

**ARTICLES OF ASSOCIATION
INTERNAL RULES OF PROCEDURE**

Brussels • June 2017



ESTRO

European Society for
RADIOTHERAPY & ONCOLOGY



ARTICLES OF ASSOCIATION
of the International Association
of the European Society for
RadioTherapy and Oncology (ESTRO)

Article 1 **NAME, REGISTERED OFFICE AND TERM**

- a. The “European Society for Radiotherapy and Oncology”, abbreviated to ESTRO and hereinafter referred to as the Association, is an international non-profit association constituted in accordance with the provisions of Title III of the Belgian Statute of 27th July 1921 on non-profit associations, foundations and non-profit international associations, as amended, hereinafter referred to as the “Law”.
- b. Its registered office shall be at Rue Martin V, 40 B-1200 Brussels, Belgium. It may be transferred to any other place in Belgium by decision of the Board of Directors, subject to the application of the laws on the use of languages.
- c. The Association shall be set up for an indefinite term. Its dissolution shall be possible at any time in accordance with the Articles of Association.

Article 2 **PURPOSE**

The purpose of ESTRO, a non-profit, scientific organization, shall be to foster radiotherapy (also known as radiation oncology) in all its aspects including research, clinical oncology and related subjects. This includes medical physics in the field of radiation oncology, radiation technology, radiobiology.

To fulfill its purpose ESTRO will:

- a. Develop and promote standards of education in radiotherapy and clinical oncology;
- b. Promote standards of practice in radiotherapy, clinical oncology and related subjects;
- c. Stimulate the exchange of scientific knowl-

edge in all related fields;

- d. Strengthen the clinical specialty of radiotherapy and clinical oncology in relation to other specialties and professions involved in cancer management;
- e. Encourage co-operation with international, regional and national societies and bodies representing radiotherapy, clinical oncology and related subjects;
- f. Facilitate research and development in radiotherapy, clinical oncology and related subjects.

ESTRO’s geographical focus shall be in Europe, but may be extended to include any country or region of the World.

Article 3 **MEMBERSHIP**

Section 1

NUMBER OF MEMBERS

The Association shall have at least four (4) Full Members.

Section 2

CLASSES OF MEMBERSHIP

There are the following classes of membership:

- a. Full Members: the Full Members are active members of the association, and are granted voting rights.
- b. Associate Members: the Associate Members shall not be granted any voting rights in any organ of the association and shall only have those rights attributed in these Articles of Association. The provisions of these Articles of Association can be changed without consultation of the Associate Members.

Section 3

QUALIFICATIONS FOR MEMBERSHIP

- 3.1. The Association is composed of Full Members and Associate Members. Jointly they are referred to as the “Members”. Members can be located within or outside Europe.
- 3.2. Full Membership is open to:
 - a. All professionals, being natural persons, with a significant activity or practice in the field of radiation oncology, and clinical oncology and related disciplines;
 - b. Emeritus Members, being former Full Members during a term of at least 10 years; who have retired from active professional life.
- 3.3. Associate Membership is open to:
 - a. Affiliate and in Training Members, being professionals, natural persons, in training for specialisation in radiation oncology, clinical oncology and related disciplines, who are eligible for full membership, but do not opt for this;
 - b. Honorary Members, being natural persons who have made a significant contribution to the achievement of the purpose of ESTRO;
 - c. Dual Members, being natural persons, members of societies outside the geographical area of Europe or European young radiotherapy, clinical oncology societies and other professionals from relevant societies;
 - d. Corporate Members, being professionals, natural persons, specialized or having their main activity in the field of radiotherapy and clinical oncology, who perform their activity for or within a company;
 - e. Sustaining Members, being organizations not eligible for Full Membership in ESTRO;

Section 4

APPLICATIONS FOR MEMBERSHIP

Application for membership shall be made in such form as the Board of Directors may prescribe and shall be submitted to the President of the Association. Applications for Full Membership shall be approved by the Board of Directors unless it finds that the applicant does not meet the qualifications set forth in Section 3 of this Article. Associate Membership shall be approved by the Board of Directors as deemed appropriate. The Board of Directors shall act on applications for membership at its next meeting.

Section 5

RESIGNATIONS

Any Member may withdraw from the Association after fulfilling all obligations to it. Members will be expected to pay all pro-rated membership fees which may be due up to the final date of withdrawal. Any Member so withdrawing shall, by the act of such withdrawal, cease to have any further interests in the funds, assets and activities of the Association and shall not be entitled to any refunds of any type or in any amount.

Section 6

SUSPENSION

The membership of any Member who is in default in the payment of dues for a period of ninety (90) days after such dues become payable will expire automatically and the Member will be suspended. The Treasurer will send a default in payment to the Member within 30 days after such dues became payable.

Any Member so suspended shall forfeit all rights and privileges of membership in the Association, provided, however, that suspension shall not relieve a Member from the requirement of fulfilling all incurred legal obligations to the Association, including payment of the fees due.

In the event of fees not been paid, and after 90 days after the original default in payment, the Membership will end automatically.

Section 7

TERMINATION FOR LACK OF QUALIFICATIONS

Membership in the Association shall terminate when:

- a. a Full Member ceases to meet the membership qualifications set forth in Section 3 of this Article;
- b. a Member does not respect the duties and obligations of the Members set out in these Articles of Association or the internal rules of procedure;
- c. a Member is acting against the interest of the Association.

