STATUTES of the European Oncology Nursing Society

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Title I Name – Legal Form – Duration – Registered Office

Article 1.0 Name – Legal Form

1.1 The association is incorporated under the legal form of a not-for-profit association (Association Sans But Lucratif / ASBL or Vereniging Zonder Winstoogmerk / VZW) and bears the name "European Oncology Nursing Society," abbreviated as EONS (hereinafter "EONS" or "the Society").

1.2 In accordance with the Belgian Code on Companies and Associations (BCCA), all documents issued by the Society, whether in electronic or hard copy, shall include at least:

a. The Society's full name, preceded or followed by its legal form (full or abbreviated),
b. The exact address of its registered office,
c. The Society's enterprise number,
d. The words "rechtspersonenregister" / "registre des personnes morales" or "rpr" / "rpm," followed by the court under whose jurisdiction the Society's registered office is situated,
e. If applicable, the Society's email address and website,
f. If applicable, the fact that the Society is in liquidation.

Article 2.0 Duration

2.1 The Society is established for an indefinite duration and it may be dissolved at any time in accordance with Book 9 of the BCCA and other applicable legal provisions.

Article 3.0 Registered Office

3.1 The registered office of the Society is located at BLSI – bte 1.30.30, Clos Chapelle-aux-Champs 30, 1200 Brussels, Belgium, within the judicial district of Brussels. The Board of Directors (the "Board") may move the registered office to any other location in Belgium, in compliance with Belgian linguistic legislation.

3.2 If relocating the registered office requires a change in the official language of these Statutes pursuant to applicable linguistic legislation, only the General Assembly may approve such a decision following the procedures applicable to Statute amendments.

Title II Non-Profit Purpose – Objectives

Article 4.0 Purpose – Objectives

4.1 The Society's disinterested purpose is to improve recognition of cancer nursing throughout Europe and to ensure that all people affected by cancer benefit from care provided by educated and competent cancer nurses. The Society is committed to equality, diversity, and inclusion, and

does not discriminate on any grounds protected by law. This purpose will be achieved by:

a. Providing leadership in all areas of cancer nursing, including practice, research, education, and advocacy.
b. Fostering communication and collaboration among clinicians, academics, researchers, educators, policymakers, healthcare management and patient advocates.
c. Serving as the unified voice of European cancer nursing in addressing practice, research, education, advocacy, healthcare management and policy issues.

4.2 To achieve its Purpose, the Society may:

a. Promote and develop cancer nursing through education, training, research, and advocacy throughout Europe,[1] and, where invited, outside the European continent.
b. Develop and coordinate educational programmes for nurses providing cancer care.
c. Advance and disseminate evidence-based practice and research findings specific to cancer nursing.
d. Facilitate professional exchange and collaboration, including
e. international exchanges.
f. Provide forums (e.g., conferences, webinars, seminars, workshops) for sharing expertise, building networks, and advancing practice.
g. Maintain communication channels to connect cancer nursing groups, individuals, and stakeholders.
h. Establish and maintain partnerships and collaborations with organisations that support the development of cancer nursing.
i. Provide financial, material, or other support to individuals and entities whose activities align with the Society's Purpose and Objectives.
j. Engage in lawful activities that support the Purpose, including acquiring property, recruiting personnel, raising funds, and undertaking commercial or profitable activities, provided that all profits serve the Society's non-profit Purpose.

4.3 The Objectives may be adapted as health, cancer care, or societal needs evolve, in accordance with the BCCA.

4.4 The Society may undertake any additional activities related to its Purpose. Any profits shall be fully reinvested in furthering the non-profit Purpose.

The Society may collect all necessary resources to fulfil its Purpose.

Article 5.0 Affiliations – Collaboration Agreements

5.1 The Society may join other not-for-profit associations or organisations whose aims align with its Purpose.

[1] https://www.who.int/europe/home?v=welcome#

5.2 The Society may establish relationships, collaboration agreements, and partnerships with individuals or entities sharing similar goals.

5.3 The Society may cooperate with and support initiatives and organisations, including regional and international ones, that share its Purpose and Objectives.

Title III Membership

Article 6.0 Membership Criteria

6.1 The Society's membership categories are:

a. Full Members: National cancer nursing societies and pan-European specialist nursing groups involved in cancer care.
b. Individual Members: Nurses who pay an individual membership fee.
c. Associate Members: National specialist nursing groups, institutions, and organisations involved in cancer care.

6.2 Full and Individual Members are the effective members with voting rights.

The number of effective members may not be fewer than two (2), in accordance with the law.

Individual Members have one vote each in elections and general assemblies.

Members have the rights and obligations defined by these Statutes and the By-laws.

6.3 Membership may neither be transferred nor assigned.

6.4 Members only have the rights and obligations outlined in the present Articles of Association. However, internal regulations (By-laws) adopted by the General Assembly may define additional internal operating rules, which members are required to comply with as long as they are consistent with these Statutes.

Article 7.0 Full Membership

7.1 Full Membership is open to any organisation that:

a. Pursues activities aligned with the Society's Purpose and Objectives,
b. Are located within the WHO-defined European Region,
c. Are validly constituted legal entities under their national laws,
d. Are independent of governments, political parties, and commercial interests.

7.2 Individuals belonging to Full Member organisations are considered de facto members of the Society. De facto members (Associate Members) may be involved in the activities of the Society and may

be invited to attend the General Assembly in an advisory or observer capacity. However, they are **not considered effective members** and therefore **do not have voting rights** in the General Assembly.

7.3 Applications for Full Membership must be submitted in writing to the Chief Operating Officer at least six (6) weeks before the General Assembly.

7.4 Full Members have all membership rights, including voting rights at the General Assembly.

Article 8.0 Individual Membership

8.1 Individual Membership is open individuals actively engaged in cancer care, cancer nursing education, management, or research in Europe.

8.2 Applications may be submitted anytime online. Applications received before December 1 apply retroactively to January 1 of that year.

8.3 Individual Members have all membership rights, including voting rights at the General Assembly.

Article 9.0 Associate Membership

9.1 Associate Membership is open to organisations or groups that:

a. Pursue objectives aligned with the Society's Purpose and Objectives,
b. Are located within the WHO-defined European Region,
c. Are independent of governments, political parties, and commercial interests.

9.2 Applications for Associate Membership may be submitted at any time via the online application form.

9.3 Associate Members have the rights granted specifically to them by these Statutes. They do not have voting rights.

9.4 If the rights or obligations of Associate Members are amended, Associate Members shall not have voting or consultative rights in that process.

Article 10.0 Membership Rights

10.1 Full and Individual Members have the right to attend and vote at the General Assembly through their appointed representative.

10.2 Full and Individual Members may:

a. Attend and vote at the General Assembly,
b. Propose candidates for election to the EONS Board,
c. Be consulted consulted on Board statements,
d. Propose and vote on amendments to the Statutes,
e. Receive regular updates (e.g., newsletters, annual reports) on EONS' activities,

f. Participate in EONS Working Groups or Task Groups,
g. Use the Secretariat as a resource for information, project coordination, and network facilitation.

