

**ARTICLES OF ASSOCIATION**

**of**

**LUNG CANCER EUROPE  
(LuCE)**

**an association according to the provisions of  
Articles 60 et seq. of the Swiss Civil Code**

**with seat in Berne, Switzerland**

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**I. NAME, LOCATION, PURPOSE****Art. 1**

**Name** <sup>1</sup> An association named

**Lung Cancer Europe (LuCE)**

with seat in Berne, Switzerland, exists according to the provisions of Articles 60 et seq. of the Swiss Civil Code (hereinafter “the Association”).

<sup>2</sup> The duration of the Association is indefinite. Dissolution is permissible pursuant to Art. 31.

**Art. 2**

**Purposes** The Association aims at increasing the survival rates and the improvement of health related quality of life of people impacted by lung cancer in Europe. The Association is not profit-oriented, does not pursue commercial purposes, is non-political and non-sectarian. In particular, the objectives of the Association are:

- a) to act as the voice of people impacted by lung cancer (inclusive mesothelioma and other rare lung cancer types), and their families and caregivers at a European level;
- b) to provide a European platform for already existing groups and support the establishment of national lung cancer patient groups in different European countries where such groups do not yet exist;
- c) to raise awareness about inequities regarding access to lung cancer treatment and care in Europe;
- d) to advocate for European policies that will lead to improvements in lung cancer prevention, early detection, treatment and care (including palliative care);
- e) to reduce the stigma associated with lung cancer;
- f) to increase European funding allocated to lung cancer research.

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## II. MEMBERSHIP

### Art. 3

#### Categories of membership

The Association has two categories of members, namely:

- a) Full Members;
- b) Associate Members.

### Art. 4

#### Full Members

<sup>1</sup> Full membership in the Association shall be open to domestic and foreign non-profit active lung cancer specific groups, including online groups, which have a focus on patients from countries in the WHO region of Europe. The Executive Board may establish further criteria for full membership.

<sup>2</sup> Full Members are eligible to be elected as members of the Executive Board, are able to vote and to nominate and elect the members of the Executive Board. Further, Full Members may submit proposals for projects and activities to the Executive Board.

### Art. 5

#### Associate Members

<sup>1</sup> Associate membership in the Association shall be open to domestic and foreign non-profit groups, individual patients, individual advocates, or health care professionals with an interest in lung cancer, which do not meet the criteria for full membership (cf. Art. 4). The Executive Board may establish further criteria for associate membership.

<sup>2</sup> Associate Members are not eligible to vote. They can be nominated and be elected as a part of the Executive Board. Associate Members are entitled to attend the General Assembly and may submit proposals for projects and activities to the Executive Board.

<sup>3</sup> The number of associate members on the Executive board should not account for more than 50%.

### Art. 6

#### Acquisition of membership

<sup>1</sup> Subject to the provisions of these Articles of Association, membership in the Association shall be open to domestic and foreign entities.

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<sup>2</sup> Membership applications shall be directed to the Executive Board. The request shall include a formal statement that the terms and conditions of these Articles of Association are accepted.

<sup>3</sup> The Executive Board decides on membership applications. It may reject a request for membership without giving any reasons.

#### **Art. 7**

#### **Resignation**

Each member of the Association may resign at any time by giving written notice (either via registered letter or email) to the Executive Board within thirty (30) days to the end of each calendar month.

#### **Art. 8**

#### **Exclusion**

<sup>1</sup> The Executive Board may at its own discretion exclude a member of the Association with simple majority vote, namely if such member disregards these Articles of Association in a serious manner or if ownership and control of such member has changed.

<sup>2</sup> A member may appeal against a decision of the Executive Board to its exclusion to the next ordinary General Assembly. The appeal is to be sent by registered letter or email to the President of the Executive Board within thirty (30) days after being notified of the exclusion.

<sup>3</sup> Any member who refrains from paying its membership fee, despite being reminded twice under threat of exclusion of the Association, will be removed from the membership list of the Association by the Executive Board without being entitled to appeal against such exclusion.