In these cases, the Member's exclusion shall be validly decided by the Board of Directors, provided four fifths (4/5) of the directors are present or represented, and the decision is approved by a four fifths (4/5) majority vote.

The Member whose exclusion is proposed can request a hearing at the meeting of the Board of Directors.

Membership of a Member will be terminated automatically by the decease of an individual or, in case of a legal entity, by its bankruptcy, insolvency, liquidation or similar action.

Any Member which ceases to be part of the Association for any reason, will no longer have any claim or right on or access to the Associations' funds or documentation and will have no right to reclaim any dues paid.

Section 8

RIGHTS AND OBLIGATIONS OF THE MEMBERS

8.1 Every Member shall have the right to:

- a. be invited to the General Assembly;

- b. be informed of the Agenda of the General Assembly;
- c. attend and be represented at the General Assembly by another Member;
- d. be informed of the decisions taken by the General Assembly;
- e. consult and receive a copy of the corporate documents of the Association.

8.2 Every Member has the obligation to pay the membership fees and other charges, payable under these Articles of Association, in due time.

8.3 Every Member shall be committed to the purpose and mission of the Association.

8.4 Every Full Member shall also have the right to vote on the General Assembly.

Section 9

REGISTER

A register of Full Members shall be kept at the registered office of the Association, and shall state the identity, address, qualification, profession, date of acceptance, resignation, suspension, and exclusion, as the case may be, of each Full Member.

Article 4

FISCAL YEAR, BUDGET, FINANCIAL STATEMENTS AND MEMBERSHIP FEES

Section 1

FISCAL YEAR

The fiscal year of the Association shall be from the first day of January until the thirty first day of December each calendar year, having due regard for the requirements of the Internal Revenue Code of Belgium and other applicable laws and regulations.

Section 2**BUDGET AND ACCOUNTS**

A budget of expenditures for each year shall be agreed by the Board of Directors and proposed for acceptance by the Annual General Assembly, acting on a majority vote of those present or represented.

The financial year of the Association starts on January 1st and ends December 31st of each year.

The Board of Directors will commission the preparation of an audited financial statement reflecting the Association's operations fund to be made available to the Board of Directors within ninety (90) days after the close of each budget year. These accounts shall be proposed for acceptance by the Annual General Assembly, according to paragraph 1 of Article 4, Section 1.

After approval of the audited financial statements, the General Assembly will, by separate vote, decide on the discharge to be given to the directors and the statutory auditor.

Section 3**MEMBERSHIP FEES**

Members shall pay dues proposed, as appropriate, by the Board of Directors and approved by the General Assembly. Emeritus Members and honorary Members shall however be exempt from payment of membership fees.

Section 4**OTHER CHARGES**

Additional charges for other services or activities as deemed appropriate and proper may be established by the Board of Directors and will be re-invoiced to the Members.

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Article 5**GENERAL ASSEMBLY****Section 1****GENERAL ASSEMBLY - POWERS - ANNUAL MEETING**

The General Assembly is the physical, electronic or written meeting of the Full Members of the Association, called by the Board of Directors. The General Assembly will have the following powers:

- a. to approve the budget and accounts;
- b. to approve membership fees;
- c. to appoint or revoke Directors;
- d. to approve the accounts of the Association established for the previous fiscal year;
- e. to grant discharge to the Directors for performance of their duties;
- f. to modify the Articles of Association as provided in these Articles of Association;
- g. to decide on the dissolution of the Association as provided in these Articles of Association;
- h. to appoint an auditor;
- i. to grant discharge to the auditor for the performance of his/her duties.

There shall be a minimum of one physical General Assembly each year for all Full Members ("the Annual General Assembly") at an appropriate time and place fixed by the Board of Directors.

The General Assembly shall be chaired by the President.

Section 2**SPECIAL MEETINGS**

A special (or extraordinary) General Assembly may be called by the Board of Directors.

Section 3**NOTICE OF MEETINGS**

Any General Assembly shall be called by the Board of Directors. The Board of Directors

shall determine the agenda and deliberation/ voting means of all General Assemblies. The Board of Directors shall decide whether or not the meeting will be held physically, electronic or in writing.

A notice stating the time, place and draft agenda of each meeting, signed by the President, shall be e-mailed to the last recorded address of each Full Member not less than thirty (30) days, nor more than sixty (60) days, prior to the time fixed for the meeting.

Section 4 **QUORUM AND VOTING**

The General Assembly shall be composed of the Full Members. Each Full Member shall have similar voting rights and be attributed one vote.

The presence in person or by proxy of forty (40) Full Members of the Association shall constitute a quorum for the transaction of business, and decisions shall be validly adopted by a simple majority vote.

Any decision on the following shall be validly adopted by a qualified vote, in accordance with article 13, provided that at least eighty (80) Full Members are present or represented on the General Assembly:

- a. change of the Articles of Association;
- b. dissolution of the Association.

If the required quorum is not reached, a new meeting shall be called which shall validly decide on the same agenda whatever may be the number of Full Members present or represented.

Deliberations of the General Assembly may take place at a physical meeting, by electronic means, or in writing as determined by the Board of Directors.

Voting is done by show of hands, ballots, electronic means, or calling off names, unless the General Assembly decides otherwise.

Every Member may grant power of attorney in writing to anyone of his/her choice, whether the latter is a Member or not of the Association, in order to represent him/her on any General Assembly and to vote in his or her name on such meeting. A proxy holder may hold no more than three (3) powers of attorney for the same meeting.