10.3 Associate Members and De Facto Members receive updates, have access to certain resources, may attend the General Assembly without voting rights, and may be involved in EONS activities as specified by the Board, but are not eligible for Board positions or permanent committee roles.

Article 11.0 Membership Duties

11.1 Members must comply with these Statutes, By-laws, and all governing rules of the Society. Non-compliance may result in exclusion.

11.2 Members must refrain from fundraising within the home countries of other Members without prior written consent. Members may receive unsolicited donations from and provide assistance to Members in other countries.

11.3 All Members must:

a. Actively participate in EONS activities and respond to Secretariat requests,
b. (For Full and Associate Members) Provide an annual report and, upon request, other information to help EONS promote their work,
c. Share relevant input, publications, know-how, and resources with other Members as agreed in their application,
d. Pay the annual membership fee.

11.4 Full and Associate Members will provide membership numbers upon renewal for EONS to calculate total de facto membership. If a complete list is unavailable, Members must ensure EONS information is effectively distributed to their members.

Article 12.0 Admission to Membership

12.1 Applications for Full or Associate Membership must be submitted in writing to the Chief Operating Officer at least six (6) weeks before the General Assembly.

12.2 Applications for Full or Associate Membership must include official statutes, administrative structure, annual report and accounts, and an agreement to share resources with EONS members.

12.3 Individual Membership applications may be submitted at any time and must include contact information, qualifications, experience, role in cancer nursing, and demographic information.

12.4 The COO may request additional information.

12.5 The Chief Operating Officer presents applications for membership to the Board. If conditions under Article 7.0, Article 8.0 or Article 9.0 are met, the Board may propose admission to the General Assembly. The Board's

decision is final and must provide the reasons which informed the decision.

12.6 The General Assembly decides on admissions at its next meeting. The General Assembly's decision is final and must provide the reasons which informed the decision.

12.7 Admission procedures are also detailed in internal rules.

12.8 Membership terms run from January 1st to December 31st. Late applications (received after January 1st), if accepted, are backdated to January 1st.

Article 13.0 Membership Fees

13.1 The membership year runs from January 1 to December 31.

13.2 Members pay an annual fee, proposed by the Board and decided by the General Assembly.

13.3 The membership numbers of Full and Associate Member organisations will be used by EONS to calculate its total de facto membership.

13.4 The Board may annually adjust fees according to the Belgian consumer price index, unless negative inflation occurs, in which case Associate Member fees remain unchanged.

13.5 The maximum annual membership fee is EUR 20,000.

13.6 Membership fees are invoices January 1 each year and must be paid within six (6) weeks unless the Board grants an extension

Article 14.0 End of Membership

14.1 Membership ends by resignation, exclusion, dissolution, bankruptcy, judicial reorganisation, or dissolution of the Society. Fees remain due until year-end. No refunds or claims may be made.

14.2 A Member may resign at any time by written notice to the Chief Operating Officer. To resign effective January 1 of the following year, notice must be given by December 31. The Board shall acknowledge resignations.

14.3 A former Member wishing to rejoin shall be treated as a new applicant.

Article 15.0 Suspension

15.1 The Board may suspend **a Member's rights** under the following **objectively verifiable conditions**: a. An exclusion procedure has been formally initiated,

b. The Member has failed to comply with the Statutes, By-laws, or lawful decisions of the Society,

c. The Member has failed to pay membership fees within the prescribed deadlines,

d. The Member becomes legally or otherwise ineligible for membership.

Suspension of voting rights **is permitted** only **for Full or Individual (effective) Members in cases** a–c **above.**

Non-voting (Associate) Members **may also be suspended from the Society's activities for other reasonable causes, including conduct deemed harmful to the Society's reputation or interests, by decision of the Board.**

15.2 Before suspension, the Board provides the Member with details and a 30day period to remedy the breach or present a defence. Suspensions are valid until the next General Assembly, which may extend them.

15.3 The General Assembly may extend a suspension. The suspension item must appear on the agenda and the concerned Member may present a defence. A two-thirds (2/3) majority is required. The suspended Member does not participate in the relevant vote.

15.4 Suspension may be extended up to the end of the next calendar year and may be further renewed or lifted by the General Assembly.

15.5 The Chief Operating Officer notifies the suspended Member in writing within 15 days of the Board or General Assembly decision.

15.6 Suspended Members lose the relevant rights but must fulfil membership duties. Suspended Members in arrears may still access basic information (website, Board decision summaries, annual achievements, promotional documentation).

15.7 If the situation is not remedied, the Board may initiate exclusion.

15.8 An automatic suspension of voting rights applies when an **objective condition arises** that renders a Member ineligible for membership under the Statutes (e.g., failure to pay membership fees, loss of legal standing, or failure to meet membership criteria). This suspension takes effect immediately upon the occurrence of the condition, without requiring a Board decision.

Article 16.0 Exclusion

16.1 The **General Assembly** may exclude an **effective Member** (i.e., a Full or Individual Member with voting rights) upon proposal by the Board or by one-fifth (1/5) of the effective Members, if the Member has **breached the Statutes** or **acted contrary to the Society's Purpose**.

The exclusion item must be included on the agenda of the General Assembly.

The Member concerned shall be given the opportunity to present a defence before a decision is made.

A two-thirds (2/3) majority of the votes cast by the present or represented voting Members is required for exclusion.

The concerned Member does **not participate in the vote**, unless their voting rights have not been suspended in accordance with Article 15 based on objective statutory provisions.

For non-voting (Associate) Members, the exclusion decision may be taken either by the **Board** or the **General Assembly**, as determined by internal regulation or practice.

16.2 **Member with voting rights** is automatically excluded **by operation of law** when an objective condition arises that renders them ineligible for membership under the Statutes. No decision by the Board or General Assembly is required for such exclusion.

The following objective conditions shall trigger automatic exclusion:

a) Full Member is excluded automatically in the event of dissolution, bankruptcy, insolvency, judicial administration, merger (if it ceases to exist as a result), or failure to meet the defined membership criteria, including non-payment of membership fees after due notice.

b) An Individual Member is excluded automatically if they are convicted of a criminal offense relevant to their professional capacity, lose their license or legal ability to practice in the oncology nursing field, cease to meet the required membership criteria, or fail to pay membership fees after due notice.

16.3 The exclusion decision is effective immediately. The excluded Member remains liable for obligations until year-end.

16.4 The Chief Operating Officer notifies the excluded Member of the Board and/or General Assembly decision in writing within 15 days.

16.5 A former Member has no claims to the Society's assets and must cease presenting itself as a Member, returning all Society materials promptly.

Article 17.0 Register of Members

17.1 A register of Members is kept at the registered office, following GDPR, recording essential Member details and decisions regarding admission, resignation, suspension, or exclusion.

Title IV Organisational Structure

Article 18.0 Governance Bodies

18.1 The EONS Governing Bodies are:

a. The General Assembly,
b. The EONS Board of directors,
c. The Chief Operating Officer,

d. Freedom to Speak Up Guardian,
e. The Nomination Committee.

