiry of his/her membership of the Council. The mandate of a Member of the Council terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a Member of the Council does no longer meet the criterion set out in paragraph 25.6 of the present Article.

**25.12.** The mandate of a Member of the Council also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a Member of the Council at any time and can give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Member of the Council concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

**25.13.** The Members of the Council are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a Member of the Council for whatever reason, except the cases of automatic termination of the mandate of a Member of the Council, or dismissal, the Member of the Council shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**25.14.** If the mandate of a Member of the Council ceases before its term, for whatever reason, the first upcoming meeting of the General Assembly following the end of the mandate may elect a new Member of the Council on the proposal of the Executive Committee, without prejudice to the regularity of the composition of the Council until that date. The new elected Member of the Council shall complete the term of office of the replaced Member of the Council, except if the General Assembly otherwise decides.

**25.15.** In case of termination of the mandate of a Member of the Council for whatever reason, the Member of the Council shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

**25.16.** The Council shall be chaired by the President. If the President is unable to chair the Council, the Council shall be chaired by the Vice-President. If the President and the Vice-President are both unable to chair the Council, the Council shall be chaired by the President-Elect. If the President, the Vice-President, and the President-Elect are all unable to chair the Council, the Council shall be chaired by the Past-President.

**25.17.** The Council may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Council.

## **Article 26. Powers**

**26.1** The Council shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Articles of Association. The Council shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

**26.2** The Council shall in particular have the following powers:

- (a) The election and dismissal (*ad nutum*) of the President-Elect and the Vice-President and the determination of the conditions (including the financial conditions, if any) upon which the mandate of President-Elect and the Vice-President will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (b) The dismissal (*ad nutum*) of the President and the Past-President and the determination (including the financial conditions, if any) upon which the mandate of President and the Past-President will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) Upon proposal of the Executive Committee, deciding on the final list of candidates Members of the Council to be submitted to the General Assembly for elections;
- (d) The transfer of the Association’s registered office when it does not imply a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
- (e) The determination of the Association’s strategies and policies;
- (f) The overall governance of the Association;
- (g) The monitoring of the budget expenditures and the allocation of the budget;
- (h) The decision regarding the amount of the membership fees and the calculation method of the membership fees;
- (i) The execution of the decisions of the General Assembly;
- (j) The establishment of the strategy plan of the Association, and the monitoring of its implementation;
- (k) The admission of new Members;
- (l) The acknowledgement of the resignation of a Member;
- (m) The exclusion of Members;
- (n) The appointment and dismissal of the Chief Executive Officer, including the discharge to be given;
- (o) Upon receipt of the draft annual working plan, the draft annual accounts, and the draft budget from the Chief Executive Officer, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (p) The adoption, the amendment, and the revocation of the bylaws, if any;
- (q) The decisions to amend Article 51.2 of these Articles of Associations;
- (r) The adoption of propositions to be submitted to the General Assembly;
- (s) The decisions to grant the status of Network(s) to one (1) or more legal entity(ies); and

- (t) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Committees, Working Group(s) and Task Force(s) and the overseeing of these.

**26.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Council shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, and (ii) the activities of the Association.

**26.4** At any time, the Council may delegate specific powers to one or more member(s) of the Council or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

## **Article 27. Meetings**

**27.1** The Council shall meet every time the interests of the Association so require and at least twice a year, upon convening by the President. If the President is unable to convene the Council, the Council shall be convened by the Vice-President. If the President and the Vice-President are both unable to convene the Council, the Council shall be convened by the President-Elect. If the President, the Vice-President, and the President-Elect are all unable to convene the Council, the Council shall be convened by the Past-President.

## **Article 28. Proxies**

**28.1** Each member of the Council shall have the right, via regular means of communication, to give a proxy to another member of the Council, to be represented at a meeting of the Council. No member of the Council may hold more than one (1) proxy.

## **Article 29. Convening notices. Agenda**

**29.1** Convening notices for the Council shall be notified to the members of the Council by the Chief Executive Officer via regular means of communication at least seven (7) calendar days before the meeting of the Council. The convening notices shall mention the date, time, and place of the meeting of the Council. In addition, the convening notices shall mention if the members of the Council can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Council shall be prepared by the Chief Executive Officer and adopted by the President. If the President is unable to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable to adopt the agenda, the agenda shall be adopted by the President-Elect. If the President, the Vice-President, and the President-Elect are all unable to adopt the agenda, the agenda shall be adopted by the Past-President.

