EGOI Statutes

Article 1 – Name, legal nature, registered office and duration

1. An international non-profit scientific association named “EGOI”, hereinafter also referred to as the “Association”, is hereby established pursuant to Articles 36 et seq. of the Italian Civil Code.
2. EGOI continues, without interruption, the Association established in Rome on 7 September 2021.
3. The Association has its registered office in Rome. The transfer of the registered office within the same municipality does not constitute an amendment to these Statutes.
4. The Board of Directors may establish operational offices, delegations, representative offices and sections in Italy and abroad.
5. The Association is established for an unlimited duration. Its working languages are Italian and English.

Article 2 – Non-partisan and non-profit nature

1. EGOI is non-partisan and non-denominational and does not pursue trade union objectives.
2. The distribution, including indirect distribution, of profits, operating surpluses, funds or reserves during the Association’s existence is prohibited, except where required by law.
3. Any operating surplus shall be used exclusively to pursue the Association’s statutory purposes.

Article 3 – Mission, vision and values

1. EGOI promotes research, education, innovation and clinical and scientific collaboration in endocrinology, metabolism, reproductive medicine and precision medicine.
2. EGOI operates in accordance with the principles of scientific independence, integrity, transparency, pluralism, interdisciplinarity, equal opportunities, inclusion, a person-centred approach and the advancement of young researchers.
3. The Association’s activities are guided by the best available scientific evidence and freedom of scientific debate.

Article 4 – Scientific fields

1. Areas of interest include, by way of example, endocrinology, metabolism, reproductive medicine, gynaecology, obstetrics, andrology, adolescence, menopause, nutrition, obesity, dermatology, neurology, oncology, hepatology, respiratory medicine and translational medicine.
2. Particular attention is devoted to Polyendocrine Metabolic Ovarian Syndrome (PMOS), more appropriately described as Endocrine-Metabolic Syndrome (EMS), and related multisystem conditions, without these areas limiting the future development of the mission.

Article 5 – Activities in pursuit of the Association's purposes

1. EGOI may promote clinical, preclinical, epidemiological and translational studies; registries, observatories and multicentre studies; position statements, consensus documents, recommendations, guidance documents, evidence-based guidelines and educational materials.
2. It may organise congresses, courses, educational activities, scholarships, awards, and public outreach and prevention initiatives.
3. It may publish journals, monographs, books, websites, databases and other scientific communication tools, including by establishing an official journal.
4. It may enter into agreements with universities, hospitals, Scientific Institutes for Research, Hospitalisation and Healthcare (IRCCS), public and private bodies, foundations, scientific societies, patient associations and international organisations.
5. It may obtain grants, donations, sponsorships and funding, while respecting scientific independence and the rules governing conflicts of interest.

Article 6 – Ancillary activities

1. The Association may carry out any transaction involving movable or immovable property, financial transaction or contractual transaction that is necessary or useful for pursuing its statutory purposes.
2. It may conduct commercial activities solely on an instrumental, ancillary and non-predominant basis, within the limits permitted by law.
3. It may employ staff and commission professional services according to criteria of necessity, competence, transparency and sustainability.

Article 7 – Categories of members

1. Members are divided into the following categories: a) Founding Members; b) Voting Members; c) Scientific Members; d) Young Members; e) International Members; f) Honorary Members; g) Distinguished Members; h) Supporting Members.
2. Membership is personal and may not be transferred or passed on.
3. Unless expressly provided otherwise in these Statutes, membership of a category does not confer voting rights.

Article 8 – Founding Members and Voting Members

1. Founding Members are the persons who established the Association by the deed of 7 September 2021.
2. The initial Voting Members are exclusively the persons named in Annex A, approved at the same time as these Statutes.
3. Voting Members exercise voting rights, elect the Association's governing bodies and participate in decisions reserved to the Assembly of Voting Members.

4. Voting Member status is personal and ceases upon death, resignation, expulsion, forfeiture of that status or definitive loss of membership.

Article 9 – Expansion of the voting membership

1. Joining EGOI does not automatically confer voting rights.
2. A member not listed in Annex A may be admitted to the voting membership only if that member: a) has been a member of EGOI for at least five years; b) has participated in a documented and ongoing manner in scientific activities or activities in pursuit of the Association's purposes; c) is in good standing with membership obligations; d) has a scientific or professional profile consistent with the mission.
3. The proposal must include a statement of reasons from the Board of Directors and be approved by the affirmative vote of at least three quarters of all current Voting Members.
4. Updating Annex A following such a resolution does not amend the other articles of these Statutes, but requires the resolution to be recorded in the minutes and retained in the same manner as amendments to the Statutes.