18.2 Further procedural rules may be adopted regarding governance structures.

Article 19.0 Advisory Bodies

19.1 EONS' advisory bodies exist to provide expert input, guidance, and/or project-specific recommendations to the EONS Board, General Assembly, and/or Chief Operating Officer, as relevant. They do not exercise governance or decision-making powers conferred by the Statutes, and their establishment or activities do not alter the Board's legal responsibilities.

19.2 The EONS Board may create or dissolve these advisory bodies at its discretion or upon recommendation by the General Assembly or the Chief Operating Officer.

19.3 The EONS Advisory Bodies are:

a. The EONS Advisory Council,
b. The EONS Patient Advisory Board,
c. The EONS Working Groups,
d. The EONS Working Group Chairs Committee,
e. Ad-hoc Committees and Projects.

Title V General Assembly

Article 20.0 Composition

20.1 The General Assembly is composed only of voting members (i.e. Full National Society and Individual Members). Associate members are not part of it. However, a right to attend may be provided without voting rights.

20.2 Each Full Member appoints one representative to represent the member at the General Assembly, and vote on behalf of the Member. Full Member Representatives are preferably a leader or officer of the Member's governing body. If a Representative is unavailable, a substitute or proxy may be nominated per Article 21.0.

20.3 Individual Members may attend and vote on motions at the General Assembly. If an Individual Member is unavailable to attend the General Assembly, a substitute or proxy may be nominated per Article 21.0.

20.4 Associate Members, de facto members, board members, staff, and guests may attend the General Assembly without voting rights.

Article 21.0 Powers

21.1 The General Assembly is the highest authority and exclusively decides on:

a. Election and dismissal of Board members (including President, President-Elect, Past President),
b. Appointment and revocation of auditors, if required,
c. Discharge of Board members and auditors,

d. Admission and exclusion of Members,
e. Approval of EONS statements and strategic policies,
f. Approval of annual accounts, budgets, reports, and membership fees,
g. Amendments to the Statutes,
h. Dissolution of the Society,
i. Other cases as determined by law or these Statutes.

Article 22.0 Proxies

22.1 A Full or Individual Member entitled to vote at the General Assembly may appoint a proxy to vote on their behalf.

22.2 The proxy must be a Full Member or an Individual Member in good standing.

22.3 A proxy holder may not hold more than two (2) proxies on behalf of other members during a single General Assembly.

22.4 The appointment of a proxy must be in writing, signed by the member, and submitted to the Chief Operating Officer at least five (5) working days before the General Assembly.

Article 23.0 Meetings

23.1 The General Assembly meets at least once a year (Ordinary General Assembly) to approve accounts, budgets, membership fees, strategic plans, amendments to the Statutes, and elects/dismisses Board members, generally within 6 months of the close of the financial year.

23.2 Extraordinary meetings may be called by the Board, by one-fifth (1/5) of Full and Individual Members, or as required by law. If 1/5 of the members demand a General Assembly, the governing body must convene the General Assembly within twenty-one calendar days after the request and hold the meeting no later than the fortieth calendar day after the request.

23.3 The General Assembly is held at a time, date, and place (or virtually) determined by the Board and is chaired by the President or a designated chair if the President is absent.

23.4 If the President is unable or unwilling, the President-Elect, Past President, or a designated Board member, usually the Treasurer or Secretary convenes the General Assembly.

23.5 If the President, President-Elect, Past President, or designated Board member fails to convene an Extraordinary General Meeting following a valid request, the requesters may convene the meeting with approval of the General Assembly, following the Written Procedure (Article 27.0). 1/5 of the members cannot convene the General Assembly themselves. This must always go through the governing body.

23.6 The General Assembly may be held virtually if it ensures secure, simultaneous two-way communication and the ability to vote And when needed the ability to cast a vote securely and anonymously.

23.7 Board members, staff, and guests may attend without voting rights.

Article 24.0 Convening Notice – Agenda

24.1 The convening notice, including the agenda, must be convened within 21 days and held within 40 days.

24.2 Proposals for additional agenda items must be submitted at least thirty (30) days before the meeting.

24.3 Fifteen (15) days before the meeting, the final agenda and documents are circulated.

24.4 Only items on the final agenda are voted upon.

24.5 Any Member present or represented is considered duly convened.

Article 25.0 Quorum – Voting Majority – Votes

25.1 The General Assembly is validly constituted if half (1/2) of the Full and Individual Members are present or represented, unless the law or the articles of association provide for a stricter requirement.

25.2 If at least half of the Full and Individual Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened with the same agenda within forty (40) days, which can validly deliberate regardless of the number of Full Members present or represented, in accordance with the voting majority. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

25.3 Individual Members have one (1) vote each; Associate Members, De Facto Members and observers may attend but not vote.

25.4 Full Members receive additional votes in proportion to the size of their membership (one vote per 500 members, up to a maximum of five votes per society).

25.5 Members may be represented by proxies at the General Assembly, as permitted by the Statutes. Each attending Member may hold a maximum of two proxy votes per Article 22.0 of the Statutes.

25.6 Voting may be by show of hands, rollcall, secret ballot, or electronic means.

25.7 A call for a secret ballot on an agenda item may be made by the Board, or by one-third (1/3) of attendees with voting rights.

25.8 Decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full and Individual Members present or represented. The stated majority applies, except in cases where the articles of Association or the law stipulate otherwise.

25.9 Abstentions, blank, or invalid votes do not count toward the majority. A tie vote results in rejection.

Article 26.0 Minutes of Meeting

26.1 Minutes are prepared under the responsibility of the President (or meeting chair), signed accordingly and circulated, within twenty-one (21) calendar days of the meeting. By law, the minutes, once approved, are signed by the chair of the meeting and any Board Members who wish to do so.

26.2 Original minutes are kept at the Society's registered office and made available for consultation.

Article 27.0 Written Procedure

27.1 Except for Statute amendments, decisions within the General Assembly's power may only be taken by a written procedure in exceptional and

urgent circumstances where convening a General Assembly is impractical or would cause undue delay. Such a procedure requires the consent of all Full and Individual Members entitled to vote. The law states that written decisions can only be made unanimously by all members. The 80% threshold cannot be applied, nor can statutory quorums or majorities be referenced. For a written decision, every member must vote, and every member must agree.

27.2 For this purpose, the President, upon request of the Board, and with the assistance of the Chief Operating Officer, shall send a notice, including

a. The proposed resolutions.
b. A request for consent to proceed with the written procedure.
c. A clear deadline for members to provide their consent, which shall not be less than 10 working days from the date of notification.

27.3 Associate and De Facto Members must be notified of the initiation of the written procedure for decision-making, but do not have voting/consent rights.

27.4 The law states that written decisions can only be made unanimously by all members. The 80% threshold cannot be applied, nor can statutory quorums or majorities be referenced. For a written decision, every member must vote, and every member must agree. 100% of Full and Individual Members entitled to vote must respond to the request for consent within the specified deadline for the written procedure to be valid.

27.5 Any objection from a member to the use of a written procedure shall result in the procedure being invalidated. In such a case, an extraordinary General Assembly shall be convened to discuss and decide on the proposed resolutions.