Section 5 **PLACE OF MEETING**

Every General Assembly of the Association shall be held at a place indicated by the Board of Directors.

Section 6 **MINUTES**

The deliberations of a General Assembly shall be recorded in the minutes signed by the President. The President will post all minutes on the ESTRO website and will send an electronic copy to all Full Members. All minutes are kept in a register at the Association's registered office where all the Members may consult them and make a copy thereof.

Article 6 **BOARD OF DIRECTORS**

Section 1 **POWERS AND DUTIES**

General management of the property, funds and business of the Association shall be the responsibility of the Board of Directors. The Board of Directors shall be responsible for:

- a. Co-ordinating the activities of the Association.
- b. Recommending changes in the composition of the Board of Directors.
- c. Approving amendments of the Internal Rules of Procedure.
- d. Effecting the preparation of an audited

- financial statement reflecting the Association's operations, said statement to be made available to the Members of the Board of Directors within ninety (90) days after the close of each budget year.
- e. Establishing general policies and operating procedures for the Association.
 - f. Establishing the strategy plan of the Association, and monitoring its implementation.
 - g. Preparing the Association's financial reports, budgets, and investments.
 - h. Selecting an independent accountant, auditor, banking establishments, and investment counsellors for the Association.
 - i. Creating councils, committees, working groups and ad hoc task forces where appropriate and necessary.
 - j. Appointing and dismissing the Managers of the Association, unless otherwise provided for by these Articles of Association.
 - k. Designating the time and place of General Assemblies of the Association.
 - l. Determining the agenda of General Assemblies.
 - m. Any other power granted by the present Articles of Association.
 - n. The Board of Directors will take the final decision on the names provided by the Nominating Council.
 - o. The Board of Directors will be responsible for dealing with any residual matters not granted to any other organ by these Articles of Association or the Law
 - p. Organising electronic voting procedures for General Assembly decisions, if no physical meeting is called for.

Section 2

COMPOSITION

The Directors are appointed by the General Assembly, in accordance with Article 5 Section 4 of these Articles of Association. The Board of Directors can appoint maximum three (3) Non-Voting Directors with a counselling role, who shall have no voting rights.

The Board of Directors shall consist of maximum fifteen (15) persons, among them the Past-President, the President, the President-Elect, the Treasurer and the Membership Officer.

The Board of Directors shall preferably be composed in such a way that at least one representative of each discipline within radiation oncology, clinical oncology and related disciplines is represented in the Board of Directors.

Only Full Members shall be Directors of the Association.

The President shall be the chairperson of the Board of Directors.

The Treasurer shall be elected by the General Assembly. He/she shall be a member of the Board of Directors and shall be responsible for the internal audit and internal control of the Association.

The Board of Directors shall appoint among the Directors a Membership Officer.

The Board of Directors shall appoint an Editor-in-Chief, who shall be a member of the Board of Directors with an advisory vote. The Board of Directors shall delegate to the Editor-in-Chief the responsibility for the Radiotherapy and Oncology Journal.

The Board of Directors shall appoint a Director of the ESTRO School, who shall be a member of the Board of Directors with an advisory vote. The Board of Directors shall delegate to the Director of the ESTRO School the responsibility for the educational programmes.

The Board of Directors shall appoint a Management Team consisting of at least the Chief Executive Officer, and a minimum of two (2) and a maximum of five (5) other managers. The Chief Executive Officer shall be appointed upon proposal of the Executive Council; the other managers shall be appointed upon proposal of

the Chief Executive Officer. The management team shall be responsible for the management of the daily business of the Association.

Section 3

TERM

The Directors, except for the President and the Treasurer are elected in principle for a period of three (3) years, once renewable. Each Director shall serve until its successor is designated (following a proposal and appointment procedure) and assume its duties.

The President shall be elected by the General Assembly for a period of six (6) years whereby he/she shall serve the first two (2) years as President-Elect, the following two (2) years as President and the last two (2) years as Past-President.

The Treasurer shall be elected by the General Assembly for a period of six (6) years, not renewable.

The Editor-in-Chief and the Director of the School shall be appointed by the board for a six-year period, renewable.

Section 4

CESSATION OF MEMBERSHIP OF THE BOARD OF DIRECTORS

A Director may resign at any time.

A Director will cease to be a member of the Board of Directors for one of the following reasons

- a. dismissal by the General Assembly in accordance with Article 5 Section 4, which may occur at any time;
- b. termination of his/her mandate;
- c. decease of the director.

Section 5

MEETINGS

The Board of Directors shall hold at least four (4) regular meetings each year. The meetings shall be chaired by the President who shall call the meetings of the Board of Directors. In case of absence of the President, the meetings of the Board of Directors may be called by the President-Elect or the Past President, at the request of not less than three (3) Directors.

The meetings shall be held at the registered seat of the Association or at any such place as indicated in the convening notices.

Deliberations of the Board of Directors may take place at a physical meeting, by electronic means, conference call, or in writing. A director taking part to a meeting of the Board of Directors via electronic means or conference call shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly.

Section 6

NOTICE

Notice of the time, place, and agenda of any meeting of the Board of Directors shall be given by e-mail to the last recorded address of each Director by the President, not less than twenty (20) days prior to the date of the meeting.

Section 7

QUORUM AND VOTING

The presence in person or by proxy-holder of at least 50% of the Directors shall constitute a quorum for the transaction of business.

