



## STATUTES OF THE EUROPEAN SOCIETY OF DIGESTIVE ONCOLOGY

### **Preamble:**

The European Society of Digestive Oncology (ESDO) evolves as the European Chapter of IDCA and shall be an association of members of national societies and study groups of digestive oncology in countries of Europe. It shall represent the Europe Zone in WGO and will be a member of the United European Gastroenterology Federation. Prof. Meinhard Classen, Prof. Colm O'Morain, Prof. Philippe Rougier, Prof. Wolff Schmiegel, Prof. Thomas Seufferlein, Prof. Guido Tytgat, Prof. Eric Van Cutsem and Prof. Miroslav Zavoral are the founders of the ESDO and have agreed on the statutes and authorized representatives at their inaugural meeting in Prague on June 13, 2008.

### **Article I – Name and Headquarter**

The official name shall be "European Society of Digestive Oncology" (hereafter "the Society") and its seat and headquarter is located in Vienna, Austria. The Association is incorporated for an unlimited period of time. It extends its activities throughout Europe.

### **Article II – Purposes of the Society**

The Society is acting as a non-profit association and has no lucrative purpose as defined by the Austrian Federal Fiscal Code. The purposes of the Society are to enhance research and educational activities in the field of digestive oncology for the benefit of the patients.

### **Article III – Dues, Contributions and Funds**

(1) *The goals of the Society will be achieved by the following ideal means:*

- Organization of scientific and educational exchanges as well as publications to improve the medical treatment of GI-tract tumours, particularly in a multidisciplinary evidence-based approach.
- Scientific exchanges, publications and other activities to enhance and to promote the screening, early detection, primary prevention as well as the management of pre-malignant and malignant disease of the GI-tract.
- Development of guidelines and recommendations for all aspects of digestive oncology for the benefit of the patients.
- Scientific publications and periodical journals.

(2) *The goals of the Society will be achieved by the following material means:*

- Membership fees
- Money and in-kind donations
- Funding and bequests from institutions, foundations or other sources
- Income from research and consultancies or unrestricted educational grants from national and international scientific organizations allocated for the purpose of promoting the aims of the society.
- Earnings from events
- Earnings from society ventures



## **Article IV - Membership**

### *Section 1 – Membership categories*

Members of the Society are ordinary members, corporate members and honorary members.

- Ordinary membership comprises
  - individuals with special interest and/or expertise in digestive oncology and
  - national societies/groups dedicated to digestive oncology.
  - Application for membership shall be made to the secretariat of the Society.
  - Applicants for ordinary membership will be approved by the Governing Board and will be presented to the General Assembly on an annual basis.
- Corporate membership includes
  - pharmaceutical companies that want to support the Society and are active in the field of digestive oncology may be eligible for corporate membership.
  - Corporate membership is appointed by the Governing Board and the Advisory Council.
- Honorary members are persons
  - Who are recognized for their important contribution to digestive oncology, to the foundation, function and organization of the Society and its activities.
  - Honorary members are appointed by the Governing Board and the Advisory Council.

### *Section 2 – Rights and Duties of Members*

- Members have the right to receive all information regarding the work of the Society.
- Members constitute the General Assembly with all statutory rights.
- Members must observe the statutes of the Society.
- Members must pay the membership fee on time.
- Members must conduct themselves in an appropriate and ethical manner.
- Members are not allowed to receive payments from means of the Society.
- In the event of dissolution of the Society or of resignation of its members, members will only receive the capital share, that they had contributed and the fair market value of their investments in-kind.
- The Society may not advantage persons by paying out administrative expenses, not intended for the purposes of the Society or by paying out disproportionately high gratifications.

### *Section 3 – Membership termination*

- Membership terminates by reason of decease of a member.
- Membership ends when a member declares its withdrawal, or when a member has failed to pay the membership fee for two consecutive years.
- The General Assembly has the right to exclude members for inappropriate or unethical behavior or for other activities contrary to the principles of the Society.

### *Section 4 – Determination of membership fees*

- At the discretion of the Governing Board and after due approval of the General Assembly ordinary members have to pay annual dues, the amount of which is specified by the General Assembly after following a proposal by the Governing Board.
- A corporate membership fee will be paid by corporate members of the Society.
- Honorary members are exempt from paying a membership fee.



## Article V – Organs

The organs of the Society are:

- The General Assembly
- The Governing Board
- The Advisory Council
- The Auditors
- The Court of Arbitration

### Section 1 – The General Assembly

- The General Assembly shall consist of all ordinary members, corporate members and honorary members.
- The General Assembly shall meet at each UEG Week Congress.
- Only ordinary members have the right to vote. Members which have not paid the annual dues cannot vote at the General Assembly
- Votes and decisions shall be taken by a simple majority of the present ordinary members. In case of draw, the casting vote of the President shall be decisive.
- A quorum of the General Assembly exists if fifty percent (50%) of the representatives are present.
- Voting by registered mail may be permitted in exceptional cases at the President's discretion only. A quorum of a two-thirds majority of the ordinary members is needed in case of (1) change of statutes, (2) dissolution and (3) exclusion of members.  
If the quorum is not reached, a General Assembly is organized within 2 months. Decisions will then be taken by two-thirds of the present ordinary members.
- If necessary, the Governing Board may call other meetings of the General Assembly. Meetings of the General Assembly shall be chaired by the president of the Society.
- The agenda for meetings of the General Assembly shall be prepared by the President together with the Secretary General. Any member may submit items for the agenda but these must be sent at least one month before the next meeting to the Secretary General. The final agenda will be sent to all members 15 days before the next meeting.
- The General Assembly functions and responsibilities are:
  - to receive an annual report of the Governing Board
  - to approve ordinary membership fees
  - to elect the Governing Board members and the Councillors of the Advisory Board
  - to appoint two Auditors
  - to appoint one standard member of the Court of Arbitration
  - to implement the dissolution of the Society
  - exclusion of members.

