



# **BY-LAWS of the European Oncology Nursing Society**

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## Contents

By-Laws Section 1.0	Introduction	14
1.1	Background	14
1.2	Headquarters and Location	14
1.3	Governing and Advisory Framework	14
By-Laws Section 2.0	Membership	14
2.1	Membership Categories and Eligibility	14
2.2	Membership Application Procedure	15
2.3	Membership Rights	16
2.4	Membership Duties	16
2.5	Membership Fees	16
2.6	Resignation	17
2.7	Suspension of Member	17
i.	Grounds for Suspension	17
ii.	Notification and Opportunity to Remedy Suspension	17
iii.	Duration and Scope of Suspension	18
iv.	General Assembly Review	18
v.	Transition to Exclusion	18
vi.	Communication and Record-Keeping	19
vii.	Appeals and Lifting of Suspension	19
2.8	Exclusion of Member	19
i.	Grounds for Exclusion	19
ii.	Initiating an Exclusion	19
iii.	Member's Right to Defense	20
iv.	Decision-Making Process	20
v.	Automatic Exclusion	20
vi.	Notification and Record-Keeping	20
vii.	Post-Exclusion Obligations	20
viii.	Appeal and Re-Application	21
2.9	Register of Members	21
By-Laws Section 3.0	Governance Bodies	21

3.1	Governing Bodies .....	21
3.2	Advisory Bodies.....	21
By-Laws Section 4.0	General Assembly .....	22
4.1	General Assembly .....	22
ix.	General Assembly Overview .....	22
x.	General Assembly Composition and Attendance .....	22
xi.	Representation of Full Members at the General Assembly.....	22
xii.	Representation of Individual Members at the General Assembly.....	23
xiii.	Participation of Non-Voting Members and Guests at the General Assembly	23
xiv.	Notification of Full Members Representatives at the General Assembly.....	23
xv.	Eligibility and Scope of Proxy Representation at the General Assembly.....	23
xvi.	General Assembly Proxy Appointment Process.....	24
xvii.	General Assembly Proxy Holder Responsibilities.....	24
xviii.	Revocation of General Assembly Proxy.....	24
xix.	Disputes and Clarifications Related to a General Assembly Proxy.....	25
4.2	General Assembly Meetings .....	25
i.	Frequency and Types of General Assembly Meetings.....	25
ii.	Convening the Ordinary General Assembly.....	25
iii.	Convening an Extraordinary General Assembly Meeting.....	26
iv.	General Assembly Meeting Logistics.....	26
v.	General Assembly Agenda Management.....	27
vi.	General Assembly Notification Compliance.....	27
vii.	Chairing the General Assembly Meeting.....	27
viii.	General Assembly Meeting Attendance .....	27
ix.	General Assembly Meeting Quorum.....	27
x.	General Assembly Voting Rights.....	28
xi.	General Assembly Voting Procedures for Representatives.....	28
xii.	General Assembly Proxy Voting Process.....	28
xiii.	General Assembly Voting Methods .....	28
xiv.	General Assembly Decision-Making .....	29
xv.	Record-Keeping and Transparency .....	30

xvi.	Preparation and Approval of Minutes.....	30
xvii.	Procedure for Verification and Circulation of General Meeting Minutes .....	30
xviii.	Archiving, Access and Use of the Minutes of the General Assembly .....	30
4.3	General Assembly Written Procedure for Decision Making.....	31
i.	Circumstances for Use of Written Procedures for General Assembly Decision Making .....	31
ii.	Initiating a Written Procedure for General Assembly Decision Making .....	31
iii.	Procedure for Conducting a General Assembly Written Procedure .....	32
iv.	Verification and Tallying of Votes following a General Assembly Written Procedure.....	32
v.	Procedure for Communicating and Recording the Results of a General Assembly Written Procedure .....	33
By-Laws Section 5.0	EONS Board.....	33
5.1	EONS Board Membership Structure.....	33
5.2	EONS Board Member Roles and Responsibilities.....	34
i.	Core Roles and Responsibilities of All Board Members.....	34
ii.	Specialist Responsibilities of the President-Elect .....	34
iii.	Specialist Responsibilities of the President .....	35
iv.	Specialist Responsibilities of the Past President.....	36
v.	Specialist Responsibilities of the Board Treasurer.....	36
vi.	Specialist Responsibilities of the Board Secretary.....	37
vii.	Specialist Responsibilities of Board Members-at-Large:.....	37
viii.	Specialist Responsibilities of the Member-at-Large for Communication.....	38
ix.	Specialist Responsibilities of the Member-at-Large for Advocacy .....	38
x.	Specialist Responsibilities of the Member-at-Large for Research.....	39
xi.	Specialist Responsibilities of the Member-at-Large for Education.....	39
xii.	Specialist Responsibilities of the Member-at-Large for Early Career Nurses	
	40	
xiii.	Specialist Responsibilities of the Member-at-Large for Eastern European Nurses.....	41
xiv.	Special Roles and Advisors .....	42
xv.	Duration of Board Member Terms .....	42
xvi.	Renumeration of Board Member Positions .....	42

xvii.	Reimbursement of Expenses .....	43
xviii.	Financial Oversight and Transparency.....	44
xix.	Reporting .....	44
xx.	Conflict of Interest.....	44
xxi.	Review and Amendments.....	44
xxii.	Resignation and Replacement of an EONS Board Member .....	44
5.3	Eligibility for EONS Board Membership .....	44
i.	Requirements, Skills and Qualifications for the President-Elect .....	45
ii.	Requirements, Skills and Qualifications for the Board Treasurer:.....	47
iii.	Requirements, Skills and Qualifications for the Board Secretary: .....	47
iv.	Requirements, Skills and Qualifications for the Communication Board Member-at-Large: .....	49
v.	Requirements, Skills and Qualifications for the Advocacy Board Member-at-Large: .....	50
vi.	Requirements, Skills and Qualifications for the Research Board Member-at-Large: .....	51
vii.	Requirements, Skills and Qualifications for the Education Board Member-at-Large: 52	
viii.	Requirements, Skills and Qualifications for the Board Member-at-Large for Early Career Nurses .....	53
ix.	Requirements, Skills and Qualifications for the Board Member-at-Large for Eastern European Nurses .....	54
5.4	EONS Board Nomination and Election Process.....	55
i.	Call for Candidates.....	55
ii.	Nomination Process.....	56
iii.	Role of the Nominations Committee .....	56
iv.	Election Process.....	57
v.	Election Results and Ratification .....	57
vi.	Record-Keeping and Transparency .....	58
5.5	Suspension of EONS Board Members.....	58
i.	Grounds for Suspension.....	58
ii.	Procedure for Initiation of Suspension .....	58
iii.	Notification of Suspension .....	59

iv.	Defense Process .....	59
v.	Board Review .....	59
vi.	General Assembly Review .....	59
vii.	Effects of Suspension .....	59
viii.	Documentation and Record-Keeping .....	60
ix.	Automatic Suspension .....	60
5.6	Termination of EONS Board Members .....	60
i.	Grounds for Termination .....	60
ii.	Revocation Procedure .....	60
iii.	Automatic Termination .....	61
iv.	Obligations Post-Termination .....	61
v.	Documentation and Reporting .....	61
5.7	End of Mandate of EONS Board Members .....	61
i.	Resignation Procedure .....	61
ii.	Interim Measures in the Event of a Resignation or Termination .....	62
iii.	Record-Keeping and Transparency .....	62
5.8	Use of Proxies for EONS Board Members .....	62
i.	Eligibility and Scope of Proxy Representation within EONS Board Meetings .....	62
ii.	Board Member Proxy Appointment Process .....	63
iii.	Board Member Emergency Proxy Appointment Process .....	64
iv.	Responsibilities of the Board Member Proxy Holder .....	64
v.	Revocation of Board Proxy .....	64
vi.	Disputes and Clarifications Related to a Board Proxy .....	64
5.9	EONS Board Meetings .....	64
i.	Frequency and Scheduling of Meetings .....	64
ii.	Convening an Ordinary or Short EONS Board Meeting .....	65
iii.	Convening an Emergency Board Meeting .....	68
iv.	Board Meeting Logistics .....	68
v.	Submission of Board Meeting Agenda Items .....	68
vi.	Board Meeting Notification Compliance .....	69
vii.	Chairing the Board Meeting .....	69
viii.	Board Meeting Attendance .....	69

ix.	Board Meeting Quorum .....	69
x.	Board Meeting Voting Rights .....	69
xi.	Procedure for Managing Board Members' Conflict of Interest with Meeting Agenda Items.....	70
xii.	Procedure for Managing Conflicts of Interest with Meeting Agenda Items Affecting the Majority of the Board .....	71
xiii.	Board Meeting Voting Procedures for Board Members .....	71
xiv.	Board Meeting Proxy Voting Process .....	71
xv.	Board Meeting Voting Methods.....	71
xvi.	Board Decision-Making .....	72
xvii.	Preparation and Approval of Board Meeting Minutes .....	73
xviii.	Procedure for Verification and Circulation of Board Meeting Minutes.....	73
xix.	Archiving, Access and Use of the Minutes of Board Meetings .....	73
5.10	Board Written Procedure for Decision Making.....	74
i.	Circumstances for Use of Written Procedures for Board Decision Making .....	74
ii.	Initiating a Written Procedure for Board Decision Making .....	75
iii.	Procedure for Conducting a Board Written Procedure .....	75
iv.	Verification and Tallying of Votes following a Board Written Procedure.....	76
v.	Procedure for Communicating and Recording the Results of a Board Written Procedure.....	76
By-Laws Section 6.0 Chief Operating Officer .....		77
i.	Appointment and Terms of Service .....	77
ii.	Termination of Mandate .....	79
iii.	Responsibilities of the Chief Operating Officer .....	79
iv.	Reporting Obligations.....	80
v.	Accountability and Performance Evaluation .....	80
vi.	Record-Keeping and Transparency .....	80
By-Laws Section 7.0 Freedom to Speak Up Guardian .....		81
i.	Scope of Responsibilities.....	81
ii.	Safeguards and Confidentiality .....	81
iii.	Reporting .....	81
iv.	Meetings and Communication .....	82

v.	Training and Resources .....	82
vi.	Conflict of Interest.....	82
vii.	Eligibility to Report Concerns.....	82
viii.	Procedure for Reporting Concerns to the Freedom to Speak Up Guardian .	83
ix.	Response and Feedback.....	83
x.	Protections for Individuals Raising Concerns .....	84
xi.	Record-Keeping and Reporting .....	84
By-Laws Section 8.0 Nominations Committee .....		84
i.	Structure and Composition of the Nominations Committee .....	84
ii.	Chairing the Nominations Committee .....	84
iii.	Quorum for Composition of the Nominations Committee .....	85
iv.	Responsibilities and Powers of the Nominations Committee .....	85
v.	Convening of Nomination Committee Meetings .....	85
vi.	Conduct of Nomination Committee Meetings .....	86
vii.	Voting Procedures for the Nominations Committee Meeting .....	86
viii.	Conflict of Interest in Voting .....	86
ix.	Procedures for Candidate Evaluation .....	87
x.	Accountability and Reporting .....	87
xi.	Confidentiality and Integrity .....	88
xii.	Record-Keeping and Documentation.....	88
xiii.	Drafting and Approval of Nominations Committee Meeting Minutes .....	88
xiv.	Procedure for Verification and Circulation of Nominations Committee Meeting Minutes.....	88
By-Laws Section 9.0 Procedures for Voting in Governance Meetings .....		89
9.1	Overview of Voting Methods .....	89
9.2	Voting by Show of Hands.....	89
i.	Introduction of Motion .....	89
ii.	Call for a Vote.....	89
iii.	Counting of Hands.....	89
iv.	Declaration of the Result.....	89
v.	Recording .....	89
9.3	Voting by Roll Call.....	90

i.	Initiation.....	90
ii.	Introduction of Motion .....	90
iii.	Call for a Vote.....	90
iv.	Preparation.....	90
v.	Conduct of Roll Call.....	90
vi.	Recording of Votes.....	90
vii.	Declaration of the Result.....	90
viii.	Finality .....	90
9.4	Voting by Secret Ballot.....	91
i.	Initiation.....	91
ii.	Introduction of Motion .....	91
iii.	Distribution of Ballots .....	91
iv.	Casting the Ballot .....	91
v.	Ballot Count.....	91
vi.	Declaration of Results.....	91
vii.	Confidentiality and Record-Keeping .....	91
9.5	Voting by Electronic Ballot .....	92
i.	Setup and Distribution.....	92
ii.	Conduct of the Electronic Vote .....	92
iii.	Declaration of the Result.....	92
iv.	Documentation.....	92
9.6	Final Provisions on Voting.....	92
i.	Tie-Break .....	92
ii.	Proxy Votes.....	92
iii.	Challenges and Disputes .....	93
iv.	Record-Keeping and Transparency .....	93
v.	Hierarchical Rules.....	93
By-Laws Section 10.0	Advisory Bodies.....	93
10.1	EONS Advisory Council .....	93
i.	Composition .....	93
ii.	Eligibility .....	93
iii.	Proxies.....	93

iv.	Powers and Responsibilities .....	94
v.	Advisory Council Meeting Logistics.....	94
vi.	Advisory Council Meeting Quorum.....	94
vii.	Preparation and Approval of Advisory Council Meeting Minutes .....	95
viii.	Written Procedures for Advisory Council Decision Making.....	95
10.2	Patient Advisory Board.....	95
i.	Composition.....	95
ii.	Eligibility .....	96
iii.	Proxies.....	96
iv.	Powers and Responsibilities .....	96
v.	PAB Meeting Logistics.....	96
vi.	PAB Meeting Quorum.....	97
vii.	Preparation and Approval of PAB Meeting Minutes .....	97
viii.	Written Procedures for PAB.....	97
10.3	Working Group Chairs Committee.....	98
i.	Composition.....	98
ii.	Powers and Responsibilities .....	98
iii.	Working Group Chairs Committee Meeting Logistics .....	98
iv.	Meeting Quorum .....	99
v.	Preparation and Approval of the Meeting Minutes.....	99
vi.	Written Procedure .....	99
10.4	EONS Working Groups and Task Groups.....	99
i.	Composition.....	99
ii.	Duration of Working Group Membership .....	100
iii.	Diversity and Inclusivity.....	100
iv.	Powers and Responsibilities .....	101
v.	Working Group Meeting Logistics .....	101
vi.	Working Group Meeting Quorum .....	101
vii.	Preparation and Approval of Working Group Meeting Minutes .....	101
viii.	Written Procedures for Working Group Decision Making .....	102
10.5	Ad-Hoc Committees.....	103
i.	Composition.....	103

ii.	Membership Term .....	103
iii.	Chairs.....	103
iv.	External Experts.....	103
v.	Powers and Responsibilities .....	103
vi.	Meeting Logistics .....	104
vii.	Meeting Quorum .....	104
viii.	Preparation and Approval of Ad Hoc Committee Meeting Minutes .....	104
ix.	Written Procedure for Ad-Hoc Committee Decision Making.....	104
10.6	Suspension and Termination of Members of Advisory Bodies .....	107
i.	Grounds for Suspension.....	107
ii.	Suspension Procedure.....	107
iii.	Grounds for Termination .....	107
By-Laws Section 11.0 Ethical Conduct.....		108
11.1	Conflict of Interest.....	108
i.	Annual Conflict of Interest Declarations .....	108
ii.	Ongoing Disclosure Obligations.....	108
iii.	Maintenance and Review of Declarations .....	108
iv.	Management of Conflicts of Interest .....	108
v.	Non-Disclosure or Mismanagement of Conflicts.....	108
vi.	Ethical Conduct Standards.....	109
vii.	Reporting Ethical Concerns .....	109
viii.	Disciplinary Actions for Ethical Violations.....	109
ix.	Annual Ethical Conduct Review.....	109
By-Laws Section 12.0 External Representation of EONS.....		109
12.1	External Representation of EONS.....	109
i.	General Representation Rules .....	109
ii.	Daily Management Representation.....	110
iii.	Authorized Delegates .....	110
iv.	Project and Contractual Representation .....	110
v.	Representation in Legal Actions .....	110
vi.	Representation of EONS by Members of Advisory Bodies.....	110
vii.	Conflicts of Interest in External Roles .....	111

viii. Working Group Role Conflicts.....	111
ix. Record-Keeping and Oversight.....	111
By-Laws Section 13.0 Liability .....	111
13.1 Scope of Liability .....	111
13.2 Board Member and Officer Liability.....	112
13.3 Member Liability .....	112
13.4 Standards of Conduct.....	112
13.5 Liability Protection .....	112
13.6 Claims and Complaints.....	112
13.7 Limitations on Liability.....	113
13.8 Reporting Obligations.....	113
By-Laws Section 14.0 Finance .....	113
14.1 Definition of Financial Year .....	113
14.2 Annual Financial Reporting.....	113
14.3 Role of the COO and Finance Officer .....	113
14.4 Role of the Treasurer .....	113
14.5 External Audit (If Required) .....	114
14.6 Financial Risk Management .....	114
14.7 Preparation and Approval of Accounts .....	114
14.8 Financial Resources.....	114
14.9 Financial Compliance and Transparency.....	115
By-Laws Section 15.0 Procurement.....	115
15.1 Purpose and Principles .....	115
15.2 Exceptions to Quotation Requirements.....	116
15.3 Negotiation Procedure .....	116
15.4 Board Responsibilities for Procurement.....	116
15.5 COO Responsibilities for Procurement .....	116
By-Laws Section 16.0 Statutory Auditor(s).....	117
16.1 Appointment and Term .....	117
16.2 Role and Responsibilities.....	117
16.3 Remuneration.....	117
16.4 Replacement and Removal .....	118

16.5	Exemption .....	118
By-Laws Section 17.0	Amendment of the Statutes .....	118
17.1	Submission of Proposals.....	118
17.2	Quorum for Amendments.....	118
17.3	Voting Requirements.....	118
17.4	Restrictions and Safeguards .....	118
17.5	Notification and Filing .....	119
17.6	Record-Keeping .....	119
By-Laws Section 18.0	Dissolution of the Society .....	119
18.1	Submission of Proposals for Dissolution.....	119
18.2	Quorum for Dissolution .....	119
18.3	Voting Requirements.....	119
18.4	Appointment of Liquidators .....	120
18.5	Allocation of Net Assets.....	120
18.6	Record-Keeping and Compliance .....	120
18.7	Communication with Members and Stakeholders .....	120
18.8	Prohibition of Asset Distribution.....	120
By-Laws Section 19.0	Working Language .....	121
19.1	Use of English for Operations .....	121
19.2	French for Belgian Authorities .....	121
By-Laws Section 20.0	Governing Law.....	121
20.1	Compliance with BCCA.....	121
20.2	Interpretation of Statutes .....	121
By-Laws Section 21.0	Jurisdiction .....	121
21.1	Jurisdiction of Belgian Courts.....	121
21.2	Dispute Resolution Mechanism.....	121
By-Laws Section 22.0	Interim Provisions .....	122
22.1	Transitional Board Operations .....	122
22.2	Elections During Transition .....	122
22.3	Term Adjustments .....	122
22.4	Gradual Implementation of Changes.....	122
22.5	Communication of Interim Provisions.....	122

## **By-Laws Section 1.0      Introduction**

### **1.1      Background**

1.1.1 EONS was established in 1984 in the UK, later relocating to Brussels, Belgium, and registering as a Belgian not-for-profit association (ASBL/VZW). The European Oncology Nursing Society (EONS) was founded in 1984, registered as an independent UK charity (not for profit), as "the Fellowship of European Oncology Nursing Societies". EONS originally had its headquarters at the Royal Marsden Hospital in London, UK.  
The EONS Secretariat

1.1.2 was relocated to Brussels in 1997. EONS was established as a not-for-profit association (association sans but lucratif/ vereniging zonder winstoogmerk [ABSL]) in 2017.

1.1.3 EONS aims to improve the recognition of cancer nursing throughout Europe and ensure that all people affected by cancer benefit from the care of educated and competent cancer nurses.

### **1.2      Headquarters and Location**

1.2.1 EONS is located at BLSI – bte 1.30.30, Clos Chapelle-aux-Champs 30, 1200 Brussels, Belgium.

1.2.2 The working language of EONS is English. For official documents and relations with Belgian authorities, EONS uses French and Dutch.

### **1.3      Governing and Advisory Framework**

1.3.1 These By-Laws implement the EONS Statutes, expanding on membership, governance bodies, and procedures.

1.3.2 If conflicts arise between the By-Laws and Statutes, the Statutes shall prevail.

## **By-Laws Section 2.0      Membership**

### **2.1      Membership Categories and Eligibility**

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

2.1.2 The Society maintains three categories of membership:

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

2.1.3 Membership eligibility criteria:

- Full and Associate Members must share the Society's Purpose and Objectives, operate within the WHO-defined European Region, and be validly constituted legal entities under national laws,

- independent of governments, political parties, and commercial interests.
- b. Individual Membership is open to nurses actively engaged in cancer care, education, management, or research in Europe.

2.1.4 Individuals belonging to Full Member organisations are considered **de facto members** of the Society. The EONS Secretariat will facilitate an annual registration process for de facto members.

2.1.5 Membership may not be transferred or assigned under any circumstances.

2.1.6 The Board, in consultation with the Chief Operating Officer, may periodically review and update criteria for membership categories to ensure alignment with the Society's Purpose and Objectives.

## **2.2 Membership Application Procedure**

2.2.1 Application for Full or Associate membership of EONS must be submitted in writing to the Chief Operating Officer at least six (6) weeks prior to the General Assembly.

2.2.2 Applications for **Full and Associate Membership** must include:

- a. the official copy of the statutes of the applicant,
- b. a description of administrative structure of the applicant,
- c. the last annual report and annual accounts of the applicant,
- the agreement form, in which the applicant agrees to share its input, publications, know-how and resources with the other EONS members.

2.2.3 Applications for Individual Membership may be submitted at any time via the online application form.

2.2.4 Applications for **Individual Membership** must include:

- a. contact information,
- b. qualifications,
- c. experience,
- d. role in cancer nursing, and
- e. demographic information.

2.2.5 De facto members must annually register with EONS using a form provided by the Secretariat.

2.2.6 Registration for **De Facto membership** must include:

- a. National society membership, membership number and receipt for payment of membership fees for the current year,
- b. Qualifications,
- c. Experience,
- d. Role in cancer nursing, and
- e. Demographic information.

2.2.7 The Chief Operating Officer will review all applications and may request additional information before presenting them to the Board. The General Assembly will approve or reject applications based on the Board's recommendations.

2.2.8 The Board reviews and may propose the admission to the General Assembly if conditions under **Error! Reference source not found.**, **Error! Reference source not found.** or **Error! Reference source not found.** of the Statutes are met. The Board's decision is final and must provide the reasons which informed the decision.

2.2.9 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.

## **2.3 Membership Rights**

2.3.1 **Full and Individual Members** are entitled to:

- Attend and vote at the General Assembly.
- Propose candidates for election to the Board.
- Be consulted on Board statements and policy decisions.
- Propose and vote on amendments to the Statutes.
- Access members-only resources, updates, and participate in EONS activities such as Working or Task Groups.

2.3.2 **Associate Members** may:

- Attend the General Assembly without voting rights.
- Receive updates and access resources specified by the Board.
- Participate in designated activities, as determined by the Board, but are ineligible for Board positions or permanent committee roles.

## **2.4 Membership Duties**

2.4.1 All Members must:

- Comply with the Society's Statutes, By-Laws, and Policies.
- Pay the annual membership fee within the designated timeframe.
- Actively engage in EONS activities and respond to Secretariat requests.

2.4.2 Full and Associate Members must:

- Submit an annual report and membership numbers upon renewal to facilitate de facto membership calculations.
- Ensure their members receive EONS communications and resources.

2.4.3 Unauthorised fundraising in the home countries of other Members is prohibited, unless prior written consent is obtained.

## **2.5 Membership Fees**

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

2.5.2 Annual membership fees are determined by the General Assembly based on criteria proposed by the Board, in accordance with the Statutes. The Board may annually adjust fees in line with inflation up to limits defined in the Statutes.

- 2.5.3 The membership numbers of Full and Associate Member organisations will be used by EONS to calculate its total de facto membership.
- 2.5.4 Membership fees are invoiced near January 1 each year and must be paid within six (6) weeks, unless extended by the Board in exceptional circumstances.
- 2.5.5 New members joining mid-year may have their membership fees pro-rated or backdated per the Statutes.
- 2.5.6 Late fees or extensions may be granted by the Board in exceptional cases. Members requiring more time to settle their invoice should contact the Board (via the COO) before the payment deadline, explaining the circumstances. The Board, at its discretion, may grant an extension or specific terms.
- 2.5.7 Non-payment after due reminders may result in suspension or exclusion, as per the Statutes.

## **2.6 Resignation**

- 2.6.1 Members wishing to resign must notify the Chief Operating Officer in writing by December 31 to avoid obligations for the following year.
- 2.6.2 Members who fail to provide notice by the deadline remain liable for the full annual fee for the coming year.

## **2.7 Suspension of Member**

### **i. *Grounds for Suspension***

- 2.7.1 A Member's rights may be suspended by the Board if any of the following occur:
  - a. An exclusion procedure has been initiated.
  - b. The Member fails to comply with the Society's Statutes, By-laws, or lawful decisions.
  - c. The Member fails to pay membership fees within the specified timelines, despite reminders.
  - d. The Member's actions harm the Society's interests or reputation.
  - e. Other reasonable cause, as determined by the Board.

- 2.7.2 Automatic suspension applies if a final decision renders the Member ineligible for membership under the Society's criteria.

