



Constitution of the European Oncology Nursing Society

18/05/2024

Articles of Association

The undersigned:

1. Ms. Virpi Sulosaari, born on 10 June 1970, in Suomussalmi, Finland, domiciled at Finkinkatu 10A, 20780 Kaarina, Finland.
2. Mrs. Helena Ullgren, born on 1 May 1972, in Huddinge, Sweden, domiciled at Storrötsvägen 146, 163 47 Spånga, Sweden.
3. Mr. Johan de Munter, born on 12 April 1978, in Aalst, Belgium, domiciled at Kloosterlandstraat 33, 9290 Berlare, Belgium.
4. Mrs. Wendy McNally, born on 25 January 1964, in Penicuik, Scotland, domiciled at 29 Belford Avenue, Edinburgh, EH4 3EH, Scotland, UK.
5. Mr. Matthew Fowler, born on 7 September 1975, in Bromsgrove, domiciled at 61 Watford Road, Cotteridge, Birmingham, B30 1NP, England, UK.
6. Mrs. Amanda Drury, born on 30 September 1986, in Sligeach, Ireland, domiciled at Greenacres, Warrenstown, Dunboyne, Co. Meath, A86 DH74, Ireland.
7. Mrs. Merel van Klinken, born on 26 September 1980, in Stads kanaal, The Netherlands, domiciled at Grote Houtstraat 163B2, 2011 SL Haarlem, The Netherlands.
8. Mrs. Gulcan Bagvan, born on 1 January 1983, in Sarioglan, Turkey, domiciled at 19 Mayıs Mahallesi, Teyyareci Cemal Sokak, No: 7, Daire: 12, 34360 Şişli, İstanbul, Turkey.
9. Mrs. Nikolina Dodlek, born on 15 May 1989, in Osijek, Croatia domiciled at K.P. Svacica 2, 31000 Osijek, Croatia.

All have agreed to update the statutes of the non-profit association in accordance with the law of 27 June 1921, and adapted to administrative changes the Code of Companies and Associations and various provisions of May 2024, whose statutes are set out below:

TITLE 1
Name, registered office

Article 1

The Society is established and will be known as the European Oncology Nursing Society (EONS), (herein referred to as 'the Society').

Article 2

Its registered office is at BLSI- bte 1.30.30 Clos Chapelle-aux-Champs 30, 1200, Brussels, Belgium, in the judicial district of Brussels.

Article 3

1.0 PURPOSE

Mission

Our mission is to provide leadership to ensure that all people affected by cancer benefit from the care of educated and competent cancer nurses. **We bring together clinicians, academics, policy makers and patient advocates in order to advance evidence-based cancer nursing and the care of people affected by cancer, and to empower and enable cancer nurses to practice safely and to the full extent of their expertise.**

In furtherance of the above the Society may:

- 1.1 Promote and develop oncology nursing in countries throughout the European continent¹.
- 1.2 EONS will work primarily in the European continent unless invited by countries outside of the region to provide support and promote cancer nursing.
- 1.3 Promote and co-ordinate educational programmes for nurses engaged in caring for people affected by cancer.
- 1.4 Identify and build a corpus of knowledge specific to cancer nursing.
- 1.5 Encourage the development of and participation in collaborative research, scholarship, and the publication of useful results from any such research.
- 1.6 Encourage exchange programmes for nurses in cancer care.

¹ <https://www.who.int/europe/home?v=welcome#>

- 1.7 Provide a means of communication between cancer nursing groups and individuals engaged in cancer nursing.
- 1.8 Establish links with other organisations that may influence the development of cancer nursing.
- 1.9 Do all such other lawful things as are necessary for the attainment of the said purpose.

The society may provide financial, material, and other support to physical persons and legal entities carrying out programmes and activities that further the goals and objectives of the society.

In general, the society may use any means which directly or indirectly contribute to the achievement of the society's purposes. In implementation of the above-mentioned, the society may amongst others acquire any property or real rights, enter into leases, rent, recruit personnel, conclude any agreements, collect funds, and in short, perform any activities or have them performed which justify its purposes. In this respect, the society may undertake commercial activities to achieve its aims.

Article 4

The society is constituted for an unlimited duration.

