1. **Name and Domicile**
   1.1. The name of the Society is: Nordic Society of Gynaecological Oncology (NSGO) here in after referred to as either "NSGO" or "The Society". The official language of the Society is English.
   1.2. Address of Society: NSGO – Clinical Trial Unit, Rigshospitalet, Copenhagen University Hospital, Department of Oncology 9431, Blegdamsvej 9, DK-2100 Copenhagen, Denmark. The Society is registered in Denmark.
   1.3. The NSGO Board may establish offices outside of Denmark. Such offices shall report directly to the NSGO Board.

2. **Mission**
   2.1. NSGO is a non-political, non-profit society. The mission of NSGO is:
      2.1.1. To be a Nordic platform for individual professionals dedicated to the care of women with gynaecological cancer.
      2.1.2. To work for improvements in the practice of prevention, diagnosis, treatment, and follow up of gynaecological cancer.
      2.1.3. To promote and support basic and clinical research.
      2.1.4. To promote education and training in gynaecological oncology in all its aspects.
      2.1.5. To promote and support Nordic and international exchange, and friendship among professionals and societies active in gynaecologic oncology.
   2.2. As means to fulfil this mission the Society shall:
      2.2.1. Promote and conduct collaborative clinical trials, regarding gynaecological cancer.
      2.2.2. Organize and coordinate conferences, meetings and collaborative activities.
      2.2.3. Set Nordic Standards of Care for women with gynaecological cancer.
      2.2.4. Set Nordic Guidelines for professional education and training in gynaecological oncology.
      2.2.5. Establish co-operation and relationships with other international, national and regional organisations in this field.

3. **Membership**
   3.1. Full Membership is open to any individual in a Nordic country, who is professionally or scientifically active in the field of gynaecological cancer, and whose application for membership has been approved by the NSGO Board. The employees of the pharmaceutical industry can not be members.
   3.2. The Society grants associate membership to individuals who do not meet the geographic criteria given in item 3.1. An associate member does not hold voting privileges.
   3.3. Application for membership is sent to the Board. A list of new members should be sent out with the call for the General Assembly. Membership is activated when accepted by the NSGO Board.
   3.4. The Society has to keep a member registry. It is the member’s own responsibility to provide correct information about address, e-mail and telephone number.
   3.5. Resignation from the Society is announced by the member to the NSGO Office. Membership will automatically be terminated after a reminder has been sent out if the annual membership fee has not been paid for two years.
   3.6. Membership can be suspended if a member has done harm to the interests of the Society. Decision of suspension is made by the General Assembly after recommendation from the Board. A member, who has been suspended, can reapply for membership via the General Assembly.

4. **The General Assembly**
   4.1. The General Assembly is constituted by all members, and shall be the supreme governing body of the Society. The General Assembly shall meet at least once a year. Only full members present at the meeting have the right to vote. The General Assembly must be finally called, and the agenda for the General Assembly must be notified to the members by the President at least 2 weeks prior to the meeting by e-mail.
4.2. Proposals for the General Assembly should have been received by the NSGO Office at least 4 weeks before the meeting. The first call to the General Assembly must be sent out by e-mail at least 6 weeks in advance.

4.3. The agenda for the General Assembly should include: 1. Opening of the meeting. 2. Election of chairman of the meeting. 3. Inquiry whether the call has been done in due order, according to bylaws. 4. Election of meeting secretary. 5. Election of two persons besides the chairman to check the minutes. 6. The Presidents annual report. 7. The Treasurers annual report of accountancy and final accounts. The accountants report. 8. Inquiry of adoption of the accounts and the report, and discharge of liability of the Board for the year. 9. The Presidents report of planned activities. 10. Presentation of a Budget for the coming year. 11. Approval of the Budget and determination of the annual membership fee. 12. Approval of election of new NSGO Board members 13. Approval of election of President Elect. 14. Installation of new President. 15. Election of accountants. 16. Election of nominating committee. 17. Other questions. 18. Closure of the meeting.

4.4. All matters at the General Assembly are decided by majority voting, if not dictated otherwise in the bylaws. The written and signed minutes of the General Assembly should be sent to the members by e-mail within two months from the meeting, and kept safe.

4.5. An Extra Ordinary General Assembly can be called by the Board, or if there is a written request, supported by at least 10% of the members for such an action.