**29.2** Each member of the Council shall have the right to propose additional item(s) to be included on the agenda of the Council, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Council of the additional item(s) on the agenda of the Council via regular means of communication at least three (3) calendar days before the meeting of the Council.

**29.3** No vote shall be cast regarding an item that is not listed on the agenda, except if (i) at least two-thirds (2/3) of the members of the Council are present or represented at the meeting of the Council and (ii) the decision to proceed with such vote obtains at least a majority of two-thirds (2/3) of the votes cast by the members of the Council present or represented.

**29.4** Each member of the Council shall have the right, before, during or after a meeting of the Council, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees,

any member of the Council present or represented at a meeting of the Council shall be considered to have been regularly convened to this meeting.

### **Article 30. Presence quorum. Voting majority. Votes**

**30.1** Unless otherwise stipulated in these Articles of Association, the Council shall be validly constituted when at least half of the members of the Council are present or represented.

**30.2** If at least half of the members of the Council are not present or represented at the first meeting, a second meeting of the Council may be convened pursuant to Article 29 of these Articles of Association, at least seven (7) calendar days after the first meeting of the Council. The second meeting of the Council shall validly deliberate irrespective of the number of members of the Council present or represented, in accordance with the voting majority stipulated in the paragraph 30.3 of the present Article. In any case, the Council shall always be constituted of at least four (4) members of the Council physically or virtually present.

**30.3** Unless otherwise stipulated in these Articles of Association, decisions of the Council shall be validly adopted if they obtain at least a majority of fifty per cent (50%) plus one (1) vote of the votes cast by the members of the Council present or represented. Each member of the Council shall have one (1) vote.

**30.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the President-Elect shall have the decisive vote. If the President, the Vice-President, and the President are all absent, the Past-President shall have the decisive vote.

**30.5** A duly convened meeting of the Council shall be validly held even if all or some of the members of the Council are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Council to directly hear each other and directly speak to each other, such as a telephone, video, or web conference. The Chief Executive Officer shall set up the practical procedures to organise this in practice. In such a case, the members of the Council shall be deemed present.

**30.6** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Council may vote via electronic means during a meeting of the Council. The Chief Executive Officer shall take the necessary steps allowing the members of the Council to vote electronically. The Chief Executive Officer shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Council having expressed their vote and (ii) the control of compliance with the prescribed time limit.

### **Article 31. Register of minutes**

**31.1** Minutes shall be drawn up at each meeting of the Council as follows:

- (a) At the latest fourteen (14) calendar days after the date of the meeting of the Council, the minutes shall be drafted and sent via regular means of communication to the members of the Council;
- (b) At the latest fourteen (14) calendar days after the sending of the draft minutes, the members of the Council can may their comments, if any, regarding the draft minutes;
- (c) At the latest fourteen (14) calendar days after the end of the time limit for the members of the Council to send their comments, the minutes shall be finalised, approved, and signed by the chairperson of the meeting of the Council and kept in a register of minutes; and

- (d) At the latest fourteen (14) calendar days after the final minutes have been signed and approved by the chairperson, copies of the minutes shall be sent via regular means of communication by the Chief Executive Officer to the members of the Council.

The register of minutes shall be kept at the registered office of the Association where all members of the Council may consult it, without, however, displacing it.

### **Article 32. Written procedure**

**32.1** The Council may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 29 of these Articles of Association do not have to be complied with.

**32.2** For this purpose, the Chief Executive Officer, upon request of the President or two (2) members of the Council acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Council, with request to the members of the Council to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Chief Executive Officer and within the time limit mentioned in the notice.

**32.3** The decisions are deemed to have been taken if (i) at least fifty per cent (50%) of the members of the Council have sent their vote(s) back via the mean of written communication designated by the Chief Executive Officer within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty per cent (50%) plus one vote of the votes cast by the members of the Council having sent their vote(s) back via the mean of written communication designated by the Chief Executive Officer. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**32.4** For the purpose of the present Article, members of the Council are not allowed to grant proxies to other members of the Council.

**32.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Council.

**32.6** The decisions taken via written procedure shall be sent via regular means of communication by the Chief Executive Officer to the members of the Council at the latest fourteen (14) calendar days after the time limit mentioned in the notice.

### **Article 33. Conflict of interests**

**33.1** In case a member of the Council (hereafter: “**Concerned Member of the Council**”) has a direct or indirect interest of a patrimonial nature which is conflicting with the interest of the Association in a decision or an operation falling within the powers of the Council (hereafter: “**Conflicting Interest**”), he/she shall notify the Conflicting Interest to the Council and provide all facts material to understand the nature and scope of the conflict, as soon as possible and before the Council takes the concerned decision.