<sup>4</sup> The Executive Board may decide to suspend one of its members if:

- The member does not fulfill their responsibilities to LuCE as laid down in Statutes and in the internal rules;
- The action put in place by the member does not adhere to the Code of Conduct;
- The member engages in behavior that is in conflict with the objectives and mission of LuCE;
- The member's behavior undermines the work of the Executive Board.

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An Executive Board member may only be suspended by a two thirds majority decision of the Executive Board. This decision must be ratified by members within three months at an GA that is called by the Board (face to face or virtually).

The suspended Executive Board member has the right to appeal their suspension at this meeting. Members will make a decision to reinstate or dismiss the Executive Board member by a simple majority decision of those present or represented at the GA.

#### **Art. 9**

#### **Claim on Association's funds**

All and any claim of the Association's members for the funds of the Association is hereby excluded.

### **III. RESOURCES**

#### **Art. 10**

#### **Membership fees and other contributions**

In order to achieve its purposes, the Association shall:

- a) receive annual membership fees fixed by the General Assembly, at the suggestion of the Executive Board;
- b) solicit and receive donations in cash and in kind subject to separate sponsoring agreements;
- c) receive, manage and invest real and personal property, money and securities.

#### **Art. 11**

#### **Liability**

<sup>1</sup> Only the Association's assets shall be liable for the payment of debts of the Association.

<sup>2</sup> All and any private liability of members of the Association for debts of the Association is hereby excluded; Article 55 Section 3 of the Swiss Civil Code remains reserved for people acting on behalf of the Association.

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## **IV. ORGANISATION**

### **Art. 12**

#### **Bodies of the Association**

The functional bodies of the Association shall be:

- a) the General Assembly;
- b) the Executive Board;
- c) the Auditors provided mandatory Swiss Law requires the Association's accounting to be audited or provided an auditing is resolved on a voluntary basis (cf. Art. 26).

### **A. THE GENERAL ASSEMBLY**

#### **Art. 13**

#### **Composition**

The General Assembly consists of all members of the Association.

#### **Art. 14**

#### **Duties and responsibilities**

The General Assembly has the following powers, which must not be delegated:

- a) approval of the annual report of the President, the annual financial statement and the budget as well as the discharge of the Executive Board and the Auditors (if any);
- b) election and removal of members of the Executive Board;
- c) election and removal of the Auditors as required);
- d) resolutions regarding the fixing of membership fees, at the prior suggestion of the Executive Board;
- e) amendments to these Articles of Association;
- f) resolutions regarding the liquidation of the Association and its assets;
- g) resolutions regarding appeals pursuant to Art. 8;
- h) resolutions regarding all items on the General Assembly Meeting agenda;
- i) resolutions regarding items under its authority subject to the Articles of Association or subject to mandatory Swiss Law.

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**Art. 15****Meetings**

<sup>1</sup> The ordinary General Assembly is convened by the Executive Board, usually within the first six (6) months of the calendar year either by face to face or virtual means.

<sup>2</sup> The Executive Board or one fifth (1/5) of all Full Members of the Association may request the calling of an extraordinary General Assembly which has to take place within six (6) weeks of the submission of such request. Such meeting shall have the same powers as an ordinary General Assembly and may take place either by face to face or virtual means.

<sup>3</sup> The invitation to the General Assembly is to be made in writing (including e-mail) at least thirty (30) days prior to the meeting date and has to state the draft agenda.

<sup>4</sup> Every member of the Association has the right to propose items to be put on the agenda for the next General Assembly. Such items are to be taken up on the agenda as long as they were provided by registered letter, or e-mail to the Executive Board three months before the date of the General Assembly..

<sup>5</sup> Minutes regarding the resolutions and elections of the General Assembly shall be kept in an electronic or paper version and must be signed by the chairman and the keeper of the minutes either by ink or digital signature.

**Art. 16****Chairmanship**

<sup>1</sup> The General Assembly meetings are presided over by the President, or in the event of his/her being prevented from doing so, by another member of the Executive Board.

<sup>2</sup> The chairman appoints the vote counters.