5. Bylaws Amendments

5.1. Proposals for amendments to the bylaws of the Society must be submitted in writing to the President not later than 3 months prior to the General Assembly. Such proposals must be included as an item on the Agenda and should be available to the members two (2) weeks before the General Assembly.

5.2. Adoption of amendments shall require the approval of not less than two-thirds (2/3) of full members present at the General Assembly.

6. The Executive Board, the President and President Elect / Vice President

6.1. The affairs of The Society shall be governed by an Executive Board (hereafter called “the Board”) who shall act in its own best judgment and discretion to carry out the general Mission of The Society as governed by the Bylaws, established Policies, Procedures, General Assembly decisions and applicable law.

6.2. The Board shall institute standing and ad-hoc committees as required to conduct the business of the Society.

6.3. The Board shall consist of fourteen (14) Board members with at least two (2) representatives from each of the five Nordic Countries, a President and a Vice President.

6.4. The term of office for the elected Board members is two (2) years. Board members can be reelected for one additional 2-year term.

6.5. Nomination of Board candidates.

6.5.1 A Nominating Committee is appointed by the preceding General Assembly. The Nominating Committee requests written (by e-mail) member proposals of candidates for the Board, and contacts the potential candidates to get their consent. The Nominating Committee thereafter prepares a list including all proposed candidates to the Board. The list is sent to the Board before December 1st, the year before the elections.

6.5.2 The list of candidates for the Board is presented on the NSGO web site, and is also sent out to the members by e-mail at latest by January 5, the year of election.

6.6. Election of New Board Members

6.6.1 New members of the Board are elected by an online internet voting procedure via a password protected voting template on the NSGO web site. The web site should be open for online voting during at least 4 weeks, with beginning in the second week in January the actual year. The whole online voting procedure including any repetitive voting should be completed before March 1st.

6.6.2 The received votes should be formally counted under supervision by a voting committee, composed of the two past Presidents. From each Nordic Country the two (2) candidates receiving most votes are elected. If two candidates get equal number of votes,
an additional election round between the two, have to be carried out online, during at least 2 weeks. This second round should also be completed before March 1st.

6.6.3 - The result of the election should be announced at, and the voting process should be officially approved by the General Assembly

6.7. The Society should always have a President, who presides over the Board and Board Meetings, and who is the legal representative of the Society in all matters. The Society should also have a President Elect serving as Vice President. It is recommended that President Elect should not represent the same country as President represents.

6.8 Election of President Elect.

6.8.1 A President Elect shall be elected by an online internet voting procedure via a password protected voting template on the NSGO web site, following the same procedures and time schedule as the Board elections, defined above.

6.8.2 The result of the election should be announced at, and officially approved by the General Assembly.

6.9. The President Elect shall serve as Vice President. The term of office of the Vice President is three (3) years.

6.10. After three years term of office as Vice President, the President Elect shall be automatically installed as President. The term of office of the President should be three (3) years, with no direct re-election. The President can be re-elected once at a later occasion according to the procedure above.

6.11. Three years before the resignation of the President, a new President Elect should be elected.


6.12.1 The Nominating Committee requests written (by e-mail) member proposals of Candidates for President Elect, and contacts the potential candidates to get their consent. The Nominating Committee thereafter prepares a list including all proposed President Elect candidates. The list is sent to the Board before December 1st, the year before the election. The list of candidates for President Elect is presented on the NSGO web site, and is also sent out to the members by e-mail at latest by January 5, the year of election.

6.12.2 The result of the election should be announced at, and the voting process should be officially approved by the General Assembly.

6.13. Authority. Actions of the board shall be considered taken upon majority approval of the voting ordinary members of the Board at a meeting. In the case of a vacancy in the office of the President, the Vice President shall assume this office and shall serve for the unexpired term of the President. Decisions are taken by simple majority of the votes, on condition that a minimum of four (4) Board members are present. Whenever a vote ends undecided, the President has the casting vote.

6.14. The Board has the obligation to create written minutes and decision protocols from Board meetings, and to keep them safe and available for NSGO members and accountants.

6.15. The Board constitutes itself with Secretary, Treasurer and decides it’s own agenda.

6.16. Any elected Board member may be removed from office at any time by a majority of at least ten (10) voting members of the Board whenever in its judgment the best interest of The Society will be served.

7. Economy. Accountancy. Audit

7.1. The financial year shall be closed every year on 31 December. The Board has the obligation to submit every year the accounts of the past financial year and the budget for the coming year for approval to the General Assembly.