**33.2** If the Concerned Member of the Council fails to do so, any member of the Council aware of the potential Conflicting Interest shall raise the issue with the Council before it takes a decision in relation thereof.

**33.3** The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Member of the Council shall be recorded in the minutes of the meeting of the Council that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Association and the reason(s) of the decision that has been taken shall be described by the Council in the minutes of the meeting of the Council that shall take the concerned decision.

**33.4** If a statutory auditor has been appointed, the minutes of the meeting of the Council shall be communicated to the statutory auditor.

**33.5** The Concerned Member of the Council shall neither participate in the deliberations of the Council nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.

**33.6** In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Member of the Council shall not be taken into account for the calculation of the presence quorum as provided for by Article 30.1 of these Articles of Association. The rules relating to the voting majority provided for by Article 30.3 of these Articles of Association remain unchanged.

**33.7** If at least half of the members of the Council present or represented have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Council may implement said decision or operation.

**33.8** Notwithstanding the preceding paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Council relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

## **TITLE VIII. PRESIDENT, VICE-PRESIDENT, PRESIDENT-ELECT, AND PAST-PRESIDENT**

### **Article 34. Election and function of the President, Vice-President, President-Elect, and Past-President**

**34.1** The Council shall elect a President-Elect and a Vice-President.

**34.2** Each President-Elect shall at time of the election:

- (a) Be a Full Member;
- (b) Have been Member of the Council for at least four (4) years;
- (c) Never have been the Vice-President or the President-Elect; and
- (d) Have a permanent working position of fifty per cent (50%) or more of his/her own and individual Full Time Equivalent (FTE) in Europe.

**34.3** Each Vice-President shall at time of the election:

- (a) Be a Full Member;
- (b) Have been Member of the Council for at least four (4) years;
- (c) Never have been the Vice-President or the President-Elect; and
- (d) Have a permanent working position of fifty per cent (50%) or more of his/her own and individual a Full Time Equivalent (FTE) in Europe.

**34.4** By derogation to Article 25.5 of these Articles of Association, and paragraphs 34.2 (d) and 34.3 (d) of the present Article, one (1) member of the Council shall not have his/her permanent working position of fifty per cent (50%) or more of his/her own and individual Full Time Equivalent (FTE) in Europe.

**34.5** The President, the Vice-President, the President-Elect, and the Past-President shall during the entire term of office not be a director/member of the board of directors of a gynaecological oncology scientific society having a purpose similar or identical to the one of the Association as provided for in Article 3 of these Articles of Association.

**34.6** The mandate of the President-Elect and Vice-President shall be non-remunerated. Their term of office is a two (2) years term, not renewable.

**34.7** Upon expiry of the term of office of the President-Elect, except in the case of dismissal, the President-Elect shall automatically become the President for two (2) years.

**34.8** Upon expiry of the term of office of the President, except in the case of dismissal, the President shall automatically become the Past-President for two (2) years.

**34.9** The Council shall inform the Members as soon as a new election by the Council is necessary. Each Full Member may propose himself/herself as candidate President-Elect or Vice-President (i.e. a candidate can apply either as President-Elect or as Vice-President but never both) to the Executive Committee at least forty-five (45) calendar days in advance of the meeting of the Council at which a President-Elect and/or Vice-President will be elected. The Executive Committee, after having verified that the candidate(s) comply with the criteria set out in the present Article, shall propose the candidate President-Elect and/or Vice-President to the Council. The Executive Committee, taking into account the criteria set out in the present Article, shall draw up a list of all proposed candidates President-Elect and/or Vice-President. The list shall be attached to the convening notice of the meeting of the Council at which a President-Elect and/or Vice-President will be elected. The list shall indicate for each proposed candidate the criteria set out in the present Article. If there is no list or an incomplete list of candidate(s) President-Elect and/or Vice-President, the Council may freely elect without any formality a President-Elect and/or Vice-President out of the Full Members.