27.6 If the conditions for consent are met, the written procedure shall proceed. All Full and Individual Members shall be provided with: a. Voting instructions.

b. A deadline for submitting their votes, which shall not be less than 15 working days from the date of notification.

c. Votes may be submitted by mail, electronic means, or any other method explicitly permitted by the Statutes or By-Laws.

27.7 Associate and De Facto Members must be notified of the convening of the written procedure for decision-making, but do not have voting/consent rights.

27.8 The quorum for the written procedure shall be the same as for in-person General Assembly meetings, as defined in Article 25.0 of the present Statutes.

27.9 Without prejudice to Article 21.0, Full and Individual Members are not allowed to grant proxies to other Members for the purpose of a written procedure.

27.10 Decisions shall be adopted by the majority required for each type of resolution, as specified in the present Statutes.

27.11 The Chief Operating Officer, under supervision of the Board shall verify and tally the votes, ensuring integrity and confidentiality.

27.12 The results, including the number of votes cast and the outcome of each resolution, shall be communicated to all members within fifteen (15) working days of the voting deadline. The decisions taken via written

procedure are deemed to come into force on the date the outcome is communicated to members.

27.13 All decisions taken by written procedure must be communicated to the Members the decision. All members must have already voted and no adjustment is possible.

27.14 All documentation related to the written procedure, including consents and votes, shall be archived in accordance with the Society's recordkeeping policies.

Title VI EONS Board

Article 28.0 Composition

28.1 The Board consists of at least eleven members, including the President, Past President, President-Elect, Treasurer, Secretary, and five members at-large who will represent EONS' interests in communications, advocacy, research, education and early-career nurses, and a member-at-large representing an Eastern European Country.

28.2 Only natural persons, resident in a European country are eligible for a Board position.

28.3 Candidates must meet specific eligibility criteria, including:

a. Residence in a European country.
b. A clear connection to cancer nursing or related activities.
c. For the Early Career Nurse Member-at-Large: no more than five (5) years' experience in cancer nursing.

d. For the Eastern European Member-at-Large: residence in a recognized Eastern European country.
e. Prior experience within EONS, or demonstrate significant leadership within a national oncology nursing society or similar organization.

28.4 Candidates for the President-Elect role must have prior Board experience within EONS or demonstrate significant leadership within a national oncology nursing society or similar organization.

28.5 The Board should reflect the diversity of EONS membership, and will include:

a. A representative who identifies as an early career nurse, with no more than five years' experience in cancer nursing.
b. A representative coming from Eastern Europe.

28.6 All board positions, Treasurer, Secretary and six members-at-large are nominated and elected by the General Assembly for a term of one (1) year, renewable as specified. President, Past President and President-Elect term lasts (2) two years.

28.7 Full and Individual Members may nominate, or second Board candidates. Associate Members have no voting or Board eligibility.

28.8 Only de facto members or individual members may hold a board position. Associate Members are not eligible for Board positions.

28.9 The President-Elect serves two (2) years, then becomes President for two (2) years, then Past President for two (2) years. These terms are not renewable.

28.10 The Secretary, Treasurer, and Members-at-Large serve one-year terms, renewable up to three times (maximum three years).

28.11 The Board may create new Board positions or appoint advisors as needed. The role(s) will be time-limited and/or project-specific. The person(s) will not be eligible to vote.

Article 29.0 Powers

29.1 The Board manages and administers the Society within the limits of the law and these Statutes. It:

a. Strategic Direction and Planning

- Propose and amend the Society's strategy (including mission statement) and action plan for submission to the General Assembly.
- Define strategic goals and the manner of their implementation.
- Plan the development, priorities, and targets of the Society, including the annual work programme.

b. Governance and Oversight

- Appoint and dismiss the Chief Operating Officer.
- Approve reports presented by the Chief Operating Officer on management, activities, and office operations.

- Establish Task Groups or Working Groups with defined missions and powers.
- Conduct an annual review of the Board's achievements and performance.
- Ensure that policies, draft documents, and regulations are updated and compliant with governing rules.

c. Financial Management

- Propose the appointment of independent auditors for approval by the General Assembly.
- Prepare the annual accounts, budget, and mid-term financial plans for approval by the General Assembly.
- Propose criteria and structure for membership fees for General Assembly approval.
- Manage the Society's risks and ensure adequate protections are in place.

d. Membership and Communication

- Maintain regular communication with members and manage external relations in consultation with the Chief Operating Officer.

e. Event and Assembly Coordination

- Select the venue for the annual conference and the General Assembly.
- Organize written decision-making procedures for the General Assembly when required.
- Prepare agendas and necessary documents for the General Assembly.

f. Legal and Administrative Duties

- Approve decisions to initiate legal proceedings.
- Transfer the registered office of the Society in compliance with the Statutes.
- Adopt and modify the By-Laws.

g. Operational Management

- Hire, evaluate and dismiss staff under Board-defined conditions.
- Consult experts or commissions for specific projects or preparatory work.

29.2 The Board may delegate specific powers to Board members, the Chief Operating Officer, or third parties, specifying scope and term.

29.3 The Board may delegate daily management to one or more individuals, including the Chief Operating Officer, specifying terms and powers.

29.4 Any external nomination or representation of EONS by Board members or Working Group members must be approved by the Board after consideration of conflicts of interest.

Article 30.0 Remuneration

30.1 The President's employers, or the President themselves, if they are selfemployed, receives an honorarium of €15,000 per year to enable the President's commitment.

30.2 All other Board positions are voluntary and unpaid, unless otherwise decided by the General Assembly. Board members shall not be entitled to receive any compensation or remuneration in compensation of their duties.

30.3 Travel and accommodation expenses for standard Board meetings and certain unplanned meetings may be reimbursed per the Society's Travel policy.

Article 31.0 Election of the Board

31.1 Elections occur prior to the Annual General Assembly. The present board issues a call for new candidates. Calls for candidates are sent to all Full and Individual Members by email at least 90 calendar days prior to the election.

31.2 Nominations must be submitted to the Board in writing at least 60 calendar days before the General Assembly, including (i) a CV, (ii) a nomination form, signed by at least two Full or Individual Members, and (iii) a statement of the candidate's motivation and suitability for the position.

31.3 Further provisions on the practical aspects and modalities regarding the composition of the Board, the nomination of candidates to and the elections for a Board position as well as their proficiency requirement and major duties will be specified.

31.4 The list of candidates for election and invitation to vote are sent to all Full and Individual Members by email at least 50 calendar days prior to the election. Voting will remain open for 30 calendar days.

31.5 Following the closure of voting, the list of elected candidates is sent to Members at least fourteen (14) days before the General Assembly.

