



UICC CONSTITUTION

(Last revised in August 2012)

Article 1: Name

- 1.1 The association was created in 1933. It is known and hereafter referred to as Union for International Cancer Control (UICC).

Article 2: Objectives

- 2.1 The objectives of UICC are to promote all aspects of the worldwide campaign against cancer in order to eliminate cancer as a major life-threatening disease for future generations.
- 2.2 In order to attain its objectives, UICC shall notably:
 - a) act as custodian of the World Cancer Declaration and subsequent equivalent documents
 - b) encourage and foster global advocacy
 - c) encourage and foster education and training of health professionals and volunteers engaged in cancer control and research;
 - d) encourage and foster public engagement in cancer control;
 - e) advise in the formation and strengthening of local, national or regional cancer organisations;
 - f) set up and carry out programmes, projects and initiatives;
 - g) partner and collaborate with other international organisations with similar objectives and functions;
 - h) disseminate or publish, in person, electronically or through other channels, such as congresses, conferences, courses, workshops, campaigns, initiatives etc., science-based quality information on cancer control and related matters.

Article 3: Structure

- 3.1 UICC is constituted in the form of a Swiss association according to Articles 60 and following of the Swiss Civil Code, and according to this Constitution.
- 3.2 UICC is a non-profit international association.
- 3.3 UICC is non-political and non-sectarian.

Article 4: Duration

- 4.1 The duration of UICC is open ended.

Article 5: Seat

- 5.1 The seat of UICC is in Geneva, Switzerland.

Article 6: Membership

- 6.1 The membership of UICC is composed of full member organisations and associate member organisations that are engaged in cancer control.
- 6.2 Full members shall be organisations, networks or entities that are substantially engaged in evidence-based cancer control or research and have appropriate organisational structures.
- 6.3 Associate members shall be organisations, networks or entities that support UICC objectives.
- 6.4 Membership shall become effective upon UICC approval of an application and upon receipt of the first annual membership dues for that calendar year.
- 6.5 Only member organisations that have paid their annual membership dues are entitled to exercise any right or prerogative as defined in the Constitution.

Article 7: Member Rights and Obligations

Voting Rights

- 7.1 Each full member organisation that has paid its membership dues for the current calendar year is entitled to one vote at the General Assembly.
- 7.2 Each associate member organisation that has paid its membership dues for the current calendar year, may attend the General Assembly as an observer but without a right to vote.

Other Rights

- 7.3 Each member organisation may call upon UICC to receive any assistance that UICC can provide.
- 7.4 Each member organisation may solicit support from any other full or associate member organisation of UICC.
- 7.5 Each full member organisation may submit nominations for the elections of President-Elect and members of the Board of Directors.
- 7.6 Each full member organisation may submit activity proposals to the Board of Directors.

Obligations:

- 7.7 Each member organisation shall promote partnerships, networking and collaboration in support of UICC objectives as per Article 2, especially in its own field of activities.
- 7.8 Each member organisation shall work in pursuit of cancer control activities including strengthening local, regional, and international capacity.
- 7.9 Each member organisation Members shall share with UICC information of interest to the global cancer control community.
- 7.10 Each member organisation is obliged to make timely payments of its annual membership dues.
- 7.11 Each member organisation is obliged to abide by the Constitution.

Article 8: Termination of UICC Membership

- 8.1 Each member organisation may resign its membership at any time.
- 8.2 In that case, a written notice has to be served by the resigning member to the UICC Chief Executive Officer. Upon receipt of such a notice, the membership status shall be terminated immediately. Annual membership dues for the year in which the resignation occurs shall be payable in full.
- 8.3 Membership status may also be terminated by decision of the Board of Directors following non-payment of annual dues for two (2) consecutive calendar years.
- 8.4 Membership status may also be terminated for any other reason that may be deemed appropriate by decision of the Board of Directors or the General Assembly at their absolute discretion. In the event of disagreement, the decision of the General Assembly shall prevail.

Article 9: Financial Resources

- 9.1 The financial resources of UICC shall include:
 - a) annual membership dues and voluntary contributions;
 - b) grants and donations;
 - c) income and royalties or licensing agreements deriving from the commercial activities related to its intellectual property (e.g. publications etc.);
 - d) income from UICC events, programmes, fundraising, or from other sources.
- 9.2 The financial resources of UICC shall be used to support directly or indirectly the objectives of UICC as set out in Article 2.