**Art. 17****Voting rights**

<sup>1</sup> Full Members shall have one (1) vote each at the General Assembly, pursuant to point 4 (Art. 17). Another Full Member may exercise a proxy voting right and shall only be admissible based on a written power of attorney; Full Members may represent one (1) Full Member only.

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<sup>2</sup> Full Members organized as groups must exercise their voting rights through an individual. Such individual is to be named to the Executive Board in writing (including e-mail) at least ten (10) days prior to the meeting date.

<sup>3</sup> Pursuant to Article 68 of the Swiss Civil Code, members have no vote in respect to resolutions in which they have a substantial interest.

<sup>4</sup> Each member organization shall have one vote for up to a maximum of 3 votes per country.

**Art. 18**

**Voting by mail  
or email**

Voting by registered letter or email is not permissible.

**Art. 19**

**Quorum**

The General Assembly has a quorum when one fifth (1/5) of its members are present.

**Art. 20**

**Resolutions**

<sup>1</sup> Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda, may be discussed.

<sup>2</sup> The General Assembly passes its resolutions with the majority of votes present. However, the following items require the majority of three fourths (3/4) of the votes present:

- a) changes of the Articles of Association;
- b) the dissolution of the Association.

<sup>3</sup> The chairman also votes. In the case of a tie, the chairman has the casting vote, in elections the lot decides.

<sup>4</sup> Resolutions shall be taken unconcealed. Subject to Art. 18, resolutions by ballot shall only be made upon the request of at least one fifth (1/5) of the Full Members attending the General Assembly.

**B. THE EXECUTIVE BOARD**



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**Art. 21****Composition,  
election and  
term of office**

<sup>1</sup> The Executive Board consists of the President, the Vice-President, the Treasurer and two (2) to four (4) additional members. All of them being elected by the General Assembly except that the Executive Board may complement itself by way of co-optation in case a member of the Executive Board loses his/her capacity to act or dies.

<sup>2</sup> Members shall be eligible on the basis of their experience in lung cancer advocacy and their dedication to the Association's mission and objectives. At least fifty (50) percent of the members of the Executive Board must be lung cancer patients, lung cancer survivors or carers of someone who has or has had lung cancer. Also, there shall not be more than one (1) Executive Board member from a specific country.

<sup>3</sup> The term of office of a member of the Executive Board is two (2) years. Re-election is permissible twice. However, a member's term of office ends with his/her resignation, dismissal, loss of capacity to act or death.

<sup>4</sup> In the case of co-optation, the Executive Board member's term will officially commence if and when elected as an Executive Board member at the following General Assembly meeting.

**Art. 22****Duties and re-  
sponsibilities**

<sup>1</sup> The Executive Board decides on all matters, which are not assigned to another body. In particular, the Executive Board shall decide on:

- a) the strategic objectives of the Association;
- b) the management of the Association with reservations to the powers exclusive to the General Assembly;
- c) the supervision of the Association's operations and appropriation of resources;
- d) the representation of the Association vis-à-vis third parties;
- e) the elaboration of regulations and by-laws, e.g. on the functioning of additional boards and/or committees (if any);
- f) the fixing of tariffs other than membership fees;
- g) resolutions regarding:

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- the admission and exclusion of members with reservation to the right for appeal to the General Assembly;
  - the conclusion of contracts (e.g. sponsoring agreements);
  - the initiation and termination of legal proceedings;
  - the granting of signatory power
  - any other matter as passed by the General Assembly;

<sup>2</sup> If required by business needs, the Executive Board may delegate the operational management of the Association according to separate by-laws of the Association and to the extent permitted by Swiss Law.

### **Art. 23**

#### **Meetings**

<sup>1</sup> The Executive Board meetings are called by the President, as often as required by business. As a rule, a minimum of one meeting is to be held each year either in a face to face or virtual capacity.

<sup>2</sup> Two (2) members of the Executive Board may demand the calling of an Executive Board meeting which then has to take place within the next four (4) weeks following the request. Adoption of resolutions by circulation is permissible (cf. Art. 25).

<sup>3</sup> The call to an Executive Board meeting has to be made in writing (including e-mail) usually seven (7) days prior to the meeting ahead and has to inform on the draft agenda items.