The Board of Directors shall vote by either an open count or, at the request of any Director or Director's proxy, by secret ballot, and the results shall be tabulated and reported by the President.

Every decision of the Board of Directors shall be made by a simple majority of the votes of

the Directors present or represented, and in the event of abstention of one or more among them, by the majority of the other directors. In the event of a tied vote the vote of the President shall be decisive.

The voting rights of a Director may be granted by proxy to another member of the Board of Directors. A proxy holder may only hold one power of attorney for the same meeting.

In those cases where decisions of the Board of Directors are made the subject of a written or electronic vote, those eligible to cast ballots shall return the vote to the Society in care of the Association's office. At the time fixed for the counting of the vote, the President shall open the ballots, canvass the same and report the results in writing to the Directors.

Section 8 REPRESENTATION

The Association is validly represented towards third parties, before the courts and in official deeds, including those for which the intervention of a civil servant or a notary is required, by any two of the following persons acting jointly: the President, the President-Elect, Past President or the Treasurer.

However, for the purpose of daily management, the Association shall also be validly represented by the Treasurer, the Chief Executive Officer or the Management Team, any of them acting individually, with power of delegation.

Section 9 ANNUAL REPORT

The Board of Directors shall cause to be prepared an audited Annual Report on the activities and operations of the Association. This report shall include all pertinent and relevant financial data bearing on past operations and plans for the following year.

Section 10 COMPENSATION

Directors shall not receive any compensation for their services as Directors, unless otherwise decided by the General Assembly.

Section 11 MINUTES

The decisions of the Board of Directors are recorded in minutes signed by the President. All members of the Board of Directors receive an electronic copy thereof.

All minutes are kept in a register at the Association's registered office where all the Members may consult and make a copy thereof.

Article 7 DIRECTORS WITH AN EXECUTIVE ROLE

Section 1 DIRECTORS WITH AN EXECUTIVE ROLE

The Directors with an Executive Role of the Association shall be the President, the President-Elect, the Past-President, the Treasurer, the Membership Officer, the Editor-in-Chief and the Director of the ESTRO School.

Each Director with an Executive Role so elected or appointed shall hold office until his/her successor shall have been duly elected and shall have assumed the duties of office.

Section 2 DUTIES OF DIRECTORS WITH AN EXECUTIVE ROLE

The President shall be elected by the General Assembly; he/she shall preside at the General Assembly and all meetings of the Board of Directors, and shall be responsible for ensuring that the policies adopted by the General Assembly and the

Board of Directors are executed by the Directors with an Executive Role of the Association.

Additionally, the President will have those powers as detailed in other sections of these Articles of Association or the Internal Rules of Procedure.

The Treasurer, the Editor-in-Chief, the Director of the ESTRO School and the Membership Officer will have those powers as detailed in other sections of these Articles of Association or the Internal Rules of Procedure.

Section 3 COMPENSATION

The Board of Directors may authorise the payment to the Directors with an Executive Role of the Association of a reasonable compensation for their services actually rendered to the Association. Save as otherwise provided for in these Articles of Association, Directors with an Executive Role may be employed by the Association on such contract terms as the Board of Directors shall determine, either as employees or as consultants.

Article 8 SPECIFIC COUNCILS

The Board of Directors will form such Councils as are deemed necessary to deal with specific tasks or projects or to provide needed advisory services. There will be a formal Executive Council, a Scientific Council, an Education Council, a Stakeholders Council, and a Nominating Council.

Each Director shall be member of the Executive Council and/or the Scientific Council and/or the Education Council and/or the Stakeholders Council.

The Board of Directors can delegate its daily competencies, excluding strategic decisions, to the Executive Council, the Scientific Council, the Education Council and the Stakeholders Council, depending on the subject it concerns, that shall follow up on the strategy and budget implementation as decided by the Board of Directors.

Article 9 INTERNAL RULES OF PROCEDURE

The Internal Rules of Procedure of the Association are drafted and modified, as the case may be, by the Board of Directors and communicated to the General Assembly.

Article 10 THE ASSOCIATION'S STAFF

The Association may employ such full-time and part-time staff members, specialists and consultants or other outside services, as may be required to carry out its functions and obligations. The staff shall be under the immediate or delegated supervision and direction of the President, who shall have full authority and responsibility for staff organisation and management.

Article 11 LOGOS, TRADEMARKS, OTHER INDICIA

The Association shall have the sole right to adopt and control completely the use of its

logo, trademarks or other indicia, as it may deem suitable and appropriate.

The Board of Directors may approve the use of the Logo by any Full or Associate Member to identify itself as a Member of the Association provided however, that the logo may be used by Members only to indicate their membership in the Association in correspondence, advertising material, publications or similar activities, where the use is exclusively and directly related to the conduct of the Member's professional activities or business. Except as authorised by the Board of Directors the Logo may not be used by any Member for product identification purposes, in standardisation or certification programs, or to similar applications. Further, the logo may not be used in any way to imply the Association's approval, endorsement, or sponsorship of any political candidate or cause.

Article 12 **AMENDMENT OF ARTICLES OF ASSOCIATION - DISSOLUTION**

These Articles of Association may be amended, repealed or altered, in whole or in part, by a three quarter (3/4) majority vote of Full Members present or represented at any duly called and organised General Assembly of the Association, provided that eighty (80) Full Members are present or represented.