### Section 2 – The Governing Board

- The Governing Board consists of the officers
  - President
  - Past-President
  - President-Elect
  - Secretary General
  - Treasurer
  - Chair of the Education Committee
  - Three (3) additional Governing Board Members to support the activities of the President and the Secretary General
- The Governing Board governs the Society and shall make the necessary decisions and shall be responsible for the affairs of the Society.



- The Executive Board officers are the President, Secretary General and the Treasurer and are responsible for conducting daily activities of the Society and executing decisions made by the Governing Board.
- The Governing Board officers are elected by the General Assembly. Nominations may come from the Governing Board, the Advisory Board and the General Assembly. Nomination is by written proposal at least three month prior to the General Assembly.
- The President-Elect shall serve for a period of two years and will assume the position of the President for two additional years with the option of being re-elected for another term of office. The Past-President shall serve for an additional period of two years. The Secretary General, the Treasurer and the Chair of the Education Committee shall serve for a period of four years with the option to be re-elected for another term of office.
- The Governing Board officers can create task forces/working groups to serve the purposes of the Society.
- The Governing Board officers shall have the power to fill vacancies on the Board due to death, resignation or incapacity/inactivity of any Board member for the remaining portion of this term.
- At the President's discretion, Honorary members may be invited to attend meetings in an advisory capacity.
- The Governing Board has the power to approve Ordinary members.
- The Editor of a possible future official journal of the Society or a representative shall be co-opted to the Governing Board (non-voting member).
- Voting in the Governing Board shall be by the single transferable vote system.

#### *Section 3 – The Advisory Council*

- The Advisory Council consists of maximum twenty members (Councillors) and the Governing Board officers that came to an end of their term of office.
- The Councillors are elected by the General Assembly.
- The Councillors shall serve for a period of two years but shall be eligible for re-election. The ex Governing Board officers on the Advisory Council shall serve maximum one period of two years.
- The Advisory Council meets together with the Governing Board.

#### *Section 4 – The Auditor*

The accounts of the Society shall be audited by two members appointed by the General Assembly.

#### *Section 5 – The Court of Arbitration*

The Court of Arbitration may be called by the President on the advice of the Governing Board to resolve all disputes arising within the Society that cannot be resolved by the organs or officers of the Society. It shall be composed of three standard members, one chosen by the General Assembly, one chosen by the Advisory Council and these two members shall choose a third acceptable to both, who shall act as the chair.

#### **Article VI – Duties and Powers for Officers**

The officers of the Society are:

- The President
- The Past President
- The President Elect
- The Secretary General
- The Treasurer
- The Chair of the Education Committee



#### *Section 1 – The President*

The President shall preside over all sessions of the Governing Board, the Advisory Council and of the General Assembly. He shall represent the Society in all public and official activities. He shall report on the activities of the Society and the actions of the Governing Board at each meeting of the General Assembly.

#### *Section 2 – The President Elect*

The President Elect shall assist the President in the organization and coordination of the activities promoted by the Society. At the President's request, he can represent the Society in public and at official activities.

#### *Section 3 – The Secretary General*

The Secretary General shall keep up-to-date membership lists and records of the activities of the Society. He shall gather information about meetings, courses and other activities organized by ordinary members and shall send this information to all other members. He shall assist the President as representative for UEGW and the World Congress of Gastroenterology. He informs the Governing Board. He shall assist the President in the preparation of the agenda for the meetings of the General Assembly and at the President's request, he can represent the Society in public and at official activities.

#### *Section 4 – The Treasurer*

The Treasurer shall devote himself to the raising and administration of the Societies funds and shall present a financial report for each meeting of the Governing Board and the General Assembly. He manages the account on a daily basis in agreement with the Executive Board. He shall assist the President and the Secretary General in the preparation of the agenda for meetings of the General Assembly.

#### *Section 5 – other Officers*

All Officers of the Society shall be actively engaged in digestive oncology. They shall assist the President and the President Elect in the organization and coordination of the activities promoted by the Society. At the President's request they may represent the Society in public and official activities.

#### **Article VII - Dissolution of the Society**

- The Association may be dissolved at any time following a decision of the General Assembly. The decision must be confirmed by two third of the present.
- A properly qualified lawyer should be appointed as liquidator.
- In the event of dissolution of the Society, magisterial annulment or revocation of the non-profit status, all remaining funds shall be used for research and education in the field of digestive oncology, according to the non-profit regulations of §§ 34 ff of the Austrian Federal Fiscal Code.