Article 10 – Members without voting rights

1. Scientific, Young, International, Honorary, Distinguished and Supporting Members participate in the Association's scientific, educational and cultural activities in accordance with its Regulations.
2. They may participate in study groups, task forces, committees, educational programmes and international activities, but may not vote and are not counted towards Assembly quorums.
3. Financial or institutional support does not confer any power to direct scientific activities or govern the Association.

Article 11 – Admission of members

1. Admission is decided by the Board of Directors on the basis of a written application and the requirements set out in the Membership Regulations.
2. A refusal shall be communicated to the applicant and may be appealed before the Board of Arbitrators within thirty days.
3. Admission must comply with non-discriminatory criteria consistent with the mission and compatible with the Association's autonomy.

Article 12 – Rights and duties of members

1. All members have the right to receive information, participate in initiatives for their category and propose scientific activities.
2. Members must comply with the Statutes, Regulations, Code of Ethics, resolutions of the Association's bodies and obligations to disclose conflicts of interest.
3. Any membership fee shall be set annually by the Board of Directors and may vary by category.

Article 13 – Termination of membership and sanctions

1. Membership ceases upon resignation, death, failure to pay amounts due, loss of eligibility requirements, serious breach of the Statutes or Code of Ethics, or conduct incompatible with the Association's purposes and standing.
2. Sanctions consist of a warning, censure, suspension and expulsion.
3. No sanction may be imposed without written notification of the allegations, a period in which to respond and a reasoned decision.
4. The decision may be appealed before the Board of Arbitrators.

Article 14 – Bodies of the Association

1. The bodies of the Association are: a) the Assembly of Voting Members; b) the President; c) the Board of Directors; d) the Vice-President; e) the Secretary General; f) the Treasurer; g) the International Scientific Advisory Board; h) the Committee on Ethics and Scientific Integrity; i) the Board of Arbitrators; l) the Supervisory Body or Auditor, where applicable; m) the Council of Past Presidents.
2. Additional advisory or operational bodies may be established by Regulations, without altering the mandatory allocation of powers under these Statutes.

Article 15 – Assembly of Voting Members

1. The Assembly of Voting Members is the Association's supreme governing body.
2. It approves the financial statements, elects the President and the other elected bodies, and decides on amendments to the Statutes, general policy and dissolution.
3. It is convened by the President at least once a year, with notice sent at least fifteen days in advance, except in duly justified urgent circumstances.
4. It may be held in person, remotely or in hybrid form, provided that identification, participation, collective deliberation and the traceability of voting are ensured.
5. Members without voting rights may be invited but shall not be counted towards quorums.

Article 16 – Quorums, proxies and voting

1. On first call, the ordinary Assembly is validly constituted if half plus one of the Voting Members are present; on second call, it is validly constituted regardless of the number present, subject to the special quorums provided for in these Statutes.
2. Each Voting Member has one vote. Each member may hold only one proxy, except where proxies are excluded for elections conducted by personal electronic voting.
3. Ordinary resolutions are adopted by a majority of valid votes cast.
4. Elections and decisions concerning individuals shall be conducted by secret ballot; other votes shall be open unless the Assembly decides otherwise.

5. Electronic voting is permitted using procedures suitable to ensure secrecy, one vote per voter, verifiability and personal data protection.

Article 17 – President

1. The President is elected directly by the Voting Members and is the Association's legal representative in dealings with third parties and in legal proceedings.
2. The President holds office for four years.
3. The President is not eligible for immediate re-election and may not serve two consecutive terms.
4. There is no limit on the total number of presidential terms: a former President may stand again after another President has been elected and taken office.
5. The President convenes and chairs the Assembly and the Board of Directors, oversees the implementation of resolutions and supervises institutional relations.
6. In urgent circumstances, the President may adopt measures falling within the powers of the Board of Directors, submitting them for ratification at its next meeting.

Article 18 – Candidacy and election of the President

1. A Voting Member may stand for President if that member is in good standing with membership obligations, is not subject to final disciplinary sanctions and meets the requirements set out in the Electoral Regulations.
2. Candidacies are verified by the independent Electoral Committee.
3. The candidate who obtains an absolute majority of valid votes is elected. If no candidate obtains such a majority, a run-off shall be held between the two candidates receiving the most votes.
4. A vote must still be held if there is only one candidate. The candidate is elected if the votes in favour exceed the votes against, excluding abstentions.
5. Electoral procedures and any appeals are governed by the Electoral Regulations.