These Articles of Association may also be modified by a four-fifths (4/5) majority vote of the 100 Full Members, responding to an e-mail or written ballot, provided that a notice of the substance of proposed changes is mailed to all such Members at least thirty (30) days prior to the time fixed for the meeting at which a vote will be taken, or the time fixed for a return of electronic written ballots, as the case may be.

If the required quorum is not reached, a new meeting shall be called which shall validly decide on the same agenda whatever may be the number of Full Members present or represented.

In those cases, where changes to the Articles of Association are made the subject of an electronic vote, those eligible to cast ballots shall return the same to the President in care of the Association's office. At the time fixed for the counting of the votes, the President shall open the ballots, canvass the same and report the results in writing to the membership.

This procedure shall also apply to the dissolution of the Association, taken into account the fact that the decision to dissolve the company will always require the approval of 2 (two) General Assemblies. The second General Assembly shall appoint one or more liquidators and determine the powers to be given to them.

Upon dissolution of the Association, and after payment of all indebtedness and obligations of any kind of the Association, the remaining funds, investments and other assets of the Association shall be distributed by the liquidator in conformity with the decision of the General Assembly relating to the allocation of such assets. The allocation of the remaining assets of the Association, as the case may be, shall be of a non-profit character, in accordance with the provisions of the Law.

Article 13 **ASSETS AND LIABILITIES**

Section 1 **MEMBERS' INTERESTS IN THE ASSETS OF THE ASSOCIATION**

All interests of each Member in the funds, investments and other assets belonging to the Association shall immediately cease in the

event that the membership of such Member in the Association shall terminate for any reason including the dissolution of the Association.

In the event of such termination, such Member and the representatives of such Member shall have no claim on account of the other Members, or their representatives, or any of them.

Section 2

LIMITATION OF MEMBERS' LIABILITY

Members shall only be liable to pay annual dues fixed by the Association's Board of Directors and shall in no way be responsible for any claims against the Association.

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Article 14

ADDITIONAL LEGAL PROVISION

For all other issues not covered by the present Articles of Association, reference shall be made to the provisions of the Law.

Any conflict arising out of or in relation to these Articles of Association shall be governed by and construed in accordance with Belgian Law, and shall come under the exclusive jurisdiction of the Brussels courts.



INTERNAL RULES OF PROCEDURE

Article 1 GENERAL

- 1.1. The European Society for Radiotherapy and Oncology is an international association with a major focus on Europe but the activities of which may be extended to other countries of the world when appropriate for the realisation of its purpose.
- 1.2. It shall be referred to as ESTRO.
- 1.3. The business language used is English.

Article 2 MEMBERSHIP

- 2.1. Full Membership is open to:
 - a. All professionals, natural persons, with a significant activity or practice in the field of radiotherapy / radiation oncology and clinical oncology and related subjects; this includes:
 - Radiotherapists (radiation oncologists) and clinical oncologists.
 - Medical Physicists with main practice related to radiation oncology.
 - Biologists with main practice related to radiation oncology.
 - Radiation therapists with main practice related to radiotherapy.
 - Nurses with main practice related to radiotherapy.
 - Medical Specialists with main practice related to Cancer Diagnosis.
 - Medical Specialists with main practice related to Tumor Treatment.
 - b. Emeritus Members, being former Full Members during a term of at least 10 years, who have retired from active professional life.
- 2.2. Associate Membership is open to:
 - a. Affiliate Members, being all professionals, natural persons, in training for specialisation in the field of radiotherapy and clinical oncology and related disciplines, which will make them eligible for full membership, should the person not have opted for the Full Membership;
 - b. In training Members, being all professionals, natural persons, in training for specialisation at the early stages of their career in the field of radiotherapy and clinical oncology and related disciplines, which will make them eligible for full membership, should the person not have opted for the Full Membership;
 - c. Honorary Members, being natural persons who have made a significant contribution to the achievement of the goals of ESTRO;
 - d. Dual Members, being members of societies outside the geographical area of Europe or European young radiotherapy and clinical oncology societies with whom ESTRO has signed an agreement or Memorandum of Understanding;
 - e. Joint Members, being members of national Radiation Therapists Societies (RTT Alliance);
 - f. Corporate Members, being professionals, natural persons, specialised or having their main activity in the field of radiotherapy and clinical oncology, who perform their activity for or within a company;
 - g. Sustaining Members, being organizations not eligible for Full Membership in ESTRO.
- 2.3. All members are bound by the Articles of Association of ESTRO and the Internal Rules of Procedure.
- 2.4. By virtue of Membership the Member agrees to pay the membership fees as shall be decided by the General Assem-

bly upon proposal of the Board of Directors. Emeritus Members and Honorary Members shall be exempt from payment of membership fees.

Article 3

MEMBERSHIP FEES

- 3.1. Part of the Funding of ESTRO will be on the basis of the membership fees to be paid by the Members.
- 3.2. Any Member who is in default in the payment of dues for a period of ninety (90) days after such dues become payable will be automatically suspended from membership.

Article 4

GENERAL ASSEMBLY

- 4.1. There will be a minimum of one General Assembly a year at an appropriate time and place fixed by the Board of Directors. Notices stating the time, place and agenda of each meeting, signed by the President, shall be e-mailed to the last recorded address of each Full Member not less than thirty (30) days, nor more than sixty (60) days, prior to the time fixed for the meeting. The Members will have 10 working days to submit to the Board of Directors any other points they wish to put on the agenda. The Board of Directors will decide which points they add to the agenda. At least 5 days prior to the General Assembly, a notice stating the final agenda shall be e-mailed to the last recorded address of each Full Member, together with a final draft of any docu-

ments to be discussed or approved at the General Assembly.