### **ii. *Notification and Opportunity to Remedy Suspension***

- 2.7.3 Before suspension, the Board shall:
  - a. Provide the Member with a written notice detailing the reasons for the suspension.
  - b. Allow the Member a 30-day period to remedy the breach or submit a written defense.
- 2.7.4 The notice must be sent by the Chief Operating Officer and include:
  - a. A summary of the alleged breach or issue.

- b. Instructions for submitting evidence or arguments.
- c. Contact information for further inquiries.

iii. ***Duration and Scope of Suspension***

2.7.5 Suspension is effective immediately upon the Board's decision and remains valid until the next General Assembly unless:

- a. The suspension is lifted by the Board after the Member remedies the issue.
- b. The General Assembly extends the suspension.

2.7.6 Suspended Members lose the following rights:

- a. Voting rights at the General Assembly.
- b. Representation in Society governance or activities.
- c. Access to certain Member-exclusive benefits, as determined by the Board.

2.7.7 Suspended Members retain the following obligations and access:

- a. Payment of membership fees and fulfillment of other membership duties.
- b. Basic access to informational resources such as the Society's website, Board decision summaries, annual reports, and promotional materials.

iv. ***General Assembly Review***

2.7.8 The General Assembly may review and extend a suspension if necessary.

2.7.9 The suspension item must appear on the agenda, and the suspended Member must:

- a. Be notified of the General Assembly discussion at least 30 days in advance.
- b. Be given the opportunity to present a defense in writing or verbally.

2.7.10 A two-thirds (2/3) majority of Full and Individual Members present or represented is required to extend a suspension.

2.7.11 Suspension may be extended until the end of the next calendar year and may be renewed further by the General Assembly.

v. ***Transition to Exclusion***

2.7.12 If the suspended Member fails to remedy the issue within the designated period or during the suspension, the Board may initiate an exclusion procedure in accordance with Article 16.0 of the Statutes.

2.7.13 The Board must notify the suspended Member of the initiation of exclusion proceedings and provide additional details, including the right to present a defense.

vi. ***Communication and Record-Keeping***

2.7.14 The Chief Operating Officer must provide written notice of the suspension decision, including its reasons and duration, to the Member within 15 days of the decision.

2.7.15 All suspension decisions and their outcomes must be documented in the Society's records, including:

- The reasons for suspension.
- The Member's response, if any.
- The final decision by the Board or General Assembly.

vii. ***Appeals and Lifting of Suspension***

2.7.16 Suspended Members may appeal the Board's decision in writing to the General Assembly, provided the appeal is submitted at least 30 days before the next General Assembly meeting.

2.7.17 Suspensions may be lifted by the Board if the Member provides satisfactory evidence of compliance or resolution of the issue.

**2.8 Exclusion of Member**

i. ***Grounds for Exclusion***

2.8.1 A Member may be excluded by decision of the General Assembly if:

- The Member breaches the Statutes, By-Laws, or Policies of the Society.
- The Member engages in activities contrary to the Society's Purpose and Objectives.
- Other grounds specified in Article 16.2 of the Statutes are met (e.g., dissolution, insolvency, failure to meet membership criteria, or fee arrears).

2.8.2 The exclusion of a Member must follow the process outlined in these by-laws and be based on objective, documented grounds.

ii. ***Initiating an Exclusion***

2.8.3 Exclusion may be proposed by:

- The Board, or
- At least one-fifth (1/5) of the Full and Individual Members entitled to vote.

2.8.4 The proposal to exclude a Member must be submitted in writing to the Chief Operating Officer and include:

- The specific reasons for the exclusion.
- Supporting evidence.

2.8.5 The item must be included on the agenda of the next General Assembly, and the concerned Member must be notified at least 30 calendar days in advance.

iii. ***Member's Right to Defense***

2.8.6 The concerned Member has the right to:

- a. Receive written notice of the proposed exclusion and the reasons for it.
- b. Present a written defense to the Board and the General Assembly.
- c. Attend the General Assembly and present an oral defense during the discussion of the exclusion item.

2.8.7 The concerned Member may not participate in deliberations or voting on its own exclusion.

iv. ***Decision-Making Process***

2.8.8 A two-thirds (2/3) majority vote of Full and Individual Members present or represented at the General Assembly is required to exclude a Member.

2.8.9 The exclusion decision is effective immediately unless otherwise specified in the resolution.

v. ***Automatic Exclusion***

2.8.10 A Member is automatically excluded if it becomes ineligible for membership, as outlined in Article 16.2 of the Statutes, including:

- a. Dissolution, bankruptcy, insolvency, or judicial administration (Full and Associate Members).
- b. Conviction of a criminal offense, loss of professional fitness, or other disqualifying factors (Individual Members).

2.8.11 The Chief Operating Officer shall notify the affected Member in writing of the automatic exclusion and its implications within fifteen (15) days of the decision.

vi. ***Notification and Record-Keeping***

2.8.12 The Chief Operating Officer must provide written notice of the exclusion decision, including the reasons and effective date, to the excluded Member within fifteen (15) days.

2.8.13 The exclusion decision must be recorded in the Society's register of Members, along with the date and grounds for exclusion.

vii. ***Post-Exclusion Obligations***

2.8.14 The excluded Member remains liable for all obligations to the Society, including unpaid fees, until the end of the membership year.

2.8.15 The excluded Member must:

- a. Cease representing itself as a Member of the Society.
- b. Return all Society materials and property within thirty (30) days.

- c. Remove any references to membership in the Society from its public materials or platforms.

viii. ***Appeal and Re-Application***

- 2.8.16 The decision of the General Assembly regarding exclusion is final and binding.
- 2.8.17 A former Member wishing to reapply for membership must follow the standard application process and provide evidence of rectifying the circumstances leading to exclusion.

**2.9 Register of Members**

- 2.9.1 A register of Members will be maintained at the Society's registered office, including essential details, admission dates, and any changes in membership status.
- 2.9.2 The Chief Operating Officer is responsible for ensuring the accuracy and confidentiality of the Member register.

**By-Laws Section 3.0 Governance Bodies**

**3.1 Governing Bodies**

- 3.1.1 The EONS Governing Bodies are:
  - a. The General Assembly,
  - b. The EONS Board,
  - c. The Chief Operating Officer,
  - d. Freedom to Speak Up Guardian,
  - e. The Nomination Committee.

**3.2 Advisory Bodies**

- 3.2.1 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.
- 3.2.2 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.
- 3.2.3 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.

## **By-Laws Section 4.0 General Assembly**

### **4.1 General Assembly**

#### **ix. General Assembly Overview**

4.1.1 The General Assembly is the supreme governing body of the Society and must meet at least once annually, typically by June 30, unless otherwise specified in the Statutes or transitional rules.

4.1.2 The Chief Operating Officer is responsible for coordinating the General Assembly, including scheduling, notifications, and attendance verification.

#### **x. General Assembly Composition and Attendance**

4.1.3 The General Assembly is composed of the following categories of participants:

- a. **Full Members:** Represented by a designated representative with voting rights.
- b. **Individual Members:** Attend and vote directly.
- c. **Associate Members and De Facto Members:** Attend without voting rights.
- d. **Board Members and Staff:** Attend to provide updates or support the meeting.
- e. **Guests:** May be invited to observe or present on specific topics.

4.1.4 The Chief Operating Officer is responsible for maintaining an accurate list of attendees and their roles at the General Assembly.

#### **xi. Representation of Full Members at the General Assembly**

4.1.5 Each Full Member shall appoint one (1) representative to attend the General Assembly and vote on behalf of the Member.

2.2 Representatives should preferably be leaders or officers of the Full Member's governing body to ensure strategic alignment.

4.1.6 If more than one representative is appointed, the Member must designate one individual as the **Voter** with full authority to cast votes. The Member must notify the Chief Operating Officer of the designated Voter's identity no later than five (5) working days before the General Assembly.

4.1.7 If a Representative's affiliation with the Full Member ceases (e.g., resignation or termination), they immediately lose their role as Representative. The Full Member must promptly appoint a replacement and inform the Chief Operating Officer.

4.1.8 If a Full Member is unable to attend the General Assembly, it may nominate:

- a. A substitute representative from the same organization, or
- b. A proxy in accordance with Article 25.0 of the Statutes.

xii. ***Representation of Individual Members at the General Assembly***

4.1.9 Individual Members have the right to attend and vote directly on motions at the General Assembly.

4.1.10 If an Individual Member is unable to attend, they may nominate a substitute or proxy to vote on their behalf in accordance with Article 25.0 of the Statutes.

4.1.11 The appointment of a substitute or proxy must:

- Be in writing and signed by the Member.
- Specify the scope of authority granted to the proxy.
- Be submitted to the Chief Operating Officer at least five (5) working days before the General Assembly.

xiii. ***Participation of Non-Voting Members and Guests at the General Assembly***

4.1.12 The following may attend the General Assembly without voting rights:

- Associate Members and De Facto Members:** May provide input during discussions but cannot vote.
- Board Members and Staff:** Attend in their capacity to present reports, provide updates, or support the General Assembly's operations.
- Guests:** Invited by the Board to observe or present on specific agenda items.

4.1.13 All non-voting participants must register their attendance with the Secretariat prior to the General Assembly.

4.1.14 The Chief Operating Officer must maintain a record of all non-voting participants and ensure their attendance is documented in the meeting minutes.

xiv. ***Notification of Full Members Representatives at the General Assembly***

4.1.15 Full and Individual Members must notify the Chief Operating Officer of their designated Representatives or proxies, including contact details, at least five (5) working days before the General Assembly.

4.1.16 The Chief Operating Officer will verify and accredit attendees, ensuring compliance with the Statutes and By-Laws.

4.1.17 A final list of attendees with voting rights will be provided to the President and used for quorum and voting purposes.

4.1.18 Any disputes regarding representation or accreditation will be resolved by the President before the General Assembly convenes.

xv. ***Eligibility and Scope of Proxy Representation at the General Assembly***

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

4.1.20 The appointed proxy must:

- a. Be a Full Member or an Individual Member of the Society in good standing.
- b. Not hold more than two (2) proxies during a single General Assembly.

4.1.21 A proxy may vote on all matters presented at the General Assembly unless the appointing Member specifies restrictions in the proxy appointment.

xvi. ***General Assembly Proxy Appointment Process***

4.1.22 The proxy appointment must:

- a. Be in writing, and include the appointing Member's signature, either electronically or manually.
- b. Clearly specify the name of the proxy holder and the appointing Member.
- c. Include any limitations or instructions for the proxy's voting authority.

4.1.23 The proxy form must be signed by the appointing Member and submitted to the Chief Operating Officer at least five (5) working days before the General Assembly.

4.1.24 The Chief Operating Officer will review and verify all proxy appointments for compliance with the Statutes and By-Laws.

4.1.25 The COO shall acknowledge receipt of the proxy and confirm its validity with the appointing Member.

4.1.26 The Chief Operating Officer shall maintain a record of all proxy appointments, including:

- a. The names of the appointing Members and their proxies.
- b. The date of submission and any voting instructions provided.

4.1.27 The list of verified proxies will be included in the General Assembly attendance register.

xvii. ***General Assembly Proxy Holder Responsibilities***

4.1.28 Proxy holders must act in accordance with the instructions provided by the appointing Member, if any.

4.1.29 Proxy holders must disclose any conflicts of interest related to agenda items and refrain from voting on such matters.

4.1.30 A proxy holder who exceeds the maximum limit of two (2) proxies or otherwise violates these By-Laws may have the excess proxies invalidated.

xviii. ***Revocation of General Assembly Proxy***

4.1.31 A Member may revoke a proxy appointment by providing written notice to the Chief Operating Officer at least two (2) working days before the General Assembly.

4.1.32 Revoked proxies must be documented, and the affected proxy holder will be notified promptly.

xix. ***Disputes and Clarifications Related to a General Assembly Proxy***

4.1.33 Any disputes regarding the validity or use of proxies shall be resolved by the President before the General Assembly convenes.

4.1.34 If the President is unable to resolve the dispute, the matter may be referred to the Board for a final decision.

**4.2 General Assembly Meetings**

i. ***Frequency and Types of General Assembly Meetings***

4.2.1 The General Assembly shall meet at least once annually (Ordinary General Assembly) to approve accounts, budgets, membership fees, strategic plans, and amendments to the Statutes, and to elect or dismiss Board members.

4.2.2 Extraordinary General Assembly meetings may be convened by:

- The Board, or
- One-fifth (1/5) of Full and Individual Members entitled to vote, or
- As required by law.

4.2.3 Virtual meetings are permitted if they ensure secure, real-time, two-way communication among participants.

4.2.4 A combination of physical and virtual attendance is allowed, provided the quorum is met, and all participants can fully engage in discussions and voting.

4.2.5 If technical issues prevent a participant from joining or voting, the Board may:

- Pause the meeting to resolve the issue, or
- Continue the meeting if quorum is unaffected and the absence does not materially impact decisions.

ii. ***Convening the Ordinary General Assembly***

4.2.6 The Ordinary General Assembly must be convened at least once annually, typically by June 30.

4.2.7 The agenda for the Ordinary General Assembly must include:

- Approval of accounts and budgets.
- Determination of membership fees.
- Review and adoption of strategic plans.
- Amendments to the Statutes, if proposed.
- Elections or dismissals of Board members.

4.2.8 The EONS Secretariat or Chief Operating Officer (COO) must post the convening notice on the EONS website and send it electronically to all Full, Individual, Associate, and De Facto Members at least sixty (60) days before the General Assembly.

4.2.9 The convening notice must include:

- a. The proposed agenda.
- b. Instructions for submitting additional agenda items.
- c. Relevant logistical details (e.g., location, virtual meeting link).

iii. ***Convening an Extraordinary General Assembly Meeting***

- 4.2.10 An Extraordinary General Assembly may be convened:
  - a. Upon the request of one-fifth (1/5) of Full and Individual Members entitled to vote.
  - b. By the Board when urgent matters arise.
  - c. As required by law.
- 4.2.11 A request for an extraordinary meeting must be submitted in writing to the President and include:
  - a. The purpose and agenda of the meeting.
  - b. Supporting documentation, if applicable.
- 4.2.12 Upon receiving the request, the President must convene the meeting within thirty-one (31) days.
- 4.2.13 If the President is unable or unwilling to convene an Extraordinary General Meeting following a valid request, the President Elect, Past President, or a designated Board member, usually the Treasurer or Secretary, convenes the General Assembly.
- 4.2.14 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.
- 4.2.15 The notice for an Extraordinary General Assemblies must be sent at least thirty (30) days before the meeting.
- 4.2.16 The convening notice must include:
  - a. The proposed agenda.
  - b. Instructions for submitting additional agenda items.
  - c. Relevant logistical details (e.g., location, virtual meeting link).
- 4.2.17 Extraordinary General Assemblies may be conducted online if deemed more efficient, provided secure, simultaneous communication is ensured.

iv. ***General Assembly Meeting Logistics***

- 4.2.18 The time, date, and location (physical or virtual) of the General Assembly shall be determined by the Board and communicated in the convening notice.
- 4.2.19 Meetings held virtually must:
  - a. Ensure secure, simultaneous, two-way communication for all attendees.
  - b. Enable electronic voting that guarantees confidentiality and integrity.

v. ***General Assembly Agenda Management***

4.2.20 Members may propose additional agenda items by submitting them in writing to the Chief Operating Officer:

- At least thirty (30) days before an Ordinary General Assembly.
- At least sixteen (16) days before an Extraordinary General Assembly.

4.2.21 Submissions must include:

- A clear description of the proposed item.
- Supporting documentation, summarising the key information required to inform discussion or voting on the item, and
- the wording of the proposed motion for voting, where applicable.

4.2.22 The final agenda and supporting documents must be circulated to Members at least fifteen (15) days before the meeting.

4.2.23 Only items included in the final agenda may be voted upon unless an emergency motion is approved by a two-thirds (2/3) majority of voting attendees.

vi. ***General Assembly Notification Compliance***

4.2.24 Any Member present or represented at the General Assembly is considered duly notified of the meeting.

vii. ***Chairing the General Assembly Meeting***

4.2.25 The President chairs the General Assembly. If the President is unavailable, the following individuals may chair, in order of priority:

- The President-Elect.
- The Past President.
- A designated Board member (e.g., Treasurer or Secretary).

viii. ***General Assembly Meeting Attendance***

4.2.26 Board members, staff, and invited guests may attend the General Assembly without voting rights unless they are also Full or Individual Members.

4.2.27 Associate Members, De Facto Members, and observers may attend but do not have voting rights.

ix. ***General Assembly Meeting Quorum***

4.2.28 The General Assembly is validly constituted if at least half (1/2) of Full and Individual Members entitled to vote are present or represented.

4.2.29 If quorum is not met at the first meeting:

- A second meeting with the same agenda may be convened within forty (40) days.
- The second meeting is valid regardless of attendance, provided at least two (2) natural persons are physically or virtually present.

x. ***General Assembly Voting Rights***

4.2.30 Full Members:

- a. Each Full Member receives votes based on their membership size: one (1) vote per 500 members, up to a maximum of five (5) votes.
- b. Each vote must be cast by a separate representative unless otherwise permitted by the General Assembly.

4.2.31 **Individual Members:** Each Individual Member is entitled to one (1) vote.

4.2.32 **Non-Voting Participants:** Associate Members, De Facto Members, and guests may attend but do not have voting rights.

xi. ***General Assembly Voting Procedures for Representatives***

4.2.33 Each Full Member Representative present holds the voting authority allocated to their member.

4.2.34 Individual Members may cast their individual votes on motions at the General Assembly.

xii. ***General Assembly Proxy Voting Process***

4.2.35 Members may appoint proxies to represent them at the General Assembly, in accordance with Article 21.0 of the Statutes.

4.2.36 A proxy holder may represent a maximum of two (2) Members during a single General Assembly.

4.2.37 During the General Assembly, the Chief Operating Officer shall confirm the proxy holders and their voting rights prior to the commencement of voting.

4.2.38 Votes cast by proxy carry the same weight as votes cast by attending Members.

4.2.39 The decisions made via proxy voting will be documented in the meeting minutes, along with a record of proxy votes.

xiii. ***General Assembly Voting Methods***

4.2.40 Voting may be conducted by:

- a. Show of hands.
- b. Rollcall.
- c. Secret ballot.
- d. Electronic means, ensuring confidentiality and security.

4.2.41 A secret ballot may be requested by:

- a. The Board, or
- b. At least one-third (1/3) of attendees with voting rights.

4.2.42 The President or acting chair shall determine the voting method unless a valid request for a secret ballot is made.

4.2.43 A vote by show of hands is typically used for **routine or procedural matters** that require a **simple majority**. These may include, for example:

- Approval of the meeting agenda,
- Adoption of minutes from previous General Assembly meetings,
- Approval of standard resolutions or reports (e.g., annual reports, budget overviews),
- Acceptance of minor or procedural proposals (e.g., scheduling next meeting dates, endorsing minor operational guidelines),
- Other non-sensitive matters where no statutory special majority is required.

4.2.44 A roll call vote ensures transparency and an official record of how each Member votes. It is typically applied to major or sensitive decisions where accountability is paramount. These may include, for example:

- Admission, suspension or exclusion of Members;
- Statute amendments or By-Laws revisions;
- Approval of significant financial commitments (e.g., extraordinary expenditures, loans);
- Dissolution or liquidation of the Society;
- Major policy changes, such as changes in membership fees or other vital structural decisions;
- Any other matter the General Assembly deems to require a documented, individual voting record.

4.2.45 A secret ballot protects the anonymity of each Member's vote, ensuring privacy and freedom of choice. It is typically applied to decisions requiring impartiality or confidentiality. These may include, for example:

- Voting to elect or dismiss members of the Board or other elected positions (e.g., President, President Elect, Treasurer, Secretary, or Members-at-Large),
- Selecting or dismissing auditors or similar fiduciary roles.
- Disciplinary actions, such as the censure or removal of Members;
- Approval of sensitive proposals that could provoke controversy or division within the Society;
- Resolutions involving personnel matters, such as hiring or dismissal of staff;
- Confidential decisions regarding disputes, grievances, or arbitration outcomes;
- Any other matter the General Assembly deems to require an anonymous voting process.

4.2.46 An electronic ballot facilitates voting through secure digital platforms, enabling Members to cast their votes remotely or in person using electronic means. It ensures efficiency, accuracy, and accessibility while maintaining the integrity of the voting process.

xiv. ***General Assembly Decision-Making***

4.2.47 Decisions require a majority of fifty percent (50%) plus one (1) vote of the votes cast by Full and Individual Members present or represented.

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

4.2.49 In the event of a tie vote, the proposed resolution is rejected.

**xv. *Record-Keeping and Transparency***

4.2.50 The Chief Operating Officer must document the results of each vote, including:

- a. The total number of votes cast.
- b. The number of votes in favor, against, and abstentions.

4.2.51 The results must be included in the meeting minutes, which shall be distributed to Members within a reasonable timeframe after the General Assembly.

**xvi. *Preparation and Approval of Minutes***

4.2.52 The minutes of each General Assembly meeting must be prepared by the Secretariat under the supervision of the COO and President (or acting Chair) within fourteen (14) calendar days of the meeting.

4.2.53 The minutes must include:

- a. The date, time, and location (or virtual details) of the meeting.
- b. A list of attendees, including representatives, proxies, and non-voting participants.
- c. The agenda items discussed, and decisions made.
- d. The results of all votes, including totals for votes in favour, against, abstentions, and invalid votes.
- e. Any additional information deemed relevant to the meeting.

4.2.54 The minutes must be signed by the President (or meeting chair) and the Chief Operating Officer prior to circulation.

**xvii. *Procedure for Verification and Circulation of General Meeting Minutes***

4.2.55 The General Assembly Meeting Minutes should be drafted by the EONS Secretariat within 14 calendar days of the meeting.

4.2.56 The Draft minutes of the General Assembly should be reviewed and verified by the President and Secretary or designated Board member within 20 calendar days of the meeting.

4.2.57 Draft minutes must be circulated to all Full, Individual, and Associate Members within twenty-one (21) calendar days of the meeting.

4.2.58 Members may submit corrections or comments on the draft minutes within fifteen (15) calendar days of receiving them.

4.2.59 The final minutes, incorporating any approved corrections, shall be formally approved at the next General Assembly meeting.

**xviii. *Archiving, Access and Use of the Minutes of the General Assembly***

4.2.60 The original signed minutes shall be stored securely at the Society's registered office.

- 4.2.61 The Chief Operating Officer is responsible for maintaining an archive of meeting minutes and ensuring their integrity and confidentiality.
- 4.2.62 The minutes archive must be accessible for consultation by Members, auditors, or other authorized parties, subject to prior written request and compliance with applicable confidentiality and data protection rules.
- 4.2.63 If the minutes are stored electronically, the Chief Operating Officer must ensure that:
  - a. The records are securely maintained and regularly backed up.
  - b. Electronic copies bear appropriate authentication, such as digital signatures, to confirm their validity.
- 4.2.64 Members consulting electronic minutes may request certified copies for specific uses, subject to applicable fees or restrictions.
- 4.2.65 The minutes shall only be used for purposes consistent with the Society's governance, legal obligations, and communication with Members.
- 4.2.66 Any sensitive or confidential information recorded in the minutes must be clearly marked. If the minutes of the General Assembly are to be shared with individuals or entities not part of the General Assembly, any confidential or sensitive information contained therein shall be redacted to ensure the privacy and integrity of the discussions. Only non-confidential, general information will be included in the shared version of the minutes.
- 4.2.67 Minutes shall be retained for a minimum of ten (10) years, or longer if required by applicable law or the Society's internal policies.
- 4.2.68 Any disputes regarding the content of the minutes must be raised before their approval. The Board will resolve disputes by a simple majority vote.
- 4.2.69 Corrections to approved minutes may only be made with the consent of the Board and must be documented in the minutes of the meeting at which the correction is approved.

#### **4.3 General Assembly Written Procedure for Decision Making**

##### **i. Circumstances for Use of Written Procedures for General Assembly Decision Making**

- 4.3.1 A written procedure may only be initiated in exceptional and urgent circumstances where convening an in-person or virtual General Assembly is impractical or would unduly delay critical decision-making.
- 4.3.2 The Board must document and communicate the reasons for initiating a written procedure, demonstrating the urgency or exceptional nature of the situation.

##### **ii. Initiating a Written Procedure for General Assembly Decision Making**

- 4.3.3 A written procedure may be initiated only upon the Board's request and with the approval of:

- a. the President, or  
b. three Board Member.

4.3.4 The Chief Operating Officer, under the President's direction, shall prepare and send a written notice to all Full and Individual Members entitled to vote, which includes:

- a. The proposed resolutions.
- b. A request for consent to proceed with the written procedure.
- c. A clear deadline for providing consent, not less than ten (10) working days from the date of notification.

4.3.5 Associate and De Facto Members shall be notified of the initiation of the written procedure but do not have voting or consent rights.

4.3.6 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 within the specified deadline for the written procedure to be valid.

4.3.7 Any objection to the use of a written procedure by a voting Member shall invalidate the process. In such cases, an extraordinary General Assembly shall be convened to address the proposed resolutions.

iii. ***Procedure for Conducting a General Assembly Written Procedure***

4.3.8 Once consent for the written procedure is obtained Full and Individual Members shall receive voting instructions, including:

- a. The proposed resolution(s),
- b. Supporting documents,
- c. Format and method of vote submission.
- d. The requirement to clearly indicate whether the vote is "For," "Against," or "Abstain", and
- e. A clear voting deadline, not less than fifteen (15) working days from the date of notification.

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

4.3.10 Associate and De Facto Members shall be notified of the voting process but do not have voting rights.

4.3.11 The quorum for the written procedure shall align with the requirements for in-person General Assembly meetings, as defined in Article 25.0 of the Statutes.