**34.10** By derogation to Articles 30.3 and 30.4 of these Articles of Association, for the election of the President-Elect and Vice-President, decisions of the Council regarding the election of the President-Elect and Vice-President shall be validly adopted as follows:

- (a) If there is up to two (2) candidates President-Elect and/or up to two (2) candidates Vice-President per mandate, the candidate President-Elect and/or the candidate Vice-President who obtains a majority of at least fifty per cent (50%) plus one (1) vote of the votes cast by the members of the Council present or represented shall be elected. In the event of a tie between two (2) candidates President-Elect and/or two (2) candidates Vice-President, the Executive Committee shall immediately meet and decide, during a secret ballot, who shall be elected as President-Elect and/or as Vice-President. The decisions of the Executive Committee are final, sovereign and the Executive Committee shall not give reasons for its decisions.
- (b) If (i) there are more than two (2) candidates President-Elect and/or two (2) candidates Vice-President per mandate:
  - i. The ballot shall be organised in a way that each members of Council be able to cast one (1) vote per mandate (e.g. if there is three (3) candidates per mandate, the members of the Council can cast only one (1) vote);
  - ii. A first voting round shall take place. During this first voting round:

- (1) The candidate President-Elect and/or the candidate Vice-President who obtains a majority of at least two-thirds (2/3) of the votes cast by the members of the Council present or represented shall be elected;
  - (2) If no candidate President-Elect and/or candidate Vice-President obtains a majority of at least two-thirds (2/3) of the votes, the two (2) candidates President-Elect and/or the candidate Vice-President who obtain the highest number of votes cast by the members of the Council present or represented shall access a second voting round. In the event of a tie between two (2) or more candidates President-Elect and/or two (2) or more candidates Vice-President, subsequent voting round(s) shall take place only between the concerned candidates President-Elect or candidates Vice-President until the tie is broken.
- iii. In the event described in paragraph 34.10, (b), ii(2) of the present Article, a second voting round shall take place between the two (2) remaining candidates President-Elect and/or the two (2) candidates Vice-President. During this second voting round, the candidate President-Elect and/or the candidate Vice-President who obtains a majority of at least fifty per cent (50%) plus one (1) vote of the votes cast by the members of the Council present or represented shall be elected. In the event of a tie between two (2) candidates President-Elect and/or two (2) candidates Vice-President, the Executive Committee shall immediately meet and decide, during a secret ballot, who shall be elected as President-Elect and/or as Vice-President. The decisions of the Executive Committee are final, sovereign and the Executive Committee shall not give reasons for its decisions.
  - iv. Without prejudice to Article 29 of these Articles of Association, all the election process described in the present paragraph 34.10 (b) shall take place during one and the same meeting of the Council.

**34.11** The mandate of the President, the Vice-President, the President-Elect, and the Past-President terminates by expiry of the term of their mandate.

**34.12** The Council may further dismiss the President as President, the Vice-President as Vice-President, the President-Elect as President-Elect and the Past-President as Past-President at any time and can give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President, Vice-President, President-Elect or Past-President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on the dismissal. The concerned President, Vice-President, President-Elect, or Past-President shall not participate in the deliberation of the Council regarding such decision or action, and also not to the relevant voting.

**34.13** The President, Vice-President, President-Elect, and Past-President are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Council. In case of the end of the mandate of the President, Vice-President, President-Elect or Past-President for whatever reason, except the cases of automatic termination of their mandate, or dismissal, the President, Vice-President, President-Elect or Past-President, as the case may be, shall continue performing the duties of his/her office until the Council has provided in his/her replacement within ninety (90) calendar days, except if the Council decides otherwise, and without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**34.14** If the mandate of the President, Vice-President, or President-Elect ends before its term, for whatever reason, the first upcoming meeting of Council following the end of their mandate shall elect a new President, Vice-President, or President-Elect on the proposal of the Executive Committee. The new elected President, Vice-President, or President-Elect shall complete the mandate of the replaced President, Vice-President, or President-Elect except if the Council otherwise decides. The mandate performed by the President, Vice-President, or President-Elect in accordance with the present paragraph shall not be counted in the number of mandates.

**34.15** If the mandate of the Past-President ends before its term, for whatever reason, there shall be no new Past-President until the termination of the mandate of the current President.

**34.16** In case of termination of the mandate of the President, Vice-President, President-Elect or Past-President for whatever reason, the President, Vice-President, President-Elect, or Past-President, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

#### **Article 35. Powers of the President, Vice-President, President-Elect, and Past-President**

**35.1** The President shall have the powers specifically granted to him/her by these Articles of Association. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Council, after preparation by the Chief Executive Officer;
- (b) Presiding the meetings of the General Assembly and the Council;
- (c) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (d) In the event of a tie vote, having the casting vote within the General Assembly and the Council.

**35.2** The Vice-President shall have the powers specifically granted to him/her by these Articles of Association. In particular, the Vice-President shall replace the President in his/her absence.

