

BYLAWS OF THE EUROPEAN SOCIETY FOR GYNAECOLOGICAL ENDOSCOPY (ESGE)

Article I. Purpose and Goals

The European Society for Gynaecological Endoscopy is an international non – profit organization, duly established and existing under the laws of Belgium.

The ESGE encourages research and evaluation of endoscopic and related techniques. The recommendation of standards of training in gynaecological endoscopy and related specialities and the cooperation with national and international affiliated societies are further important objectives.

The ESGE aims to achieve these objectives by:

- 1) collecting reliable data on present methods and standards;
- 2) organizing scientific meetings on a regular basis;
- 3) publishing proceedings of meetings and promoting the publication of scientific material;
- 4) co-ordinating multi-centre clinical trials;
- 5) auditing results and complications of endoscopic surgery and related techniques;
- 6) advising on the content of training programs.

Article II. Structure

The following organs have been installed within the ESGE:

- General Assembly
- Board of Directors
- Executive Board
- Advisory Board
- Senate

The structure and operation of the General Assembly and the Board of Directors are governed by the Belgian law on non – profit organizations and the Articles of Association of the ESGE.

The General Assembly consists out of the effective members of the ESGE. An effective member has an effective voting right on every General Assembly meeting. All rights and obligations of the effective members are set out by the Articles of Association and the Belgian law and regulations on the non – profit organizations, as amended.

All members (effective and non – effective) have the right (1) to participate in the general member meeting, held every year at the annual congress of the ESGE; (2) to vote upon the appointment of the members of the advisory board and (3) to apply as a candidate for the advisory board. The non – effective members have an advisory role within the annual general members meeting.

Article III. Executive Board

Tasks. The Executive Board is appointed by the Board of Directors to execute the following tasks, in concert with the Board of Directors:

- 1) Communication (website, awards and publicity);
- 2) GESEA Diploma organization;
- 3) Special Interest Groups (SIG's) and Responsible for Scientific Program of the Congress;
- 4) Working Groups with guidelines and research.

The Board of Directors shall decide upon the definite content of the aforementioned tasks (e.g. which SIG's and/or working groups need to be installed, etc.)

Number. The Executive Board consists out of 6 members:

- President of the ESGE (who is also a member of the Board of Directors);
- President Elect (who is also a member of the General Assembly);
- 4 members, each appointed for the execution and organization of one of the tasks as specified above.

Notwithstanding the foregoing, the Board of Directors can agree to co – opt a maximum of three (3) functions within the Executive Board. A co – opted function needs to be considered as an assistant function to the Executive Board. Persons appointed in a co – opted function shall not be considered as an effective member of the Executive Board.

Appointment and removal. All members of the Executive Board shall be appointed by the Board of Directors. Only members of the ESGE Advisory Board shall be considered to become a member of the Executive Board. The Board of Directors shall have the right to remove Executive Board members for good cause shown after notice and a hearing before the Executive Board as a whole. A two-thirds (2/3) majority within the Board of Directors is required for removal.

Term. Executive Board members shall serve for a fixed two (2) year term, unless terminated earlier as specified above. Executive Board members can be unlimitedly reappointed, at the discretion of the Board of Directors, each time for a period of two (2) years.

All effective members of the Executive Board are eligible as a member of the Board of Directors. Appointment of the Board of Directors members is an exclusive competence of the General Assembly and needs to be agreed upon in accordance with the article of association.

Compensation. All members of the Executive Board shall serve without compensation.

Voting. Each member or his/her approved proxy shall be entitled to one vote on each matter submitted to a vote of the Executive Board.

Staff members. Staff and coordination will be provided by the ESGE Central Office or as otherwise agreed upon by the Board of Directors.

Meetings. Regular meetings of the Executive Board shall be held on a quarterly or as-needed basis.

Special meetings of the Executive Board may be held on call of the Board of Directors or the President of the ESGE.

Written notice stating the date and hour of each meeting shall be delivered or mailed to each member not less than five days before each meeting.

A quorum for the purpose of holding a meeting shall consist of not less than four (4) Executive Board members.