4.3.12 Members are not allowed to grant proxies for the purpose of participating in a written procedure, in accordance with Article 21.0 of the Statutes.

iv. ***Verification and Tallying of Votes following a General Assembly Written Procedure***

4.3.13 The Chief Operating Officer, under the supervision of the Board, shall:

- a. Verify the validity of votes submitted, ensuring they comply with the specified voting instructions.
- b. Tally the votes with integrity and maintain confidentiality throughout the process.

4.3.14 The results of the written procedure must include:

- a. The total number of votes cast.
- b. The number of votes in favor, against, abstentions, and invalid votes.

v. ***Procedure for Communicating and Recording the Results of a General Assembly Written Procedure***

4.3.15 The COO will communicate the results of the written procedure, including the outcome of each resolution, must be communicated to all Members within fifteen (15) working days of the voting deadline.

4.3.16 Decisions made via written procedure are deemed effective on the date the outcome is communicated to Members.

4.3.17 The Chief Operating Officer shall ensure that all documentation related to the written procedure is archived, and will prepare a report for review and approval at the next Board Meeting. This includes:

- a. The justification for initiating the procedure.
- b. Consent obtained to proceed.
- c. The initial notice and proposed resolutions.
- d. Circulated supporting documents.
- e. Votes cast by each Board member.
- f. Records of consents received to initiate the procedure.
- g. Voting instructions and submissions.
- h. The final tally and results.

4.3.18 Records must be securely stored and made available for consultation by Members, auditors, or authorized parties upon written request.

4.3.19 All decisions taken by written procedure must be ratified:

- a. at the next physical or virtual Board meeting and recorded in the minutes, and
- b. at the next physical or virtual General Assembly and recorded in the minutes.

4.3.20 The COO, under the direction of the Board, shall ensure that any follow-up actions required to implement the decision are carried out promptly.

## **By-Laws Section 5.0 EONS Board**

### **5.1 EONS Board Membership Structure**

5.1.1 The EONS Board consists of eleven (11) elected members, as follows:

- President
- Past President
- President Elect

- Treasurer
- Secretary
- Six (6) Members-at-Large representing:
  - Communication
  - Advocacy
  - Research
  - Education
  - Early Career Nurses
  - Eastern Europe

5.1.2 The Board may include additional non-voting advisors or special project roles as required, subject to Board approval.

5.1.3 The Board shall strive to reflect the diversity of EONS membership, considering factors such as geography, experience, and professional expertise. At least one (1) Member-at-Large must represent Eastern Europe, and one (1) must represent early career cancer nurses.

## **5.2 EONS Board Member Roles and Responsibilities**

### **i. Core Roles and Responsibilities of All Board Members**

5.2.1 All EONS Board Members must:

- Act in compliance with the law governing Belgian non-profit organizations.
- Uphold EONS's mission, vision, and values.
- Contribute to strategic planning, financial oversight, and policy development.
- Attend and actively participate in governance meetings.
- Represent EONS in external engagements.
- Protect EONS's intellectual property and ensure confidentiality.
- Collaborate with the Chief Operating Officer (COO) to uphold strong governance practices.

### **ii. Specialist Responsibilities of the President-Elect**

In addition to the Core Responsibilities for All Board Members, the President-Elect Role encompasses responsibility for:

- Preparation for Presidency
  1. Work closely with the President and Past-President to gain insights into the role of President and ensure a smooth leadership transition.
  2. Serve as a mentor and guide to the Working Group and the Young Cancer Nurses network, supporting their development and activities.
- Support for Society Leadership
  3. Assist the President in delivering the Society's objectives and perform duties delegated by the President or Board.
  4. Assume the responsibilities of the President in their absence or if the office of President becomes vacant.
- Representation and Advocacy

5. Act as a spokesperson for the Society at external engagements, fostering strong relationships with stakeholders.
6. Collaborate in advocacy efforts, representing EONS positions on significant issues.
- Strategic and Organizational Engagement
  7. Actively engage in all Society activities, staying informed and contributing to initiatives that support EONS's mission.
  8. Serve as co-chair or member of the Scientific Congress Committee, helping to shape the annual event.
- Event and Award Leadership
  9. Present the Lifetime Achievement Award and ReCan Award at the annual EONS Scientific Congress.
  10. Leadership Continuity and Safeguarding
  11. Protect and uphold the Society's intellectual property and ensure its appropriate use.

### iii. ***Specialist Responsibilities of the President***

In addition to the Core Responsibilities for All Board Members, the President Role encompasses responsibility for:

- Leadership and Governance
  - Preside over and lead all governance meetings of the Society, ensuring effective decision-making and adherence to good governance practices.
  - Collaborate with the Past President and President-Elect to ensure continuity and strategic alignment in the Society's leadership.
- Strategic Oversight
  - Drive the review and refinement of the Society's mission, vision, values, and strategic priorities.
  - Oversee the development and execution of the Society's strategic planning and priority-setting processes.
- Representation and Advocacy
  - Serve as the Society's primary spokesperson, representing EONS at high-level external engagements and building strategic relationships with key stakeholders.
  - Lead the Society's advocacy efforts, collaborating with stakeholders to promote positions on significant cancer nursing issues.
- Organizational Oversight
  - Work closely with the Chief Operating Officer (COO) to ensure proper documentation of decision-making for governance and audit purposes.
  - Support the development and implementation of robust organizational processes and structures to ensure operational excellence.
  - Participate in the annual performance appraisal of the COO.
- Mentorship and Collaboration
  - Mentor the President-Elect, providing guidance and preparing them for their future role as President.
- EONS Events and Committees

- Serve as a member of the Scientific Congress Committee.
- Open and officiate the EONS annual Scientific Congress.
- Safeguarding Assets
  - Protect and oversee the proper use of the Society's intellectual property.

iv. ***Specialist Responsibilities of the Past President***

In addition to the Core Responsibilities for All Board Members, the Past President Role encompasses responsibility for:

- Advisory and Mentorship Role
  - Provide strategic advice and institutional knowledge to support the President and President-Elect in delivering the Society's objectives.
  - Serve as a mentor to the President-Elect, guiding them in their transition to leadership.
- Leadership of Key Initiatives
  - Co-chair the European Cancer Nursing Day (ECND) Task Group, providing leadership and strategic direction for its activities.
  - Act as a liaison for the Cancer Nursing Fund, ensuring alignment with the Society's mission and goals.
- Representation and Advocacy
  - Represent the Society at external engagements as an ambassador, fostering strong relationships with key stakeholders.
  - Support the Chief Operating Officer (COO) in advancing fundraising opportunities and strategic initiatives.
- Event Leadership
  - Serve as a co-chair or member of the Scientific Congress Committee, contributing to the success of the annual congress.
- Safeguarding Society Assets
  - Protect the intellectual property of the Society and ensure its proper use.

v. ***Specialist Responsibilities of the Board Treasurer***

In addition to the Core Responsibilities for All Board Members, the Board Treasurer Role encompasses responsibility for:

- Financial Oversight and Management
  - Oversee the Society's financial planning, budgeting, and reporting processes.
  - Ensure proper banking, bookkeeping, and record-keeping practices are maintained in collaboration with the COO and bookkeeper.
- Governance Support
  - Present the financial status of the Society at governance meetings, providing clarity on the Society's financial position and key financial metrics.
  - Work with the COO and bookkeeper to coordinate the annual audit and ensure compliance with legal and regulatory requirements.

- Policy Development and Implementation
  - Develop and recommend financial policies to enhance efficiency, transparency, and sustainability.
  - Collaborate with the COO and to ensure effective financial processes are in place.
- Strategic Financial Guidance
  - Make recommendations to the Board on strategies to meet budgetary targets and improve financial resilience.
  - Provide financial insights and guidance to the Working Groups to ensure project proposals and activities align with the Society's financial goals.
- Fundraising and Resource Development
  - Support the Society's funding and fundraising efforts, identifying opportunities for resource development and financial growth.

vi. ***Specialist Responsibilities of the Board Secretary***

In addition to the Core Responsibilities for All Board Members, the Board Secretary Role encompasses responsibility for:

- Meeting Documentation and Management
  - Collaborate with the Chief Operating Officer (COO) and Secretariat to proofread and finalize Board meeting minutes and ensure their timely submission for approval.
  - Ensure the timely preparation and distribution of meeting agendas, supporting documents, and minutes in collaboration with the EONS Secretariat.
- Communication Support
  - Provide updates from the Board for inclusion in the EONS newsletter and other official communications.
- Documentation Oversight
  - Maintain best practices for managing official documentation, including legal and financial records, in partnership with the COO and other staff.
- Special Assignments
  - Perform special assignments as needed, such as drafting articles, reports, or researching topics of organizational importance.
- Language and Process Expertise
  - Apply advanced English language skills and expertise in best practices for meeting management to enhance the Society's governance processes.

vii. ***Specialist Responsibilities of Board Members-at-Large:***

5.2.2 Members-at-Large represent the interests of EONS in their specific focus areas (communications, advocacy, research, education, early-career nurses, and Eastern Europe).

5.2.3 Members-at-Large are expected to participate actively in relevant working groups and provide strategic input to the Board on their respective areas of expertise.

viii. ***Specialist Responsibilities of the Member-at-Large for Communication***

In addition to the Core Responsibilities for All Board Member, the Member-at-Large for Communication role encompasses responsibility for:

- Governance and Oversight
  - Provide strategic oversight and governance for the Communication Working Group through their membership of the Communication Working Group, ensuring alignment with the Board's objectives and EONS's mission.
  - Advise the Board on communication strategies, policies, and initiatives, offering expert guidance to enhance the Society's impact.
- Strategic Communication
  - Guide the development and implementation of effective communication tools and campaigns, including social media guidelines and resources for National Cancer Nursing Societies.
  - Support the dissemination of EONS educational, research, and advocacy outputs, ensuring consistent and impactful messaging.
- Collaboration and Advocacy
  - Partner with the all EONS Working Groups to strengthen the cancer nurse voice at strategic and policy levels.
  - Oversee and advise on media campaigns and global initiatives, such as World Cancer Day, to raise awareness of cancer nursing and prevention.
- Community Engagement
  - Provide guidance on enhancing member engagement and fostering international collaboration through communication strategies.
  - Respond to membership feedback to improve communication channels and activities.

ix. ***Specialist Responsibilities of the Member-at-Large for Advocacy***

In addition to the Core Responsibilities for All Board Member, the Member-at-Large for Advocacy role encompasses responsibility for:

- Governance and Oversight
  - Provide strategic oversight and guidance on advocacy initiatives through their membership of the Advocacy Working Group, ensuring alignment with EONS's mission and governance standards.
  - Represent the Board in the Advocacy Working Group, ensuring its objectives support the Society's broader strategic goals.
- Policy and Stakeholder Engagement
  - Advise on strategies to influence oncology-related policies and legislation at the European level.
  - Foster relationships with stakeholders to advance advocacy priorities, including education, career development, and workplace safety for cancer nurses.
- Advocacy Resources and Guidance
  - Oversee the development and dissemination of advocacy tools,

- training programs, and campaigns to empower EONS members.
- Provide expertise to integrate advocacy perspectives across EONS initiatives, including research and education.
- Awareness and Impact
  - Guide efforts to raise awareness of cancer nursing's role in patient care, prevention, and policy.
  - Support data-driven advocacy through oversight of key initiatives like the Cancer Nursing Index and related publications.

x. ***Specialist Responsibilities of the Member-at-Large for Research***

In addition to the Core Responsibilities for All Board Member, the Member-at-Large for Research role encompasses responsibility for:

- Governance and Oversight
  - Provide strategic oversight and governance for the Research Working Group through their membership of the Research Working Group, ensuring its activities align with the Board's objectives and EONS's mission.
  - Advise the Board on research priorities, strategies, and opportunities to enhance the Society's impact on cancer nursing research.
- Strategic Research Guidance
  - Guide the development of initiatives to increase research literacy among cancer nurses, focusing on critical appraisal, research utilization, and dissemination.
  - Support the creation of opportunities for nurses to build research skills, network, and gain practical research experience.
- Advocacy and Funding
  - Advocate for strategic priorities and funding opportunities that promote person-centred cancer nursing research.
  - Collaborate with stakeholders to influence research agendas and secure resources that advance nursing-led research initiatives.
- Evidence Generation and Dissemination
  - Oversee and support the generation of research evidence that has a sustainable impact on clinical practice.
  - Provide expertise to ensure the effective dissemination of research findings across the EONS community and beyond.
- Collaboration and Networking
  - Foster collaboration among nurses, researchers, and stakeholders to build capacity and strengthen research networks.
  - Represent EONS in discussions and initiatives that advance cancer nursing research at national and international levels.

xi. ***Specialist Responsibilities of the Member-at-Large for Education***

In addition to the Core Responsibilities for All Board Member, the Member-at-Large for Education role encompasses responsibility for:

- Governance and Oversight
  - Provide strategic oversight and governance for the Education Working Group through their membership of the Education

- Working Group, ensuring alignment with the Board's objectives and EONS's mission.
  - Advise the Board on educational strategies, priorities, and initiatives to enhance cancer nursing education across Europe.
- Strategic Educational Guidance
  - Guide the development and promotion of accessible, evidence-based educational programs that align with the EONS Cancer Nursing Education Framework.
  - Support initiatives that encourage cancer nurses to learn from and teach each other, the inter-professional team, and individuals affected by cancer.
- Promotion and Advocacy
  - Advocate for the recognition of education as a critical component of oncology nursing, promoting opportunities for learning and professional development.
  - Support EONS's vision of ensuring people affected by cancer are cared for by specialist cancer nurses through education and expertise sharing.
- Quality Assurance
  - Provide expertise to ensure all education developed, delivered, and endorsed by EONS meets high-quality standards and reflects the latest evidence.
  - Collaborate with stakeholders to maintain the credibility and impact of EONS's educational offerings.
- Collaboration and Networking
  - Act as a point of reference and build networks of expertise to support those developing and delivering cancer nursing education across Europe.
  - Represent EONS in discussions and initiatives that influence cancer nursing education priorities at European and international levels.
- Leadership in Educational Activities
  - Lead on education-related activities within EONS, supporting and influencing the Society's educational priorities and initiatives.

xii. ***Specialist Responsibilities of the Member-at-Large for Early Career Nurses***

In addition to the Core Responsibilities for All Board Member, the Member-at-Large for Early Career Nurses role encompasses responsibility for:

- Governance and Oversight
  - Provide strategic oversight and governance for the Early Career Nurses Working Group through their membership of the Early Career Nurses Working Group, ensuring alignment with the Board's objectives and EONS's mission.
  - Advise the Board on strategies and initiatives to address the needs and challenges of early career cancer nurses across Europe.
- Advocacy and Representation

- Represent the interests of early career cancer nurses within EONS governance, promoting their engagement and development.
- Collaborate with National Oncology Nursing Societies and stakeholders to advance initiatives that support early career nurses.
- Strategic Guidance
  - Support the development and dissemination of EONS activities and opportunities that empower early career nurses and promote leadership in cancer nursing.
  - Ensure alignment of initiatives with professional development, learning, and networking needs of early career nurses.
- Collaboration and Outreach
  - Work closely with the Communication, Advocacy, Research, and Education Working Groups to address cross-cutting issues impacting early career cancer nurses.
  - Promote and expand EONS's reach and activities to engage and support early career nurses throughout Europe.

**xiii. *Specialist Responsibilities of the Member-at-Large for Eastern European Nurses***

In addition to the Core Responsibilities for All Board Member, the Member-at-Large for Eastern European Nurses role encompasses responsibility for:

- Governance and Oversight
  - Represent the interests of cancer nurses from Eastern European countries within the Board, ensuring their voices are heard and their challenges addressed.
  - Ensure that initiatives for Eastern European nurses align with the broader mission and strategic goals of EONS.
  - Ensure that EONS programs and initiatives are accessible and relevant to Eastern European nurses, considering language, cultural, and systemic differences.
- Advocacy and Representation
  - Advocate for policies, programs, and resources that address the unique healthcare, workforce, and professional development challenges in Eastern Europe.
  - Work with EONS's Advocacy Working Group to influence national and European policies that benefit cancer nurses and healthcare systems in Eastern Europe.
  - Collaborate with the Education Working Group to assess and address the specific educational needs of Eastern European Cancer nursing, and ensure EONS educational materials, training programs, and leadership opportunities are accessible and adapted to the needs of Eastern European nurses.
  - Collaborate with the Research Working Group to encourage and facilitate research initiatives led by or involving Eastern European cancer nurses.
  - Highlight the contributions and challenges of Eastern European cancer nurses to increase visibility and foster collaboration across Europe.
- Strategic Development

- Develop initiatives aimed at enhancing the skills, knowledge, and leadership capabilities of cancer nurses in Eastern Europe.
- Identify and work to reduce disparities in resources, education, and professional opportunities between Eastern European nurses and their counterparts in other regions.
- Community Building and Engagement
  - Foster connections among cancer nurses in Eastern Europe through mentorship programs, regional events, and collaborative initiatives.
  - Promote EONS membership and active engagement among cancer nurses in Eastern Europe, increasing their involvement in working groups, events, and leadership opportunities.
  - Create platforms for Eastern European nurses to share best practices, research, and experiences with colleagues across Europe.
- Collaboration and Outreach
  - Collaborate with National Oncology Nursing Societies and other stakeholders in Eastern Europe to align efforts and amplify impact.
  - Work closely with other EONS working groups (e.g., Education, Advocacy, Research, Communication) to address cross-cutting issues relevant to Eastern European nurses.
  - Work closely with other EONS working groups (e.g., Education, Advocacy, Research, Communication) to address cross-cutting issues relevant to Eastern European nurses.

**xiv. *Special Roles and Advisors***

5.2.4 The Board may appoint advisors or create special roles to address specific projects or initiatives. These roles are non-voting and must have clearly defined terms and deliverables.

5.2.5 Appointments must be reviewed and renewed annually, as necessary.

**xv. *Duration of Board Member Terms***

5.2.6 The President Elect serves a two (2)-year term, followed by two (2) years as President and two (2) years as Past President. These terms are not renewable.

5.2.7 The Secretary, Treasurer, and Members-at-Large serve one (1)-year terms, renewable up to three (3) times, for a maximum of three (3) years.

5.2.8 Advisors or special project roles approved by the Board are time-limited and/or project-specific and are not renewable.

**xvi. *Renumeration of Board Member Positions***

5.2.9 The President's employer, or the President themselves if self-employed, shall receive an annual honorarium of **€15,000** to support the President's commitment and compensate for the time dedicated to

the Society's activities.

- 5.2.10 The President's honorarium shall be disbursed in quarterly installments
- 5.2.11 of €3,750 unless otherwise agreed upon in writing between the President and the Treasurer.
- 5.2.13 The President or their employer must submit appropriate invoices or payment requests to the Treasurer, including any required tax documentation. Payments will be processed in accordance with the Society's financial procedures and timelines.
- 5.2.14 The recipient of the honorarium is responsible for complying with all applicable tax laws and reporting requirements in their jurisdiction. The Society shall provide necessary documentation to support tax filings, if requested.
- 5.2.15 All other Board positions are voluntary and unpaid. Board members shall not receive any compensation or remuneration for their duties unless otherwise decided by the General Assembly.
- 5.2.16 If the General Assembly determines that certain Board roles require remuneration due to exceptional circumstances, such decisions must be:
  - a. Proposed by the Board with a clear justification.
  - b. Approved by a majority vote at the General Assembly.
  - c. Documented in the meeting minutes and reflected in the budget.

xvii. ***Reimbursement of Expenses***

- 5.2.17 Board members are entitled to reimbursement for reasonable expenses incurred while performing their duties, including but not limited to:
  - a. Travel (economy class airfare, train, or mileage for personal vehicle use).
  - b. Accommodation (standard room rates).
  - c. Meals and incidental expenses during travel.
  - d. Other expenses as specified in the Society's Travel Policy.
- 5.2.18 3.2 Expense claims must be submitted to the Chief Operating Officer (COO) within **30 days** of incurring the expense.
- 5.2.19 Claims must include original receipts and a completed expense report form.
- 5.2.20 The COO will review and approve expenses in accordance with the Travel Policy and budgetary constraints.
- 5.2.21 For certain unplanned meetings requiring urgent attendance, Board members may seek prior approval from the President or Treasurer for expense reimbursement.
- 5.2.22 All reimbursements are subject to the guidelines and limits outlined in the Society's Travel Policy.
- 5.2.23 Board members are encouraged to minimize expenses where possible without hindering their ability to perform their duties effectively.

xviii. ***Financial Oversight and Transparency***

5.2.24 The annual honorarium for the President and anticipated expense reimbursements for Board members must be included in the Society's annual budget.

5.2.25 The budget is subject to approval by the General Assembly.

xix. ***Reporting***

5.2.26 Detailed records of all payments made under these by-laws must be maintained securely by the Treasurer and COO.

5.2.27 Financial statements must comply with applicable accounting standards and legal requirements.

5.2.28 The Treasurer shall include a summary of all remunerations and reimbursements in the financial reports presented to the Board and the General Assembly.

5.2.29 Records should be available for audit purposes and upon request by authorized parties.

xx. ***Conflict of Interest***

5.2.30 Any Board member involved in approving reimbursements or honorariums must disclose any potential conflicts of interest.

5.2.31 They must recuse themselves from decisions where a conflict exists.

xi. ***Review and Amendments***

5.2.32 The Board shall review the remuneration and reimbursement policies periodically to ensure they remain fair, competitive, and in line with the Society's financial capabilities.

5.2.33 Any proposed changes to statutes and by-laws related to renumeration must be approved by the General Assembly.

5.2.34 Amendments should be presented with sufficient justification and financial analysis.

xxii. ***Resignation and Replacement of an EONS Board Member***

5.2.35 Board members wishing to resign must provide written notice to the President and COO at least thirty (30) days in advance.

5.2.36 In the event of a vacancy, the Board may appoint a temporary replacement, subject to approval at the next General Assembly.

**5.3 Eligibility for EONS Board Membership**

5.3.1 Only natural persons who are de facto members or individual members of the Society and reside in a European country are eligible for Board positions.

5.3.2 Associate Members are not eligible for Board positions.

5.3.3 All applicants for EONS Board Roles must meet the following mandatory criteria:

- Be at least 18 years old.
- Be a resident of a WHO Europe country.
- Be able to communicate effectively in English, the working language of EONS.
- Have prior experience within EONS working groups or demonstrate significant leadership within a national oncology nursing society or similar organization.
- Be a registered nurse with demonstrable experience working in cancer care in a clinical, academic, policy or leadership capacity.
- Have experience in governance, oversight, or leadership in a healthcare, nursing, or non-profit setting.
- Possess strong interpersonal and communication skills, with an ability to engage with diverse audiences.
- Be able to dedicate sufficient time to board meetings, working group oversight, and other responsibilities required of EONS Board Members.
- Demonstrate high levels of integrity, accountability, and commitment to transparency.
- Be familiar with or willing to learn about non-profit governance, including the roles and responsibilities of a board member.
- Demonstrate the ability to work collaboratively in a diverse, international board environment.
- Have a basic understanding of financial statements, budgeting, and resource allocation in a non-profit setting.
- Not precluded from holding directorship roles (e.g., due to insolvency, bankruptcy, or legal restrictions).

i. ***Requirements, Skills and Qualifications for the President-Elect***

5.3.4 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS president-elect must meet the following mandatory criteria:

- 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.
- Proven experience in leading organizations, committees, or initiatives at a national or international level, showcasing the ability to drive impactful outcomes.
- Demonstrated success in developing and implementing strategic plans that align with organizational goals and priorities, with the ability to assess complex issues and balance long-term vision with operational realities.
- Familiarity with non-profit governance principles, including fiduciary responsibilities, organizational oversight, and adherence to governance best practices.

- Experience chairing or participating in board meetings, ensuring effective decision-making and compliance with governance standards.
- Experience advocating for cancer nursing or healthcare issues at the European or international level, with the ability to serve as an effective spokesperson at high-level engagements.
- Proven ability to build strategic relationships with policymakers, professional societies, healthcare organizations, and other stakeholders.
- Experience collaborating with senior executives or operational staff to support organizational processes, compliance, and operational excellence.
- Understanding of financial oversight, resource allocation, and fundraising principles, ensuring sustainable management of resources.
- Familiarity with leading or contributing to professional congresses, task groups, or committees, including active participation in signature events such as EONS's annual Scientific Congress.
- Demonstrated ability to mentor emerging leaders, foster professional growth among colleagues, and support the development of working groups and networks.
- Awareness of and sensitivity to the diverse cultural and professional contexts within EONS's European membership, ensuring inclusive representation and equitable support for cancer nurses across Europe.
- Proven ability to work effectively with the President, Past-President, COO, and other leadership team members to ensure cohesive and aligned governance and leadership continuity.
- Exceptional written and verbal communication skills, with proficiency in English as the working language of EONS.
- Proficiency in additional European languages is desirable to enhance engagement with diverse stakeholders and members.

5.3.5 In addition, the following skills and qualifications are desirable for candidates for the Office of President-Elect:

- Advanced degree (e.g., MSc, PhD) in nursing, healthcare, or a related field is an advantage.
- Track record of contributing to research, publications, or advocacy initiatives in cancer nursing or related fields.
- Recognized leader in cancer nursing, with achievements that demonstrate influence and impact in the profession.

ii.