Article 5 MEMBERSHIP

Membership of the Society consists of:

- 1.0 Full Members, Individual Members, Associate Members
- 1.1 Full membership will be restricted to national oncology nursing societies, pan-European specialist nursing groups involved in cancer care and nurses electing to pay an individual membership fee to the Society. Individual members of national cancer nursing societies and pan-European specialist nursing groups which are members of the Society are also deemed to be *de facto* members of the Society. Members of the Society will be actively engaged in cancer care, cancer nursing education, cancer nursing management or cancer nursing research within Europe².
- 1.2 National oncology nursing societies/Inter-European specialist nursing groups involved in cancer care can join their membership with the Society at any time in the year by completing the online application form.
- 1.3 Anyone interested in becoming an *EONS individual member* can join the Society at any time in the year by completing the online application form.

² <http://www.euro.who.int/en/countries>

- 1.4 National specialist nursing groups, institutions and organisations involved in cancer care can join the Society as *Associate member* at any time in the year by completing the online application form.
- 1.5 Members who do not comply with the Constitution and Byelaws shall be excluded from the Society.
- 1.6 Every member will have the right to terminate their membership of the Society at any time by means of a registered letter sent to the President. Members failing to pay their membership fee will be deemed to have left the society after a period of one year and will only be reinstated on payment of the full membership fee for the year in which they reapply or any part thereof.

Members shall give an undertaking to comply with the Constitution and the Byelaws of the Society.

Any society applying (or reapplying) for full or associate membership will be asked to voluntarily supply EONS with a copy of its membership list and will supply an updated list of its members on each subsequent year of its membership when payment of its annual or biannual fees becomes due.

Membership lists will only be used by the Society to calculate its total *de facto* membership and for the communication of EONS news and events. This information will not be used for commercial or other purposes or distributed to other organisations. In the unlikely event that a complete membership list is not available, the society seeking membership (or renewal) of its EONS membership must make alternative arrangements to ensure that EONS information is effectively distributed to its members.

Any full member of the Society (i.e. an individual member or the member of a society holding full EONS membership) is eligible to stand for and hold office within the Society or to nominate and/or second another person for election to such an office. Full member societies may also nominate or second a candidate of their choice for election to any office within EONS.

Associate members are not eligible to hold positions on the **EONS Board**, cannot serve on permanent committees and do not have voting rights.

2.0 STRUCTURES OF THE SOCIETY

The Society encompasses the following bodies:

- 2.1 General **Meeting**
EONS Board
Working Groups
Management Team
Secretariat

3.0 Secretariat

The Society will maintain a secretariat **in Brussels, Belgium**

4.0 MEETINGS OF THE SOCIETY

The Society is governed by its full members.

Full members are empowered to: -

- nominate, elect and dismiss the members of the **EONS Board**
- approve the strategic plans as proposed by the **EONS Board**
- approve changes to the Constitution
- approve the financial statement presented by the Treasurer **and Chief Operating Officer (COO)**
- granting discharge to EONS Board members;
- as necessary, the nomination and dismissal of auditors and establishment of their remuneration should this be awarded;
- approve the annual membership fee
- dissolve the Society
- exclusion of members;
- the transformation of the association into a social enterprise.

4.1 The members will meet at least once a year for a General Meeting. All members must be invited.

4.2 The Advisory Council, made up of Society representatives, will meet as required but at least once a year.

4.3 **EONS is establishing a Patient Advisory Board in 2024 (EONS Strategy 2024-28). The Patient Advisory Board, is made up of external Association representatives, who will meet as required but at least once a year.**

4.4 The **EONS Board** will meet at least four times a year.

4.5 **The Management team, constituting of Chief Operating Officer, the Presidents and Treasurer, meet biweekly and has responsibility to prepare the EONS board meetings and decisions.**

- 4.6 An extraordinary meeting of the Society can be requested by at least one fifth of full members (i.e. chairs or nominated individuals of national societies representative and individual members). Any proposal signed by one fifth of the members must be added to the agenda.

Except in the cases provided for in articles 8, 12 and 20 of the Law of 27 June 1921, the Meeting³ may validly deliberate on points that are not listed on the agenda.

- 4.7 The President will approve or reject a request for an extraordinary meeting within seven days of receiving such a request.

5.0 REPRESENTATION AND QUORUM

- 5.1 A quorum for the Board will be at least 66% of the **EONS** Board (including at least 2 Presidents or 1 President and the Treasurer)

- 5.2 Except for special cases determined in this Constitution, all decisions of the Society shall be made by a simple majority of the votes cast. If the vote is a tie, the President will cast the deciding vote.

6.0 NOMINATIONS AND ELECTIONS

- 6.1 The Society will seek nominations and hold elections as and when required.