Article 19 – Early termination of the President's term

1. In the event of resignation, death, removal from office or permanent incapacity, the Vice-President shall temporarily perform the President's duties.
2. The electoral Assembly must be convened within one hundred and twenty days.
3. A President elected as a replacement shall complete the remainder of the term if it is less than two years; this period shall not count as a term for the purposes of alternation in office. If the remaining period is two years or more, it shall count as a full term.

Article 20 – Past President

1. A President who leaves office upon the normal completion of a term assumes the title of Past President for the duration of the succeeding President's term.

2. The Past President attends meetings of the Board of Directors solely in an advisory capacity and without voting rights.
3. The Past President may be entrusted with representative, institutional continuity and mentoring duties, without interfering with the powers of the President and the Board of Directors.
4. The Past President may stand again for President in accordance with Article 17.

Article 21 – Board of Directors

1. The Board of Directors consists of a minimum of three and a maximum of five members, including the President, in accordance with the Association's original structure.
2. Members hold office for four years and may be re-elected, subject to the specific rules applicable to the President.
3. The number of members is determined by the Assembly before the elections.
4. The Board appoints a Vice-President, Secretary General and Treasurer from among its members.
5. The Past President participates without voting rights and is not counted in the number of members or towards quorums.

Article 22 – Powers and operation of the Board of Directors

1. The Board of Directors acts collectively and performs all administrative acts not reserved to the Assembly.
2. It approves programmes, budgets, agreements, projects, studies, admissions, sanctions, study groups, sections, centres and scientific appointments.
3. It meets at least twice a year, including remotely, when convened by the President or at the request of at least one third of its members.
4. It is validly constituted when a majority of its voting members are present and adopts resolutions by a majority of those present. In the event of a tie, the President has a casting vote, except in votes concerning individuals.
5. Minutes are signed by the President and the Secretary.

Article 23 – Vice-President

1. The Vice-President deputises for the President in the event of absence or temporary incapacity.
2. The Vice-President coordinates activities delegated by the President or the Board of Directors.
3. The office of Vice-President does not entail automatic succession or preferential entitlement to stand for President.

Article 24 – Secretary General and Treasurer

1. The Secretary General is responsible for meeting notices, minutes, registers, communications and the organisational implementation of resolutions.

2. The Treasurer oversees financial management, accounting, banking relations and the preparation of financial documents.
3. Signing authority, spending limits and authorisation procedures are established by the Board of Directors, ensuring traceability and an appropriate separation of duties.

Article 25 – International Scientific Advisory Board

1. The International Scientific Committee, also known as the "International Scientific Advisory Board", ensures the quality, independence and relevance of scientific activities.
2. It consists of Italian and international experts appointed by the Board of Directors for a fixed, renewable term.
3. It evaluates programmes, studies, scientific documents, collaborations and criteria for the accreditation of centres.
4. It may be organised into disciplinary areas and involve external experts without conferring electoral rights upon them.

Article 26 – Ethics and Scientific Integrity Committee

1. The Committee on Ethics and Scientific Integrity is an autonomous advisory and oversight body.
2. It proposes the Code of Ethics, evaluates reports, issues opinions and recommends corrective or disciplinary measures.
3. It oversees research and publication integrity, appropriate attribution of contributions, data management, responsible use of artificial intelligence and relations with funding bodies.

Article 27 – Conflicts of interest and relations with industry

1. Office holders, scientific coordinators and authors of EGOI documents shall make periodic and activity-specific conflict-of-interest disclosures in accordance with applicable rules and, where relevant, international ICMJE and COPE standards.
2. Anyone with a conflict of interest in relation to a decision must disclose it, withdraw from the discussion where appropriate and refrain from voting.
3. Industry funding may not confer on the funder any powers of control over content, results, publications, appointments or decisions of the Association.
4. Sponsorships and contributions are recorded and disclosed transparently in accordance with the law and the Code of Ethics.

Article 28 – Board of Arbitrators and Supervisory Body

1. The Board of Arbitrators consists of three full members elected by the Assembly from among persons of proven independence.
2. It decides on disciplinary appeals, disputes within the Association and the validity of candidacies in the cases provided for.
3. Arbitrators hold office for four years and may not simultaneously hold executive office.