***Requirements, Skills and Qualifications for the Board Treasurer:***

5.3.6

In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Treasurer must meet the following mandatory criteria:

- Proven experience in financial management, accounting, or a related field, with the ability to oversee budgets, audits, and financial reporting processes.
- Familiarity with non-profit financial practices, including budgeting, regulatory compliance, and concepts such as restricted and unrestricted funds, grants, and donations.
- Ability to prepare and present clear and accessible financial reports, including balance sheets, income statements, and key financial metrics, tailored for both financial and non-financial audiences.
- Experience coordinating annual audits and ensuring compliance with legal and regulatory requirements for non-profits, while adhering to financial best practices.
- Expertise in developing and implementing financial strategies and policies that enhance organizational efficiency, transparency, and long-term sustainability.
- Proven ability to work effectively with the COO, board members, bookkeepers, and external auditors to maintain robust financial processes and systems.
- Experience supporting or leading fundraising initiatives, including identifying grant opportunities, donor engagement, and partnerships to secure financial growth.
- Familiarity with financial software and tools for budgeting, bookkeeping, and reporting, with the ability to oversee digital record-keeping and reporting systems.
- Strong analytical abilities to interpret financial data, assess financial risks, and provide actionable insights to improve financial resilience and meet organizational goals.
- Strong interpersonal skills to collaborate effectively with diverse stakeholders, including board members and staff, and to inspire confidence in the organization's financial leadership.

5.3.7

In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Treasurer:

- Qualification or certification in finance or a related field.
- Familiarity with European non-profit financial regulations and practices.

iii.

***Requirements, Skills and Qualifications for the Board Secretary:***

5.3.8

In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Secretary must meet the following mandatory criteria:

- Proven experience in administrative, governance, or leadership roles, preferably within non-profit, healthcare, or professional organizations.
- Familiarity with the operations and governance of boards, including best practices for meeting protocols, agenda preparation, and stakeholder coordination, particularly in international or multi-stakeholder settings.
- Demonstrated expertise in preparing and managing official documentation, including agendas, meeting minutes, and governance records, ensuring accuracy and completeness.
- Exceptional written and verbal communication skills in English, with the ability to proofread and edit complex documents, and familiarity with professional terminology relevant to EONS's activities.
- Experience organizing and managing meetings, including the preparation of agendas, coordination with stakeholders, and oversight of documentation and follow-up actions.
- Understanding of non-profit governance structures, roles, and responsibilities of board members, and the ability to support governance compliance and uphold organizational policies.
- Strong interpersonal skills to collaborate effectively with board members, the COO, and the Secretariat, ensuring seamless communication and coordination.
- Proficiency in digital tools for document creation, editing, and management (e.g., Microsoft Office, Google Workspace), with familiarity in systems for managing legal and financial records.
- Ability to streamline governance processes, enhance meeting efficiency, and improve organizational effectiveness through best practices.
- Proven ability to distill complex discussions into concise meeting minutes, provide clear updates for newsletters, and draft articles or reports to support organizational priorities.

5.3.9 In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Secretary:

- Experience in drafting articles, reports, or conducting research to support organizational priorities.
- Knowledge of additional European languages is an asset to support communication with diverse stakeholders.
- Prior experience working with or supporting non-profit boards, especially in an international context, is a significant advantage.

iv. ***Requirements, Skills and Qualifications for the Communication Board Member-at-Large:***

5.3.10 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Communication Board Member-at-Large must meet the following mandatory criteria:

- Proven experience in developing and implementing communication strategies, including campaigns, social media management, and digital outreach, to enhance organizational visibility and engagement.
- Demonstrated ability to oversee the creation, editing, and dissemination of impactful educational, research, and advocacy content tailored to diverse audiences.
- Experience in managing media relations, including planning and executing public awareness campaigns and serving as a spokesperson for an organization.
- Strong interpersonal and collaborative skills to work with cross-functional teams, including advocacy, education, and research groups, ensuring alignment in messaging and communication strategies.
- Proven ability to build and maintain relationships with internal and external stakeholders, including member organizations, policymakers, and healthcare leaders, to advance organizational goals.
- Proficiency in using digital tools and platforms for communication, such as website management, social media, email marketing systems, and analytics tools to evaluate communication impact.
- Experience designing and implementing strategies to enhance member engagement and foster collaboration within an international, diverse community.
- Demonstrated success in crafting and delivering messages that promote organizational advocacy goals, amplify the profession's voice, and drive policy change.
- Awareness of and sensitivity to cultural and regional differences within a European context, ensuring communication efforts are inclusive and accessible to a diverse audience.
- Experience in planning and executing communication campaigns for high-profile events, such as World Cancer Day or professional congresses, ensuring consistent and impactful messaging.

5.3.11 In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Communication Board Member-at-Large:

- A qualification or certification in communications, public relations, marketing, or a related field.

- Knowledge of multiple European languages to support communication with diverse audiences.
- Established connections within healthcare or oncology networks to enhance EONS's reach and impact.
- Familiarity with communication strategies for fundraising or advocacy purposes.

v. ***Requirements, Skills and Qualifications for the Advocacy Board Member-at-Large:***

5.3.12 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Advocacy Board Member-at-Large must meet the following mandatory criteria:

- Proven experience leading or participating in advocacy campaigns, particularly in healthcare or oncology-related fields, with demonstrated impact.
- Ability to develop and execute strategies to influence policies and legislation at national and European levels, aligned with organizational goals.
- In-depth understanding of European healthcare policy frameworks, oncology nursing challenges, and workforce issues, such as workplace safety and career development.
- Proven ability to build and maintain relationships with policymakers, healthcare organizations, and other key stakeholders to advance advocacy goals.
- Strong public speaking, writing, and interpersonal skills to represent EONS effectively in advocacy initiatives and public forums.
- Experience providing strategic oversight to advocacy initiatives, ensuring alignment with the organization's strategic priorities and governance standards.
- Capacity to collaborate with other working groups (e.g., research, education) to integrate advocacy into broader organizational initiatives and amplify its impact.
- Experience designing or overseeing the development of tools and programs that empower members to engage in effective advocacy at local, national, and European levels.
- Commitment to supporting data-driven advocacy through the use of evidence-based tools, such as the Cancer Nursing Index, and the ability to interpret and use data to craft compelling arguments for policy change.
- Expertise in leading awareness initiatives that highlight the role and value of cancer nursing in patient care and healthcare policy, and proven ability to foster partnerships to amplify advocacy efforts.

5.3.13 In addition, the following skills and qualifications are desirable for candidates for the Office of Advocacy Board Member-at-Large:

- A qualification or certification in public policy, health management, or a related field.
- Knowledge of multiple European languages to support communication with diverse audiences.
- Familiarity with international healthcare advocacy efforts, particularly within the European context.

vi. ***Requirements, Skills and Qualifications for the Research Board Member-at-Large:***

5.3.14 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Research Board Member-at-Large must meet the following mandatory criteria:

- Advanced degree (MSc, PhD, or equivalent) in the field of cancer care.
- Demonstrated expertise in conducting or overseeing research projects relevant to cancer nursing, with advanced knowledge of research methodologies, evidence generation, and critical appraisal.
- Proven ability to disseminate research findings through publications, presentations, or digital platforms, ensuring alignment with EONS's mission and objectives.
- Proven ability to mentor and support nurses in developing research skills and participating in research initiatives, fostering growth in the cancer nursing research community.
- Track record of advocating for nursing-led research, securing funding, or influencing policy agendas to advance the role of cancer nursing in research and patient care.
- Ability to foster partnerships and build research networks across European and international stakeholders, enhancing collaboration and impact.
- Competence in identifying and prioritizing research initiatives that have a sustainable impact on cancer nursing practice and patient outcomes.
- Capacity to represent EONS in discussions or initiatives related to cancer nursing research at national and international levels, ensuring visibility and influence.
- Expertise in ensuring the effective dissemination of research findings to the EONS community and beyond, utilizing accessible and impactful communication strategies.
- Dedication to advancing cancer nursing research and aligning research activities with EONS's mission and strategic objectives.
- Publications in peer-reviewed journals or presentations at international conferences are desirable.

- Familiarity with grant writing and securing research funding is desirable.

5.3.15 In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Research Board Member-at-Large:

- Knowledge of multiple European languages to support communication with diverse audiences.

vii. ***Requirements, Skills and Qualifications for the Education Board Member-at-Large:***

5.3.16 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Education Board Member-at-Large must meet the following mandatory criteria:

- Advanced degree ( MSc, PhD, or equivalent) in the field of cancer care, with demonstrated experience in developing, delivering, or overseeing educational programs or initiatives, preferably in cancer nursing or related healthcare fields.
- Knowledge of educational frameworks, such as the EONS Cancer Nursing Education Framework, and their application to program development and implementation.
- Strong understanding of evidence-based education, including integrating current research and clinical guidelines into educational offerings to ensure relevance and quality.
- Experience in designing and promoting accessible and innovative education models, such as e-learning, interprofessional education, or peer-to-peer learning, to enhance engagement and reach.
- Commitment to maintaining the quality and credibility of education initiatives through rigorous quality assurance processes and strategic oversight.
- Track record of advocating for the recognition of education as a cornerstone of cancer nursing and its critical role in improving patient outcomes.
- Ability to represent the educational priorities of EONS in discussions with stakeholders and policymakers at European and international levels.
- Proven ability to align education initiatives with organizational objectives, set priorities, evaluate outcomes, and provide constructive feedback to support continuous improvement.
- Demonstrated capacity to lead educational initiatives, providing vision, guidance, and inspiration to engage others in developing and delivering impactful cancer nursing education.
- Capacity to inspire and empower others to engage in educational activities, fostering collaboration and innovation in cancer nursing education.

5.3.17 In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Education Board Member-at-Large:

- A qualification or certification in education or a related field.
- Knowledge of multiple European languages to support communication with diverse audiences.
- Experience in utilizing digital platforms and technologies to create and disseminate educational content.
- Familiarity with European or international education initiatives, frameworks, or collaborations.

viii. ***Requirements, Skills and Qualifications for the Board Member-at-Large for Early Career Nurses:***

5.3.18 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Board Member-at-Large for Early Career Nurses must meet the following mandatory criteria:

- No more than five (5) years' experience in cancer nursing, ensuring relatability to the needs and perspectives of early career professionals.
- Demonstrated ability to advocate for the needs and interests of early career nurses at organizational, national, or international levels, driving meaningful outcomes.
- Experience representing or mentoring early career professionals, fostering their engagement, and supporting their professional development.
- In-depth knowledge of the specific needs and challenges faced by early career cancer nurses, including workforce issues, education, professional development, and leadership opportunities.
- Proven ability to build relationships with National Oncology Nursing Societies, academic institutions, and other stakeholders to advance initiatives for early career nurses.
- Experience working collaboratively with multidisciplinary teams or groups to address cross-cutting issues impacting early career nurses.
- Understanding of governance principles and the ability to provide strategic oversight for the Early Career Nurses Working Group, aligning initiatives with organizational objectives.
- Experience in developing, implementing, or overseeing programs aimed at professional growth, leadership development, or networking for early career professionals.
- Demonstrated ability to inspire and engage early career nurses across diverse regions and professional contexts, fostering inclusivity and active participation.

- Ability to work effectively with Communication, Advocacy, Research, and Education Working Groups to address issues impacting early career nurses and integrate efforts across the organization.
- Passion for creating opportunities that empower early career nurses through education, leadership training, and professional networking.
- Experience in developing or disseminating educational resources, mentoring programs, or other initiatives tailored to early career nurses.
- Proven track record in promoting organizational programs or initiatives, with a focus on engaging younger or early-stage professionals.
- Understanding of how education, research, advocacy, and communication intersect to support early career development.

5.3.19 In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Board Member-at-Large for Early Career Nurses:

- Proficiency in multiple European languages to facilitate communication with a diverse membership base.
- Established connections within cancer nursing, healthcare education, or European nursing networks.

ix. ***Requirements, Skills and Qualifications for the Board Member-at-Large for Eastern European Nurses:***

5.3.20 In addition to Core Requirements, Skills and Qualifications for EONS Board Members, applicants for the role of EONS Board Member-at-Large for Eastern European Nurses must meet the following mandatory criteria:

- Resident and actively working as a cancer nurse in a recognized Eastern European country, with firsthand experience of the region's cancer nursing landscape.
- Strong understanding of the challenges, opportunities, and systemic barriers faced by cancer nurses in Eastern Europe, including cultural, linguistic, and healthcare-specific factors.
- Deep familiarity with the healthcare systems, professional environments, and cultural contexts of cancer nurses in Eastern Europe, ensuring effective representation.
- Experience advocating for systemic change, policy improvements, or professional development opportunities in healthcare or nursing, particularly within Eastern Europe.
- Understanding of European healthcare policy frameworks and their impact on cancer nursing in Eastern European countries.

- Proven ability to effectively represent the interests and challenges of Eastern European cancer nurses at organizational and European levels.
- Strong networking skills to foster connections between Eastern European nurses and broader European and international networks.
- Proven ability to build relationships with National Oncology Nursing Societies, healthcare organizations, and other stakeholders in Eastern Europe to advance EONS initiatives.
- Demonstrated ability to engage and inspire Eastern European cancer nurses, encouraging active participation in EONS initiatives and fostering a sense of community within the region.
- Commitment to building cross-border collaboration and creating opportunities for collective growth and development among cancer nurses.
- Familiarity with educational and training gaps in Eastern Europe, with a commitment to addressing them through initiatives that support professional growth and leadership development.
- Ability to identify and address barriers to participation, including cultural, linguistic, and systemic challenges, ensuring inclusivity within EONS programs and initiatives.
- Awareness of the cultural, political, and healthcare dynamics specific to Eastern Europe, with the ability to navigate these effectively in professional and organizational contexts.

5.3.21 In addition, the following skills and qualifications are desirable for candidates for the Office of EONS Board Member-at-Large for Eastern European Nurses:

- Experience in developing or disseminating resources and programs tailored to the needs of nurses in diverse and resource-limited settings.
- Proficiency in one or more languages spoken in Eastern Europe (e.g., Russian, Polish, Romanian, Bulgarian) to facilitate communication and engagement.

## **5.4 EONS Board Nomination and Election Process**

### **i. *Call for Candidates***

5.4.1 The Board shall issue a call for candidates at least ninety (90) calendar days prior to the election, notifying all Full and Individual Members via email.

5.4.2 The call shall include:

- a. A description of the available Board positions, including any specific roles (e.g., President-Elect, Treasurer, Members-at-Large).

- b. The qualifications and proficiency requirements for each position.
- c. Instructions and deadlines for submitting nominations.

ii. ***Nomination Process***

- 5.4.3 Full and Individual Members in good standing may nominate or second candidates.
- 5.4.4 Candidates for Board positions must be nominated by two (2) Full or Individual Members of the Society in good standing.
- 5.4.5 Nominations must be submitted in writing at least seventy (60) calendar days before the General Assembly.
- 5.4.6 Each nomination must include the following:
  - a. A completed nomination form.
  - b. Endorsements by two (2) Full or Individual Members.
  - c. Evidence of registration as a nurse within a European Country.
  - d. **For the Board Member-at-Large for Early Career Nurses:** Evidence of date of qualification and/or track record of working in cancer care - The Member-at-Large Early Career Nurses must have no more than five (5) years' experience in cancer nursing.
  - e. **For the Board Member-at-Large for Eastern European Nurses:** Evidence of registration as a nurse within an Eastern European Country - The Member-at-Large Eastern European Nurses must be resident and working as a cancer nurse in a recognized Eastern European country.
  - f. A statement of the candidate's motivation and suitability.
    - The candidates' motivation to become an EONS Board Member (600 words max)
    - Candidates' aims during term as an EONS Board Member (300 words max)
    - Candidates' eligibility for the role, as related to the eligibility criteria (800 words max)

- 5.4.7 Incomplete or late nominations will not be considered.

iii. ***Role of the Nominations Committee***

- 5.4.8 The Nominations Committee shall evaluate all nominees to assess their eligibility for the positions they are applying for.
- 5.4.9 The evaluation shall be designed to ensure nominated candidates meet:
  - a. Mandatory Core Requirements, Skills and Qualifications for EONS Board Members, and
  - b. Mandatory Specialist Requirements, Skills and Qualifications for the Role for which they seek election.
- 5.4.10 Only nominees who meet the criteria for their respective positions, as determined by the Nominations Committee, will be put forward for election.

- 5.4.11 Nominees deemed unsuitable will not proceed to the election stage. The Nominations Committee's decision is final and binding.
- 5.4.12 The Nominations Committee's decision will be communicated to nominees and their nominators within seven (7) calendar days of the committee's evaluation.
- 5.4.13 If a nominee is deemed unsuitable, the communication shall include the reasons for the decision.

iv. ***Election Process***

- 5.4.14 The final list of candidates shall be posted on the EONS website, and an invitation to vote will be sent to all Full and Individual Members via email at least sixty (60) calendar days prior to the general assembly.
- 5.4.15 Voting shall be conducted electronically over a period of thirty (30) calendar days, following the procedure for Electronic Voting as a surrogate for a Vote by Show of Hands.
- 5.4.16 Each eligible voter may cast one (1) vote per open position.
- 5.4.17 Candidates for election to Board positions or other elected roles within the Society shall adhere to the following rules regarding canvassing and campaigning:
  - a. Prohibition on Canvassing Individuals - Candidates may not directly or indirectly solicit, request, or otherwise canvass votes from Officers, employees, or Members of the Society.
  - b. Use of Communication Channels - Candidates are prohibited from using newsletters, social media, emails, or any other forms of communication to promote their candidacy or solicit votes.
  - c. Impartiality of Society Resources - Candidates shall not use Society resources, including its official platforms, mailing lists, or events, for campaigning purposes.
  - d. Respect for Fair Process - All candidates are expected to respect the impartiality and fairness of the election process. Violations of this by-law may result in disqualification from the election, as determined by the Nominations Committee or relevant governing body.
  - e. Permissible Conduct - Candidates may only engage in activities explicitly permitted by the Nominations Committee, such as submitting an approved candidate profile for distribution to Members through official Society channels.

- 5.4.18 Any breaches of this by-law shall be reported to the EONS Board for investigation.

- 5.4.19** The EONS Board shall have the authority to recommend appropriate actions, including issuing warnings or disqualifying candidates from the election.

v. ***Election Results and Ratification***

- 5.4.20 Following the closure of voting, the results will be tallied by the Secretariat and verified by the Board Secretary and Nominations Committee.

5.4.21 The list of elected candidates will be communicated to all Members via email at least fifteen (15) calendar days before the General Assembly. 6.3 The election results will be formally ratified during the General Assembly, which serves as the official confirmation of the new Board members.

5.4.22 The outcome of the EONS elections is ratified at the General Assembly in accordance with the Statutes. An electronic ballot as a surrogate for a show of hands is conducted to verify the election outcome.

vi. ***Record-Keeping and Transparency***

5.4.23 All documents related to the nomination and election process, including nominations, votes, and results, will be securely stored by the Society for a period of at least five (5) years.

5.4.24 The Nominations Committee shall prepare a summary report on the election process, which will be made available to Members upon request.

## **5.5 Suspension of EONS Board Members**

i. ***Grounds for Suspension***

5.5.1 A Board member may be suspended if they:

- 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.

5.5.2 Automatic suspension applies if a Board member is convicted of a criminal offense or becomes legally ineligible to serve.

ii. ***Procedure for Initiation of Suspension***

5.5.3 Suspension may be proposed by:

- a. The President.
- b. At least three (3) Board members submitting a written request.

5.5.4 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.

iii. ***Notification of Suspension***

5.5.5 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 for the decision.
- c. The duration of the suspension.
- d. Their right to present a defense.

5.5.6 Notifications may be delivered via email or another approved communication method from the President, and shall be acknowledged by the suspended member.

iv. ***Defense Process***

5.5.7 The suspended member may submit a written response within fourteen (14) days of receiving the notification.

5.5.8 The response should address the grounds for suspension and include any relevant evidence or mitigating factors.

v. ***Board Review***

5.5.9 The Board shall review the response at its next meeting and may:

- a. Lift the suspension if the grounds are deemed insufficient.
- b. Extend the suspension pending General Assembly review.

vi. ***General Assembly Review***

5.5.10 If the Board upholds the suspension, the matter shall be referred to the General Assembly for a final decision.

5.5.11 The suspended member has the right to present their case to the General Assembly, either in writing or in person.

5.5.12 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.

vii. ***Effects of Suspension***

5.5.13 A suspended Board member may not:

- a. Participate in Board meetings or votes.
- b. Act on behalf of the Society.

5.5.14 The suspended member remains subject to confidentiality and fiduciary obligations during the suspension period.

viii. ***Documentation and Record-Keeping***

5.5.15 All decisions regarding suspension, including grounds, duration, and outcomes, shall be recorded in the minutes of the relevant Board or General Assembly meeting.

5.5.16 Documentation of the suspension process shall be retained for a minimum of five (5) years or as required by applicable law.

5.5.17 Significant suspensions or revocations shall be summarized in the annual report for transparency, respecting confidentiality.

ix. ***Automatic Suspension***

5.5.18 A Board member is automatically suspended if:

- Convicted of a criminal offense incompatible with their role.
- Rendered ineligible to serve due to a legal decision or regulatory requirement.

5.5.19 The Board must confirm the automatic suspension at its next meeting and notify the General Assembly.

**5.6 Termination of EONS Board Members**

i. ***Grounds for Termination***

5.6.1 Termination of a Board member's mandate may occur under any of the following conditions:

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

5.6.2 All terminations, regardless of the cause, must be documented in the Society's official records and communicated to the Board and General Assembly as necessary.

ii. ***Revocation Procedure***

5.6.3 A proposal for revocation may be submitted by:

- The Board, by a two-thirds (2/3) majority vote, or
- At least one-fifth (1/5) of Full and Individual Members of the Society.

5.6.4 The proposal must outline the specific grounds for revocation, such as misconduct, failure to fulfill duties, or actions detrimental to the Society's interests.

- 5.6.5 The concerned Board member shall receive written notice of the proposal at least fourteen (14) days prior to the General Assembly meeting where the revocation will be discussed.
- 5.6.6 The Board member has the right to present a defense either in writing or in person before the General Assembly deliberates on the matter.
- 5.6.7 Revocation requires a two-thirds (2/3) majority vote of the Full and Individual Members present or represented at the General Assembly.

iii. ***Automatic Termination***

- 5.6.8 A Board member is automatically terminated if convicted of a criminal offense incompatible with their role or declared legally ineligible to serve.
- 5.6.9 Termination is automatic if a Board member ceases to meet membership criteria or eligibility requirements, as defined in the Statutes.
- 5.6.10 The Chief Operating Officer shall notify the Board and General Assembly of the automatic termination and update the Society's records accordingly.

iv. ***Obligations Post-Termination***

- 5.6.11 Terminated Board members must return all Society documents, assets, and materials in their possession within fourteen (14) days of termination.
- 5.6.12 Terminated Board members remain bound by confidentiality obligations and must not disclose any sensitive information obtained during their tenure.

v. ***Documentation and Reporting***

- 5.6.13 All terminations, including the reasons and method of termination, shall be recorded in the minutes of the relevant Board or General Assembly meeting.
- 5.6.14 Significant changes in the Board's composition, including terminations, shall be communicated to the Society's members as part of regular updates or at the General Assembly.
- 5.6.15 A summary of Board composition changes shall be included in the Society's annual report.

**5.7 End of Mandate of EONS Board Members**

i. ***Resignation Procedure***

- 5.7.1 A Board member intending to resign must submit a written notice to the President and Chief Operating Officer (COO), providing at least thirty (30) days' notice.
- 5.7.2 The resignation is deemed effective upon acknowledgment by the President or COO, or at the end of the notice period, whichever comes first.

5.7.3 The COO shall notify the Board and ensure the resignation is recorded in the minutes of the next Board meeting and communicated to the General Assembly.

5.7.4 The General Assembly shall be informed of the resignation at the next scheduled meeting.

ii. ***Interim Measures in the Event of a Resignation or Termination***

5.7.5 If a Board member becomes President Elect or President of another European or international cancer organization, they shall vacate their elected Board position. The individual shall serve as a **non-voting Ex-Officio Board member** for the remainder of their current term, ensuring continuity and collaboration.

5.7.6 If the President's position becomes vacant during their term:

- a. The President Elect shall assume the role of President for the remainder of the current term.
- b. The General Assembly shall elect a new President Elect at the next scheduled meeting or extraordinary General Assembly, as required.

5.7.7 If other Board positions become vacant during the term a new Board member shall be elected at the next General Assembly to serve for the remainder of the term or a full new term, as applicable.

5.7.8 In the event of a suspension, termination or resignation, the concerned board member must cease to represent EONS externally, including via external committees, board positions in partner organisations, etc.

iii. ***Record-Keeping and Transparency***

5.7.9 All changes to the composition of the Board, including the reasons for the end of a mandate, must be recorded in the meeting minutes and official registry.

5.7.10 Significant changes to the Board's composition shall be communicated to the Society's members as part of the next General Assembly or periodic updates.

## **5.8 Use of Proxies for EONS Board Members**

i. ***Eligibility and Scope of Proxy Representation within EONS Board Meetings***

5.8.1 An EONS Board Member entitled to vote on Board Decisions may appoint a proxy to vote on their behalf.

5.8.2 The appointed proxy must be a current Board Member in good standing, who is entitled to vote on Board decisions.

5.8.3 Ex-Officio Board Members, Special Roles and Advisors, or individuals who do not have voting rights within the Board may not hold proxy votes.