31.6 The outcome of the election will be ratified during the General Assembly.

Article 32.0 Suspension

32.1 A Board member may be suspended from their duties if any of the following grounds are met:

a. Failure to fulfill their statutory or fiduciary duties.
b. Breach of the Statutes, By-Laws, or lawful decisions of the Society.
c. Engagement in conduct that harms the Society's interests, reputation, or operational integrity.
d. Failure to attend at least three consecutive Board meetings without valid justification or prior notice.
e. Conflict of interest that remains unresolved after due process.
f. Loss of eligibility for Board membership as outlined in the Statutes.

g. Conviction of a criminal offense or any other serious matter that may bring the Society into disrepute.
h. Engaging in bullying, harassment, intimidation, or other abusive behavior toward any Board member, Society staff, member of the Society, or any person they encounter in the course of their duties as a Society officer.

32.2 Suspension may be proposed by The President, or at least three (3) Board members submitting a written request.

32.3 The Board has the authority to suspend a Board member with a vote by simple majority, requiring fifty percent (50%) plus one (1) vote of the votes cast by all non-affected Board members.

32.4 The suspended Board member shall be notified in writing within five (5) working days of the decision, including: a. The grounds for suspension.
b. The evidence or justification based on facts, evidence, and verifiable information supporting the suspension.
c. The duration and conditions of the suspension.
d. The opportunity to present a defense.

32.5 The suspended Board member has the right to respond to the suspension in writing within fourteen (14) days of receiving the notification. The Board shall consider the defense at its next meeting and may: a. Lift the suspension.
b. Extend the suspension until a final decision is made by the General Assembly.

32.6 If the suspension is upheld by the Board, the matter shall be referred to the next General Assembly for review and final decision.

32.7 The suspended Board member shall have the opportunity to present their case to the General Assembly, either in writing or in person.

32.8 The General Assembly may:

a. Reinstate the Board member.
b. Extend the suspension for a specified period.
c. Revoke the Board member's mandate through a two-thirds (2/3) majority vote of present or represented voting members.

32.9 The **Board may temporarily withdraw or limit specific duties or external representation** of a Board member (e.g., from subcommittees, spokesperson roles, or representation in external bodies), but **cannot suspend their voting rights** or membership on the Board. Only the **General Assembly** has the authority to dismiss a Board member.

a. This limitation of tasks may be applied in cases where the member fails to fulfill assigned responsibilities, violates internal codes of conduct, or is the subject of internal review.
b. The concerned Board member must continue to comply with their confidentiality and obligations during this period.

c. The Board's ability to function and fulfill its duties shall not be affected by such internal measures.

d. The concerned Board member must cease to represent the Society externally in any capacity during the period of limited duties.

e. In the case of an objectively verifiable condition (e.g., a criminal conviction), automatic exclusion may apply under Article 16.2, without requiring a Board decision.

32.10 All suspension decisions, including grounds, duration, and outcomes, shall be recorded in the minutes of the Board meeting.

32.11 The decision shall be communicated to the General Assembly and included in the annual report for transparency.

32.12 A Board member is automatically suspended if:

a. They are convicted of a criminal offense incompatible with the role.
b. A legal decision renders them ineligible to serve as a Board member.

32.13 The automatic suspension shall be reported to the Board and the General Assembly for final disposition.

Article 33.0 Termination

33.1 A Board member's mandate may be terminated for any of the following reasons:

a. Death,

b. Loss of legal capacity.
c. Resignation submitted in accordance with these By-Laws,
d. Revocation by the General Assembly for just cause, such as failure to fulfill their duties, misconduct, or actions contrary to the Society's mission,
e. Conflict of interest compromising their ability to serve,
f. Expiration of the term of office,
g. Breach of eligibility criteria or failure to meet membership requirements,
h. Criminal conviction or legal disqualification.

33.2 Revocation may be proposed by the Board or by at least one-fifth (1/5) of Full and Individual Members.

33.3 The proposal must clearly state the reasons for revocation and be submitted to the General Assembly.

33.4 The concerned Board member has the right to present their defense to the General Assembly, either in writing or in person, before a final decision is made.

33.5 The revocation of a Board member's mandate requires a two-thirds (2/3) majority vote of the Full and Individual Members present or represented at the General Assembly.

33.6 Unless otherwise specified, termination by revocation takes effect immediately upon the General Assembly's decision.

33.7 Once the board member's mandate has been terminated, they must cease to represent EONS externally, including via external committees, board positions in partner organisations, etc.

33.8 A Board member's mandate is automatically terminated if they are convicted of a criminal offense or declared ineligible by a legal or regulatory decision.

33.9 Termination is automatic if the Board member ceases to be a Full or Individual Member or no longer qualifies as a de facto member.

33.10 The Chief Operating Officer shall notify the terminated Board member in writing of the termination and its effective date.

33.11 The termination decision shall be recorded in the minutes of the relevant Board or General Assembly meeting and updated in the Society's official records.

33.12 The General Assembly shall be informed of any termination, and significant changes to the Board composition shall be communicated to the Society's members in a timely manner.:

33.13 Terminated Board members must return all Society documents, assets, and materials in their possession within fourteen (14) days of termination.

33.14 Terminated Board members remain bound by confidentiality obligations regarding information obtained during their tenure.

Article 34.0 End of Mandate

34.1 A Member may resign at any time by written notice to the Chief Operating Officer, providing at least thirty (30) days' notice when possible.

34.2 The resignation is considered effective upon acknowledgment by the President or the expiration of the notice period, whichever comes first.

34.3 If a Board member becomes President-Elect or President of another European or international cancer organization, they shall vacate their position, remaining as a non-voting Ex-Officio Board member until the end of the current term.

34.4 If the President's position becomes vacant, the President-Elect steps in. If other Board positions become vacant, new Board members are elected following these Statutes at the next General Assembly.

34.5 The resigned member must cease to represent EONS externally, including via external committees, board positions in partner organisations, etc.

Article 35.0 Proxies

35.1 A Board Member who is unable to attend a Board meeting may appoint another Board Member as their proxy to vote on their behalf.

35.2 The proxy must be a current Board Member.

35.3 The appointment of a proxy must be made in writing to the President and Chief Operating Officer and signed by the appointing Board Member at least five (5) working days prior to the board meeting.

35.4 The written proxy must clearly state the scope of the proxy's authority, including whether the proxy may vote on all matters or only specific agenda items.

35.5 A Board Member acting as a proxy may not hold more than one (1) proxy for another Board Member during a single meeting.

35.6 The President of the Board may not hold any proxy votes, as they retain the deciding vote in the event of a tie.

35.7 Proxies may not be used to establish quorum; a quorum must consist of physically or virtually present Board Members.

35.8 A proxy holder may vote on behalf of the appointing Board Member only on matters specified in the proxy appointment.

35.9 Votes cast by proxy shall carry the same weight as votes cast by attending Board Members.

35.10 All proxies must be documented in the meeting minutes, including the name of the appointing Board Member and the proxy holder.

35.11 The proxy is valid only for the specified meeting or adjourned session for which it was given.

35.12 A proxy holder must disclose any conflicts of interest related to the matters they are voting on as a proxy and recuse themselves from such votes if necessary.

Article 36.0 Conflict of Interest of Board Members

36.1 A Board member with a direct or indirect conflict of interest shall inform the Board, leave the meeting, and not participate in the related deliberation or vote.