- 4.2. The agenda of the Annual General Assembly shall at least include the following items:
 - a. Budget and forecasts
 - b. Financial reporting
 - c. Approval of membership fees
 - d. Appointment of directors and auditor (if applicable)
 - e. Presentation of the Annual Report from the Board of Directors
 - f. Presentation of the report from the auditor
 - g. Discharge to the directors and auditor
 - h. Discussion of topics sent in by the Members
- 4.3. The General Assembly may only deliberate and decide on the matters set out in the agenda.

Article 5

BOARD OF DIRECTORS

- 5.1. The Board of Directors shall be responsible for the overall strategy of ESTRO and shall supervise the financial performances and budget processes. It shall establish a strategy for ESTRO covering a three-year period. This strategy shall be translated into different action plans, as applicable to each Council. The Chief Executive Officer (the "CEO") shall consolidate all plans into a business plan, which shall be communicated to the General Assembly for information.
- 5.2. The Board of Directors shall consist of maximum fifteen (15) members whereby:

Next to the President, the Past-President, the President-Elect, the Treasurer and the Edi-

tor-in-Chief (advisory), and the Director of the ESTRO School (advisory):

At least one representative of each of the following disciplines shall be represented:

- a. Radiobiology
- b. Brachytherapy
- c. Radiation Therapy technologists - and at least two representatives of each of the following disciplines shall be represented:
- d. Medical Physicist
- e. Clinician

One of the above mentioned Directors shall be appointed by the Board of Directors as Membership Officer.

The Directors are appointed by the General Assembly, in accordance with Article 5 Section 4 of the Articles of Association.

5.3. The President, the President-Elect, the Past-President, the Treasurer, the Membership officer, the Director of the ESTRO School and the Editor-in-Chief are all members of the Board of Directors, with the last two having an advisory capacity.

5.4. In case of a dismissal of a Director, a new Director shall be appointed among the members of the discipline the dismissed Director was representing.

5.5. Preferably, no more than two elected Directors shall come from the same country.

5.6. The President-Elect replaces the President with all his/her prerogatives whenever the President is unavailable. When the President-Elect is unable to do so, the Past-President will replace the President.

Article 6 DIRECTORS WITH AN EXECUTIVE ROLE

6.1 The following Directors, Director of the ESTRO School and the Editor-in-Chief with an Executive Role will be appointed or elected within ESTRO:

- a. The President
- b. The President-Elect
- c. The Past President
- d. The Treasurer
- e. The Editor-in-Chief
- f. The Director of the ESTRO School
- g. The Membership Officer

Their function and mandate will be as follows:

6.2. President:

The President is in office for two years. He/she will chair the General Assembly, the Board of Directors, the Executive Council, the Scientific Council and the Nominating Council. The President may delegate the chairing of one of the Councils to the President-Elect or Past-President, as the case may be.

The President has the casting vote in the event of a tied vote on the Board of Directors or the Councils he/she is presiding.

The President shall hold ownership of the strategy development and implementation, and financial planning process within ESTRO. He/she shall to this end consult the President-Elect and the Past President, and work with the Chief Executive Officer within the limits of the powers of the latter.

In the event the President is unavailable, he/she shall be replaced by the Presi-

dent-Elect in all his/ her prerogatives, or by the Past-President should the President-Elect on his turn not be available.

6.3. President-Elect

The President-Elect shall serve a two years' period in office, before becoming President.

He/she shall assist the President in all his/her prerogatives, and hold ownership, alongside the President, of the strategy development and implementation as well as financial planning process of ESTRO.

The President-Elect shall be a member of the Board of Directors, of the Executive Council, Scientific Council, Stakeholders Council, Education Council and of the Nominating Council.

He/she shall work in cooperation with the CEO of ESTRO.

6.4 Past-President

The Past-President is in office for two years after having served as President of ESTRO.

As the Past-President holds ownership of Stakeholders related processes within ESTRO, he / she will chair the Stakeholders Council.

He/she shall be a member of the Board of Directors and of the Executive Council, Scientific Council, Stakeholders Council, and Nominating Council.

He/she shall work in cooperation with the CEO of ESTRO.

6.5. Treasurer

The Treasurer shall be a member of the

Board of Directors and the Executive Council.

He/she shall follow-up on the work of the Finance Manager and shall hold ownership of the financial monitoring and control processes within ESTRO. He/she will have final responsibility over the internal audit and control procedures within ESTRO. The Treasurer shall ensure the preparation of an annual budget and the annual financial report.

The Treasurer must be consulted in all important investments decisions of ESTRO and any other financial decisions in accordance with the decisions or delegations of the Board of Directors.

6.6. The Editor-in-Chief

The Board of Directors shall delegate to the Editor-in-Chief the responsibility for the Radiotherapy and Oncology Journal.

6.7. The Director of the ESTRO School

The Board of Directors shall delegate to the Director of the ESTRO School the responsibility for the Education programmes.

6.8. The Membership Officer

One Director shall be appointed as Membership Officer by the Board of Directors. The Membership Officer shall become the owner of the membership strategy of ESTRO and the membership processes. Furthermore, he/she will supervise the interests of the Members.