<sup>4</sup> Minutes regarding the resolutions and elections of the Executive Board meetings shall be kept in an electronic or paper version and must be signed by the President and the keeper of the minutes either by ink or digital signature. The latter does not have to be a member of the Executive Board.

### **Art. 24**

#### **Chairmanship**

Executive Board Meetings are presided over by the President, or in the event of his/her being prevented from doing so, by the Vice-President.

### **Art. 25**

#### **Quorum and resolutions**

<sup>1</sup> The Executive Board has the quorum when the majority of its members are present.

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<sup>2</sup> Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda may be discussed, but require a unanimous vote to be resolved.

<sup>3</sup> The Executive Board passes its resolutions with the majority of votes present.

<sup>4</sup> In case of a tie vote, the President, or in the event of his/her being absent, the chairman shall have the casting vote, in elections the lot decides.

<sup>5</sup> Resolutions may be taken by circular letter (incl. e-mail), provided no member of the Executive Board demands oral deliberation.

<sup>6</sup> Executive Board Members shall abstain from voting in respect to resolutions in which they have a substantial interest.

## **C. THE AUDITORS**

### **Art. 26**

#### **Auditors**

<sup>1</sup> The Auditors shall be a functional body of the Association only if either mandatory Swiss Law requires the Association's accounting to be audited or if an auditing is resolved on a voluntary basis.

<sup>2</sup> The Executive Board shall propose the Auditors to the General Assembly as required. They are elected for a term of two (2) years and may be re-elected.

<sup>3</sup> The Auditors shall conduct a limited auditing ("eingeschränkte Revision") pursuant to Art. 727c and Art. 729 et seq. of the Swiss Code of Obligations provided no regular auditing ("ordentliche Revision") is mandatory.

## **V. MISCELLANEOUS PROVISION**

### **Art. 27**

#### **Transparency**

<sup>1</sup> The members of the Executive Board, external contractors, LuCE ambassadors and others, as deemed appropriate by the Executive Board (if any) shall disclose potential conflicts of interest annually or 3 months after changes occur.

<sup>2</sup> In case of a conflict of interest, they shall abstain from voting.

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<sup>3</sup> Transactions between the Association on the one hand and a member of the Executive Board or external contractors, LuCE ambassadors and others, as deemed appropriate by the Executive Board (if any) of any employee or agent of the Association on the other hand shall be carried out "at arm's length" and shall be subject to approval by the Executive Board. The terms and conditions of such transactions shall be agreed to in writing. The same applies to transactions between the Association and third parties in which such individual has a substantial interest.

**Art. 28**

**Corporate Governance**

All members of the Executive Board, external contractors, ambassadors of the Association are obliged to strictly adhere to best practices and all pertaining laws of countries in which the Association operates.

**Art. 29**

**Fiscal year**

The fiscal year begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December.

**Art. 30**

**Language of Association**

Official language of the Association shall be English, unless mandatory Swiss law requires the use of another language, namely vis-à-vis competent authorities.

**Art. 31**

**Dissolution / Liquidation**

<sup>1</sup> The liquidation of the Association can only be decided by an extra-ordinary General Assembly. The passing of such resolution requires a majority of three fourths (3/4) of all members of the Association.

<sup>2</sup> A merger is only possible with an institution domiciled in Switzerland which is exempted from taxes because of a charitable or public purpose.

**Art. 32**

**Liquidation in case of dissolution**

<sup>1</sup> The Executive Board organises the liquidation and prepares the report and the final account to the attention of the General Assembly.

<sup>2</sup> The General Assembly decides on the use of the proceeds. The Association has to benefit another institution domiciled in Switzerland, which is exempted from taxes because of its charitable or public purpose.

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**Art. 33**

**Registration in  
the Commercial  
Register**

The Executive Board may register the Association in the commercial register of the Canton of Berne.

**Art. 34**

**Entering into  
force date**

These Articles of Association become effective on the day of the Association's meeting of 14<sup>th</sup> of May 2022,

14th of May 2022

Anne-Maire Baird

Eveline Sumpf

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The President

The Vice-President