

NORDIC SOCIETY OF
GYNAECOLOGICAL
ENDOSCOPY/MINIMAL
INVASIVE
GYNAECOLOGICAL SURGERY
(NSGE)

Statutes

1. Name and Domicile

- 1.1. The name of the Society is: Nordic Society on Gynaecological Endoscopy/Minimal Invasive Gynaecological Surgery (NSGE) here in after referred to as either "NSGE" or "The Society". The official language of the Society is English.
- 1.2. Address of Society: NSGE – Department of Gynaecology and Obstetrics, OUH Odense University Hospital, Sdr. Boulevard 29, 5000 Odense, Denmark. The Society is registered in Denmark.
- 1.3. The NSGE Board may establish offices outside of Denmark. Such offices shall report directly to the NSGE Board.

2. Mission

- 2.1. NSGE is a non-political, non-profit society. The mission of NSGE is:
 - 2.1.1. To be a Nordic platform for individual professionals dedicated to the care of women with gynaecological sickness.
 - 2.1.2. To work for improvements in the practice of diagnosis and treatment where minimal invasive gynaecological surgery may be performed and be beneficial for the women.
 - 2.1.3. To promote and support basic and clinical research.
 - 2.1.4. To promote education and training in minimal invasive gynaecological surgery and treatment in all its aspects.
 - 2.1.5. To promote and support Nordic and international scientific and clinical exchange, and friendship among professionals and societies active in minimal invasive gynaecologic surgery.
- 2.2. As means to fulfil this mission the Society shall:
 - 2.2.1. Promote and conduct collaborative clinical trials, regarding minimal invasive gynaecological surgery/treatment.
 - 2.2.2. Organise and coordinate conferences, meetings and collaborative activities.
 - 2.2.3. Set Nordic Standards of Care for women undergoing minimal invasive gynaecological surgery/treatment.

- 2.2.4. Set Nordic Guidelines for professional education and training in minimal invasive gynaecological surgery/treatment.
- 2.2.5. Establish co-operation and relationships with other international, national and regional society's and organisations in this field.

3. Membership

- 3.1. Full Membership is open to any individual, who is professionally or scientifically active in the field of minimal invasive gynaecological surgery and treatment, and whose application for membership has been approved by the NSGE Board. Representatives from the pharmaceutical or medico technical industry cannot be members.
- 3.2. Application for membership is sent to the Board. A list of new members should be sent out with the call for the General Assembly. Membership is activated when accepted by the NSGE Board.
- 3.3. The Society has to keep a member registry. It is the member's own responsibility to provide correct contact information (address, e-mail and telephone number).
- 3.4. Resignation from the Society is announced by the member to the NSGE Office. Membership can after NSGE Board decision be terminated, if the annual membership fee has not been paid for two years.
- 3.5. Membership can be suspended if a member has done harm to the interests of the Society. Decision of suspension is made by the Board. A member, who has been suspended, can reapply for membership via the General Assembly.

4. The General Assembly

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

- 4.3. The agenda for the General Assembly should include:
1. Opening of the meeting.
 2. Election of chairman of the meeting.
 3. Inquiry whether the call has been done in due order, according to bylaws.
 4. Election of meeting secretary.
 5. Election of two persons besides the chairman to check and approve the minutes.
 6. The Presidents report from the last two years.
 7. The Secretary General's report of accountancy and final accounts. The accountants report.
 8. Inquiry of adoption of the accounts and the report, and discharge of liability of the Board for the last two years.
 9. The Presidents report of planned activities.
 10. Presentation of a Budget for the coming two years.
 11. Approval of the Budget and determination of the annual membership fee.
 12. Election of the President Elect (Vice President).
 13. Installation of new President.
 14. Election of new Secretary General.
 15. Election of new NSGE Board members.
 16. Approval of Honorary President.
 17. Election of President and place for the next Nordic Congress on Gynaecological Endoscopy (NCGE).
 18. Election of Nominating Committee (nominated by the Board, reelection every two years, unlimited reelection, four committee members representing four different countries)
 19. Proposals from the Board.
 20. Proposals from the members.
 21. Closure of the meeting.
- 4.4. All matters at the General Assembly are decided by majority voting, if not dictated otherwise in the bylaws. The written and signed minutes of the General Assembly should be sent to the members by e-mail within two months from the meeting, and kept safe.
- 4.5. An Extra Ordinary General Assembly can be called by the Board, or if there is a written request, supported by at least 10% of the members for such an action.

5. Bylaws Amendments

- 5.1. Proposals for amendments to the bylaws of the Society must be submitted in writing to the Secretary General not later than 3 months prior to the General Assembly. Such proposals must be included as an item on the Agenda and should be available to the members two (2) weeks before the General Assembly.
- 5.2. Adoption of amendments shall require the approval of not less than two-thirds (2/3) of members present at the General Assembly.

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

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

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

6.3. The Board shall consist of nine (9) Board members with at least one (1) representative from each of the five Nordic Countries, a President, a Secretary General, a Vice President and a junior doctor in training in Gynaecology and Obstetrics. Associated to the board is the president and the chairman of the scientific committee for the next NCGE Congress and the past congress president and the past chairman of the congress scientific committee.

The General Assembly can associate an Honorary President to the Board.

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

To ensure the continuity in the Board may the Past President, the Secretary General and the Chairman of the Scientific Committee be re-elected twice.