Article 10: General Assembly

- 10.1 The General Assembly is the supreme governing body of UICC.
- 10.2 The General Assembly shall be attended by
- a) full member organisations, represented by a Voting Delegate or his or her alternate, or duly represented as per Article 10.3;
 - b) associate member organisations, represented by an observer;
 - c) other observers by special invitation of the President;
 - d) members of the Board of Directors;
 - e) the Chief Executive Officer.
- 10.3 At meetings of the General Assembly, only full member organisations shall have the option to be represented by another full member organisation with voting rights. In order to exercise this option, such full member organisations have to provide to the UICC Chief Executive Officer 30 days prior to the date of the meeting a Power of Attorney in favour of the full member organisation who shall represent them with joint signatures by the two organisations concerned. Under such duly submitted powers of attorney, a full member organisation may accept and act on behalf of a maximum of three (3) full member organisations who are unable to attend the General Assembly themselves.
- 10.4 The General Assembly is chaired by the President of UICC. In case of absence, the President-Elect shall take the chair.
- 10.5 A meeting of the General Assembly shall be convened every two (2) years, in the manner provided hereafter.
- 10.6 An extraordinary meeting of the General Assembly may be convened when deemed necessary at least 60 days prior to the date of the meeting when requested
- a) by the Board of Directors;
 - b) by one-fifth (1/5) of full members in a written notice to the Chief Executive Officer;
- 10.7 A meeting of the General Assembly shall be convened by a written notice by mail, e-mail or any electronic means sixty (60) days prior to the date of the meeting. A provisional agenda shall be attached to the notice.
- 10.8 At a meeting of the General Assembly, full member organisations or their duly appointed representatives shall have the right to notably:
- a) elect the President-Elect and members of the Board of Directors;
 - b) amend the Constitution;
 - c) receive and adopt UICC activity reports and plans;
 - d) receive and approve UICC audited financial accounts;
 - e) discharge the Board of Directors and the Chief Executive Officer of their responsibilities for the reporting period.
- 10.9 Decisions shall be adopted by simple majority (50% + 1) of full member organisations present or duly represented. In a secret vote, a blank or spoilt ballot paper shall not be taken into consideration to determine the majority.

Article 11: Board of Directors

- 11.1 The Board of Directors shall govern UICC in accordance with its objectives.
- 11.2 The Board of Directors is empowered to act generally in the name of UICC to provide leadership and strategic direction for all UICC activities.
- 11.3 The Board of Directors is empowered notably to:
- a) convene the General Assembly and prepare the provisional agenda;
 - b) appoint from among its members the UICC Treasurer;
 - c) appoint from among its members two persons to the Nominating Committee;
 - d) appoint or dismiss the Chief Executive Officer;
 - e) appoint independent auditors, review and approve the annual audited financial statements;
 - f) review the annual UICC budget subject to its fiscal feasibility as determined by the Treasurer;
 - g) determine the annual membership fees;
 - h) review and approve the annual operating plan submitted by the Chief Executive Officer;

- i) delegate any function to any nominated person or authorise any person to represent UICC;
- j) appoint any other bodies as may be required and define their terms of reference;
- k) monitor the activities of the Chief Executive Officer;
- l) enter into contracts with third parties;
- m) authorise the President and/or Chief Executive Officer to enter into contracts;
- n) establish and/or amend Bye-Laws of UICC. In case of inconsistency between a provision of the Constitution and a provision of the Bye-Laws, the Constitution shall prevail.

11.4.1 The Board of Directors shall be composed of 17 voting members elected by the General Assembly, including:

- a) The President, who assumes the Chair of the Board of Directors;
- b) The President-Elect, who shall serve as an ex officio Board member for two years preceding his or her term as President;
- c) The Immediate Past-President, who shall serve as an ex officio Board member for two years subsequent to his or her term as President

11.4.2 The members of the Board of Directors act in a voluntary capacity and can only be reimbursed for their effective and travelling expenses.

11.4.3 Salaried staff of UICC can participate in the Board of Directors only in a consultative capacity.

11.5 Members of the Board of Directors are elected from among nominations received from Member organisations or from third parties.

- a) Board members shall serve in their own personal capacity and not as representatives of their respective organisations.
- b) Board members shall assume their function immediately following their election by the General Assembly for a two year term, i.e. until the next meeting of the General Assembly.

11.6 A member of the Board, other than the President or President-Elect, may not be elected more than three consecutive times. After observance of a two (2) year resting period, Board members¹, who have already served the three (3) two (2) year maximum terms are again eligible for nomination and election to the Board of Directors.

11.7 The Board of Directors shall be authorised to suspend the Board member status of a Board member before the end of his or her term if he or she is considered to have inappropriate links to an entity whose aims are contrary to UICC's objectives.

11.8 The Board of Directors shall meet at least twice (2) a year.

11.9 The Board of Directors may meet and vote in person or by teleconference, email or other electronic means.

11.10 Further meetings of the Board of Directors may be called by the President or by 10 members of the Board, in each case upon thirty (30) days notice and with submission of a provisional agenda.

11.11 In order for a meeting of the Board of Directors to be validly held, nine (9) voting members participating as per Article 11.9 shall constitute a quorum.

11.12 Each member of the Board of Directors shall have one (1) vote.

11.13 Decisions shall be adopted by simple majority vote (50% + 1). The President shall have both a deliberative and a casting vote to resolve a tie if necessary.

11.14 If any matter requiring action arises between meetings of the Board of Directors, the President, together with the Chief Executive Officer, shall be authorised on their own to make any decision they consider necessary or appropriate without prior consultation of the aforesaid Board. Such decisions require the subsequent ratification by the Board of Directors.