**35.3** The President-Elect shall have the powers specifically granted to him/her by these Articles of Association. In particular, the President-Elect shall have the following powers:

- (a) Replacing the Vice-President in his/her absence; and
- (b) Being involved in the administration of the affairs of the Association in anticipation of his/her term of office as President, as directed by these Articles of Association and by the President.

**35.4** The Past-President shall have the powers specifically granted for him/her by these Articles of Association. In particular, the Past-President shall have an advisory role within the Council.

### **TITLE IX. EXECUTIVE COMMITTEE**

#### **Article 36. Composition of the Executive Committee**

**36.1** The Executive Committee shall be composed as follows:

- (a) The President shall be as of right a member of the Executive Committee;
- (b) The Vice-President shall be as of right members of the Executive Committee;
- (c) The President-Elect shall be as of right a member of the Executive Committee; and
- (d) The Past-President shall be as of right a member of the Executive Committee.

**36.2** The term of office of the members of the Executive Committee is determined on the basis of their mandates respectively as President, Vice-President, President-Elect, and Past-President.

**36.3** The mandate of the members of the Executive Committee terminates by expiry of their mandates respectively as President, Vice-President, President-Elect, and Past-President.

**36.4** The Executive Committee shall be chaired by the President. If the President is unable to chair the Executive Committee, the Executive Committee shall be chaired by the Vice-President. If the President

and the Vice-President are both unable to chair the Executive Committee, the Executive Committee shall be chaired by the President-Elect. If the President, the Vice-President, and the President-Elect are all unable to chair the Executive Committee, the Executive Committee shall be chaired by the Past-President.

**36.5** By derogation to the preceding paragraph, whilst the Executive Committee is discussing and voting on agenda items pertaining to the powers listed in Article 37.2 (f) to (j) of these Articles of Association, the Executive Committee shall be chaired by the Past-President. If the Past-President is unable to chair the Executive Committee, the Executive Committee shall be chaired by the President.

**36.6** The Executive Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Committee.

## **Article 37. Powers of the Executive Committee**

**37.1** The Executive Committee shall act as a collegial body (in French: “organe collégial” / in Dutch: “collegiaal orgaan”).

**37.2** The Executive Committee shall have the powers specifically granted to it by these Articles of Association. In particular, the Executive Committee shall have the following powers:

- (a) Proposing strategies for the development of the Association to the Council;
- (b) Preparing work and organising the meetings of the General Assembly and the Council;
- (c) Following-up of decisions taken by the General Assembly and the Council;
- (d) Making non-binding proposals to the Council;
- (e) The supervision of the management and the monitoring of the Association between meetings of the Council;
- (f) Providing a slate of candidates from the eligible candidates for the elected positions of the President-Elect, Vice-President, and Members of the Council to ensure strong leadership of the Association;
- (g) Verifying that the candidates comply with the criteria set out in Articles 25.2 through 25.6 of these Articles of Association;
- (h) Drawing up a list of all proposed candidates in accordance with Articles 34.2 through 34.5 of these Articles of Association;
- (i) Identifying eligible candidates for the President-Elect and Vice-President, contacting them to determine their interest in serving as President-Elect or Vice-President, reviewing the applications, and selecting candidates for each position; and
- (j) Encouraging the geographical, gender, and multidisciplinary balance of the Council.

**37.3** At any time, the Executive Committee may delegate specific powers to one or more member(s) of the Executive Committee or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

## **Article 38. Meetings**

**38.1** The Executive Committee shall meet every time the interests of the Association so require and at least six (6) times a year, upon convening by the President or at the request of at least one (1) member of the Executive Committee, and at such time and place as determined in the convening notice. If the President is unable to convene the Executive Committee, the Executive Committee shall be convened by the Vice-President. If the President and the Vice-President are both unable to convene the Executive Committee, the Executive Committee shall be convened by the President-Elect. If the President, the Vice-President, and the President-Elect are all unable to convene the Executive Committee, the Executive Committee shall be convened by the Past-President.

## **Article 39. Proxies**

**39.1** The members of the Executive Committee shall not have the right to give a proxy to another member of the Executive Committee, to be represented at a meeting of the Executive Committee.

## **Article 40. Convenings. Agenda**

**40.1** Convening notices for the Executive Committee shall be notified to the members of the Executive Committee by the Chief Executive Officer via regular means of communication at least seven (7) calendar days before the meeting of the Executive Committee. The convening notices shall mention the date, time, and place of the meeting of the Executive Committee. In addition, the convening notices shall mention if the members of the Executive Committee can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Committee shall be prepared by the Chief Executive Officer and adopted by the President. If the President is unable to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable to adopt the agenda, the agenda shall be adopted by the President-Elect. If the President, the Vice-President, and the President-Elect are all unable to adopt the agenda, the agenda shall be adopted by the Past-President.