4. The Supervisory Body or Auditor is appointed when required by law or deemed appropriate by the Assembly.

Article 29 – Council of Past Presidents

1. The Council of Past Presidents is an advisory body consisting of former Presidents who are willing to serve and are in good standing with membership obligations.
2. It issues non-binding opinions on the mission, fundamental amendments to the Statutes and institutional matters of particular importance.
3. It does not participate in day-to-day management and has no veto powers.

Article 30 – Scientific and international structures

1. The Board of Directors may establish Study Groups, Task Forces, Committees, national and international Sections, EGOI Young, EGOI Academy, an International Faculty, a Patient Advisory Board and fellowship programmes.
2. These structures have no separate legal personality or authority to represent the Association, unless authorised by written delegation.
3. Coordinators and members may also belong to categories without voting rights.
4. Scientific participation does not confer electoral rights.

Article 31 – EGOI centres, distinctions and official journal

1. EGOI may accredit Clinical Centres, Research Centres, Training Centres and EGOI Centers of Excellence according to public, transparent and verifiable criteria.
2. It may establish the title of EGOI Fellow, career distinctions, and awards for young researchers, innovation, best publication and service to the Association.
3. The Board of Directors may designate one or more official journals (“Official Journals of EGOI”) or promote their establishment, respecting editorial autonomy and independence.
4. Accreditations, titles and awards do not confer voting rights.

Article 32 – Artificial intelligence, responsible innovation and sustainability

1. EGOI promotes the responsible, transparent, verifiable and ethical use of artificial intelligence in research, education, scientific communication and clinical practice, while respecting human oversight, methodological transparency, data protection, safety and scientific integrity.
2. The use of artificial intelligence systems in EGOI activities and documents must be disclosed where relevant, may not replace the responsibility of authors or decision-makers, and must comply with applicable rules and best practices.
3. EGOI encourages sustainable organisational models and scientific activities, promoting the responsible use of resources, reducing the environmental impact of events and Association activities, and providing accessible means of participation, including remotely.

Article 33 – Assets, income, financial year and financial statements

1. The Association's assets consist of movable and immovable property, reserve funds, donations, bequests and any other lawfully acquired resources.
2. Income includes membership fees, grants, donations, sponsorships, proceeds from events, education, publications and projects, and permitted ancillary activities.
3. The financial year ends on 31 December each year.
4. The Board of Directors prepares the statement of accounts or annual financial statements and submits them to the Assembly within the statutory deadlines.
5. Appropriate financial transparency is ensured through the publication of essential documents in accordance with applicable rules.

Article 34 – Offices, remuneration and expense reimbursement

1. Offices within the Association are normally unpaid.
2. Remuneration may be approved for specific assignments distinct from the office held, where necessary, proportionate, transparent and lawful.
3. Reimbursement is permitted for expenses actually incurred, documented and authorised.
4. Assignments to members or office holders require disclosure of any conflict of interest, abstention by the person concerned and an assessment of the appropriateness of the remuneration.

Article 35 – Amendments to the Statutes

1. Ordinary amendments to the Statutes are adopted by the affirmative vote of at least two thirds of the Voting Members present, provided that at least half of all current Voting Members participate.
2. Amendments concerning the name, fundamental purposes, voting rights, composition of the voting membership, and the duration of the President's term and eligibility for re-election require the affirmative vote of at least four fifths (80%) of all current Voting Members.
3. For the amendments referred to in paragraph 2, an opinion must be obtained from the Council of Past Presidents, but is not binding.
4. Mandatory changes required by law or the competent authorities may be adopted by the Board of Directors, subject to subsequent ratification by the Assembly.

Article 36 – Dissolution and transfer of remaining assets

1. Dissolution is decided by the affirmative vote of at least three quarters of all current Voting Members.
2. The Assembly appoints one or more liquidators.
3. Any remaining assets shall be transferred to non-profit bodies with similar scientific, healthcare or research purposes, in accordance with the law.

Article 37 – Regulations and applicable law

1. The Assembly approves the General Regulations, Electoral Regulations, Membership Regulations and Code of Ethics.
2. The Board of Directors may adopt technical and organisational regulations, submitting them for ratification where they affect membership rights.
3. Regulations may not derogate from these Statutes.
4. Matters not provided for herein are governed by the Italian Civil Code and other applicable laws.