- 5.8.4 The President of the Board (or the acting Chair where applicable) may not act as a proxy due to their deciding vote in the event of a tie.
- 5.8.5 A proxy holder must not hold more than one (1) proxy during a single Board meeting (i.e. a maximum of two votes in total).
- 5.8.6 A proxy may vote on all matters presented to the Board unless the appointing Board Member specifies restrictions in the proxy appointment.
- 5.8.7 If the scope of authority for a proxy holder is unclear, the proxy will only be valid for procedural votes.
- 5.8.8 The appointing Board Member may not grant authority for proxies to vote on matters outside the defined agenda.
- 5.8.9 Proxies cannot be used to delegate decision-making powers beyond the scope of the meeting.
- 5.8.10 Proxies do not count toward establishing quorum. A quorum must consist of Board Members physically or virtually present as defined in the Statutes.
- 5.8.11 A proxy is valid only for the specified meeting or any adjourned session of that meeting.

ii. ***Board Member Proxy Appointment Process***

- 5.8.12 The proxy appointment must:
  - a. Be in writing, and include the appointing Board Member's signature, either electronically or manually.
  - b. Clearly specify the name of the proxy holder and the appointing Board Member.
  - c. Include any limitations or instructions for the proxy's voting authority, including whether the proxy holder is authorized to vote on all agenda items or only on specific items.
- 5.8.13 The proxy form must be signed by the appointing Board Member and submitted to the Chief Operating Officer at least five (5) working days before the Board Meeting.
- 5.8.14 The Chief Operating Officer will review and verify all proxy appointments for compliance with the Statutes and By-Laws.
- 5.8.15 The COO shall acknowledge receipt of the proxy and confirm its validity with the appointing Board Member.
- 5.8.16 The Chief Operating Officer shall maintain a record of all proxy appointments, including:
  - a. The names of the appointing Board Members and their proxy.
  - b. The date of submission and any voting instructions provided.
- 5.8.17 The list of verified proxies will be included in the Board Meeting Minutes.

iii. ***Board Member Emergency Proxy Appointment Process***

5.8.18 If a Board Member cannot provide a written proxy within the specified timeframe due to unforeseen circumstances, the Board may allow the appointment of a proxy at the discretion of the President, provided:

- a. The proxy is appointed in writing and signed by the absent Member.
- b. The appointment is communicated to the President and COO before the meeting begins.

5.8.19 Emergency proxies must still comply with all other provisions, including disclosure in the meeting minutes.

iv. ***Responsibilities of the Board Member Proxy Holder:***

5.8.20 Proxy holders must act in accordance with the instructions provided by the appointing Board Member, if any.

5.8.21 Proxy holders must review the meeting agenda disclose any conflicts of interest related to agenda items. If a conflict arises, the proxy holder must recuse themselves from voting on the relevant matter. The appointing Board Member must be informed of recusals due to conflicts of interest.

5.8.22 If recusal is necessary, the appointing Board Member's vote on the conflicted item is forfeited.

5.8.23 A proxy holder who exceeds the maximum limit of one (1) proxy or otherwise violates these By-Laws may have the excess proxies invalidated.

v. ***Revocation of Board Proxy***

5.8.24 A Board Member may revoke a proxy appointment by providing written notice to the Chief Operating Officer at least two (2) working days before the Board Meeting.

5.8.25 Revoked proxies must be documented, and the affected proxy holder will be notified promptly.

vi. ***Disputes and Clarifications Related to a Board Proxy***

5.8.26 Any disputes regarding the validity or use of proxies shall be resolved by the President before the Board Meeting convenes.

5.8.27 If the President is unable to resolve the dispute, the matter may be referred to the Board for a final decision, ensuring compliance with the Statutes and By-Laws.

**5.9 EONS Board Meetings**

i. ***Frequency and Scheduling of Meetings***

5.9.1 The Board shall meet at least four (4) times a year.

5.9.2 Additional short board meetings may be scheduled as deemed necessary by:

- a. the President, President Elect and Past President, or
- b. upon written request of three (3) Board members.

5.9.3 In urgent cases, an emergency board meeting may be scheduled as deemed necessary by:

- a. the President, President Elect and Past President, or
- b. upon written request of three (3) Board members.

5.9.4 Virtual meetings are permitted if they ensure secure, real-time, two-way communication among participants.

5.9.5 A combination of physical and virtual attendance is allowed, provided the quorum is met, and all participants can fully engage in discussions and voting.

5.9.6 If technical issues prevent a participant from joining or voting, the Board may:

- a. Pause the meeting to resolve the issue, or
- b. Continue the meeting if quorum is unaffected and the absence does not materially impact decisions.

5.9.7

ii. ***Convening an Ordinary or Short EONS Board Meeting***

5.9.8 Ordinary Board Meetings must be convened at least once per quarter, taking place over two days, typically in February, May, September and November.

5.9.9 The Agenda for an Ordinary quarterly Board Meetings must include:

- a. Closed board meeting (1 hour)
  - Only board members in attendance.
  - Agenda and minutes are closed to the public.
- b. Opening and Administrative Items (30 minutes):
  - Call to Order: Initiating the meeting.
  - Roll Call: Noting attendance of board members.
  - Approval of Agenda: Confirming the agenda or adding any last-minute items.
  - Approval of Minutes: Reviewing and approving the minutes from the previous meeting.
  - Matters arising: Confirming any actions arising from previous meeting have been addressed. Anything that requires further discussion or action should be included in the agenda under the relevant section.
- c. Executive Updates (1 hour)
  - President's Report: Updates on major developments since the last meeting, including strategic matters and high-level organizational progress.

- Chief Operating Officer's Report: Operational updates, achievements, challenges, and any pressing issues requiring board attention.
- d. Financial Oversight (1 hour)
- Treasurer's Report: Presentation of financial statements, budget updates, and financial health analysis.
- Audit/Compliance Updates: If applicable, updates on audit activities or compliance matters.
- e. Strategic Discussions (3 hours)
- Working Group items: Items for noting, discussion, approval.
- Strategic Plan Review: Progress on long-term goals and objectives.
- Trends and Impact in Cancer Nursing: Discussion of key/emerging trends in cancer care and implications for EONS.
- Policy Advocacy Initiatives: Review of ongoing advocacy efforts and outcomes.
- f. Operational Matters (1.5 hours)
- Membership Updates: Insights into membership growth, retention, and engagement.
- Event Planning: Updates on upcoming events, conferences, or workshops.
- Key Initiatives: Status of projects or programs that align with ABSL's mission and goals.
- g. Governance (1 hour)
- Board Composition and Succession: Discussion on recruitment, onboarding, and development of board members.
- Bylaws Review/Amendments: If needed, review or vote on changes to organizational bylaws.
- h. Decisions and Approvals (1.5 hours)
- Major Initiatives: Voting on new programs, partnerships, or strategic directions.
- Budget Allocations: Approving significant expenditures or reallocations.
- Policy Statements: Endorsing official positions on industry issues.
- i. Special Topics (1 hour)
- Guest Presentations: External experts or stakeholders presenting relevant topics or insights.
- Workshops/Training: Board development sessions (if planned).
- j. Wrap-Up and Next Steps (30 minutes)
- Recap of Decisions: Summary of key decisions and actions agreed upon.
- Action Items: Assignments and deadlines for follow-ups.
- Next Meeting Date: Confirming the schedule for the next meeting.

- k. Adjournment (15 minutes)
  - Closing Remarks: Final words from the Chairperson or meeting leader.
  - Official Adjournment: Formal conclusion of the meeting.
- 5.9.10 Short board meetings may be convened no more frequently than once per month.
- 5.9.11 The agenda for Short Board Meetings must include:
  - a. Opening and Administrative Items
    - Call to Order: Initiating the meeting.
    - Roll Call: Noting attendance of board members.
    - Approval of Agenda: Confirming the agenda or adding any last-minute items.
    - Approval of Minutes: Reviewing and approving the minutes from the previous meeting.
  - b. Executive Updates:
    - Brief updates from the President or COO on urgent or time-sensitive matters.
  - c. Financial Oversight:
    - A brief overview of financials if there are changes or issues that need immediate attention.
  - d. Focused Discussion on Specific Topics (60–75 minutes)
    - Decision-Making on Urgent Issues: Review and vote on time-sensitive topics such as:
      - New partnership opportunities.
      - Policy advocacy initiatives that require immediate action.
      - Budget reallocation for specific projects.
    - Crisis Management: Addressing unforeseen challenges impacting the organization or its members.
    - Progress on Key Initiatives: Updates and input on ongoing projects or initiatives that require the board's oversight between quarterly meetings.
    - Event or Membership Updates: Finalizing plans for major upcoming events or addressing member engagement issues that require immediate input.
    - Special Topics or Presentations: If an emerging issue (e.g., regulatory, market, or competitive) arises, invite key stakeholders or experts for input.
  - e. Governance or Board-Related Items (10–15 minutes)
    - Board Composition or Appointments: If needed, discuss interim changes to the board or committees.
    - Policy Updates: Review or approve changes to policies that cannot wait for the next quarterly meeting.

- f. Action Plan and Next Steps (10–15 minutes)
- Recap of Decisions Made: Summarize what was discussed and any votes taken.
- Assignments and Follow-Up Actions: Clearly define action items, responsibilities, and deadlines.
- Next Meeting Date Confirmation: Confirm or tentatively plan for the next meeting.
- g. Adjournment (5 minutes)
- Closing Remarks: Wrap-up comments from the Chairperson or facilitator.
- Official Adjournment: End the meeting.

5.9.12 The EONS Secretariat or Chief Operating Officer (COO) must send the convening notice to all EONS Board Members electronically at least twenty-eight (28) days prior to the meeting.

5.9.13 The convening notice must include:

- a. The proposed agenda.
- b. Instructions for submitting additional agenda items.
- c. Relevant logistical details (e.g., location, virtual meeting link).

iii. ***Convening an Emergency Board Meeting:***

5.9.14 In urgent cases, the President may call an emergency meeting with a shorter notice period, provided all Board members consent to the reduced notice.

5.9.15 The notice for an Emergency Board Meeting must be sent at least fifteen (15) days before the meeting.

iv. ***Board Meeting Logistics***

5.9.16 The time, date, and location (physical or virtual) of the Board Meeting shall be determined by the President, President Elect and Past President and communicated in the convening notice.

5.9.17 Meetings held virtually must:

- a. Ensure secure, simultaneous, two-way communication for all attendees.
- b. Enable electronic voting that guarantees confidentiality and integrity.

v. ***Submission of Board Meeting Agenda Items***

5.9.18 Board Members may propose additional agenda items by submitting them in writing to the Chief Operating Officer at least fifteen (15) days before the meeting.

5.9.19 Submissions must include:

- a. A clear description of the proposed item.
- b. Supporting documentation, summarising the key information required to inform discussion or voting on the item, and

c. the wording of the proposed motion for voting, where applicable.

5.9.20 The final agenda and supporting documents must be circulated to Members at least seven (7) days before the meeting.

5.9.21 Only items included in the final agenda may be voted upon unless an emergency motion is approved by a two-thirds (2/3) majority of voting attendees.

vi. ***Board Meeting Notification Compliance***

5.9.22 Any Board Member present or represented at a Board Meeting is considered duly notified of the meeting.

vii. ***Chairing the Board Meeting***

5.9.23 The President chairs Board Meetings. If the President is unavailable, the following individuals may chair, in order of priority:

- a. The President-Elect.
- b. The Past President.
- c. In the absence of these individuals, the Treasurer or Secretary may chair, as determined by the Board.

viii. ***Board Meeting Attendance***

5.9.24 The Chief Operating Officer (COO) and Secretariat shall attend all Board meetings to provide administrative support and ensure proper documentation.

5.9.25 Ad-hoc replacements for Board members are not permitted.

5.9.26 Ex-officio board members, experts or guests may attend upon invitation by the Board but shall not have voting rights.

ix. ***Board Meeting Quorum***

5.9.27 A quorum requires the presence of at least **50% + 1 majority** of Board members, including:

- a. At least **one (1) presidential member** (President, Past President, or President Elect).
- b. Either the Treasurer or Secretary.
- c. At least **two (2) Members-at-Large**.

5.9.28 At the start of each meeting, the Chief Operating Officer will verify quorum as defined in Article 37.0 of the Statutes.

5.9.29 If quorum is not met, the meeting may proceed for informational purposes, but no binding decisions can be made.

x. ***Board Meeting Voting Rights***

5.9.30 Each Board member is entitled to one (1) vote.

5.9.31 In the event of a tie vote, the President shall cast the deciding vote.

5.9.32 Ex-officio board members, experts or guests do not have voting rights.

xi. ***Procedure for Managing Board Members' Conflict of Interest with Meeting Agenda Items***

5.9.33 Conflicts of interest include, but are not limited to:

- a. Financial interests in a decision being considered by the Board.
- b. Personal relationships or affiliations that may influence impartiality.
- c. Any situation where the Board Member's objectivity could be reasonably questioned.

5.9.34 Board members must review all agenda items and their supporting documents in advance of the Board meeting, and ensure they do not have any conflicts of interest with agenda items.

5.9.35 Where a board member becomes aware that they hold a conflict of interest with an agenda item, they must notify the President and Chief Operating Officer (COO) in writing no later than two (2) days in advance of the meeting.

5.9.36 Should a board member become aware that they hold a conflict of interest with an agenda item in the course of a meeting, they must make the board aware of the conflict immediately, and recuse themselves from further discussion.

5.9.37 The disclosure and handling of conflicts of interest shall be treated with confidentiality to protect the integrity and reputation of the Board Member.

5.9.38 No Board Member shall face retaliation for disclosing a conflict of interest in good faith.

5.9.39 A Board member with a direct or indirect conflict of interest related to any matter on the agenda must disclose the nature and extent of their conflict to the Board as soon as they become aware of it.

5.9.40 A Board member with a conflict of interest must leave the meeting during deliberation and voting on the affected matter.

5.9.41 The conflicted Board member may not influence other Board members before leaving.

5.9.42 If a Board member 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.

5.9.43 The temporary absence of a conflicted Board member does not affect quorum, provided the meeting retains the minimum number of non-conflicted Board members as defined in the Statutes.

5.9.44 All disclosed conflicts of interest shall be recorded in the meeting minutes, including:

- a. The name of the Board member.
- b. The nature of the conflict.
- c. The agenda item(s) affected.
- d. The actions taken by the Board, such as the member's recusal from deliberations and voting.

5.9.45 A summary of conflicts of interest and their resolutions shall be included in the Board's annual report to the General Assembly, ensuring transparency.

xii. ***Procedure for Managing Conflicts of Interest with Meeting Agenda Items Affecting the Majority of the Board***

5.9.46 If a majority of the Board members have a conflict of interest regarding a particular matter, the issue must be referred to the General Assembly for resolution.

5.9.47 The Board must prepare a detailed report for the General Assembly, including:

- a. The nature and scope of the conflict.
- b. The Board's recommendations or proposed actions.

5.9.48 The General Assembly shall deliberate and decide on the matter following its usual quorum and voting procedures.

xiii. ***Board Meeting Voting Procedures for Board Members***

5.9.49 Each Board Member holds the voting authority allocated to their Board position.

xiv. ***Board Meeting Proxy Voting Process***

5.9.50 A proxy holder may represent a maximum of one (1) Board Member during a single Board Meeting.

5.9.51 During the Board Meeting, the Chief Operating Officer shall confirm the proxy holders and their voting rights prior to the commencement of voting.

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

5.9.53 The decisions made via proxy voting will be documented in the meeting minutes, along with a record of proxy votes.

5.9.54 Votes may be conducted by show of hands, secret ballot, or electronic means, provided secure, simultaneous communication is ensured.

xv. ***Board Meeting Voting Methods***

5.9.55 Voting may be conducted by:

- a. Show of hands.
- b. Rollcall.
- c. Secret ballot.
- d. Electronic means, ensuring confidentiality and security.

5.9.56 A secret ballot may be requested by:

- The President,
- The Secretary,
- At least one-third (1/3) of attendees with voting rights.

5.9.57 The President or acting chair shall determine the voting method unless a valid request for a secret ballot is made.

5.9.58 A vote by show of hands is typically used for routine or procedural matters that require a simple majority. These may include, for example:

- Approval of the meeting agenda or adjustments to the agenda;
- Adoption of minutes from previous Board meetings;
- Approval of standard resolutions or reports (e.g., financial updates, committee reports);
- Acceptance of minor or procedural proposals (e.g., scheduling future meeting dates or approving operational guidelines);
- Any other non-sensitive matters where no statutory special majority is required.

5.9.59 A roll call vote ensures transparency and accountability. It is typically applied to major or sensitive decisions where each Board Member's vote must be documented. These may include, for example:

- Approval of significant financial decisions (e.g., budgets, loans, or extraordinary expenditures);
- Disciplinary actions, such as suspending or removing a Board Member;
- Adoption of critical policies or strategic initiatives;
- Amendments to internal regulations or governance frameworks;
- Any other matters the Board deems to require a documented voting record.

5.9.60 A secret ballot protects the anonymity of Board Members' votes. It is typically applied to decisions requiring impartiality or confidentiality. These may include:

- Election or dismissal of Board Officers or Members;
- Disciplinary actions, such as censure or removal of a Board Member;
- Decisions involving sensitive personnel matters;
- Approval of proposals likely to provoke significant division or conflict;
- Any other matters the Board deems to require anonymity.

5.9.61 An electronic ballot enables efficient, remote participation and decision-making, particularly for time-sensitive or routine matters. It can replicate the process of voting by show of hands or facilitate a secret ballot.

xvi. ***Board Decision-Making***

5.9.62 Decisions require a majority of fifty percent (50%) plus one (1) vote of the votes cast by Full and Individual Members present or represented.

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

5.9.64 In the event of a tie vote, the President (or acting chair) shall cast the deciding vote.

**xvii. *Preparation and Approval of Board Meeting Minutes***

5.9.65 The minutes of each Board meeting must be prepared by the Secretariat under the supervision of the COO and President (or acting Chair) within fourteen (14) calendar days of the meeting.

5.9.66 The minutes must include:

- a. Date, time, and location (or virtual platform) of the meeting.
- b. Attendance, including Board members, proxies, and invited guests or experts.
- c. Confirmation of quorum.
- d. Summary of discussions for each agenda item.
- e. Decisions made, including voting results and any dissenting opinions.
- f. Details of disclosed conflicts of interest and actions taken.

5.9.67 The minutes must be signed by the President (or meeting chair) and the Chief Operating Officer prior to circulation.

**xviii. *Procedure for Verification and Circulation of Board Meeting Minutes***

5.9.68 The Board Meeting Minutes should be drafted by the EONS Secretariat within fourteen (14) calendar days of the meeting.

5.9.69 The draft minutes of the Board Meeting should be reviewed and verified by the President and Secretary or designated Board member within 20 calendar days of the meeting.

5.9.70 Draft minutes must be circulated to all Board Members within twenty-one (21) calendar days of the meeting.

5.9.71 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.

5.9.72 The final minutes, incorporating any approved corrections, shall be formally approved at the next Board meeting.

**xix. *Archiving, Access and Use of the Minutes of Board Meetings***

5.9.73 The original signed minutes shall be stored securely at the Society's registered office.

5.9.74 The Chief Operating Officer is responsible for maintaining an archive of meeting minutes and ensuring their integrity and confidentiality.

5.9.75 The minutes archive must be accessible for consultation by Board Members, auditors, or other authorized parties, subject to prior written request and compliance with applicable confidentiality and data protection rules.

5.9.76 Access to meeting minutes by non-Board members is subject to the Board's discretion, with due regard to confidentiality and privacy considerations.

5.9.77 If the minutes are stored electronically, the Chief Operating Officer must ensure that:

- The records are securely maintained and regularly backed up.
- Electronic copies bear appropriate authentication, such as digital signatures, to confirm their validity.

5.9.78 The minutes shall only be used for purposes consistent with the Society's governance, legal obligations, and communication with Board Members.

5.9.79 Any sensitive or confidential information recorded in the minutes must be clearly marked. If the minutes of the Board meeting are to be shared with individuals or entities not part of the Board, any confidential or sensitive information contained therein shall be redacted to ensure the privacy and integrity of the discussions. Only non-confidential, general information will be included in the shared version of the minutes.

5.9.80 Minutes shall be retained for a minimum of ten (10) years, or longer if required by applicable law.

5.9.81 A summary of key decisions and updates from Board meetings, excluding confidential matters, shall be prepared by the COO and included in the Society's periodic communications to members.

5.9.82 The Board shall provide a summary of its activities, decisions, and governance processes in the annual report to the General Assembly.

5.9.83 Any disputes regarding the content of the minutes must be raised before their approval. The Board will resolve disputes by a simple majority vote.

5.9.84 Corrections to approved minutes may only be made with the consent of the Board and must be documented in the minutes of the meeting at which the correction is approved.

## **5.10 Board Written Procedure for Decision Making**

i. ***Circumstances for Use of Written Procedures for Board Decision Making***

5.10.1 Written procedures may only be initiated in exceptional circumstances where urgent action is required, and it is impractical to convene a physical or virtual Board meeting. These may include, for example:

- Compliance with Legal or Regulatory Deadlines (Approving documents or actions to meet imminent legal or regulatory requirements, such as filings with government authorities or tax submissions),
- Crisis or Emergency Response (Decisions required to address a sudden organizational crisis, such as a legal dispute, or preventing insolvency),

- c. Personnel Matters (Appointing or dismissing key personnel in response to immediate operational needs or addressing unforeseen vacancies in Board or senior leadership positions),
- d. Urgent Policy or Operational Adjustments (Adopting or amending policies to comply with unexpected changes in external regulations or industry standards)
- e. Critical Contractual Agreements (Approving or terminating contracts where delays could result in significant financial or operational risks to the organization).

5.10.2 The urgency of the matter must be documented in writing by the President or at least three (3) Board members, clearly explaining why the matter cannot wait until the next scheduled Board meeting.

ii. ***Initiating a Written Procedure for Board Decision Making***

5.10.3 A written procedure may be initiated only upon the request of:

- a. the President, President Elect and Past President, or
- b. three Board Members.

5.10.4 The Chief Operating Officer, under the President's direction, shall prepare and send a written notice to all Board Members entitled to vote, which includes:

- a. The proposed resolutions.
- b. A request for consent to proceed with the written procedure.
- c. A clear deadline for providing consent, not less than three (3) working days from the date of notification.

5.10.5 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 within the specified deadline for the written procedure to be valid.

5.10.6 Any objection to the use of a written procedure by a Board Member shall invalidate the process. In such cases, an Emergency Board Meeting shall be convened to address the proposed resolutions.

iii. ***Procedure for Conducting a Board Written Procedure***

5.10.7 Once consent for the written procedure is obtained Board Members shall receive voting instructions, including:

- a. The proposed resolution(s),
- b. supporting documents,
- c. Format and method of vote submission.
- d. The requirement to clearly indicate whether the vote is "For," "Against," or "Abstain", and
- e. a clear voting deadline, not less than seven (7) working days from the date of notification.

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

5.10.9 The quorum for the written procedure shall align with the requirements for in-person Board meetings, as defined in Article 37.0 of the Statutes.

5.10.10 Board Members are not allowed to grant proxies for the purpose of participating in a written procedure, in accordance with Article 35.0 of the Statutes.

5.10.11 Decisions are valid only if:

- at least 50% + 1 majority of Board members participate in the vote.
- The resolution receives the required majority, as specified in the Statutes or By-Laws.

5.10.12 If a written procedure for decision-making is deemed invalid due to quorum not being reached, the motion must be placed on the agenda for the next scheduled board meeting.

5.10.13 During the subsequent Board meeting, the Board shall deliberate and proceed with a vote under normal rules (including quorum and majority requirements).

iv. ***Verification and Tallying of Votes following a Board Written Procedure***

5.10.14 The Chief Operating Officer, under the supervision of the President and Secretary, shall:

- Verify the validity of votes submitted, ensuring they comply with the specified voting instructions.
- Tally the votes with integrity and maintain confidentiality throughout the process.

5.10.15 The results of the written procedure must include:

- The total number of votes cast.
- The number of votes in favor, against, abstentions, and invalid votes.

v. ***Procedure for Communicating and Recording the Results of a Board Written Procedure***

5.10.16 The COO will communicate results of the written procedure, including the outcome of each resolution, must be communicated to all Board Members within seven (7) calendar days of the voting deadline.

5.10.17 Decisions made via written procedure are deemed effective on the date the outcome is communicated to Board Members.

5.10.18 The Chief Operating Officer shall ensure that all documentation related to the written procedure is archived, and will prepare a report for review and approval at the next Board Meeting. This includes:

- The justification for initiating the procedure.
- Consent obtained to proceed.
- The initial notice and proposed resolutions.
- Circulated supporting documents.
- Votes cast by each Board member.

- f. Records of consents received to initiate the procedure.
- g. Voting instructions and submissions.
- h. The final tally and results.

5.10.19 Records must be securely stored and made available for consultation by Members, auditors, or authorized parties upon written request.

5.10.20 All decisions taken by written procedure must be ratified at the next physical or virtual Board meeting and recorded in the minutes.

5.10.21 Records of written procedures shall be stored securely and for a minimum of ten (10) years, or longer if required by applicable law.

5.10.22 The COO, under the direction of the Board, shall ensure that any follow-up actions required to implement the decision are carried out promptly.

5.10.23 A summary of decisions made via written procedures shall be included in the Board's periodic reports to members, ensuring transparency while respecting confidentiality.

## **By-Laws Section 6.0    Chief Operating Officer**

### **i.    *Appointment and Terms of Service***

6.1.1 The COO may be a natural person or a legal entity with demonstrable expertise in nonprofit management, financial oversight, and strategic planning.

6.1.2 The candidate must meet any additional criteria specified by the Board, including language proficiency, professional certifications, and prior experience in similar roles.

6.1.3 The Board shall initiate the appointment process for the Chief Operating Officer (COO) when:

- a. The position becomes vacant, or
- b. The Board determines a new COO is required to enhance the Society's operations.