6.9. Daily management team

The Board of Directors will delegate the

daily management of the association to the management team. The Board of Directors shall define the scope and the financial limitations of the daily management powers. The daily management team shall consist of at least the CEO and between minimum two (2) and maximum five (5) other managers). The management team may, upon proposal of the CEO, be extended with temporary support staff by the Board of Directors when appropriate.

The CEO shall be appointed by the Board of Directors upon proposal of the Executive Council. The other members of the management team shall be appointed by the Board of Directors upon proposal of the CEO.

The daily management team shall be responsible for running the daily business of the association and the implementation of the policies and strategies as developed by the Board of Directors and shall work under the direct supervision of the Executive Council.

Proper procedures shall be put in place to assure sufficient internal control and a strict segregation of duties of the Board of Directors, the Executive Council and the members of the management team.

The mandate of the members of the daily management team shall be remunerated upon decision of the Board of Directors. The Executive Council shall make a proposal to the Board of Directors on the remuneration of the CEO. The CEO shall make a proposal to the Board of Directors on the remuneration of other members of the management team. Reasonable expenses shall be reimbursed.

In addition to the powers granted to

them by the functions description, the allocation of the responsibilities for the daily management shall be allocated over the management team as follows:

- a. The Chief Executive Officer
 - He/she shall be responsible for the implementation of the strategy of ESTRO, within the budget approved and timeframes set.
 - He/ she shall supervise the ESTRO Office, and chair the management team
 - He/she will be a member of the Executive Council and shall assure the implementation of the decisions made by the latter.
 - The CEO will report to the Executive Council and the Board of Directors and shall respect the reporting and controlling procedures as shall be decided by the Board of Directors or the Executive Council from time to time.
 - b. Programme Officers
 - They shall be responsible for the one or more programmes within ESTRO, defining the appropriate tactics to implement the strategy of the Society.
 - They will be a member of Councils and shall assure the implementation of the decisions made by the latter.
 - The members of the management team will report to the CEO and shall respect the reporting and controlling procedures as shall be decided by the Board of Directors or the Executive Council from time to time.
- Extended Daily management team:
In addition to the CEO and Programme Officers, when appropriate, the Daily Management Team shall be extended to the participation of the:
- c. Finance Manager
 - One member of the staff, invited to join the Daily Management Team when

appropriate, shall be responsible for the financial support functions within ESTRO.

- He/she will work together with the Treasurer and will prepare all required reporting for submission and approval by the Treasurer.
- He/she shall be responsible for the monthly/quarterly reporting within ESTRO.
- He/ she shall be responsible for the tax and VAT reporting of ESTRO.
- He/she will report to the CEO or to a Programme Officer and shall respect the reporting and controlling procedures as shall be decided by the Board of Directors or the Treasurer from time to time.

d. HR Manager:

One member of the staff, invited to join the Daily Management Team when appropriate, shall be responsible for the HR support functions within ESTRO.

- He/she will work together with the CEO and will prepare all required reporting for submission to and approval by the Executive Council.
- He/she will report to the CEO or a Programme Officer and shall respect the reporting and controlling procedures as shall be decided by the Board of Directors or the Executive Council from time to time.

6.10. Internal Auditor

The Internal Auditor shall be appointed by the Board of Directors. He/she shall be responsible for the internal audit procedure within ESTRO. He/she shall develop appropriate financial control processes in line with generally accepted internal audit practices and shall perform all internal audits guarantee-

ing sufficient control over the various processes within ESTRO. The Internal Auditor shall report for the financial aspect to the Board of Directors and the Treasurer. The Board of Directors and the Treasurer shall define its tasks and objectives.

The compensation of the Internal Auditor, if any, shall be determined by the Board of Directors, upon proposal of the Executive Council.

Article 7 COUNCILS

7.1. The Board of Directors may form such Councils as it deems necessary to deal with specific tasks or projects of the Association or to provide advice. There will be at least an Executive Council, a Scientific Council, an Education Council, a Stakeholders Council, and a Nominating Council. The Board of Directors may establish any other Councils in line with the strategy of ESTRO. Such Councils may be established on a permanent or ad hoc basis.

7.2. Composition

The members of the Councils are appointed by the Board of Directors. They are appointed for a three-year period and may be re-appointed for a maximum of one term. The Board of Directors shall attempt to provide continuity by replacing part of the members of the Councils each year. After having served for two consecutive terms on one of these Councils, a member becomes ineligible to function in the same Council for two years.

A Council may appoint consultants and external specialists to have it assisted with the development of its activities and acquire the required knowledge to realise its objectives.

7.3. Remuneration

The Board of Directors decides whether the mandate of the members of the Councils will be remunerated.

7.4. Authority and competencies

The authorities and competencies of the Councils shall be determined by the Board of Directors in line with the provisions of the Internal Rules of Procedure and the Articles of Association of ESTRO.

7.5. Convocation

Meetings of the Councils are called by their respective chairperson. Decisions of the Councils are validly adopted by simple majority vote, provided the majority of the members are present. Each member has one vote. In the event of a tied vote, the chairperson of the Council shall have casting vote.

7.6. Minutes and reporting

Each Council shall draft minutes of each meeting summarizing the deliberations and decisions taken. These minutes can upon request be circulated to the Board of Directors, and be consulted by the Full Members.