36.2 If the majority has a conflict of interest, the issue is referred to the General Assembly.

Article 37.0 Meeting Rules, Voting and Quorum

37.1 The Board meets at least four (4) times a year, or as often as it deems necessary upon request of the President or three (3) Board members.

37.2 Convening notices are sent at least fourteen (14) days before the meeting by email. Agenda items can be proposed up to ten (10) days before, and supporting documents are sent seven (7) days before.

37.3 The President chairs the meeting or, if absent, the President-Elect or Past President.

37.4 A quorum is validly constituted when **at least two-thirds (66%) of Board members are present** (physically or via videoconference;

proxies do not count toward the quorum). For a quorum to be met, those present must include:

a. At least one (1) of the President members (President, Past President, or President-Elect),
b. The Treasurer or the Secretary, and
c. At least two (2) Members-at-Large.

37.5 Decisions are by simple majority. A tie vote is decided by the President (or chair).

37.6 The Chief Operating Officer attends every Board meeting. Experts or guests may attend upon invitation.

37.7 Meetings may be held virtually if secure, simultaneous communication is ensured.

37.8 Each Board member has one vote. Absent board members who are entitled to vote may allocate their vote to a proxy (Article 35.0).

37.9 Ad-hoc replacements for Board members are not allowed.

37.10 Chief Operating Officer, guests, and experts attend without voting rights.

37.11 Decisions require a simple majority of present or represented Board members. In ties, the President's vote is decisive.

37.12 Voting may be by show of hands, secret ballot, or electronic means in real time.

Article 38.0 Written Procedure

38.1 In exceptional circumstances requiring urgent action, the Board may adopt decisions by written procedure, provided that all directors unanimously approve both the initiation of the procedure and the proposed resolution.

38.2 The urgency must be justified in writing by the President or at least three (3) Board members.

38.3 The proposed resolution must be circulated to all Board members, along with the justification.

38.4 Each Board member must review and approve the resolution in writing. All directors must sign or explicitly agree to the decision for it to be valid.

38.5 No proxies are allowed. Each director must vote personally.

38.6 The Chief Operating Officer documents:

- The justification,

- The consent of each director,

- The resolution text,

- Each vote, and

- The final result.

38.7 The decision enters into force on the date it is unanimously approved and communicated to all Board members.

Title VII Chief Operating Officer

Article 39.0 Appointment – Responsibilities

39.1 The Board may appoint a Chief Operating Officer (COO), who may be a natural person or legal entity.

39.2 The COO's mandate ends by death, loss of capacity, resignation, dismissal, or term expiration.

39.3 The COO implements Board and General Assembly decisions, ensures daily management, organizes the Annual General Assembly, manages finances and staff, and may sign project contracts. The COO may subdelegate certain tasks within defined limits.

39.4 The COO reports to the Board every three (3) months and presents an annual report to the General Assembly.

Title VIII Freedom to Speak Up Guardian

Article 40.0 Appointment - Responsibilities

40.1 The Freedom to Speak Up Guardian is established to support members, workers, and individuals in governance and advisory roles to speak up about issues that may impact the operation of the Society, its objectives, or the well-being of individuals connected to the Society.

40.2 The Freedom to Speak Up Guardian shall be EONS Full member which has been an EONS member for several years and knows the organisational structures
excluding the EONS Board members due to Conflict of Interest during the voting procedures within the EONS Board.

40.3 The Freedom to Speak Up Guardian may address any matter that affects the Society's operation, roles, or working environment, including:

a. Process inefficiencies or non-compliance.
b. Discrimination or inappropriate behavior.
c. Concerns affecting the well-being of members, staff, or stakeholders.
d. Any other issue that the individual deems important to raise.

40.4 The Freedom to Speak Up Guardian shall:

a. Act independently and impartially in carrying out their duties.
b. Report directly to the Board or a designated sub-committee of the Board on matters raised and actions taken, ensuring confidentiality as appropriate.
c. Be supported in their role with the necessary resources, authority, and autonomy to address issues effectively.

40.5 The Society commits to:

a. Ensuring no individual who speaks up faces retaliation, discrimination, or disadvantage as a result of raising a concern.
b. Handling all issues raised with confidentiality, unless disclosure is required by law or necessary for addressing the issue effectively.
c. Listening to and working with individuals to determine the most appropriate way to address their concerns.

40.6 The Freedom to Speak Up Guardian shall provide an annual report to the Board summarizing:

a. The number and types of issues raised.
b. Actions taken in response to these issues.
c. Recommendations to address recurring themes or systemic issues within the Society.
d. An evaluation of the effectiveness of the speaking-up process.

40.7 The Board shall appoint the Freedom to Speak Up Guardian, ensuring they are equipped with the skills, authority, and independence required for the role.

40.8 The appointment is subject to renewal or review at intervals determined by the Board.

Title IX Nominations Committee

Article 41.0 Powers

41.1 The Nominations Committee shall have the powers specifically granted to it by these Statutes. In particular, the Nominations Committee shall have the following powers:

a. Planning and implementing the procedure for the selection of the President-Elect, Treasurer, Secretary and Members-at-Large, including (i) Reviewing each candidates' nomination package (CV, nomination form, signed by at least two Full or Individual Members, and candidates statement of motivation), (ii) Summarise nominees strategic proposals to advance the mission of the Society including, the particular values, diversity, and the suitability of each candidate; and (iii) Presenting the pre-selected candidates to the General Assembly.
b. Planning and implementing the procedure for the selection of Working Group Chairs and Members, Chairs of the Advisory Council, Patient Advisory Board and Working Group Chairs' Committee.

41.2 The Nominations Committee shall always act under the responsibility of the Board. The Nominations Committee shall

report periodically to the Board on its actions and activities, and/or at the request of the Board.

41.3 The Board shall determine among other items the composition, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorums, voting majorities and voting procedures, and drafting of minutes of the Nominations Committee. These shall be specified in the Society's By-Laws.

Title X Advisory Bodies

Article 42.0 Advisory Council

42.1 The Advisory Council consists of:

a. One (1) representative from each national cancer nursing society that is a Full Member of EONS,
b. The chair(s) of any EONS ad-hoc committees (if relevant).

42.2 The Advisory Council advises the EONS Board on policy and the strategic development of the Society. It meets at least once per year.

42.3 The Advisory Council shall have the powers specifically granted to it by these Statutes. In particular, the Advisory Council shall have the following powers:

a. To advocate for the interests of cancer nurses across all bodies of the Society;
b. To emphasise the Society's commitment to aligning its activities with the needs and values of cancer nursing;
c. To ensure that cancer nursing interests are at the core of all the initiatives of the Society, fostering an open dialogue with the EONS Board to ensure nursing perspectives are considered in decisionmaking.

42.4 The EONS Advisory Council will report to the EONS Board on an annual basis, providing a report summarising its activities and recommendations to the board by January 31st of the following year.

42.5 The Advisory Council meets at least once per year (face-to-face or online). EONS does not cover the costs for participants.

42.6 If an Advisory Council representative cannot attend, the President (or the COO on behalf of the President) must be informed in writing before the meeting. If approved, a suitably qualified alternate may attend without any voting rights.