**40.2** Each member of the Executive Committee shall have the right to propose additional item(s) to be included on the agenda of the Executive Committee, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Executive Committee of the additional item(s) on the agenda of the Executive Committee via regular means of communication at least three (3) calendar days before the meeting of the Executive Committee.

**40.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all members of the Executive Committee are present at a meeting of the Executive Committee and vote to proceed with such vote.

**40.4** Each member of the Executive Committee shall have the right, before, during or after a meeting of the Executive Committee, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Executive Committee present at a meeting of the Executive Committee shall be considered to have been regularly convened to this meeting.

## **Article 41. Presence quorum. Voting majority. Votes**

**41.1** Unless otherwise stipulated in these Articles of Association, the Executive Committee shall be validly constituted when (i) at least two (2) of the members of the Executive Committee are present and (ii) amongst who at least the President is present.

**41.2** Unless otherwise stipulated in these Articles of Association, decisions of the Executive Committee shall be validly adopted if they obtain at least a majority of fifty per cent (50%) plus one (1) vote of the votes cast by the members of the Executive Committee present. Each member of the Executive Committee shall have one (1) vote.

**41.3** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence, the Vice-President. The votes are issued by a call out,

or by a show of hands. However, by derogation to the preceding sentence, any votes of the Executive Committee referred to in Article 34.10 of these Articles of Association shall be issued via a secret ballot.

**41.4** A duly convened meeting of the Executive Committee shall be validly held even if all or some of the members of the Executive Committee are not physically present, but participate in the deliberations via any electronic means of communication that allow the members of the Executive Committee to directly hear each other and directly speak to each other, such as a telephone, video, or web conference. The Chief Executive Officer shall set up the practical procedures to organise this in practice. In such a case, the members of the Executive Committee shall be deemed present.

**41.5** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Executive Committee may vote via electronic means during a meeting of the Executive Committee. The Chief Executive Officer shall take the necessary steps allowing the members of the Executive Committee to vote electronically. The Chief Executive Officer shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Executive Committee having expressed their vote and (ii) the control of compliance with the prescribed time limit.

## **Article 42. Register of minutes**

**42.1** Minutes shall be drawn up at each meeting of the Executive Committee as follows:

- (a) At the latest fourteen (14) calendar days after the date of the meeting of the Executive Committee, the minutes shall be drafted and sent via regular means of communication to the members of the Executive Committee;
- (b) At the latest fourteen (14) calendar days after the sending of the draft minutes, the members of the Executive Committee may send their comments, if any, regarding the draft minutes;
- (c) At the latest fourteen (14) calendar days after the end of the time limit for the members of the Council to send their comments, the minutes shall be finalised, approved, and signed by the chairperson of the meeting of the Executive Committee and kept in a register of minutes; and
- (d) At the latest fourteen (14) calendar days after the final minutes have been signed and approved by the chairperson, copies of the minutes shall be sent via regular means of communication by the Chief Executive Officer to the members of the Executive Committee.

**42.2** The register of minutes shall be kept at the registered office of the Association where all members of the Executive Committee and the members of Council may consult it, without, however, displacing it.

## **Article 43. Written procedure**

**43.1** The Executive Committee may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 40 of these Articles of Association do not have to be complied with.

**43.2** For this purpose, the Chief Executive Officer, upon request of the President or one (1) member of the Executive Committee, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Executive Committee, with request to the members of the Executive Committee to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Chief Executive Officer and within the time limit mentioned in the notice.

**43.3** The decisions are deemed to have been taken if (i) at least two (2) of the members of the Executive Committee and (ii) amongst who at least the President have sent their vote(s) back via the means of

written communication designated by the Chief Executive Officer within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty per cent (50%) plus one (1) vote of the votes cast by the members of the Executive Committee having sent their vote(s) back via the means of written communication designated by the Chief Executive Officer. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**43.4** For the purpose of the present Article, members of the Executive Committee are not allowed to grant proxies to other members of the Executive Committee.

**43.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Committee.

**43.6** The decisions taken via written procedure shall be sent via regular means of communication by the Chief Executive Officer to the members of the Executive Committee at the latest fourteen (14) calendar days after the time limit mentioned in the notice.