6.1.4 The Board shall convene a COO recruitment committee, usually consisting of the President, President Elect, Past President, Treasurer, Secretary and one Board Member-at-Large within seven (7) days of being notified that the COO position will become vacant.

6.1.5 Within seven (7) calendar days of being nominated, the COO Recruitment Committee, Chaired by the President shall prepare a COO recruitment pack consisting of:

- a. a detailed job description, outlining the responsibilities, qualifications, and expectations for the COO role,
- b. shortlisting criteria,
- c. interview questions,
- d. Scoring rubric for assessment of interviewees

6.1.6 The COO recruitment pack shall be circulated to the Board for approval. Board members shall have five (5) days to provide any comments.

6.1.7 The COO position shall be advertised within twenty (20) days of being notified that the COO position will become vacant.

6.1.8 The COO position shall be advertised through appropriate channels, including the Society's official communication platforms, to ensure a transparent and inclusive process.

6.1.9 Application and Screening Procedure:

- Interested candidates shall submit an application including a CV, references, and a statement of suitability for the role.
- The COO Recruitment Committee shall screen applications to shortlist candidates based on the predefined shortlisting criteria.

6.1.10 Interview and Assessment Process:

- a. Shortlisted candidates shall be interviewed by the COO Recruitment Committee.
- The COO Recruitment Committee may also request candidates to complete specific assessments, such as presenting an operational plan or vision for the Society. Candidates must be notified of this request at least 10 calendar days prior to interview.

6.1.11 **Selection and Approval:**

- The COO Recruitment Committee shall prepare a report summarising the recruitment process:
  - The finalized job description, qualifications, and shortlisting criteria used for evaluation.
  - A list of platforms where the position was advertised to ensure transparency and inclusivity.
  - A summary of the process, including key dates (e.g., when the position was advertised, application deadline, interview dates).
  - Total number of applications received.
  - Shortlisting process and criteria applied.
  - Names or anonymized identifiers of shortlisted candidates, their CV's and Statements of Suitability (depending on Board preference for confidentiality).
  - Details of the interview format (e.g., in-person, virtual, panel discussion).
  - Any assessments required of candidates and their outcomes.
  - Confirmation that shortlisted candidates were informed of the process (e.g., interview schedule, assessment requirements).
  - The scoring rubric used during interviews.
  - Scores or rankings of each shortlisted candidate (anonymized if necessary for Board review).
  - Key observations from the interviews and assessments.
  - A recommendation for the preferred candidate, with a rationale based on the candidate's suitability, qualifications, and performance in the recruitment process.
  - A backup recommendation (optional), should the preferred candidate decline the offer.

- b. The Recruitment Committee Chair (usually the President) presents the report to the Board.
- c. Board Members should have access to the report at least 5 calendar days before the meeting.
- d. The Board reviews the Recruitment Committee's process and recommendations.
- e. Board Members may ask questions about the candidates, process, or rationale for the recommendation.
- f. The Board votes on the candidate recommendation, following the Society's voting procedures (e.g., simple majority, secret ballot, or show of hands).
- g. The Board shall select the preferred candidate by a two-thirds (2/3) majority vote.
- h. If the Board cannot agree on the preferred candidate, the Recruitment Committee may be tasked with revisiting the shortlisting or interview process.
- i. The final decision, including the selected candidate and terms of the appointment, is documented in the meeting minutes.
- j. The selected candidate's appointment must be formalized through a written agreement approved by the Board.

6.1.12 The COO's term of service shall be determined by the Board at the time of appointment and outlined in the written agreement.

6.1.13 Renewal of the term is subject to Board approval based on performance and organizational needs.

ii. ***Termination of Mandate***

6.1.14 2.1 The COO's mandate may be terminated for the following reasons:

- a. Death or legal incapacity.
- b. Resignation, with a minimum notice period of thirty (30) days.
- c. Dismissal by the Board for just cause, including failure to fulfill responsibilities or misconduct.
- d. Expiration of the agreed term of service.

6.1.15 The dismissal of the COO must be decided by a two-thirds (2/3) majority vote of the Board.

6.1.16 The COO shall be notified in writing of the reasons for dismissal and given an opportunity to respond, unless immediate termination is necessary to protect the Society's interests.

6.1.17 Upon termination, the COO shall provide a comprehensive handover of ongoing projects, financial records, and operational responsibilities to the Board or their designated representative.

iii. ***Responsibilities of the Chief Operating Officer***

6.1.18 The COO is responsible for implementing decisions made by the Board and the General Assembly in a timely and efficient manner.

6.1.19 The COO oversees the Society's day-to-day operations, including:

- a. Administrative tasks.

- b. Coordination of activities with Board members, committees, and working groups.
- c. Management of Society events and initiatives.

6.1.20 The COO manages the Society's financial resources, ensuring compliance with budgets and financial policies.

6.1.21 The COO may sign contracts and authorize expenditures within limits set by the Board.

6.1.22 The COO manages staff recruitment, supervision, and performance evaluation in accordance with the Society's policies.

6.1.23 The COO organizes the Annual General Assembly, Advisory Council, and Patient Advisory Board meetings, ensuring timely communication of notices, preparation of agendas, and logistical arrangements.

6.1.24 The COO may sub-delegate specific tasks to staff or contractors, provided such delegation:

- a. Is within the limits defined by the Board.
- b. Does not transfer ultimate responsibility or accountability.

**iv. *Reporting Obligations***

6.1.25 The COO shall submit a report to the Board every three (3) months, including:

- a. Updates on the implementation of Board and General Assembly decisions.
- b. Financial performance and budget adherence.
- c. Status of ongoing projects and activities.

6.1.26 The COO shall present a comprehensive annual report to the General Assembly, covering:

- a. Operational achievements and challenges.
- b. Financial statements and audit results.
- c. Recommendations for future activities and improvements.

**v. *Accountability and Performance Evaluation***

6.1.27 The COO reports directly to the Board and is accountable for all delegated responsibilities.

6.1.28 The Board shall conduct an annual performance review of the COO, assessing:

- a. The effectiveness of decision implementation.
- b. Financial and operational management.
- c. Achievement of strategic objectives.

**vi. *Record-Keeping and Transparency***

6.1.29 All documents related to the appointment, duties, and termination of the COO shall be maintained in the Society's official records.

6.1.30 Quarterly and annual reports prepared by the COO shall be made available to Board members and archived for at least five (5) years.

6.1.31 Key updates on the COO's role, such as new appointments or significant changes, shall be communicated to the Society's members through official channels.

## **By-Laws Section 7.0 Freedom to Speak Up Guardian**

### **i. Scope of Responsibilities**

7.1.1 The Freedom to Speak Up Guardian shall actively promote a culture where individuals feel safe and empowered to raise concerns about:

- a. Governance and operational issues.
- b. Discrimination or inappropriate behavior.
- c. Well-being concerns affecting themselves, colleagues, or patients.
- d. Any other matter that impedes the effective operation of the Society.

7.1.2 The Freedom to Speak Up Guardian must:

- a. Provide a confidential and non-judgmental platform for individuals to raise concerns.
- b. Acknowledge receipt of concerns within five (5) working days.
- c. Assess and determine the most appropriate process for addressing concerns, including referral to existing policies or procedures (e.g., HR, quality assurance).

7.1.3 The Freedom to Speak Up Guardian must:

- a. Respond to the individual raising concerns with a summary of actions taken within a reasonable timeframe.
- b. Ensure issues are resolved promptly and transparently, adhering to the Society's values and policies.

### **ii. Safeguards and Confidentiality**

7.1.4 Individuals who speak up are protected from retaliation, discrimination, or any disadvantage resulting from their actions.

7.1.5 The Freedom to Speak Up Guardian must maintain the confidentiality of all information shared, except when disclosure is required by law or necessary to address the concern.

7.1.6 The Freedom to Speak Up Guardian must notify individuals if confidentiality cannot be maintained, explaining the reasons and steps to ensure their safety.

### **iii. Reporting**

7.1.7 The Freedom to Speak Up Guardian shall provide quarterly updates to the Board or designated sub-committee, summarizing:

- a. The number and types of concerns raised.
- b. Actions taken to resolve these concerns.
- c. Any systemic issues identified and recommendations for improvement.

7.1.8 An annual report, summarizing the Freedom to Speak Up Guardian's activities and impact, must be presented to the General Assembly. The report should exclude any identifying information to ensure Confidentiality. Freedom to speak up Guardian cannot be a Board Member.

iv. ***Meetings and Communication***

7.1.9 The Freedom to Speak Up Guardian shall meet with the Board or designated sub-committee at least twice per year to discuss trends, systemic issues, and recommendations.

7.1.10 The Freedom to Speak Up Guardian shall maintain open communication with individuals raising concerns and provide regular updates on the progress of their issues.

v. ***Training and Resources***

7.1.11 The Society shall provide the Freedom to Speak Up Guardian with adequate resources, training, and administrative support to perform their role effectively.

7.1.12 The Freedom to Speak Up Guardian shall undergo regular training on best practices for handling sensitive issues, promoting inclusivity, and fostering well-being.

vi. ***Conflict of Interest***

7.1.13 The Freedom to Speak Up Guardian must disclose any potential conflict of interest related to their role.

7.1.14 If a conflict arises, the Board shall take appropriate measures to address the issue, including appointing an interim Freedom to Speak Up Guardian if necessary.

vii. ***Eligibility to Report Concerns***

7.1.15 The following individuals are entitled to engage with the Freedom to Speak Up Guardian to report concerns:

- a. Members of the Society, including Full Members, Individual Members, Associate Members, and de facto members.
- b. Employees, contractors, and volunteers working with or on behalf of the Society.
- c. Members of the Society's governance and advisory bodies, including Board Members, Working Group Chairs, and Advisory Council Members.
- d. Any individuals collaborating with the Society in an official capacity, such as partners, stakeholders, and consultants.

7.1.16 Concerns may be raised on matters including, but not limited to:

- a. Governance, operational, or procedural inefficiencies.
- b. Discrimination, harassment, or bullying within the Society.
- c. Ethical concerns related to the Society's activities or projects.
- d. Behaviors or processes negatively impacting the individual's well-being or ability to perform their role.

- e. Any issue impeding the effective operation of the Society or its mission.

viii. ***Procedure for Reporting Concerns to the Freedom to Speak Up Guardian***

7.1.17 Individuals wishing to report concerns may contact the Freedom to Speak Up Guardian via the following channels:

- a. Email address provided specifically for the Freedom to Speak Up Guardian.
- b. Written correspondence addressed to the Freedom to Speak Up Guardian at the Society's registered office.

7.1.18 The individual should provide the following details when raising concerns:

- a. A clear description of the issue, including specific incidents or behaviors where applicable.
- b. The context and timeline of the concern.
- c. Any steps already taken to address the issue (if applicable).
- d. Suggestions for resolution, if the individual has specific ideas.

7.1.19 Individuals may choose to remain anonymous when raising concerns. However, anonymity may limit the Freedom to Speak Up Guardian's ability to provide feedback or fully investigate the matter.

7.1.20 All reports are handled with strict confidentiality, except where:

- a. Disclosure is required by law.
- b. Disclosure is necessary to address the issue effectively.

7.1.21 The Freedom to Speak Up Guardian must acknowledge receipt of the concern within five (5) working days, providing assurance of confidentiality and outlining the next steps.

ix. ***Response and Feedback***

7.1.22 The Freedom to Speak Up Guardian shall assess the concern to determine:

- a. Whether it falls within the remit of the Freedom to Speak Up Guardian or should be redirected to another process (e.g., HR, governance, or legal compliance).
- b. The urgency and potential impact of the issue.

7.1.23 The Freedom to Speak Up Guardian shall:

- a. Investigate the concern or refer it to the appropriate department, committee, or authority.
- b. Provide updates to the individual at regular intervals, ensuring transparency and support throughout the process.

7.1.24 The Freedom to Speak Up Guardian must inform the individual of the resolution or next steps within a reasonable timeframe, ensuring any feedback or decisions are clearly explained.

- x. ***Protections for Individuals Raising Concerns***
  - 7.1.25 Individuals raising concerns in good faith are protected from retaliation, discrimination, or disadvantage as a result of speaking up.
  - 7.1.26 The Society shall offer appropriate support to individuals who raise concerns, including mental health or well-being resources if needed.
  - 7.1.27 Reports made in bad faith or with malicious intent may be subject to disciplinary action, as determined by the Board.

- xi. ***Record-Keeping and Reporting***
  - 7.1.28 The Freedom to Speak Up Guardian shall maintain records of concerns raised, including:
    - a. The date the concern was raised.
    - b. The nature of the issue (general summary).
    - c. Actions taken to address the concern.
    - d. Outcomes and resolutions.
  - 7.1.29 A summary of concerns and resolutions, excluding identifiable information, shall be included in the Freedom to Speak Up Guardian's annual report to the Board and General Assembly.

## **By-Laws Section 8.0 Nominations Committee**

- i. ***Structure and Composition of the Nominations Committee***
  - 8.1.1 The Nominations Committee shall be composed of seven (7) members, including:
    - a. A Chair, appointed by the Board.
    - b. At least two (2) Board members, one of them is Board Secretary.
    - c. At least three (2) members representing Full or Individual Members of the Society.
    - d. At least two (2) members representing EONS' working group members.
  - 8.1.2 The Committee's composition shall reflect the diversity of EONS membership, including geographic representation, professional expertise, and demographics.
  - 8.1.3 The Nominations Committee members are appointed by the Board and serve for a term of two (2) years, renewable once.
  - 8.1.4 The selection of Nomination Committee Members is subject to ratification by the General Assembly.
  - 8.1.5 Members of the Nominations Committee must demonstrate experience and expertise relevant to the Society's governance and values, and must not be current candidates for any position under the Committee's purview.
- ii. ***Chairing the Nominations Committee***
  - 8.1.6 The Chairperson of the Nominations Committee shall:

- a. Convene and lead meetings of the Committee.
- b. Ensure the timely execution of the Committee's duties.
- c. Act as the primary liaison between the Nominations Committee and the Board.

iii. ***Quorum for Composition of the Nominations Committee***

8.1.7 A minimum of 50% + 1 majority of the Committee members must be present for it to be considered validly composed.

iv. ***Responsibilities and Powers of the Nominations Committee***

8.1.8 The Nominations Committee shall oversee:

- a. The planning and implementation the selection process for Board positions, including President-Elect, Treasurer, Secretary, and Members-at-Large.
- b. The selection of Working Group Chairs and Members.
- c. The selection of Chairs of the Advisory Council.
- d. The selection of Chairs and Members of the Patient Advisory Board.
- e. The selection of Chairs of the Working Group Chairs' Committee.

8.1.9 Regarding Board Elections, the Nominations Committee are responsible for:

- a. Reviewing the nomination packages, ensuring the candidates are eligible for election.
- b. Summarizing and presenting the list of eligible candidates, along with recommendations, to the General Assembly for election.
- c. Summarising and presenting the list of ineligible candidates, including the reasons the candidate was deemed ineligible for election to the Board and General Assembly.

8.1.10 The Nominations Committee shall ensure that the selection process is conducted transparently, fairly, and in compliance with the Society's Statutes and By-Laws.

v. ***Convening of Nomination Committee Meetings***

8.1.11 The nominations committee shall be convened four (4) times per year to evaluate candidates for open positions. The Committee shall meet as often as necessary to fulfil its duties, including at least once per nomination cycle.

8.1.12 The Secretariat, in consultation with the Chair of the Nominations Committee shall issue a written notice of the meeting, including the agenda, at least thirty (30) working days prior to the meeting.

8.1.13 The Chair of the Committee, in collaboration with the Secretariat, shall prepare the agenda, which must include:

- a. Review of nomination packages.
- b. Updates on the nomination process timeline.
- c. Discussion of candidate evaluations and recommendations.
- d. Any other relevant items.

8.1.14 Meetings may be held virtually, provided secure and simultaneous communication is ensured.

8.1.15 Supporting documents, in particular, the candidate application/nomination packs must be circulated by the Secretariat to members of the Nominations Committee at least fifteen (15) calendar days before the meeting.

vi. ***Conduct of Nomination Committee Meetings***

8.1.16 The Chair presides over all meetings, ensuring order and adherence to the agenda.

8.1.17 All Committee members are expected to actively participate in discussions and decision-making processes.

8.1.18 Deliberations and discussions within the Committee are strictly confidential and shall not be disclosed outside the Committee.

vii. ***Voting Procedures for the Nominations Committee Meeting***

8.1.19 A quorum of at least 50% + 1 majority of the Committee members must be present for voting to occur.

8.1.20 Decisions shall be made by a simple majority of those present unless the Board specifies a higher majority for certain decisions.

8.1.21 Voting may be conducted by show of hands, secret ballot, or electronic means, as determined by the Chair.

viii. ***Conflict of Interest in Voting***

8.1.22 Any member with a direct or indirect conflict of interest related to a candidate must disclose the conflict and abstain from voting on that candidate's nomination.

8.1.23 A member of the Nominations Committee who is under consideration for a position/election may not participate in deliberation or voting in that election/appointment process.

8.1.24 Conflicts of interest for Nomination Committee Members include:

- Close Personal Relationships with a candidate or nominee.
- The committee member works directly with or reports to a candidate, or vice versa, in a professional capacity (e.g., employer-employee, supervisor-subordinate relationship).
- The committee member has an existing contractual, business, or financial relationship with a candidate that may influence impartiality.
- The committee member has a direct or indirect financial interest (e.g., ownership stake, shared investments) in an entity or initiative involving a candidate or their affiliated organization.
- The committee member is actively involved in, or has a leadership role within, a political, advocacy, or professional organization that is closely associated with or directly supports a specific candidate or nominee.

- f. The committee member has publicly endorsed or campaigned for a candidate before or during the nominations process.
- g. The committee member has applied for or intends to apply for a position within the Working Group being reviewed or has a close relationship with an applicant.
- h. The committee member has demonstrated a clear bias for or against a specific candidate or nominee, whether through prior actions, statements, or affiliations.
- i. The committee member has been involved in a formal or informal dispute with a candidate or nominee, which could impair objectivity.
- j. The committee member stands to gain personal benefit (e.g., professional advancement, influence, or financial gain) from the selection or rejection of a particular candidate or nominee.
- k. The committee member holds another role in the organization (e.g., Board Member, Working Group Chair) that could influence or be influenced by the nominations or selection process.
- l. Any other circumstance that could reasonably be perceived as impairing the committee member's ability to act impartially and in the best interest of the organization.

**ix. *Procedures for Candidate Evaluation***

- 8.1.25 The Nominations Committee shall coordinate with the Secretariat to issue a public call for nominations, specifying the eligibility criteria, required documentation, and deadlines.
- 8.1.26 For Board elections, the Nominations Committee shall evaluate all nomination packages, using a pre-approved evaluation matrix, to ensure the candidate is eligible for election.
- 8.1.27 For all other positions, the Committee shall evaluate candidates using a pre-approved evaluation matrix, taking into account:
  - a. Professional qualifications and experience.
  - b. Strategic proposals for advancing the Society's mission.
  - c. Commitment to diversity, equity, and inclusion.
  - d. Alignment with the values and objectives of the Society.
- 8.1.28 The Committee may conduct interviews with shortlisted candidates or request additional documentation to clarify qualifications or suitability.
- 8.1.29 The Nominations Committee shall prepare a report summarizing its evaluations and recommendations, including reasons for selection or exclusion of candidates. This report shall be submitted to the Board and, where applicable, to the General Assembly.

**x. *Accountability and Reporting***

- 8.1.30 The Nominations Committee operates under the authority and responsibility of the Board and must act in accordance with its directives.
- 8.1.31 The Nominations Committee shall report periodically to the Board, providing updates on its activities, progress, and any challenges encountered.

8.1.32 The Committee shall submit an annual report summarizing its activities, including:

- a. The selection processes conducted.
- b. Observations and recommendations for improving future nomination procedures.

xi. ***Confidentiality and Integrity***

8.1.33 All deliberations, documents, and evaluations conducted by the Nominations Committee shall remain confidential.

8.1.34 Members of the Nominations Committee must disclose any conflicts of interest and recuse themselves from evaluating candidates where a conflict exists.

xii. ***Record-Keeping and Documentation***

8.1.35 The Nominations Committee shall maintain accurate records of all nomination processes, including:

- a. Applications received.
- b. Evaluation criteria and decisions.
- c. Communications with candidates.
- d. Final recommendations.

8.1.36 Records shall be archived securely by the Secretariat for a period of five (5) years and made available for audit or review by the Board.

xiii. ***Drafting and Approval of Nominations Committee Meeting Minutes***

8.1.37 The Committee Chair, in collaboration with the Secretariat, is responsible for drafting the meeting minutes.

8.1.38 Minutes must include:

- a. Attendance.
- b. Agenda items discussed.
- c. Key deliberations and decisions made.
- d. Voting outcomes, including names of abstaining or dissenting members.

xiv. ***Procedure for Verification and Circulation of Nominations Committee Meeting Minutes***

8.1.39 Draft minutes shall be circulated to all Committee members within seven (7) working days of the meeting for review and approval.

8.1.40 The Draft minutes of the Committee Meeting should be reviewed and verified by all committee members twenty-one (21) calendar days of the meeting.

8.1.41 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.

8.1.42 The final minutes, incorporating any approved corrections, shall be formally approved at the next Committee meeting.

- 8.1.43 Once approved, the Committee Meeting Minutes should be reviewed and noted during the next Board meeting.
- 8.1.44 Approved minutes shall be archived by the Secretariat and made available to the Board and committee members upon request.

## **By-Laws Section 9.0 Procedures for Voting in Governance Meetings**

### **9.1 Overview of Voting Methods**

- 9.1.1 EONS governance bodies may use the following voting methods:
  - a. Show of Hands
  - b. Roll Call
  - c. Secret Ballot
  - d. Electronic Ballot

### **9.2 Voting by Show of Hands**

#### **i. *Introduction of Motion***

- 9.2.1 The Presiding Officer reads or summarises the proposed resolution or motion.

#### **ii. *Call for a Vote***

- 9.2.2 The Presiding Officer announces that the vote will proceed by show of hands, clarifies what a "yes" or "no" vote means, and asks voting participants to raise their hands accordingly.

#### **iii. *Counting of Hands***

- 9.2.3 The Presiding Officer (or Secretary) counts those in favour, those against, and if needed, any abstentions.

- 9.2.4 If proxies are allowed (per the By-Laws or Statutes), a representative holding proxies raises their hand multiple times equal to the number of votes they hold.

#### **iv. *Declaration of the Result***

- 9.2.5 The Presiding Officer declares the outcome (e.g., "The motion is carried" or "The motion is defeated") once the votes are tallied.

- 9.2.6 If a tie-break is allowed and needed, the Presiding Officer may cast the deciding vote as prescribed.

- 9.2.7 Once announced, the result is final unless immediately challenged on procedural grounds.

#### **v. *Recording***

- 9.2.8 The COO or Secretariat (or equivalent support staff) records the motion and outcome in the minutes, noting the count of votes for, against, and any abstentions or invalid votes.

## **9.3 Voting by Roll Call**

### **i. *Initiation***

9.3.1 A roll call vote may be initiated by:

- a. The Presiding Officer on their own authority, **or**
- b. A formal request by at least a specified fraction of participants (e.g., one-third or one-fifth) entitled to vote, as defined by the By-Laws for that specific body.

### **ii. *Introduction of Motion***

9.3.2 The Presiding Officer reads or summarises the proposed resolution or motion.

### **iii. *Call for a Vote***

9.3.3 The Presiding Officer announces that a roll call vote will occur and explains the process.

### **iv. *Preparation***

9.3.4 The COO or Secretariat (or designated staff) ensures an up-to-date list of voting members and any proxies, typically in alphabetical order.

### **v. *Conduct of Roll Call***

9.3.5 The Secretary (or an appointed individual) calls each voter in alphabetical (or other agreed) order.

9.3.6 Each voter states their vote out loud (e.g., "Yes," "No," or "Abstain").

9.3.7 Proxy holders explicitly state votes cast on behalf of absent participants.

### **vi. *Recording of Votes***

9.3.8 The COO or Secretariat notes each vote in the official record.

9.3.9 The votes are then confirmed publicly (e.g., by reading the tally of "Yes," "No," "Abstain").

### **vii. *Declaration of the Result***

9.3.10 The Presiding Officer announces the final count and whether the resolution has passed or failed.

9.3.11 Votes are not secret in a roll call; the meeting minutes shall reflect each individual vote.

### **viii. *Finality***

9.3.12 Once announced, the result is final unless the body decides, by a separate motion, to re-open the matter under extenuating circumstances.

## **9.4 Voting by Secret Ballot**

### **i. *Initiation***

9.4.1 A secret ballot may be initiated by:

- a. The Presiding Officer, **or**
- b. A formal request by a specified fraction (e.g., one-third) of voting participants present or represented.

### **ii. *Introduction of Motion***

9.4.2 The Presiding Officer reads or summarises the proposed resolution or motion.

### **iii. *Distribution of Ballots***

9.4.3 The Presiding Officer or their delegate distributes identical, unmarked paper ballots to each voter or proxy holder.

9.4.4 In a virtual context, an electronic secret ballot may be used (see Section 5).

### **iv. *Casting the Ballot***

9.4.5 Voters mark their preference (e.g., "yes/no" or candidate selection) and seal or fold the ballot to preserve anonymity.

9.4.6 In-person: deposit the ballot into a sealed box or container.

9.4.7 Virtual: use an anonymous electronic form or platform.

### **v. *Ballot Count***

9.4.8 The Presiding Officer appoints an independent Ballot Counting Committee (e.g., the COO and Secretariat) to open and count the ballots once all eligible voters have cast them.