Article 43.0 Patient Advisory Board

43.1 The Patient Advisory Board (PAB) is composed of representatives from patient associations invited by EONS.

43.2 Its role is to advise the EONS Board on policy and strategic matters, focusing on patient-centric perspectives.

43.3 The Patient Advisory Board shall have the powers specifically granted to it by these Statutes. In particular, the Patient Advisory Board shall have the following powers:

a. To advocate for the interests of cancer patients, their families, and caregivers across all bodies of the Society;
b. To emphasise the Society's strong commitment to placing patients at the centre of its activities;
c. To ensure that patient interests are integral to all initiatives of the Society, fostering an open dialogue with the EONS Board to enhance patient-centric approaches.

43.4 The Patient Advisory Board shall always act under the responsibility of the EONS Board.

43.5 The EONS Patient Advisory Board will report to the EONS Board on an annual basis, providing a report summarising its activities and recommendations to the board by January 31st of the following year.

43.6 The PAB meets at least once per year (face-to-face or online). EONS will support the meetings but does not cover the costs for PAB participants.

43.7 If a PAB representative cannot attend, the President (or the COO on behalf of the President) must be informed in writing before the meeting. If approved, a suitably qualified alternate may attend without any voting rights.

Article 44.0 Working Group Chairs Committee

44.1 The Working Group Chairs Committee is composed of

a. the Chairs (or Co-Chairs) of the five EONS Working Groups:
   - Communication Working Group.
   - Advocacy Working Group.
   - Research Working Group.
   - Education Working Group.
   - Early Career Nurses Working Group.

b. the Board Members-at-Large for communications, advocacy, research, education, early-career nurses,
c. The president or President-Elect.

44.2 The Working Group Chairs Committee

a. Serves as an advisory body to the EONS Board, providing recommendations on Working Group activities and strategies.
b. Facilitates communication, collaboration, and alignment across the Working Groups to enhance EONS's activities and ensure they align with the Society's strategic priorities.
c. Reports progress on Working Group activities to the Board and the broader EONS community.

44.3 The Working Group Chairs Committee is chaired by the EONS President or President-Elect.

44.4 The Chair oversees the preparation of meeting agendas and ensures the effective functioning of the Committee with administrative support from the EONS Secretariat.

44.5 The Working Group Chairs Committee meets at least four (4) times per year, with one face-to-face meeting and at least three virtual meetings.

44.6 Emergency meetings may be convened with the agreement of the majority of Committee members to address urgent matters.

44.7 Meeting notices, including the agenda and relevant documentation, must be circulated to Committee members at least fourteen (14) working days prior to scheduled meetings.

44.8 The Committee provides quarterly written reports to the Board on the progress of Working Groups and the outcomes of Committee meetings.

44.9 An annual summary report of the Committee's activities is submitted to the EONS General Assembly at least fourteen (14) days prior to the Assembly.

Article 45.0 EONS Working Groups and Task Groups

45.1 EONS currently maintains five permanent Working Groups aligned with its strategic priorities: a. Communication
b. Advocacy
c. Research
d. Education
e. Early Career Nurses

45.2 Each Working Group convenes task groups whose members contribute to the core activities of EONS.

45.3 The role of each EONS Working Group is to advise the EONS Board on policy and strategic matters related to its focus.

45.4 Each Working Group is led by two co-chairs appointed by the EONS Board for a one (1) year term, renewable up to three years.

45.5 Each Working Group consists of eight (8) members appointed by the EONS Board for a one (1) year term, renewable up to three years.

45.6 Each EONS Board Member-at-Large will hold membership of the respective working group related to their Board role, and will act as a board advisor to the Working Group, and act as the liaison between the Board and the Working Group.

45.7 Working Groups may form sub-groups or task forces for specific projects, subject to Board approval. Proposed projects must follow EONS Research Policy.

45.8 Each Working Group, led by the Working Group co-chairs, will report progress and disseminate their respective working group and task group activities as follows:

a. A written quarterly report of the group's activities to the Board, provided at least 14 days prior to the March, June, September and November Board meetings.
b. A written annual report of the group's activities to the General Assembly, provided at least 14 days prior to the the General Assembly in June.
c. An annual presentation of the group's activities to the General Assembly.
d. An annual presentation of the group's activities to the Advisory Council.
e. An annual presentation of the group's activities to the Patient Advisory Board.
f. A quarterly presentation to all working groups during the Working Group Chairs meeting.

45.9 The EONS Working Groups meets at least four times per year (once faceto-face and at least three online). EONS covers the costs for one face-to-face working group meeting for Working Group Members subject to the EONS Travel Policy.

45.10 The EONS Board provides administrative and financial support, within budgetary constraints.

45.11 EONS Working Group Members are expected to attend at least three meetings per year and contribute to 2-3 task groups of the working group.

45.12 If a Board Member-at-Large representative cannot attend a working group meeting, the President (or the COO on behalf of the President) must be informed in writing before the meeting. If approved, a suitably qualified alternate may attend.

Article 46.0 Ad-Hoc Committees

46.1 The Board may establish ad-hoc committees or short-term project groups to carry out specific projects and address specific issues.

46.2 Project proposals and budgets must be submitted on the official EONS project template for Board approval in accordance with the EONS Research Policy.

46.3 Ad-hoc committee members are appointed by the Board. Individuals not currently active on the Board or a Working Group—but with relevant expertise—may be co-opted. They must be EONS Members.

46.4 Chairs and members of ad-hoc committees serve one-year terms or until the specific project ends, whichever is sooner. A one-year appointment can be renewed for an additional one-year period, subject to Board approval.

46.5 The chair of each submits a written progress report at each quarterly Board meeting and an annual summary to the General Assembly.

46.6 Each ad-hoc committee, led by the Committee (co-)Chair(s), will report progress and disseminate their respective activities as follows:

a. A written quarterly report to the Board, provided at least 14 days prior to the March, June, September and November Board meetings.
b. A written annual report of the group's activities to the General Assembly, provided at least 14 days prior to the General Assembly in June.
c. A written annual report of the group's activities to the Advisory Council, provided at least 14 days prior to the Advisory Council meeting in September.
d. A written annual report of the group's activities to the Patient Advisory Board, provided at least 14 days prior to the Patient Advisory Board meeting in March .

46.7 All projects must align with EONS SOPs for project management and finance.

Title XI Ethical Conduct of EONS' Officers

Article 47.0 Conflict of Interest

47.1 All Board members, and members of EONS advisory bodies must complete an annual conflict of interest declaration form, disclosing any financial, professional, or personal interests that could potentially conflict with their duties.

47.2 Board members and members of advisory bodies must update their declaration promptly if a new potential conflict arises during their term.

47.3 Conflict of interest declarations shall be maintained securely by the COO and made available for review by the Board or auditors upon request.

47.4 If a Board member or member of an advisory body fails to disclose a conflict of interest or acts inappropriately regarding a disclosed conflict, the Board may take appropriate action, including:

a. Issuing a formal warning.
b. Temporarily suspending the member's participation in Board activities.
c. Referring the matter to the General Assembly for further action, including potential removal from the Board.