7.7. Executive Council

a. Duties and authority of the Executive Council

The Executive Council shall be in charge of the supervision on the implementation of the business plan and the daily

management of ESTRO, shall ensure the follow-up on the implementation of the strategy and the budget. The Board of Directors may grant other powers to the Executive Council on an ad hoc or permanent basis, as appropriate.

b. Composition

The Executive Council is composed of the President (Chair), the President-Elect, the Past-President, the Treasurer, the Chief Executive Officer and can be supported by internal advisors and external advisors as the case may be. The President shall be the chairperson of the Executive Council.

7.8. Scientific Council

a. Duties and authority of the Scientific Council

The Scientific Council shall be responsible for the implementation of the scientific engagement plan of ESTRO and for coordinating all its scientific activities, and for ensuring a consolidated reporting of the results in line with the scientific engagement plan. The Board of Directors may grant the Scientific Council with other powers as it estimates appropriate.

b. Composition

The Scientific Council is composed of the President (Chair), the President-Elect, the Past-President, the Editor-in-Chief, the management team member in charge of the science programme, the chairperson of the relevant committees reporting to it and the relevant members of the Board of Directors. The President shall be the chairperson of the Scientific Council.

7.9. Stakeholders Council

a. Duties and authority of the Stakeholders Council

The Stakeholders Council shall be responsible for membership strategy, for the implementation of the advocacy and stakeholder's plans, and for relations with all other ESTRO stakeholders. The Board of Directors may grant the Stakeholders Council with other powers as it estimates appropriate.

b. Composition

The Stakeholders Council is composed of the President, the President-Elect, the Past-President (Chair), the Membership Officer, the Chief Executive Officer, the chairperson of the relevant committees reporting to it, the relevant members of the Board of Directors, and the management team member in charge of the stakeholders programme. The Past-President shall be the chairperson of the Stakeholders Council.

7.10. Education Council

a. Duties and authority of the Education Council

The Education Council shall be responsible for the education plans and for the implementation of educational programmes. The Board of Directors may grant the Education Council with other powers as it estimates appropriate.

b. Composition

The Education Council is composed of the Director of the ESTRO School (Chair), the President, President-Elect, the Past President, the management team member in charge of the education programme and other relevant members. The Director of the ESTRO School shall be the chairperson of the Education Council.

7.11. Nominating Council

a. Duties and authority of the Nominating Council

The Nominating Council shall request the different committees and ad hoc task forces to provide a list of candidates to become chairperson of a standing committee or ad hoc task force. The Nominating Council shall review the proposals for nominations and appointments and send them to the Board of Directors for approval.

The Nominating Council shall establish the list of persons applying for a function as Director after having verified that they meet the conditions thereto. When it comes to the election for President, the NC shall consult all Councils and Committees, and attempt to bring to the Board the best pre selection of candidates. The pre-selection process should remain confidential at all times.

b. Composition

The Nominating Council is composed of the President, President-Elect, the Past President. The President shall be the chairperson of the Nominating Council.

Article 8 COMMITTEES

- 8.1 Ad hoc and standing committees may be created, and their missions determined, by the Board of Directors, upon proposal of the Scientific Council, the Stakeholders Council, the Education Council or the Executive Council within the limits of the competences of the latter.
- 8.2 Standing committees, created for undetermined duration, shall be composed of

at least five (5) members and maximum twelve (12) members. In case a standing committee requires more than twelve (12) members, approval of the Board of Directors will be required. The chairperson of a standing committee shall be appointed by Board of Directors based on a proposal of the Nominating Council, taking into account the suggestion of each standing committee. The members and chairperson of a standing committee shall be appointed for 3 years once renewable. The composition of any standing committee shall be approved by the Board of Directors, upon proposal of the Scientific Council, Stakeholders Council, the Education Council or Executive Council. Moreover, at least one member of the Scientific Council, Stakeholder Council, Education Council or Executive Council shall be a member of each standing committee.

The list of standing committees has to be approved in the business plan.

8.3. Working groups, created for undetermined duration for a determined project, shall be composed of at least 3 members. The chairperson of a working group shall be appointed by the Standing Committee.

8.4 Ad hoc task forces, created for a determined period of time or for a determined project, shall be composed of at least 3 members. The chairperson of an ad hoc task force shall be appointed by the Board of Directors. The composition of any ad hoc task force shall be determined by the Board of Directors upon proposal of the chair of the ad hoc task force.


8.5 Each member of a standing committee, working group or ad hoc task force shall

have one vote. They shall validly deliberate by a simple majority vote. In the event of a tied vote, the chairperson shall have the casting vote.

8.6 Transitional provision: the chairperson of every standing committee, working group or ad hoc task force already in function on the date of entry into force of the present Internal Rules of Procedure shall continue to chair such committee until the end of his/her mandate.

Article 9 TRANSITIONAL PROVISION

All Board Members, the Treasurer, Editor-in-chief, Director of the ESTRO School, Membership Officer and members of the daily management team, validly appointed or elected prior to the adoption of these internal rules of procedure, will remain into function until the end date of their term.



This is an English translation of the articles of association and internal rules of procedure of ESTRO and is solely meant for communication purposes only. The legal text will be published in the government gazette of Belgium in French and/or Dutch.



ESTRO

European Society for
RADIOTHERAPY & ONCOLOGY

ESTRO
European Society
for Radiotherapy & Oncology

Rue Martin V, 40 - 1200 Brussels - Belgium
Tel.: +32 2 775 93 40 - Fax: +32 2 779 54 94
info@estro.org

WWW.ESTRO.ORG