## **TITLE X. NETWORK(S)**

### **Article 44. Network(s)**

**44.1** The structure of the Association includes networks (hereafter: "**Networks**"). The Network(s) can be either internal, in which case they take the form of bodies of the Association, or external, in which case they take the form of autonomous legal entities. In the latter case, they must be officially granted Network status by the Association.

**44.2** The Council may further establish, dissolve, and recognise Network(s). The Council may delegate tasks to one or more Network(s) and shall, upon the proposal of the Network, approve the bylaws, articles of association or statutes established by each Network and governing, amongst other matters, the mission, responsibilities, composition, powers, conduct of meetings and convening modalities, presence quorum, and voting majority and voting procedures of the Network(s).

**44.3** The Network(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Council.

**44.4** The Network(s) shall report periodically to the Council on its/their activities, and/or at the request of the Council.

**44.5** The Network(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Network(s).

## **TITLE XI. COMMITTEE(S), WORKING GROUP(S), AND TASK FORCE(S)**

### **Article 45. Committee(s)**

**45.1** The Council may establish, dissolve and delegate tasks to one or more Committee(s). The Committee(s) shall have a permanent and supporting role to the Council on specific issues. The Council determines amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Committee(s).

**45.2** The Committee(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Council.

**45.3** The Committee(s) shall always act under the responsibility of the Council and shall report periodically to the Council on its/their activities, and/or at the request of the Council.

**45.4** The Committee(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Committee(s).

#### **Article 46. Working Group(s)/Task Force(s)**

**46.1** The Council and the Committee(s) may establish, dissolve and delegate tasks to one or more Working Group(s) and/or Task Force(s). The Working Group(s) and Task Force(s) shall have a non-permanent and supporting role to the Council, and the Committee(s) on specific issues. The Council determines amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s) and Task Force(s).

**46.2** The Working Group(s) and Task Force(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Council.

**46.3** The Working Group(s) and Task Force(s) shall always act under the responsibility of the Council and shall report periodically to the Council, or the Committee which has established it on its/their activities, and/or at the request of the Council or the Committee.

**46.4** The Working Group(s) and Task Force(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s) and Task Force(s).

### **TITLE XII. CHIEF EXECUTIVE OFFICER**

#### **Article 47. Appointment and function of the Chief Executive Officer**

**47.1** The Council shall appoint a natural person or a legal entity, not being a member of the Council and not being a Member, as Chief Executive Officer. His/her/its office may be remunerated. When a legal entity is appointed as Chief Executive Officer, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Chief Executive Officer in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Chief Executive Officer. The Chief Executive Officer's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Council.

**47.2** The mandate of the Chief Executive Officer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Chief Executive Officer is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

**47.3** Unless otherwise agreed, the Council may dismiss the Chief Executive Officer at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**47.4** The Chief Executive Officer is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Council, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Chief Executive Officer for whatever reason, except the cases of automatic termination of the mandate of the Chief Executive Officer or dismissal, the Chief Executive Officer shall

continue performing the duties of his/her/its office until the Council has provided in his/her/its replacement within six (6) months, except if the Council decides otherwise and without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**47.5** In case of the end of the mandate of the Chief Executive Officer for whatever reason, the Chief Executive Officer shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**47.6** The Chief Executive Officer shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Chief Executive Officer.

**47.7** Notwithstanding the above paragraph, the President may decide that the Chief Executive Officer cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Council.

#### **Article 48. Powers of the Chief Executive Officer**

**48.1** The Chief Executive Officer shall have the powers specifically granted to him/her/it by these Articles of Association. In particular, the Chief Executive Officer shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) In cooperation with the President, the coordination, and the organisation of the meetings of the General Assembly;
- (c) In cooperation with the President, the coordination, and the organisation of the meetings of the Council;
- (d) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (e) Executing the decisions of the Council;
- (f) Hiring and dismissing of the employees of the secretariat of the Association;
- (g) Sending the convening notices of the General Assembly and the Council;
- (h) Preparing the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Council for finalisation and approval;
- (i) The supervision of the financial affairs of the Association; and
- (j) Ensuring the public relations of the Association, particularly regarding communication with third parties.

**48.2** The Chief Executive Officer shall always act under the responsibility of the Council and within the approved budget. The Chief Executive Officer shall report periodically to the Council on his/her/its actions and activities, and/or at the request of the Council.

**48.3** At any time, the Chief Executive Officer may delegate specific powers to the secretariat of the Association and/or one or more third party(ies), with or without sub-delegation powers to the legal extent possible.