Title XII External Representation of EONS

Article 48.0 External Representation of EONS

48.1 The Society is represented towards third parties by the Board collectively, or by two (2) Board members jointly, or by one (1) Board member jointly with the COO, except where delegated otherwise in these Statutes. This clause only applies to representation 'outside legal proceedings.' A signature clause regarding external representation can only be provided for directors. The COO, who is not a director, cannot be included in this clause. The COO can be appointed as a daily manager.

48.2 Daily management representation may be done by the President and President-Elect or Past President jointly, by the COO alone, or by another delegate as authorized. In the case of daily management, method of appointment and termination; Responsibility for the daily management of the Society may be exercised:

Jointly by the President and the President-Elect or the Past President,

Individually by the Chief Operating Officer (COO), or

By another person specifically delegated by the Board of Directors.

The appointment and termination of any person entrusted with daily management (including the COO or other delegate) shall be decided by the Board of Directors by simple majority vote, and duly recorded in the minutes. The terms of appointment, powers delegated, and duration of the mandate must be clearly set out in the Board's decision.

48.3 The COO alone may represent the Society in project contracts and related tasks. COO can only be a daily manager and represent the Association insofar as the representation falls within the daily management's authority. The law defines daily management.

For representation outside daily management, a special power of attorney must be drawn up by the governing body.

48.4 The Society is represented in legal actions by a Board member. Only directors can use statutory power of attorney.

48.5 Members of Advisory Bodies may not act as representatives of EONS externally without formal approval from the board. Any request for a Member of an EONS Advisory Body to represent EONS externally must be reviewed and approved by the Board.

48.6 Individuals must disclose potential conflicts of interest before taking on external roles in other international cancer organisations.

48.7 If a Working Group Chair or Member assumes a role with competing interests in another international cancer organization, they must step down from their EONS Working Group Role.

Title XIII Liability

Article 49.0 Liability

49.1 The Society is liable for its debts with its own assets only.

49.2 Board members, the President, President-Elect, Past President, Treasurer, and COO are not personally liable for the Society's commitments and are only liable for faults in the exercise of their duties.

49.3 Members are not liable for the Society's commitments.

Title XIV Finance

Article 50.0 Financial Oversight and Accounts

50.1 The financial year runs from January 1 to December 31.

50.2 The EONS financial year runs from January 1 to December 31, unless changed in the Statutes.

50.3 COO and Finance Officer prepares annual budgets, manages accounts, and ensures transparent financial practices with oversight from the EONS Board and Treasurer.

50.4 The Board, together with the Treasurer and COO, prepares annual accounts and budgets for General Assembly approval.

50.5 An external auditor (if required by law or decided by the General Assembly) may be appointed to review financial statements annually.

50.6 The Board submits annual accounts, budget, and reports to the General Assembly for approval.

Article 51.0 Financial Resources

51.1 The Society's resources include membership fees, lawful profit-making activities dedicated to non-profit purposes, gifts and loans, and other legally permitted funds.

51.2 Membership fees are determined by the General Assembly. Members cover their own participation costs in the General Assembly.

51.3 Only authorized expenditures on behalf of EONS may be made, following established financial policies.

51.4 All funds raised are banked within 28 days of receipt.

51.5 The Board may borrow money on behalf of the Society within legal constraints.

51.6 All financial transactions align with the Society's financial policy.

51.7 EONS may accept gifts, donations, grants, and sponsor funding in line with its ethical and financial policies.

Article 52.0 Procurement

52.1 The Society shall adhere to transparent and accountable procurement processes to ensure best value for money in all expenditures.

52.2 The Board shall establish procurement policies and procedures to govern the selection of suppliers, contractors, and service providers, ensuring compliance with applicable laws and the ethical principles of the Society.

52.3 All contracts and purchases must follow the procurement procedures detailed in the By-Laws, including thresholds for competitive quotations and exceptional circumstances where derogation from these procedures may be permitted.

52.4 The Chief Operating Officer (COO) is responsible for coordinating procurement activities and maintaining accurate records of all procurement processes, as defined in the By-Laws.

52.5 The Board retains oversight of high-value expenditures and must approve any contracts or purchases exceeding €2.001 .

Article 53.0 Statutory Auditor(s)

53.1 The Society need not appoint a statutory auditor unless required by law. If required, the General Assembly appoints auditors and determines remuneration.

Title XV Amendments to these Statutes

Article 54.0 Amendment of the Statutes

54.1 Proposals to amend the Statutes must come from the Board or one-fifth (1/5) of the Members.

54.2 Two-thirds (2/3) of Members must be present or represented to amend the Statutes. If not reached, a second meeting may be convened.

54.3 Amendments require a three-quarters (3/4) majority, except for Purpose amendments, which require four-fifths (4/5). No amendment shall cause the Society to cease being an ASBL. For ordinary amendments to the articles of association, a 2/3 majority is sufficient, but the statutes may impose stricter requirements.

Title XVI Dissolution – Liquidation

Article 55.0 Dissolution of the Society

55.1 Proposals to dissolve the Society must come from the Board, one-fifth (1/5) of Members, or as required by law.

55.2 Two-thirds (2/3) of Members must be present or represented to decide on dissolution. If not reached, a second meeting may be convened.

55.3 Dissolution requires a three-quarters (4/5) majority.

55.4 On dissolution, the General Assembly appoints one or more liquidators and decides on the allocation of net assets to another not-for-profit organization pursuing similar purposes.

In the case of dissolution, all funds held in the name of the Society, once debts and dissolution costs have been paid, will be donated to another charitable organisation promoting cancer nursing. This is to be decided by a simple majority of those members present at the final meeting.

Title XVII Internal Rules and Procedures - By-Laws

Article 56.0 By-Laws

56.1 By-Laws may be adopted or amended by the Board to implement these Statutes. The most recent By-Laws date from [18 May 2024].

56.2 By-Laws are communicated to Members.

56.3 In case of conflict, the Statutes prevail over the By-Laws.

Title XVIII Miscellaneous

Article 57.0 Working Language

57.1 The working language of the Society is English. Official documents and relations with Belgian authorities are in French and Dutch. In any dispute, the officially published English version prevails.

Article 58.0 Governing Law

58.1 These Statutes and any matters not addressed herein are governed by the BCCA and related decrees.

Article 59.0 Jurisdiction

59.1 Any dispute related to these Statutes, By-Laws, or any decision by the Society’s bodies falls under the jurisdiction of Belgian courts.

Title XIX INTERIM PROVISIONS

Article 60.0 Interim Provisions

60.1 Transitional rules apply until the end of 2028:

a. The existing Board continues until June 30, 2026.
b. Elections in 2026-2027 follow new By-Laws with specified exceptions for continuity.
c. Current Board members completing terms may be subject to renewal rules under previous Statutes.
d. The President-Elect appointed in 2025-2027 follows previous terms of office.
e. The President-Elect appointed in 2027 follows modified terms, gradually transitioning to the new structure.