¹ other than the President or President-Elect

Article 12: President

- 12.1 The President shall only serve for one two (2) year term.
- 12.2 At the end of his or her term, the President shall become automatically the Immediate Past-President for one two (2) year term.
- 12.3 The President shall periodically review existing policies and instigate new ones as necessary.
- 12.4 The President shall have the power to create, manage or terminate any ad hoc committee necessary for the fulfilment of UICC objectives.
- 12.5 The President shall have the power to authorise any persons to represent UICC with two joint signatures of the President or the Chief Executive Officer.
- 12.6 The President chairs the Nominating Committee consisting of the President-Elect, the President, the Immediate Past-President and two Board members appointed by the Board as per Article 11.3c.
- 12.7 The President is responsible for the process of nomination of the next President-Elect and members of the Board of Directors. He or she shall, therefore, have all powers related thereto.
- 12.8 The President shall present to the General Assembly an appropriate number of nominees for the elections of the next President-Elect and members of the Board of Directors.
- 12.9 In between General Assemblies, the President shall be authorised to fill any vacancies occurring in the Board of Directors and in any bodies appointed by him or her or by the Board.

Article 13: President-Elect

- 13.1 The President-Elect is elected by the General Assembly for a two (2) year term.
- 13.2 At the end of his or her term, the President-Elect becomes the President.
- 13.3 The objective of the two (2) year term as President-Elect is to prepare to take over the Presidency.

Article 14: Chief Executive Officer

- 14.1 The Chief Executive Officer is appointed by the Board of Directors.
- 14.2 The Chief Executive Officer shall report to the Board of Directors and be subject to the authority of the Board.
- 14.3 The Chief Executive Officer shall be the chief staff officer of UICC.
- 14.4 The Chief Executive Officer, subject to the authority of the Board and established policies, is notably responsible for:
 - a) leading and delivering the UICC strategic objectives;
 - b) working with the Board of Directors to define strategic plans;
 - c) managing UICC offices, staff, finances, resources and strategic partnerships in the most effective way;
 - d) developing the UICC supporter base including approving all new members;
 - e) representing UICC externally.
- 14.5 The Chief Executive Officer shall attend all meetings of the General Assembly and the Board of Directors with the right to take part in deliberations but without the right to vote.
- 14.6 The Chief Executive Officer shall be a non-voting ex-officio member of all other UICC entities appointed by the President or the Board of Directors.

Article 15: The Treasurer

- 15.1 The Treasurer is appointed by the Board of Directors from among its members.

- 15.2 The Treasurer shall serve a two year term and may not be re-appointed to more than two (2) successive two (2) year terms.
- 15.3 The Treasurer shall notably:
- a) be responsible for the financial governance of UICC, in accordance with the directives issued to him or her by the Board of Directors;
 - b) submit annually to the Board of Directors an audited financial statement;
 - c) submit annually to the Board of Directors a draft budget for the following year, as well as budget revisions as necessary for the current year;

The UICC financial year covers the calendar year from 1 January to 31st December.

Article 16: Powers to Contract

- 16.1 The powers to enter into contracts on behalf of UICC are vested in the President and in the Chief Executive Officer. Any such contractual commitments require their joint signatures, except for what is provided for in Article 16.2.
- 16.2 In addition, the Board of Directors is authorised to delegate to one or more persons the power to contract on behalf of UICC as per established policies. Any such contracts require two joint signatures.

Article 17: Liability

- 17.1 UICC member organisations, members of the Board of Directors, members of any UICC appointed bodies, the Chief Executive Officer and UICC staff shall incur no personal liability in respect of any actions by UICC except in the case of gross negligence or failure within their duties.

Article 18: Dissolution and Liquidation of UICC

- 18.1 UICC may only be dissolved by the General Assembly.
- 18.2 The General Assembly has to be convened for that purpose in an extraordinary meeting (i.e. meeting and voting especially for that purpose).
- 18.3 Such an extraordinary meeting requires a quorum of at least half of the full member organisations with voting rights plus one, present in person or duly represented as per Article 10.7 for any deliberations or actions to be valid.
- 18.4 If the quorum as per Article 10.7 is not reached, the Chair has the right to adjourn the extraordinary meeting of the General Assembly and to reconvene the same extraordinary meeting of the General Assembly on the same day. In such a case, the extraordinary General Assembly shall be held regardless of the quorum.
- 18.5 A decision to dissolve UICC requires a majority of two-thirds (2/3) of members present or duly represented with voting rights. A blank vote shall not be taken into consideration to determine the majority.
- 18.6 In the case of dissolution, the extraordinary meeting of the General Assembly shall appoint two liquidators to be in charge to liquidate the UICC assets.
- 18.7 The net assets of UICC shall be donated to one or more non- profit organisation engaged in cancer control and which are exempted from taxes. The net assets cannot be returned to the founders or members of UICC, nor in any way be partially or totally used in their favour.