- 6.2 Nominations will be sought and elections will be conducted via email.

TERMS OF OFFICE

The President Elect is elected for a two-year period. At the end of this period, the President Elect becomes the President of the Society for a further period of 2 years.

For a further two-year period, the retiring President remains on the **EONS** Board as Past President of the Society.

The President Elect, the President and the Past President may not have their appointments renewed.

If the office of the President becomes vacant it shall be filled by the President Elect.

³ The EONS General Meeting

The **EONS** Board retains the right to adjust and amend the Presidency terms as required if an elected President steps down or is required to give up their post for the reasons outlined in d) and e) below.

The Secretary, Treasurer and Members-at-Large shall be appointed for a period of two years. One of the members at large should be an **Early Career Nurse (ECN)** i.e. a cancer nurse under 35 at the time of their nomination. **The ECN** may not stand for re-election as **ECN** if the appointee is over 35 on the date of the next election.

Each appointee, except the **Early Career Nurse** appointee, may have two renewals of his/her appointment up to a maximum of 6 years. After this period, he/she will become ineligible for nomination for a period of two years. **Early Career Nurses are appointed for a maximum of 2 years and appointment cannot be extended.** From time to time, the **EONS** Board may appoint a non-Board member(s) to advise them on specific matters for which the elected **EONS** Board lacks expertise. The role(s) will be time-limited and /or project-specific. The person(s) will not be eligible to vote. The appointment(s) will be made at the discretion of the **EONS** Board.

The EONS Presidents and Board Members need to ensure that they are always acting in the best interests of cancer nursing and of EONS as an organisation. The values of transparency, accountability and responsible leadership need to be ensured by the following points which are up to the EONS board to enforce and review as necessary:

- a) Regardless of the source, all requests for the nomination of an EONS President, EONS Board Member or Working Group Member to represent EONS externally must be reviewed and approved by the EONS Board either at the next Board Meeting or via email.
- b) EONS Presidents, **EONS** Board Members and Working Group Members must use EONS Nomination Request Forms before applying for EONS Board or honorary positions at any other international cancer organisations. Applicants are encouraged to read and consider carefully the current EONS Byelaws and potential conflicts of interest on each position prior to filling out the EONS application request. The application request should include strategies the applicant would put in place for preventing conflicts of interest affecting EONS.
- c) Whenever an EONS Presidency office holder (Past President, President or President Elect) is elected to a Presidency role in another international cancer organisation she/he is declaring that he/she will step down from the EONS Presidency role and pass the responsibility on to the President Elect and/or new elections will be held depending on the roles being discharged.
- d) The person discharging herself/himself from a Presidency role, is enabled to remain on the **EONS** Board until the end of his/her term as a non-voting member.

- e) Whenever an acting **EONS** Board Member is elected as President Elect or President of an international cancer organisation, he/she is declaring that she/he is unable to stand for election to any EONS Presidency roles.
- f) Whenever an EONS Board decision is regarding any nomination all related communications shall be made through official EONS channels to announce the EONS nominee(s).

REPRESENTATION

The society's representation in actions that legally bind it, other than day-to-day management, must be authorized by any two EONS Board members if there's no special committee. These two members don't need to explain their authority to third parties. Additionally, any individual EONS Board member acting alone can open a bank account for the society.

LIABILITY

The EONS Board members, and the persons appointed for the day-to-day management, shall not contract any personal obligation by virtue of their function, and shall only be responsible for the execution of their mandate.

9.0 FINANCE

- 9.1 All money raised in the name of the Society from whatever source should be banked within 28 days of receipt.
- 9.2 All members shall pay the membership fees (dues) approved by the **EONS** Board and by the full members on an annual or biannual basis. The maximum annual membership fee is 20,000 EUR
- 9.3 The **EONS** Board is empowered to borrow money on the Society's behalf, subject to such constraints as may be required by law, in order that the Society may pursue its stated purpose.
- 9.4 **The EONS Board members are prohibited from receiving Any remuneration, direct or indirect, related to their activities as Board Members of EONS. Any reimbursement (or payment) of expenses are always to be in line with the [Travel Policy or the Ethical Sponsorship policy].**
- 9.5 The Treasurer **and the Chief Operating Officer (COO)** will present audited accounts for the previous financial year and a budget for the following year at each General Meeting of the Society.

- 9.6 The financial year of the Society shall commence on the 1st of January each year.
- 9.7 All financial transactions will be in accordance with the Society's financial policy.