6.5. All members who want to stand for election to the Board shall notify the Nominating Committee. The Nominating Committee will present the selected members that stand for election on the website www.nsgedk.com. Stand for election can be made until the item of the General Assembly.

6.6. Election of New Board Members.

6.6.1 New members of the Board are elected by The General Assembly.

6.6.2 The received votes should be formally counted under supervision by a voting committee, composed of minimal three members of the Society. The candidate from each Nordic Country receiving most votes is elected. If two candidates get equal number of votes, an additional election round between the two have to be carried out.

6.7. The Society should always have a President, who presides over the Board and Board Meetings, and who is the legal representative of the Society in all matters together with the Secretary General. The Secretary General shall perform all duties customarily pertaining to the office of the Secretary and he/she shall hold the office of Company Secretary. He/she is the legal representative of the Society together with the President. The Society should also have a President Elect serving as Vice President. The Society may nominate an Honorary President at the General Assembly.

- 6.8. Election of President Elect.
- 6.8.1 A President Elect shall be elected following the same procedures as the Board elections, defined above.
- 6.9. The President Elect shall serve as Vice President. The term of office of the Vice President is two years.
- 6.10. After two years term of office as Vice President, the President Elect shall be automatically installed as President. The term of office of the President should be two (2) years, with no direct re-election. The President and the Vice President can be re-elected once at a later occasion according to the procedure above.
- 6.11. Nomination of President.
- 6.11.1 The Nominating Committee prepares a list including all proposed President Elect candidates. The list is sent to the Board six months before the election. The list of candidates for President Elect is presented on the NSGE website one month before the election (General Assembly).
- 6.12. Election of Secretary General.
- A Secretary General shall be elected by the General Assembly. The procedures for election as mentioned above in 6.4 – 6.6 is also applicable for the election of General Secretary.
- 6.13. Authority
Actions of the board shall be considered taken upon majority approval of the voting by the ordinary members of the Board at a meeting. In the case of a vacancy in the office of the President, the Vice President shall assume this office and shall serve for the unexpired term of the President. Decisions are taken by simple majority of the votes, on condition that a minimum of four (4) Board members are present. Whenever a vote ends undecided, the President has the casting vote.
- 6.14. The Board has the obligation to create written minutes and decision protocols from Board meetings, and to keep them safe and available for NSGE members and accountants.
- 6.15. The Board constitutes itself and decides its own agenda.

7. Economy. Accountancy. Audit

- 7.1. The financial year shall be closed every year on 31 December. The Board has the obligation to submit every second year the accounts of the two past financial years and the budget for the coming years for approval to the General Assembly.
- 7.2. The Society's resources include annual membership fees, sponsorship donations and other incomes to the extent that can be achieved.
- 7.3. All members shall pay annual membership fees fixed by the General Assembly. Fees shall be paid to NSGE immediately upon approval as a member of the Society, and thereafter as part of registration for NSGE meeting every second year.
- 7.4. Profit and excess amounts of the Society shall be used according to the mission of NSGE, or be placed at an NSGE account.
- 7.5. The assets of NSGE shall be kept at an account with annual interest rate.

8. Authorized Signature. Liability

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

9. Existence of Conflict

- 9.1. Disclosure. A conflict of interest may exist when the direct, personal, financial interest of any Board member competes with, is adverse to, or diverges from the interests of The Society. If any such conflict of interest arises with regard to a matter requiring action by the Board, or if a member retains a significant financial interest, which may reasonably appear to be affected by an action of Board, then the interested party shall disclose such interest to the Board.

- 9.2. The Board shall determine if any such conflict exists and, in particular, the Board shall determine the specific interests of The Society at issue. The Board shall not deem a conflict of interest to exist, if standing alone, a Board member also serves as a director, officer or member of a non-profit or charitable organization, which solicits or receives funds from institutions or individuals from which The Society also solicits and receives funds.
- 9.3. Non-participation in Vote. If the Board determines that a member has a conflict of interest with respect to a certain action, hereinafter referred to as "Conflicted Member", then the Conflicted Member shall not vote on or participate in the final deliberation or decision regarding the matter under consideration. The Conflicted Member, in addition, shall not be present during such deliberation, discussion or vote, unless requested by the Board to discuss, prior to the Board's deliberation, any relevant information.
- 9.4. The minutes of meetings of the Board shall reflect that the conflict was disclosed. Also, minutes shall indicate that the Conflicted Member was not present during the final discussion or vote on a particular matter and that he did not participate in deliberations or vote on such action or issue.

10. Reimbursement

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

11. Dissolution of NSGE

- 11.1. The Society shall be dissolved if a resolution to this effect is supported by not less than two thirds of the members present and voting at the ordinary or an extra General Assembly. If the majority but less than two thirds (2/3) of the present members at the General Assembly vote for dissolution of the Society, the proposal should be sent out by mail for a postal ballot voting procedure.
- 11.2. Proposals of dissolution of NSGE must be submitted in writing to the Board not later than three (3) months prior to the General Assembly. A proposal from the board for such a

resolution should be declared on the homepage or by e-mails to the members with the Call to the General Assembly at least two (2) weeks before the meeting.

- 11.3. Any assets remaining after the satisfaction of all debts and liabilities shall not be paid to, or distributed among the members of the Society, but shall be turned over to NFOG, Nordic Federation of Societies of Obstetrics and Gynaecology.