### **TITLE XIII. LIABILITY**

#### **Article 49. Liability**

**49.1** The members of the Council, the President, the Vice-President, the President-Elect, the Past-President, and the Chief Executive Officer are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

**49.2** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

#### **TITLE XIV. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

##### **Article 50. External representation of the Association**

**50.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Executive Committee, acting jointly.

**50.2** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chief Executive Officer, acting alone.

**50.3** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

**50.4** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Council, the President acting alone, or two (2) members of the Executive Committee, acting jointly, or, within the framework of daily management, by the Chief Executive Officer, acting alone.

#### **TITLE XV. BYLAWS**

##### **Article 51. Bylaws**

**51.1** To detail and complete the provisions of these Articles of Association, the Council may adopt, amend and/or revoke bylaws.

**51.2** On the date of the transformation of the Association, no bylaws have been adopted.

**51.3** The Council is further entitled to adopt Council internal procedures and any other kind of statement that falls within the scope of its powers.

#### **TITLE XVI. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

##### **Article 52. Financial year**

**52.1** The financial year of the Association shall run from 1 January to 31 December.

##### **Article 53. Annual Accounts. Budget**

**53.1** The Council shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax, and legal documents.

**53.2** Each year, within six (6) months following the end of the financial year, the Council shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

**53.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least ten (10) calendar days before the Ordinary General Assembly.

## **Article 54. Auditing of the annual accounts**

**54.1** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

**54.2** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an accountant to audit the annual accounts.

**54.3** The statutory auditor or the accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

## **TITLE XVII. AMENDMENTS TO THESE ARTICLES OF ASSOCIATION**

### **Article 55. Amendments to these Articles of Association**

**55.1** The General Assembly can validly decide on amendments to these Articles of Association only if (i) at least thirty (30) Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**55.2** If at least thirty (30) Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 55.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**55.3** By derogation to paragraph 55.1 of the present Article, the Council can also validly decide on amendments to Article 51.2 of these Articles of Association.

**55.4** The main terms of any proposal to amend these Articles of Association shall be explicitly mentioned in the agenda or a separate document both sent to the Members and the members of the Council at least ten (10) calendar days before the General Assembly.

**55.5** The date on which the amendments to these Articles of Association shall enter into force shall be determined by the decision of the General Assembly regarding the amendments to these Articles of Association.

**55.6** Any decision of the General Assembly relating to the amendments of these Articles of Association is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Articles of Association must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XVIII. DISSOLUTION. LIQUIDATION**

### **Article 56. Dissolution. Liquidation**

**56.1** The General Assembly can validly decide on the dissolution of the Association only if (i) at least thirty (30) Full Members are present or represented and (ii) the decision obtains a majority of at least a

two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**56.2** If at least thirty (30) Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 56.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**56.3** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda sent to the Members and the members of the Council at least ten (10) calendar days before the General Assembly.

**56.4** Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Council shall be deemed to be jointly in charge of the Association's liquidation.

**56.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Articles of Association.

## **TITLE XIX. VARIA**

### **Article 57. Notifications**

**57.1** Any notice or other communication under or in connection with these Articles of Association shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Articles of Association, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

### **Article 58. Computation of time**

**58.1** For the use of the computation of time limits set out in these Articles of Association, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

### **Article 59. Abstentions**

**59.1** For the determination of the voting majorities set out in these Articles of Association, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

#### **Article 60. Secret ballot**

**60.1.** For the voting regulated in these Articles of Association, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the members of the Council, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Chief Executive Officer, and the staff of the Association.

#### **Article 61. Varia**

**61.1** Anything that is not provided for in these Articles of Association or the bylaws, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Articles of Association and the bylaws, if any, internal procedures, or any other kind of rules of the Association, these Articles of Association shall prevail.

**61.2** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Council to do so. Members shall have no claim on the Association’s assets.

**61.3** For the performance of their duties, members of the Council may elect domicile at the registered office of the Association.

**61.4** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Articles of Association are written in French and English, but only the French version shall be the official text.

#### **Article 62. Allocation of the first mandates**

**62.1** Without prejudice to Article 8 of these Articles of Association, all (i) Regular Members, (ii) Associate Members, (iii) Senior Members and (iv) ENYGO Members of the Association shall be respectively (i) Full Members, (ii) Associate Members in Training, (iii) Retired Associate Members and (iv) Other Members of the Association.

Approved by General Assembly of Members, Istanbul, 29 09 2023



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Professor Nicole Concin  
Board Member

Innsbruck, 12.12.2023



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Mrs Renata Brandtnerova  
Board Member

Prague, 17.12.2023