A quorum present, the act of a majority of the members present shall constitute the action of the entire Executive Board, except as may be otherwise provided in these Bylaws.

Article IV. Advisory Board

Tasks. The members of the advisory board are activated in the Society administration by participation in the Annual Congress Scientific Committee and program development, the Award Committee, the SIGs coordination (as members of the coordinators committee) having also additional other specific functions according to the administrative needs of the Society.

Number. The Advisory Board consists out of sixteen (16) elected members, as well as the representatives of the corporate society members. The number of members of the Advisory Board can be adapted at the sole discretion of the Board of Directors.

Appointment and removal. All members of the Advisory Board (with the exclusion of the representatives of the corporate society members) shall be appointed through election, which is open for all of the ESGE members. Each ESGE member can apply as a candidate or can be proposed as a candidate by another ESGE member, under the following conditions: (1) the ESGE member needs to have an active career in medicine and (2) has not yet reached the age of sixty – five (65). All candidates shall be grouped per country. There can only be two (2) members of the same country elected within the Advisory Board. The Board of Directors shall have the right to remove Advisory Board members for good cause shown after notice and a hearing before the Advisory Board as a whole. A two-thirds (2/3) majority within the Board of Directors is required for removal.

Term. Advisory Board members shall serve for a fixed 4 year term, unless terminated earlier as specified above.

Compensation. All members of the Advisory Board shall serve without compensation.

Voting. Each member or his/her approved proxy shall be entitled to one vote on each matter submitted to a vote of the Advisory Board.

Staff members. Staff and coordination will be provided by the ESGE Central Office or as otherwise agreed upon by the Board of Directors.

Meetings. Regular meetings of the Advisory Board shall be held twice a year or on an as-needed basis.

Special meetings of the Advisory Board may be held on call of the Board of Directors or the President of the ESGE.

Written notice stating the date and hour of each meeting shall be delivered or mailed to each member not less than five days before each meeting.

A quorum for the purpose of holding a meeting shall consist of not less than ten (10) Advisory Board members.

A quorum present, the act of a majority of the members present shall constitute the action of the entire Advisory Board, except as may be otherwise provided in these Bylaws.

Article V. Senate

Tasks. The Senate provides a continuing advisory contribution to the Society. The Executive Board and the Board of Directors could make use of the Senate members' experience by asking for supplementary advice if needed.

Number. The number of Senate members is unlimited.

Appointment and removal. All members of the Board of Directors who have ended their mandate become automatically member of the Senate. The Chairman of the Senate is elected by the Senate members and is appointed for a period of four (4) years.

Term. The members of the Senate are appointed for an indefinite term. Notwithstanding the foregoing, the Board of Directors shall have the right to remove Senate members for good cause shown after notice and a hearing before the Senate as a whole. A two-thirds (2/3) majority within the Board of Directors is required for removal.

Compensation. All members of the Senate shall serve without compensation.

Voting. Each member or his/her approved proxy shall be entitled to one vote on each matter submitted to a vote of the Senate.

Staff members. Staff and coordination will be provided by the ESGE Central Office or as otherwise agreed upon by the Board of Directors.

Meetings. Annual meeting of the Senate shall be held at the occasion of the ESGE annual congress.

Special meetings of the Senate may be held on call of the Board of Directors or the President of the ESGE.

A quorum present, the act of a majority of the members present shall constitute the action of the entire Senate, except as may be otherwise provided in these Bylaws.

Article VI. Books and Records

The ESGE shall keep minutes of all proceedings of its organs and such other books and records as may be required for the proper conduct of its business and affairs.

Article VII. Amendments

These Bylaws may be amended at any time upon decision by simple majority of the Board of Directors. Written notice of the amended Bylaws shall be mailed or delivered to each ESGE member as soon as reasonably possible, but not later than the next meeting of an organ of the ESGE affected by such a change.



Article VIII. Code of Conduct

All members of the ESGE shall act in accordance with the Code of Conduct of the ESGE. New members of the ESGE shall be asked to sign the Code of Conduct and to provide the ESGE with an overview of possible conflict of interests, the member might be/is involved in.