9.4.9 Any unclear or invalid ballots (e.g., contradictory markings) are agreed upon unanimously by the Committee.

### **vi. *Declaration of Results***

9.4.10 The Committee communicates the tally (e.g., valid votes, abstentions, invalid ballots, totals for each option/candidate).

9.4.11 The Presiding Officer announces the result.

9.4.12 If a tie occurs, refer to tie-breaking rules in the Statutes or By-Laws.

### **vii. *Confidentiality and Record-Keeping***

9.4.13 Paper ballots are destroyed after the count unless there is a dispute or legal requirement to retain them.

9.4.14 The meeting minutes record only final tallies, not individual votes.

9.4.15 Challenges must be raised immediately upon announcement. If upheld, the Presiding Officer may call a re-vote.

## **9.5 Voting by Electronic Ballot**

### **i. Setup and Distribution**

9.5.1 The Secretariat (or designated staff) prepares an online voting form (e.g., Microsoft Forms under EONS Teams Licence) for each motion.

9.5.2 The form must clearly display the **wording of the motion or resolution**, allow members to choose "For," "Against," or "Abstain," and include any attachments if needed.

### **ii. Conduct of the Electronic Vote**

9.5.3 Only authorised voting participants receive the link (e.g., via Zoom or Teams chat) when the Presiding Officer opens the vote.

9.5.4 If it's a **secret** ballot, ensure the form collects **no identifying info** (IP addresses or emails).

### **9.5.5 Tally and Verification**

9.5.6 Voting data is restricted to designated officers (e.g., COO and Secretariat) who verify results according to the relevant procedure (show of hands or secret).

9.5.7 If technical issues occur, the Presiding Officer may postpone and reschedule the vote.

### **iii. Declaration of the Result**

9.5.8 The Presiding Officer announces the outcome once tallying is complete.

9.5.9 If a tie occurs, apply the relevant tie-break rules.

### **iv. Documentation**

9.5.10 The minutes reflect the motion, the final numeric outcome, and any challenges lodged.

## **9.6 Final Provisions on Voting**

### **i. Tie-Break**

9.6.1 If a tie-breaking vote is allowed by the Statutes or By-Laws, the Presiding Officer may cast a deciding vote after counting.

9.6.2 Otherwise, a tie results in the motion's failure.

### **ii. Proxy Votes**

9.6.3 Proxy usage (if permitted) follows the relevant By-Laws or Statutes for each governance body regarding who may hold a proxy and how many.

iii. ***Challenges and Disputes***

9.6.4 Any procedural challenge should be raised **immediately** once results are announced. The Presiding Officer may momentarily suspend proceedings to investigate.

9.6.5 If a formal challenge is upheld, the body may re-take the vote following the same or a revised procedure.

iv. ***Record-Keeping and Transparency***

9.6.6 The result of each vote is recorded in the official minutes.

9.6.7 Where applicable (roll call or show of hands), the minutes reflect each participant's vote or the final counts. For secret ballots, only aggregate totals are recorded.

v. ***Hierarchical Rules***

9.6.8 These Voting Procedures do not override special provisions in the Statutes (e.g., required supermajorities for certain decisions).

9.6.9 In case of conflict, the Statutes take precedence.

## **By-Laws Section 10.0 Advisory Bodies**

### **10.1 EONS Advisory Council**

i. ***Composition***

10.1.1 The Advisory Council is composed 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).

ii. ***Eligibility***

10.1.2 Representatives must be active members of their respective national cancer nursing societies and possess a demonstrable commitment to advancing the mission and objectives of EONS.

10.1.3 The Advisory Council's composition should reflect the diversity of EONS membership in terms of geography, professional expertise, and demographics.

iii. ***Proxies***

10.1.4 If a representative cannot attend a meeting, the President (or the COO on behalf of the President) must be informed in writing at least five (5) working days before the meeting.

10.1.5 The proposed proxy must:

- a. Be a member of the same national cancer nursing society as the absent representative.
- b. Possess relevant qualifications and experience to contribute effectively to the meeting.

10.1.6 Proxies may participate fully in discussions and provide input on behalf of the absent representative.

10.1.7 The notification of proxy appointment, including the name and qualifications of the proxy, must be submitted in writing to the Secretariat and included in the meeting records.

iv. ***Powers and Responsibilities***

10.1.8 The Advisory Council serves as an advisory body to the EONS Board, providing non-binding recommendations and input to guide the Society's strategic direction and policy development.

10.1.9 The Advisory Council's role includes:

- a. Advocating for cancer nurses' interests across all Society activities.
- b. Ensuring alignment between the Society's initiatives and the needs of cancer nurses.
- c. Providing recommendations to the EONS Board on matters of policy, strategy, and governance.

10.1.10 The Advisory Council submits an annual report to the EONS Board by January 31st of the following year, summarizing its activities and recommendations.

v. ***Advisory Council Meeting Logistics***

10.1.11 The Advisory Council meets at least once per year, either face-to-face or virtually.

10.1.12 The Co-Chairs of the Advisory Council, in collaboration with the Secretariat, shall issue a written notice of the meeting at least thirty (30) days in advance.

10.1.13 The notice shall include the meeting agenda, supporting documents, and details on logistics (time, location, or virtual platform).

10.1.14 The Co-Chairs shall prepare the agenda in consultation with Advisory Council members, ensuring that critical topics and any proposals for recommendations to the Board are included.

10.1.15 EONS does not cover the travel, accommodation, or participation costs for Advisory Council representatives.

vi. ***Advisory Council Meeting Quorum***

10.1.16 The Advisory Council meeting is validly constituted if at least 50% of its members are present.

10.1.17 Representatives attending virtually count toward the quorum.

10.1.18 If a quorum is not achieved, the meeting may proceed for discussion purposes, but no formal recommendations or conclusions may be submitted to the Board.

vii. ***Preparation and Approval of Advisory Council Meeting Minutes***

10.1.19 Minutes of each Advisory Council meeting shall be drafted by the Secretariat under the supervision of the Co-Chairs.

10.1.20 The minutes must include:

- a. Attendance (including proxies).
- b. Key points of discussion.
- c. Recommendations provided to the Board.
- d. Action items with assigned responsibilities and deadlines.

10.1.21 Draft minutes shall be circulated to all members within fourteen (14) days of the meeting for review and approval.

10.1.22 The Draft minutes of the meeting should be reviewed and verified by all members twenty-one (21) calendar days of the meeting.

10.1.23 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.

10.1.24 The final minutes, incorporating any approved corrections, shall be formally approved at the next Advisory Council meeting.

10.1.25 Once approved, the Committee Meeting Minutes should be reviewed and noted during the next Board meeting.

10.1.26 Approved minutes shall be archived by the Secretariat and made available to the Board and committee members upon request.

viii. ***Written Procedures for Advisory Council Decision Making***

10.1.27 The Advisory Council is not permitted to take decisions or provide recommendations through a written procedure.

10.1.28 All recommendations and input must be developed and agreed upon during a validly convened meeting, ensuring active discussion and engagement among members.

## **10.2 Patient Advisory Board**

i. ***Composition***

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

10.2.2 Representatives are selected based on their experience, expertise, and ability to contribute to patient-centric initiatives.

10.2.3 The composition of the PAB should reflect the diversity of cancer patients across Europe, including demographics, cancer types, and care experiences.

ii. ***Eligibility***

- 10.2.4 Members must demonstrate a strong commitment to representing the interests of cancer patients, families, and caregivers.
- 10.2.5 Representatives must meet any eligibility criteria defined by the EONS Board.

iii. ***Proxies***

- 10.2.6 If a representative cannot attend a meeting, the President (or the COO on behalf of the President) must be informed in writing at least five (5) working days before the meeting.
- 10.2.7 The proposed proxy must:
  - a. Be affiliated with the same patient association as the absent representative.
  - b. Possess relevant experience and knowledge to contribute effectively to the meeting.
- 10.2.8 Proxies may participate fully in discussions and provide input on behalf of the absent representative but shall not hold voting rights.
- 10.2.9 The notification of proxy appointment, including the name and qualifications of the proxy, must be submitted in writing to the Secretariat and included in the meeting records.

iv. ***Powers and Responsibilities***

- 10.2.10 The PAB serves as an advisory body to the EONS Board, providing non-binding recommendations to ensure patient perspectives are central to EONS's strategic and policy decisions.
- 10.2.11 The PAB has the authority to:
  - a. Advocate for the interests of cancer patients, families, and caregivers across EONS initiatives.
  - b. Emphasize the Society's commitment to patient-centered care and activities.
  - c. Provide recommendations to the EONS Board on patient-centric approaches, fostering dialogue to enhance decision-making.
- 10.2.12 The PAB submits an annual report to the EONS Board by January 31st of the following year, summarizing its activities and recommendations.

v. ***PAB Meeting Logistics***

- 10.2.13 The PAB meets at least once per year, either face-to-face or virtually.
- 10.2.14 The Co-Chairs of the PAB, in collaboration with the Secretariat, shall issue a written notice of the meeting at least thirty (30) days in advance.
- 10.2.15 The notice shall include the meeting agenda, supporting documents, and details on logistics (time, location, or virtual platform).

10.2.16 The Co-Chairs shall prepare the agenda in consultation with PAB members, ensuring that key patient-related issues and proposals for recommendations to the Board are included.

10.2.17 EONS does not cover the travel, accommodation, or participation costs for PAB representatives.

vi. ***PAB Meeting Quorum***

10.2.18 A PAB meeting is validly constituted if at least 50% of its members are present.

10.2.19 Representatives attending virtually count toward the quorum.

10.2.20 If a quorum is not achieved, the meeting may proceed for discussion purposes, but no formal recommendations or conclusions may be submitted to the Board.

vii. ***Preparation and Approval of PAB Meeting Minutes***

10.2.21 Minutes of each PAB meeting shall be drafted by the Secretariat under the supervision of the Co-Chairs.

10.2.22 The minutes must include:

- a. Attendance (including proxies).
- b. Key points of discussion.
- c. Recommendations provided to the Board.
- d. Action items with assigned responsibilities and deadlines.

10.2.23 Draft minutes shall be circulated to all members within fourteen (14) days of the meeting for review and approval.

10.2.24 The Draft minutes of the meeting should be reviewed and verified by all members twenty-one (21) calendar days of the meeting.

10.2.25 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.

10.2.26 The final minutes, incorporating any approved corrections, shall be formally approved at the next Advisory Council meeting.

10.2.27 Once approved, the Committee Meeting Minutes should be reviewed and noted during the next Board meeting.

10.2.28 Approved minutes shall be archived by the Secretariat and made available to the Board and committee members upon request.

viii. ***Written Procedures for PAB***

10.2.29 The PAB is not permitted to take decisions or provide recommendations through a written procedure.

10.2.30 All recommendations and input must be developed and agreed upon during a validly convened meeting, ensuring active discussion and engagement among members.

### **10.3 Working Group Chairs Committee**

#### *i. Composition*

10.3.1 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.

10.3.2 If a Chair is unable to attend a meeting, they may designate the Vice-Chair or a member of their Working Group to attend on their behalf. This substitute has full participation rights within the Committee but does not gain any voting rights.

10.3.3 Observers or guests may attend Committee meetings at the invitation of the Chair of the Committee to provide specific expertise or input but do not have formal participation rights.

#### *ii. Powers and Responsibilities*

10.3.4 The Committee serves as a communication and collaboration mechanism, providing recommendations and updates on Working Group activities to the Board and the Society.

10.3.5 The Committee identifies opportunities for collaboration and alignment across Working Groups to enhance the Society's activities and strategic objectives.

10.3.6 The Committee fosters regular communication and knowledge sharing between Working Groups to ensure alignment of their respective activities and outputs.

10.3.7 The Chair of the Committee provides a consolidated report of Committee activities to the Board quarterly, ensuring visibility of Working Group progress and initiatives.

#### *iii. Working Group Chairs Committee Meeting Logistics*

10.3.8 The Committee meets quarterly, either face-to-face or virtually, as determined by the Chair of the Committee in collaboration with the EONS Secretariat.

10.3.9 Meeting notices, including the agenda and relevant documentation, must be circulated to members at least fourteen (14) working days before the scheduled meeting.

10.3.10 Emergency meetings may be convened with shorter notice if required, with the agreement of the majority of Committee members.

iv. ***Meeting Quorum***

- 10.3.11 A quorum is achieved if Chairs of at least three (3) of the five (5) Working Groups (or their designated substitutes) are present.
- 10.3.12 If quorum is not met, the meeting may proceed for discussion purposes, but no formal recommendations or consolidated updates can be adopted until quorum is achieved.

v. ***Preparation and Approval of the Meeting Minutes***

- 10.3.13 Minutes of each meeting shall be prepared by the Secretariat under the supervision of the Chair.
- 10.3.14 Minutes must include:
  - a. Attendance (including proxies).
  - b. Key points of discussion.
  - c. Recommendations or outputs provided to the Board.
  - d. Action items with assigned responsibilities and deadlines.
- 10.3.15 Draft minutes shall be circulated to all members within fourteen (14) days of the meeting for review and approval.
- 10.3.16 The Draft minutes of the meeting should be reviewed and verified by all members twenty-one (21) calendar days of the meeting.
- 10.3.17 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.
- 10.3.18 The final minutes, incorporating any approved corrections, shall be formally approved at the next Advisory Council meeting.
- 10.3.19 Once approved, the Committee Meeting Minutes should be reviewed and noted during the next Board meeting.
- 10.3.20 Approved minutes shall be archived by the Secretariat and made available to the Board and committee members upon request.

vi. ***Written Procedure***

- 10.3.21 The Working Group Chairs Committee is not permitted to adopt decisions or recommendations via written procedure. All deliberations and discussions must occur during scheduled meetings.

**10.4 EONS Working Groups and Task Groups**

i. ***Composition***

- 10.4.1 EONS Working Groups and Task Groups are composed of members selected based on their expertise and experience relevant to the group's objectives.
- 10.4.2 Each Working Group and Task Group shall have a Chair, and optionally a Vice-Chair, appointed by the Board upon recommendation from the Nominations Committee.

- 10.4.3 The Chair is responsible for overseeing the group's activities, ensuring alignment with EONS's mission, and managing meetings and procedures.
- 10.4.4 Membership of an EONS working group is open to Individual Members and de facto members of the Society who reside in a European country.
- 10.4.5 EONS Working Groups shall consist of ten (10) members in total at any time.
- 10.4.6 Working Group Chairs and Members are selected via a competitive process overseen by the EONS Nominations Committee.

ii. ***Duration of Working Group Membership***

- 10.4.7 Working Group co-chairs and members are appointed for a one-year term, renewable twice (i.e. a maximum of three years), subject to board approval.
- 10.4.8 Membership terms are aligned with the duration of the group's mandate and are renewable based on the group's objectives and Board approval.
- 10.4.9 A working group member who is appointed as Chair of the working group may serve consecutive terms as a member and Chair, provided their total consecutive tenure within the working group does not exceed six (6) years. A member who has completed a three-year term as a working group member may accept the Chair position but may only hold the Chair role for a maximum of three (3) years, ensuring their total service within the working group remains within the six-year limit.
- 10.4.10 Renewal of membership is contingent on active participation and contribution to the Working Group's objectives, as assessed by the Chair and approved by the Board.
- 10.4.11 If a position becomes vacant due to resignation, suspension, or termination, the Chair, in consultation with the Board and Nominations Committee, may appoint a replacement member for the remainder of the term.
- 10.4.12 A member's mandate ends upon the expiration of their appointed term, unless renewed.
- 10.4.13 A member may resign at any time by providing written notice to the Chair. Resignations take effect upon acknowledgment by the Chair.
- 10.4.14 Membership automatically ends if the Working Group or Task Group is dissolved or its mandate concludes.
- 10.4.15 Upon the end of their mandate, members have no claims to any assets or benefits of EONS. Members must cease representing themselves as part of the group and return any EONS materials in their possession.

iii. ***Diversity and Inclusivity***

- 10.4.16 Groups should aim to reflect the diversity of EONS membership, including geographical, professional, and demographic representation.

iv. ***Powers and Responsibilities***

- 10.4.17 Working Groups and Task Groups serve as expert advisory bodies to the EONS Board, providing recommendations, research, and input on specific topics or projects.
- 10.4.18 Working Groups and Task Groups may:
  - a. Conduct research and develop resources within their area of expertise.
  - b. Provide recommendations on policies, strategies, and initiatives.
  - c. Collaborate with other EONS bodies to enhance the Society's work.
  - d. Contribute to reports, publications, or events organized by EONS.
- 10.4.19 Working Group members are expected to personally attend all meetings and actively participate in discussions and decision-making processes.
- 10.4.20 In the event a Working Group member is unable to attend a meeting, they may not nominate a proxy or delegate another individual to participate or vote on their behalf.
- 10.4.21 Groups must submit periodic progress updates to the Board and a final report summarizing their activities and recommendations upon completion of their mandate.

v. ***Working Group Meeting Logistics***

- 10.4.22 Groups shall meet as often as required to fulfill their objectives, but at least four times per year.
- 10.4.23 The Chair, in collaboration with the Secretariat, shall issue a written notice of meetings at least fourteen (14) days in advance, including the agenda and relevant materials.
- 10.4.24 The Chair is responsible for preparing the agenda, ensuring that critical topics and any proposals for recommendations to the Board are included.
- 10.4.25 EONS does not cover the travel, accommodation, or participation costs for group members unless otherwise specified.

vi. ***Working Group Meeting Quorum***

- 10.4.26 A group meeting is validly constituted if at least 50% of its members are present, including the Chair or Vice-Chair.
- 10.4.27 Virtual attendance counts toward quorum.
- 10.4.28 If quorum is not achieved, the meeting may proceed for discussion purposes, but no formal recommendations or conclusions may be submitted to the Board.

vii. ***Preparation and Approval of Working Group Meeting Minutes***

- 10.4.29 Minutes of each meeting shall be prepared by the Secretariat under the supervision of the Chair.

10.4.30 Minutes must include:

- a. Attendance (including proxies).
- b. Key points of discussion.
- c. Recommendations or outputs provided to the Board.
- d. Action items with assigned responsibilities and deadlines.

10.4.31 Draft minutes shall be circulated to all members within fourteen (14) days of the meeting for review and approval.

10.4.32 The Draft minutes of the meeting should be reviewed and verified by all members twenty-one (21) calendar days of the meeting.

10.4.33 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.

10.4.34 The final minutes, incorporating any approved corrections, shall be formally approved at the next Advisory Council meeting.

10.4.35 Once approved, the Committee Meeting Minutes should be reviewed and noted during the next Board meeting.

10.4.36 Approved minutes shall be archived by the Secretariat and made available to the Board and committee members upon request.

viii. ***Written Procedures for Working Group Decision Making***

10.4.37 Working Groups and Task Groups may adopt decisions or recommendations through a written procedure when in-person or virtual meetings are impractical.

10.4.38 The Chair, with the support of the Secretariat, initiates the written procedure by circulating:

- a. A clear explanation of the matter requiring a decision.
- b. The proposed resolution or recommendation.
- c. A deadline for responses, which shall not be less than five (5) working days.

10.4.39 A recommendation or decision is considered adopted if:

- a. At least 50% of group members respond within the specified timeframe.
- b. A simple majority of responses are in favour, unless a higher threshold is required by the group's mandate.

10.4.40 The Chair, with the Secretariat's support, shall document the written procedure, including:

- a. The matter under consideration.
- b. The responses received.
- c. The final decision or recommendation.

10.4.41 The results shall be communicated to all group members and included in the group's official records.

## **10.5 Ad-Hoc Committees**

### **i. *Composition***

- 10.5.1 Ad-hoc committees are established by the Board to address specific issues or carry out short-term projects.
- 10.5.2 Committee members are appointed by the Board, based on relevant expertise.
- 10.5.3 Members must be EONS Members in good standing and may include individuals not currently serving on the Board or Working Groups.

### **ii. *Membership Term***

- 10.5.4 Members, including Chairs, serve one-year terms or until the specific project ends, whichever is sooner.
- 10.5.5 Membership may be renewed for one additional year, subject to Board approval.
- 10.5.6 Membership ends upon completion of the project or the committee's dissolution.
- 10.5.7 Members may resign by providing written notice to the Chair.

### **iii. *Chairs***

- 10.5.8 Each committee will have one or more Chairs, appointed by the Board, responsible for leading the committee's activities and reporting to the Board.

### **iv. *External Experts***

- 10.5.9 Non-EONS Members with specific expertise may be invited to contribute as advisors or consultants, but they do not have formal membership or decision-making roles within the committee.

### **v. *Powers and Responsibilities***

- 10.5.10 Ad-hoc committees have no decision-making authority at the General Assembly or Board level. They serve an advisory function, providing recommendations and reports to the Board.
- 10.5.11 Committees execute specific projects aligned with their mandate and the Society's strategic goals, following EONS SOPs for project management and finance.
- 10.5.12 Members of ad-hoc committees cannot appoint proxies to represent them at meetings or in decision-making processes.
- 10.5.13 Active participation is required for all members, and absences without valid justification may result in termination of membership by the Chair, subject to Board approval.
- 10.5.14 The committee is responsible for submitting regular progress reports to the Board and annual summaries to the General Assembly, Advisory Council, and Patient Advisory Board, as outlined in the Statutes.

vi. ***Meeting Logistics***

- 10.5.15 Meetings are convened as necessary to fulfill the committee's mandate, at the discretion of the Chair or upon request of the Board.
- 10.5.16 Meeting notices, including the agenda, must be sent at least seven (7) working days in advance.
- 10.5.17 Emergency meetings may be convened with shorter notice, subject to the Chair's approval.
- 10.5.18 Members are expected to attend all meetings, whether in person or virtually.

vii. ***Meeting Quorum***

- 10.5.19 A quorum is met if at least 50% of the committee members are present.
- 10.5.20 If quorum is not met, the meeting may proceed, but no official recommendations or reports may be adopted until quorum is achieved.

viii. ***Preparation and Approval of Ad Hoc Committee Meeting Minutes***

- 10.5.21 Minutes of each meeting shall be prepared by the Secretariat under the supervision of the Chair.
- 10.5.22 Minutes must include:
  - a. Attendance (including proxies).
  - b. Key points of discussion.
  - c. Recommendations or outputs provided to the Board.
  - d. Action items with assigned responsibilities and deadlines.
- 10.5.23 Draft minutes shall be circulated to all members within fourteen (14) days of the meeting for review and approval.
- 10.5.24 The Draft minutes of the meeting should be reviewed and verified by all members twenty-one (21) calendar days of the meeting.
- 10.5.25 Members may submit corrections or comments on the draft minutes within seven (7) calendar days of receiving them.
- 10.5.26 The final minutes, incorporating any approved corrections, shall be formally approved at the next Advisory Council meeting.
- 10.5.27 Once approved, the Committee Meeting Minutes should be reviewed and noted during the next Board meeting.
- 10.5.28 Approved minutes shall be archived by the Secretariat and made available to the Board and committee members upon request.

ix. ***Written Procedure for Ad-Hoc Committee Decision Making***

- 10.5.29 Written procedures are permitted for committee decision-making in cases where convening a meeting is impractical.
- 10.5.30 Written procedures are initiated by the Chair, with the support of the Secretariat, and must include the following:

- a. a. A description of the decision or recommendation.
- b. Supporting documentation, as necessary.
- c. c. A clear deadline for responses, which shall not be less than five (5) working days from the date of notification.

10.5.31 A quorum of 50% of committee members must participate in the written procedure for it to be valid.

10.5.32 Decisions are adopted by simple majority unless otherwise specified.

10.5.33 The Chair, with Secretariat support, documents the procedure, including the proposal, votes cast, and the outcome.

10.5.34 Results are communicated to all members within three (3) working days of the conclusion of the voting period.

10.5.35 All decisions made via written procedure must be reported to the Board and ratified at the next Board meeting.



## **10.6 Suspension and Termination of Members of Advisory Bodies**

### **i. *Grounds for Suspension***

10.6.1 Members of EONS' Advisory Bodies may be suspended for the following reasons:

- a. Failure to comply with EONS Statutes, By-Laws, or Working Group rules.
- b. Non-participation in Working Group activities for six (6) consecutive months without valid justification.
- c. Actions detrimental to the objectives, reputation, or operations of EONS or the Working Group.
- d. Conflict of interest that impairs the member's ability to fulfill their duties impartially.

### **ii. *Suspension Procedure***

10.6.2 The Chair may recommend suspension to the Board, providing written justification for the decision.

10.6.3 The affected member shall be notified in writing and given a fourteen (14) day period to respond to the allegations or rectify the situation.

10.6.4 The Board, after reviewing the recommendation and the member's response, shall decide on the suspension. The decision is communicated in writing within five (5) working days and is effective immediately.

10.6.5 A suspension is valid until the next Board meeting, where it may be lifted, extended, or result in termination.

### **iii. *Grounds for Termination***

- Members of EONS' Advisory Bodies may be terminated for:
  - a. Serious or repeated breaches of EONS Statutes, By-Laws, or Working Group rules.
  - b. Continued inactivity or failure to contribute effectively to the Working Group's objectives.
  - c. Actions that cause reputational or operational harm to EONS or the Working Group.
  - d. Persistent conflict of interest that remains unresolved.

10.6.6 The Chair, in consultation with the Board, may initiate termination proceedings by providing written notice to the affected member, outlining the grounds for termination.

10.6.7 The member shall have a fourteen (14) day period to present their case or provide mitigating evidence.

10.6.8 The Board shall review the case and make a final decision on termination.

- 10.6.9 The decision is communicated in writing to the member and the Working Group Chair within five (5) working days.
- 10.6.10 In cases of severe misconduct, the Board may terminate membership with immediate effect.