Without prejudice to article 17, paragraphs 5 of the law, the General **Meeting** may appoint an auditor, who may or may not be a member, to review the accounts of the society and to present his annual report. The General **Meeting** shall determine her/his term of office and her/his remuneration.

10.0 OFFICIAL LANGUAGE

- 10.1 English will be the official language of the organisation with necessary legal documents translated into French.

11.0 AMENDMENTS TO THE CONSTITUTION

The General **Meeting** may only validly deliberate on the dissolution of the society or the amendment of the articles of society in accordance with articles 8 and 20 of the Law of 27 June 1921.

Any amendment of the articles of society or decision concerning the dissolution must be filed at the registry of the commercial court and published in the annexes to the *Moniteur Belge* in accordance with article 26novies and according to the stipulations of the royal decree of 28 June 2013.

- 11.1 Proposals to amend the constitution and the byelaws will be made to the President at least two calendar months before the next meeting and will have the support of at least ten full members of the Society.
- 11.2 Details of the proposed amendments will be circulated with the agenda for the meeting.
- 11.3 No amendments will be made to clause 2 (purpose), clause 12 (dissolution) without informing the *Moniteur Belge*, and no alteration will be made which would have the effect of causing the Society to cease to be an ASBL in law.
- 11.4 Amendments to the constitution and the Byelaws must be agreed by at least 75% of the members present and voting at the General Meeting or Extraordinary General Meeting.

12.0 DISSOLUTION

- 12.1 Dissolution of the Society will be agreed by at least 75% of the members of the Society. In the case of dissolution, all funds held in the name of the Society 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.

13.0 BYE-LAWS

13.1 Byelaws may be presented by the EONS Board to the General **Meeting**. Modifications to these Byelaws may be made by the General **Meeting** or Extraordinary General **Meeting** by a simple Majority vote of members present or represented.

Any matter that has not been explicitly provided for in the present articles of association shall be governed by the law of 27 June 1921, as modified by the law of 28 June 1984 governing non-profit organisations.

The General Meeting has at the present time elected as EONS Board members:

- Ms. Virpi Sulosaari, born on 10 June 1970, in Suomussalmi, Finland, domiciled at Finkenkatu 10A, 20780 Kaarina, Finland.
- Mrs. Helena Ullgren, born on 1 May 1972, in Huddinge, Sweden, domiciled at Storrötsvägen 146, 163 47 Spånga, Sweden.
- Mr. Johan de Munter, born on 12 April 1978, in Aalst, Belgium, domiciled at Kloosterlandstraat 33, 9290 Berlare, Belgium.
- Mrs. Wendy McInally, born on 25 January 1964, in Penicuik, Scotland, domiciled at 29 Belford Avenue, Edinburgh, EH4 3EH, Scotland, UK.
- Mr. Matthew Fowler, born on 7 September 1975, in Bromsgrove, domiciled at 61 Watford Road, Cotteridge, Birmingham, B30 1NP, England, UK.
- Mrs. Amanda Drury, born on 30 September 1986, in Sligeach, Ireland, domiciled at Greenacres, Warrenstown, Dunboyne, Co. Meath, A86 DH74, Ireland.
- Mrs. Merel van Klinken, born on 26 September 1980, in Stads kanaal, The Netherlands, domiciled at Grote Houtstraat 163B2, 2011 SL Haarlem, The Netherlands.
- Mrs. Gulcan Bagvan, born on 1 January 1983, in Sarioglan, Turkey,
• domiciled at 19 Mayıs Mahallesi, Teyyareci Cemal Sokak, No: 7, Daire: 12, 34360 Şişli, İstanbul, Turkey.
- Mrs. Nikolina Dodlek, born on 15 May 1989, in Osijek, domiciled at K.P. Svacica 2, 31000 Osijek, Croatia.

The General Meeting mandates Ms Virpi Sulosaari the EONS President to sign and ask the accountants PKI BOFIDI, Central Gate, Kantersteen 47, 1000 Brussel to sign, file and have published all acts and documents necessary or useful to execute the above-mentioned decisions (including the signature of all documents and forms for publication in the Belgian official journal).

Drawn up in Brussels
In 2 copies, on the 17th of June 2024

Signatures:

Virpi Sulosaari

Helena Ullgren

Johan de Munter

Matthew Fowler

Wendy McInally

Amanda Drury

Merel van Klinken

Gülcan Bağçivan

Nikolina Dodlek