7.2. The Society’s resources include annual membership fees and other incomes to the extent that can be achieved.

7.3. All members shall pay annual membership fees fixed by the General Assembly. Fees shall be paid to NSGO immediately upon election as a member of the Society, and thereafter as part of registration for NSGO Annual meeting or before 1 February every year.

7.4. The activities of the Board and the accounts and financial status of the Society shall be subject to annual audit by two accountants appointed by the General Assembly. The accountants are elected for one year. They can be re-elected.
7.5. An audit of the Society’s accounts and finances shall also be made annually by a certified public accountant. It will be presented to the NSGO Board, and a copy will be made available upon request to any member of the Society.
7.6. Profit and excess amounts of the Society shall be used according to the mission of NSGO, or be placed at an NSGO account.
7.7. The assets of NSGO shall be kept at an account with annual interest rate.

8. Authorized Signature. Liability.
8.1. The Society is validly represented in all matters or transactions by the signature of the President, who is responsible to the Board.
8.2. The Treasurer or the Executive Administrator will be allowed the autonomous decision in economical transactions up to a certain limit. The extent of this responsibility will be determined by the Board.
8.3. The Board can assign individual or collective commission to defined Board members.
8.4. The liabilities and obligations of the Society may be enforced against its assets only, and no member shall have any individual liability for any liabilities or obligations of the Society. A member’s liability vis-à-vis the Society is limited to the membership fees fixed by the General Assembly.

9.1. Disclosure. A conflict of interest may exist when the direct, personal, financial interest of any Board member competes with, is adverse to, or diverges from the interests of The Society. If any such conflict of interest arises with regard to a matter requiring action by the Board, or if a member retains a significant financial interest, which may reasonably appear to be affected by an action of Board, then the interested party shall disclose such interest to the Board.
9.2. The Board shall determine if any such conflict exists and, in particular, the Board shall determine the specific interests of The Society at issue. The Board shall not deem a conflict of interest to exist, if standing alone, a Board member also serves as a director, officer or member of a non-profit or charitable organization, which solicits or receives funds from institutions or individuals from which The Society also solicits and receives funds.
9.3. Non-participation in Vote. If the Board determines that a member has a conflict of interest with respect to a certain action, hereinafter referred to as “Conflicted Member”, then the Conflicted Member shall not vote on or participate in the final deliberation or decision regarding the matter under consideration. The Conflicted Member, in addition, shall not be present during such deliberation, discussion or vote, unless requested by the Board to discuss, prior to the Board’s deliberation, any relevant information.
9.4. The minutes of meetings of the Board shall reflect that the conflict was disclosed. Also, minutes shall indicate that the Conflicted Member was not present during the final discussion or vote on a particular matter and that he did not participate in deliberations or vote on such action or issue.

10. Reimbursement.
10.1. Members of the Board and other officers of the Society are expected to act on a voluntary basis, having their expenses related to NSGO activities reimbursed.
10.2. Additional reimbursement can be granted in case of extraordinary commitments for special tasks. Any person may be paid such compensation for services rendered to The Society in his/her capacity as a member of the Board, or officer, employee or otherwise, as the Board shall deem reasonable.
10.3. Such compensation may preferably be claimed and approved by the Board in advance.

11. Dissolution of NSGO.
11.1. The Society shall be dissolved if a resolution to this effect is supported by not less than two thirds of the members present and voting at the annual or an extra General Assembly. If the majority but less than two thirds (2/3) of the present members at the General Assembly vote for dissolution of the Society, the proposal should be sent out by mail for a postal ballot voting procedure.
11.2. Proposals of dissolution of NSGO must be submitted in writing to the Board not later than three (3) months prior to the General Assembly. A proposal from the board for such a resolution should be sent out to the members with the Call to the General Assembly at least two (2) weeks before the meeting.
11.3. Any assets remaining after the satisfaction of all debts and liabilities shall not be paid to, or distributed among the members of the Society, but shall be turned over to one or more non-profit institutions or individuals from which The Society also solicits and receives funds.
corporations, funds or foundations engaged in medical research devoted to gynaecological cancer, to be designated by a majority of the Board holding office at the time of dissolution.

Helsinki 5 May 2017

Johanna Mäenpää  Ulla Puistola  Kristina Veskimäe
President  Chairman General Assembly  Secretary General Assembly