## **By-Laws Section 11.0 Ethical Conduct**

### **11.1 Conflict of Interest**

#### **i. Annual Conflict of Interest Declarations**

- 11.1.1 All Board members and members of EONS advisory bodies are required to complete an annual conflict of interest declaration form.
- 11.1.2 The declaration must disclose any financial, professional, or personal interests that could reasonably be perceived as conflicting with their duties to the Society.

#### **ii. Ongoing Disclosure Obligations**

- 11.1.3 Board members and members of advisory bodies must update their conflict of interest declaration promptly if a new potential conflict arises during their term of service.
- 11.1.4 Failure to disclose a new conflict within a reasonable timeframe may be considered a breach of ethical conduct.

#### **iii. Maintenance and Review of Declarations**

- 11.1.5 Conflict of interest declarations shall be securely maintained by the COO to ensure confidentiality and proper record-keeping.
- 11.1.6 The declarations shall be available for review by the Board, auditors, or other authorized bodies upon request, in accordance with the Society's governance policies.

#### **iv. Management of Conflicts of Interest**

- 11.1.7 If a conflict of interest is disclosed, the Board shall assess the nature and extent of the conflict and determine appropriate measures to manage it. These measures may include:
  - a. Recusal of the affected member from discussions or decisions related to the conflict.
  - b. Temporary reassignment of the member's duties.
  - c. Seeking external advice or mediation to address the conflict.

#### **v. Non-Disclosure or Mismanagement of Conflicts**

- 11.1.8 If a Board member or advisory body member fails to disclose a conflict of interest or acts inappropriately regarding a disclosed conflict, the Board may take the following actions, as deemed appropriate:
  - a. Issuing a formal warning to the member.

- b. Temporarily suspending the member's participation in Board or advisory body activities.
- c. Referring the matter to the General Assembly for further action, including potential removal from the Board or advisory body.
- d. Any decision to suspend or remove a member must be documented and communicated formally to the affected individual.

vi. ***Ethical Conduct Standards***

- 11.1.9 Board members and advisory body members are expected to act with integrity, professionalism, and in the best interests of the Society at all times.
- 11.1.10 Members must avoid situations that could bring the Society into disrepute or undermine its operations and credibility.

vii. ***Reporting Ethical Concerns***

- 11.1.11 Members of the Society may report ethical concerns or suspected breaches of conduct involving Board or advisory body members to the COO, President or the Freedom to Speak Up Guardian.
- 11.1.12 The Board shall investigate such reports promptly and fairly, ensuring confidentiality and impartiality in the process.

viii. ***Disciplinary Actions for Ethical Violations***

- 11.1.13 Disciplinary actions for breaches of ethical conduct may include:
  - a. Formal warnings.
  - b. Removal from specific roles or duties.
  - c. Suspension or removal from the Board or advisory body, as determined by the Board or General Assembly.
- 11.1.14 Disciplinary actions must be proportional to the nature and severity of the violation and must follow a fair and transparent process.

ix. ***Annual Ethical Conduct Review***

- 11.1.15 The Board shall conduct an annual review of its policies and practices related to ethical conduct and conflict of interest to ensure their continued relevance and effectiveness.
- 11.1.16 Recommendations for updates or improvements to the policies shall be presented to the General Assembly for approval.

**By-Laws Section 12.0 External Representation of EONS**

**12.1 External Representation of EONS**

i. ***General Representation Rules***

- 12.1.1 The Society is represented toward third parties:
  - a. Collectively by the Board.

- b. Jointly by two (2) Board members.
  - c. Jointly by one (1) Board member and the Chief Operating Officer (COO).
- 12.1.2 The Board may delegate specific representation powers to Board members, the COO, or other individuals as required, provided such delegation is in writing and recorded in the meeting minutes.
- 12.1.3 All acts of representation must align with the Society's mission, vision, and policies. Any representation beyond standard Board-approved activities must receive prior approval from the Board.

ii. ***Daily Management Representation***

- 12.1.4 The President and President Elect or Past President may jointly represent the Society in daily management matters.
- 12.1.5 The COO may independently represent the Society in routine daily management tasks.

iii. ***Authorized Delegates***

- 12.1.6 The Board may authorize specific individuals to act as delegates for daily management matters on an as-needed basis.
- 12.1.7 Delegation must specify the scope and limits of the delegate's authority.

iv. ***Project and Contractual Representation***

- 12.1.8 The COO may independently represent the Society in project-related contracts, agreements, and other tasks explicitly related to the execution of Board-approved initiatives.
- 12.1.9 Any significant contracts or agreements involving financial commitments exceeding a Board-determined threshold must be reviewed and approved by the Board before execution.

v. ***Representation in Legal Actions***

- 12.1.10 The Society may be represented in legal actions by:
  - a. Any individual Board member acting alone.
  - b. The COO acting alone.
- 12.1.11 Representatives in legal actions may act within the scope of authority granted to them by the Board, ensuring alignment with the Society's interests.

vi. ***Representation of EONS by Members of Advisory Bodies***

- 12.1.12 Members of Advisory Bodies, including the Advisory Council, Patient Advisory Board, or other committees, may not act as external representatives of the Society without formal approval from the Board.
- 12.1.13 Requests for Advisory Body members to represent the Society externally must:
  - a. Be submitted in writing to the Board.

- b. Include details of the role, scope, and duration of representation.
- c. Be approved by a Board resolution recorded in the meeting minutes.

12.1.14 Approved representatives must report their activities to the Board periodically and ensure alignment with the Society's policies and objectives.

vii. ***Conflicts of Interest in External Roles***

12.1.15 Individuals must disclose any potential conflicts of interest before assuming external roles in other international cancer organizations.

12.1.16 Disclosures must include:

- a. The nature of the role.
- b. The potential for competing interests.
- c. Any overlap with the individual's responsibilities within EONS.

12.1.17 The Board will review disclosures and determine whether the individual's role within the Society should be modified to avoid conflicts of interest.

viii. ***Working Group Role Conflicts***

12.1.18 If a Working Group Chair or Member takes on a role with competing interests in another international cancer organization, they must:

- a. Notify the Board immediately.
- b. Step down from their EONS Working Group role if the Board determines the conflict is material.

12.1.19 The Board, in collaboration with the Working Group, will ensure a smooth transition of responsibilities to another qualified individual.

ix. ***Record-Keeping and Oversight***

12.1.20 All decisions related to representation, delegation, or conflicts of interest must be documented in the Board meeting minutes.

12.1.21 The Board will periodically review the delegation of representation powers and any potential conflicts of interest to ensure ongoing alignment with the Society's goals and governance standards.

## **By-Laws Section 13.0 Liability**

### **13.1 Scope of Liability**

13.1.1 The Society's debts and obligations shall be met solely through its own assets.

13.1.2 The Society shall not impose any financial obligations on its Members, Board members, or officers, except as specified in these Statutes and By-Laws.

- 13.2 Board Member and Officer Liability
  - 13.2.1 Board members, the President, President Elect, Past President, Treasurer, Secretary, and Chief Operating Officer (COO) are not personally liable for the Society's commitments.
  - 13.2.2 They are only liable for faults, negligence, or misconduct in the exercise of their duties.
- 13.3 Member Liability**
  - 13.3.1 Full, Individual, Associate, and De Facto Members are not personally liable for the Society's commitments.
  - 13.3.2 Membership in the Society does not create any financial or legal liability beyond the payment of annual membership fees.
- 13.4 Standards of Conduct**
  - 13.4.1 Board members, officers, and the COO shall perform their duties with the care that a reasonably prudent person would exercise in a similar position under comparable circumstances.
  - 13.4.2 Board members, officers, and the COO shall act in the best interest of the Society, avoiding conflicts of interest and refraining from self-dealing or actions that may harm the Society.
  - 13.4.3 All individuals involved in the Society's governance and operations shall disclose any actions, decisions, or circumstances that may expose the Society or its representatives to liability.
- 13.5 Liability Protection**
  - 13.5.1 The Society shall indemnify Board members, officers, and the COO against any claims, legal proceedings, or damages arising from their lawful actions taken on behalf of the Society, except in cases of:
    - a. Gross negligence.
    - b. Willful misconduct.
    - c. Fraud.
  - 13.5.2 The Society shall procure and maintain liability insurance to protect Board members, officers, the COO, and other authorized representatives acting on behalf of the Society.
- 13.6 Claims and Complaints**
  - 13.6.1 Any claims or complaints against a Board member, officer, or the COO for alleged misconduct or negligence should be reported to the COO, President or Freedom to Speak Up Guardian.
  - 13.6.2 Any claims or complaints against a Board member, officer, or the COO for alleged misconduct or negligence shall be reviewed internally by the Board or a designated subcommittee. Any concerned parties shall be excluded from review processes.
  - 13.6.3 The individual in question shall be given the opportunity to present their defence.

13.6.4 If the Board determines that the claim has merit, it may:

- Recommend remedial action.
- Refer the matter to an external legal body for resolution.

13.6.5 All claims, investigations, and resolutions shall be documented in the Board meeting minutes and maintained in the Society's records.

**13.7 Limitations on Liability**

13.7.1 No Board member, officer, or COO shall be held personally liable for decisions or actions taken in good faith and within the scope of their authority.

13.7.2 The indemnification and liability protections do not apply to:

- Personal financial transactions unrelated to the Society.
- Unauthorized actions taken without Board approval or outside the scope of official duties.

**13.8 Reporting Obligations**

13.8.1 The Board, in consultation with the COO, shall conduct an annual review of the Society's activities and risks to ensure compliance with liability protections and governance standards.

13.8.2 A summary of the Society's liability policies, including insurance coverage, shall be included in the Society's annual report to Members.

**By-Laws Section 14.0 Finance**

**14.1 Definition of Financial Year**

14.1.1 The financial year of the Society runs from January 1 to December 31, unless otherwise amended by the General Assembly.

**14.2 Annual Financial Reporting**

14.2.1 The Society shall adhere to a consistent financial reporting cycle that aligns with the financial year, ensuring transparency and accountability.

**14.3 Role of the COO and Finance Officer**

14.3.1 The Chief Operating Officer (COO) and Finance Officer shall:

- Prepare and present detailed annual budgets to the Board for review and approval.
- Maintain accurate and up-to-date financial records in compliance with applicable laws and the Society's financial policies.
- Ensure all financial transactions are properly documented and traceable.

**14.4 Role of the Treasurer**

14.4.1 The Treasurer shall:

- a. Provide oversight of the Society's financial planning, budgeting, and reporting processes.
- b. Review the annual accounts and financial statements before submission to the Board and General Assembly.
- c. Collaborate with the COO and Finance Officer to ensure compliance with financial policies and best practices.

#### **14.5 External Audit (If Required)**

- 14.5.1 An external auditor may be appointed by the Board or General Assembly to conduct an independent review of the Society's financial statements.
- 14.5.2 The audit shall include a report on the accuracy and integrity of the accounts and compliance with legal requirements.

#### **14.6 Financial Risk Management**

- 14.6.1 The Board, with input from the COO and Treasurer, shall conduct an annual assessment of financial risks and implement measures to mitigate potential liabilities.

#### **14.7 Preparation and Approval of Accounts**

- 14.7.1 The COO and Finance Officer, under supervision of the Treasurer shall prepare the annual accounts, financial reports, and budget projections.
- 14.7.2 These documents must be reviewed by the Board and approved by the General Assembly at its annual meeting.
- 14.7.3 The annual accounts and budgets shall be distributed to all Full and Individual Members at least 14 days before the General Assembly.
- 14.7.4 The Society shall submit its annual accounts to relevant authorities as required by law.

#### **14.8 Financial Resources**

- 14.8.1 Membership fees for Full, Individual, and Associate Members shall be proposed by the Board and approved by the General Assembly. Fees are reviewed annually, and adjustments (if any) are made in line with the Society's financial needs and inflation rates.
- 14.8.2 Only expenditures explicitly authorized by the Board, COO, or individuals with delegated authority may be incurred on behalf of the Society.
- 14.8.3 Expense claims must align with the Society's travel and reimbursement policies.
- 14.8.4 All funds, including membership fees, sponsorships, and donations, must be deposited into the Society's bank account within 28 days of receipt.
- 14.8.5 Bank account access is restricted to authorized personnel, including the COO, Treasurer, and designated Board members.

- 14.8.6 The Board may authorize borrowing on behalf of the Society, provided it complies with legal and ethical constraints and aligns with the Society's financial policy.
- 14.8.7 EONS may accept gifts, donations, grants, and sponsorship funding that align with its mission and ethical standards.
- 14.8.8 The source and purpose of funding must be disclosed to the Board and documented in the financial records.

#### **14.9 Financial Compliance and Transparency**

- 14.9.1 All financial transactions and activities shall comply with the Society's financial policies, ensuring transparency, accountability, and alignment with its mission.
- 14.9.2 The COO and Treasurer shall regularly report to the Board on the Society's financial status, including income, expenditures, and cash flow.
- 14.9.3 The Board shall monitor the financial performance of the Society against approved budgets and implement corrective actions as necessary.

### **By-Laws Section 15.0 Procurement**

#### **15.1 Purpose and Principles**

- 15.1.1 EONS seeks to ensure best value in all expenditures. The maximum possible monetary value of a contract must guide the procurement procedure. Contracts may not be artificially split to alter procedural requirements.
- 15.1.2 Procurement Thresholds and Requirements
  - a. Low-Value Purchases (< €2,000)
    - A single commercial quotation may suffice.
  - b. Intermediate-Value Purchases (€2,001 - €5,000)
    - A minimum of three competitive quotations must be sought.
    - The contract is awarded based on value for money and delivery by the agreed date.
    - Contracts must include payment terms and contingencies for delays or non-delivery.
    - Board approval is required.
  - c. High-Value Purchases (> €5,001)
    - A minimum of five competitive quotations must be sought.
    - The contract is awarded based on value for money and delivery by the agreed date.
    - Contracts must include payment terms and contingencies for delays or non-delivery.
    - Board approval is required.

## **15.2 Exceptions to Quotation Requirements**

15.2.1 In exceptional circumstances, with Board approval, procurement requirements for Intermediate- or High-Value purchases may be waived. Such circumstances include:

- a. **Urgency:** Immediate purchase required to avoid risk to persons or property.
- b. **Continuity:** Unique services required to maintain EONS operations.
- c. **Cost Effectiveness:** Absence of sufficient detail to invite bids (e.g., hourly rates instead).
- d. **Technical Knowledge:** Where changing suppliers would cause disruption or incompatibility.
- e. **Bargain Purchases:** Special purchases (e.g., liquidation sales) offering exceptional value.
- f. **Statutory Purchases:** Essential services (e.g., utilities) where only one supplier exists.

## **15.3 Negotiation Procedure**

15.3.1 Where exceptional circumstances justify direct negotiation, the Board must approve its use. Circumstances where negotiation may be used are:

- a. where competition does not exist.
- b. some leverage or the potential for rationalisation exists.

15.3.2 Negotiation steps include:

- a. Forming a small negotiation team.
- b. Establishing award criteria.
- c. Analyzing bids.
- d. Shortlisting bidders.
- e. Setting negotiation targets.
- f. Agreeing negotiation tactics.
- g. Finalizing an agreement process.
- h. Documenting and filing meeting minutes.

## **15.4 Board Responsibilities for Procurement**

15.4.1 The Board shall:

- a. Establish procedures ensuring accountability for expenditures.
- b. Verify the existence of internal controls.
- c. Review expenditures exceeding the annual plan.
- d. Ensure best value for money, considering full lifecycle costs.
- e. Approve all purchases exceeding €2,001.

## **15.5 COO Responsibilities for Procurement**

15.5.1 The COO shall:

- a. Ensure expenditure approval before initiating procurement.
- b. Coordinate the procurement process.
- c. Maintain detailed records, including:
  - List of tenders.

- Conditions of tendering and contracts.
- Specifications and contractor criteria.
- Copies of quotations/tenders and justifications for deviations.
- Minutes of Board meetings approving quotations.
- Purchase orders signed by the President and two Board members.
- Letters to unsuccessful bidders.
- Debriefing notes and award criteria.

- d. Lead supplier assessments and negotiations.
- e. Ensure adherence to procurement procedures.
- f. Authorize orders and approve invoices for goods and services received by EONS.

## **By-Laws Section 16.0 Statutory Auditor(s)**

### **16.1 Appointment and Term**

- 16.1.1 If the appointment of a statutory auditor is required by law, the General Assembly shall appoint the auditor(s) during the Ordinary General Assembly.
- 16.1.2 The term of appointment shall comply with legal requirements, typically one (1) financial year, renewable upon General Assembly approval.

### **16.2 Role and Responsibilities**

- 16.2.1 The statutory auditor(s) shall:
  - a. Audit the Society's financial statements, ensuring compliance with legal and regulatory standards.
  - b. Verify that the financial accounts accurately reflect the Society's financial position and operations.
  - c. Provide an independent report on the Society's financial health and any identified risks.
- 16.2.2 The statutory auditor(s) must be independent of the Society and shall disclose any potential conflicts of interest before their appointment.
- 16.2.3 The statutory auditor(s) shall submit their audit report to the Board and General Assembly within the timeframe prescribed by law, typically before the approval of annual accounts.

### **16.3 Remuneration**

- 16.3.1 The General Assembly determines the remuneration of the statutory auditor(s) upon their appointment, in line with the Society's budget and financial policies.

## **16.4 Replacement and Removal**

16.4.1 The statutory auditor(s) may only be replaced or removed by the General Assembly, with a reasoned proposal from the Board, and in compliance with applicable laws.

## **16.5 Exemption**

16.5.1 In financial years where a statutory audit is not legally required, the Board may appoint an independent financial reviewer to conduct a voluntary review of accounts and submit findings to the General Assembly.

# **By-Laws Section 17.0 Amendment of the Statutes**

## **17.1 Submission of Proposals**

17.1.1 Proposals to amend the Statutes must be submitted in writing to the Chief Operating Officer (COO) at least sixty (60) calendar days before the General Assembly where the amendment will be considered.

17.1.2 Proposals must include:

- a. The exact text of the proposed amendment.
- b. A rationale explaining the purpose and impact of the amendment.
- c. Supporting documentation, if any.

17.1.3 The COO shall circulate all valid proposals to the Members at least forty-five (45) calendar days before the meeting.

## **17.2 Quorum for Amendments**

17.2.1 For amendments to be validly adopted, two-thirds (2/3) of Full and Individual Members must be present or represented at the General Assembly.

17.2.2 If quorum is not reached at the first meeting, a second meeting may be convened within forty (40) days with the same agenda. In the second meeting, the Statutes may be amended regardless of the number of Members present or represented, provided all other voting requirements are met.

## **17.3 Voting Requirements**

17.3.1 Amendments require:

- a. A three-quarters (3/4) majority of votes cast by Members present or represented for standard amendments.
- b. A four-fifths (4/5) majority of votes cast by Members present or represented for amendments concerning the Society's Purpose.

17.3.2 Abstentions, blank votes, and invalid votes do not count toward the majority.

## **17.4 Restrictions and Safeguards**

17.4.1 No amendment shall:

- a. Contradict the legal requirements for maintaining the Society's status as an ASBL under Belgian law.
- b. Conflict with the Society's Purpose, unless the Purpose itself is being amended with the required four-fifths (4/5) majority.

## **17.5** Notification and Filing

### 17.5.1 Following approval, the COO shall:

- a. Notify all Members of the amendment outcome within fifteen (15) working days.
- b. File the amended Statutes with the appropriate Belgian authorities in compliance with legal requirements.
- c. Publish the updated Statutes on the Society's website within thirty (30) working days.

## **17.6** Record-Keeping

### 17.6.1 Minutes of the General Assembly meeting during which Statute amendments are discussed and voted upon must:

- a. Clearly record the attendance, quorum, voting results, and text of the adopted amendments.
- b. Be kept on file at the Society's registered office and made available for Member consultation.

## **By-Laws Section 18.0 Dissolution of the Society**

### **18.1** Submission of Proposals for Dissolution

#### 18.1.1 Proposals to dissolve the Society must be submitted in writing to the Chief Operating Officer (COO) at least sixty (60) calendar days before the General Assembly where the proposal will be considered.

#### 18.1.2 Proposals must include:

- a. A detailed rationale for the dissolution.
- b. Supporting documentation, such as financial reports and any legal requirements for dissolution.

#### 18.1.3 The COO shall circulate the proposal and all supporting materials to Members at least forty-five (45) calendar days before the meeting.

### **18.2** Quorum for Dissolution

#### 18.2.1 The General Assembly may deliberate on the dissolution of the Society only if two-thirds (2/3) of Full and Individual Members are present or represented.

#### 18.2.2 If quorum is not reached at the first meeting, a second meeting may be convened within forty (40) days. The second meeting may validly deliberate regardless of the number of Members present or represented, provided other voting requirements are met.

### **18.3** Voting Requirements

#### 18.3.1 A decision to dissolve the Society requires:

- a. A three-quarters (3/4) majority of votes cast by Members present or represented at the meeting.
- b. Abstentions, blank votes, and invalid votes do not count toward the majority.

**18.4** Appointment of Liquidators

18.4.1 Upon approval of dissolution, the General Assembly shall:

- a. Appoint one or more liquidators to manage the dissolution process.
- b. Define the responsibilities and remuneration (if any) of the liquidator(s).
- c. Approve a plan for settling the Society's debts and liabilities.

**18.5** Allocation of Net Assets

18.5.1 After all debts, liabilities, and dissolution costs are settled, any remaining assets shall be allocated to one or more not-for-profit organizations pursuing similar purposes.

18.5.2 The General Assembly shall:

- a. Approve the allocation of funds by a simple majority of votes cast by Members present or represented.
- b. Ensure the selected organization(s) aligns with the Society's mission and values, particularly in promoting cancer nursing.

**18.6** Record-Keeping and Compliance

18.6.1 Minutes of the General Assembly meeting approving the dissolution must:

- a. Clearly document the rationale, quorum, voting results, and decisions regarding liquidators and asset allocation.
- b. Be submitted to the appropriate Belgian authorities as required by law.

18.6.2 The COO shall ensure compliance with all legal obligations related to the dissolution, including filing documentation with relevant authorities.

**18.7** Communication with Members and Stakeholders

18.7.1 The COO, under the Board's supervision, shall:

- a. Notify all Members of the decision to dissolve the Society within ten (10) working days of the meeting.
- b. Communicate with stakeholders, partners, and donors regarding the dissolution process and the allocation of funds.

**18.8** Prohibition of Asset Distribution

18.8.1 No Member, Board Member, or employee of the Society shall receive any portion of the Society's assets upon dissolution, except as reasonable compensation for their duties as liquidators or reimbursement for documented expenses.

## **By-Laws Section 19.0 Working Language**

### **19.1 Use of English for Operations**

- 19.1.1 All internal communications, meeting minutes, and official working documents of the Society are conducted in English.
- 19.1.2 Translations of key documents may be provided for member reference, but the English version shall prevail in case of discrepancies.

### **19.2 French for Belgian Authorities**

- 19.2.1 All filings with Belgian authorities, including legal and financial documents, must be in French as required by Belgian law.
- 19.2.2 The COO ensures the timely translation of relevant documents for compliance.
- 19.2.1 Resolution of Disputes
- 19.2.2 In case of any ambiguity or dispute, the officially published English version of the Statutes and By-Laws shall take precedence over translations.

## **By-Laws Section 20.0 Governing Law**

### **20.1 Compliance with BCCA**

- 20.1.1 The Society shall operate in full compliance with the Belgian Code of Companies and Associations (BCCA) and other applicable Belgian laws.
- 20.1.2 Any updates to the BCCA shall be reviewed annually by the Board to ensure ongoing compliance.

### **20.2 Interpretation of Statutes**

- 20.2.1 Matters not explicitly addressed in the Statutes or By-Laws shall be resolved in accordance with the principles of the BCCA, with advice sought from legal counsel when necessary.

## **By-Laws Section 21.0 Jurisdiction**

### **21.1 Jurisdiction of Belgian Courts**

- 21.1.1 Any dispute arising from the interpretation or application of these By-Laws shall be submitted to the competent courts in the judicial district where the Society is registered.

### **21.2 Dispute Resolution Mechanism**

- 21.2.1 Before resorting to legal proceedings, parties involved in a dispute are encouraged to pursue mediation or arbitration to resolve the matter amicably, in accordance with Belgian law.

## **By-Laws Section 22.0 Interim Provisions**

### **22.1 Transitional Board Operations**

22.1.1 The existing Board shall:

- a. Continue its operations without disruption until June 30, 2026.
- b. Gradually adopt the new governance structure outlined in the updated By-Laws.
- c. Ensure all members are informed of transitional governance arrangements by January 31, 2026.

### **22.2 Elections During Transition**

22.2.1 Elections held in 2026 and 2027 shall:

- a. Follow the updated By-Laws where feasible.
- b. Apply transitional rules to allow flexibility for continuity.
- c. Be overseen by the Nominations Committee to ensure compliance with both current and transitional rules.

### **22.3 Term Adjustments**

22.3.1 Current Board members completing terms during the transition may:

- a. Be subject to renewal under the terms of the previous Statutes.
- b. Transition to new term limits and renewal rules starting in 2028.

### **22.4 Gradual Implementation of Changes**

22.4.1 The President Elect appointed in 2025–2027 shall:

- a. Serve terms as outlined under the previous Statutes.
- b. Transition to the revised structure and terms of office starting in 2028.

### **22.5 Communication of Interim Provisions**

22.5.1 The Board shall communicate all interim provisions to members, stakeholders, and regulatory authorities, ensuring transparency throughout the transition period.