

## SIOG Statutes

(Reviewed by the Legal Department of the Geneva NGOs' Bureau; by the Executive Committee and approved by Board and General Assembly)

### Article 1: Name

- 1.1 SIOG is established on 25 October 2012. Its full text names are in French: Société Internationale d'Oncologie Gériatrique and in English as International Society of Geriatric Oncology
- 1.2 SIOG is a non-profit association governed by the present statutes and, secondarily, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

### Article 2: Domicile

The Society has its head offices in Geneva, Switzerland.

### Article 3: Objectives

The objectives of the Society are:

- Education/Advocacy: create awareness and disseminate knowledge in order to promote and maintain a high common standard of healthcare in elderly cancer patients.
- Clinical Practice and Research: advance the art, science and practice of oncology in elderly patients.

These objectives shall be achieved by (but not limited to):

- Providing a multidisciplinary expert resource to our colleagues, patients, and the community in the field of geriatric oncology
- Supporting research in the field of geriatric oncology.
- Promoting education in geriatric oncology, in order to ensure a high standard of qualification for health professionals.
- Maintaining liaison with other medical and health professionals associations, cancer leagues, universities and, where appropriate, the pharmaceutical industry.

### Article 4: Duration

4.1 The duration of SIOG is open ended.

### Article 5: Members

The Society has members with voting rights and members without voting rights. Categories of memberships, rights and benefits are defined as follows.

#### **5.1 Member categories & National Representatives**

Members of the Society shall include full members, honorary members, junior members, emeritus members, corresponding members and associate members.

Full Members shall be health practitioners managing elderly patients with cancer or researchers dedicated to study of cancer and aging

Honorary Members are elected by the General Assembly, on proposition by the Executive Committee, for their distinguished service to geriatric oncology.

Junior Members are future full members in training (for a maximum of 3 years). Annual membership due is reduced.

Emeritus Members are retired members. Annual membership due is reduced.

Associate Members are physicians, scientists and members of health-allied professions who do not fulfill the requirements to be a full member.

National Representatives are appointed by the Membership & National Representatives Committee. They act as intermediaries between members of their country (when applicable) and the society. They shall fulfill their roles & responsibilities expressed in the corresponding terms of references.

#### **5.2 Rights**

- Each full member who has paid its membership dues for the current calendar year is entitled to one vote at the General Assembly.
- Junior, Honorary, Emeritus, and Associate members may attend the General Assembly as an observer but without a right to vote.

- Each member may call upon SIOG to receive any assistance that SIOG can lawfully provide.
- Each member may solicit support from any member of SIOG.
- Each full member may submit nominations to The Nominating Committee for the elections of President-Elect and other members of the Board of Directors.
- Each full member may vote for the Chairperson of any permanent committee. The Executive Committee appoints other members of the committees.

### **5.3 Obligations**

- Each member shall promote SIOG in its own capacity and support SIOG objectives as per Article 3.
- Each member shall work in pursuit of geriatric-oncology best practice.
- Each member shall share with SIOG information of interest to the geriatric-oncology community.
- Each member is obliged to make timely payments of his/her annual membership dues.

### **5.4 Termination of SIOG membership**

- Each member may resign his/her membership at any time. In that case, a written notice has to be sent by the resigning member to the SIOG Secretariat. 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. In all cases the membership fee for the current year remains due.
- Members who have resigned or who are excluded have no rights to any part of the Association's assets.
- Only the assets of the Association may be used to meet commitments. Members have no individual responsibility.
- Membership status is automatically terminated following non-payment of annual dues at March 31<sup>st</sup>. Should payment be received after this date, membership will be reactivated.

### **Article 6: Structure**

The functional bodies of the Society shall be:

- The General Assembly
- The Board of Directors
- The Executive Committee

### **Article 7: General Assembly**

7.1 The General assembly consists of all members of the Society.

7.2 The General Assembly shall be attended by

- Full active members
- Members of the Board of Directors
- The Chief Executive Officer & SIOG staff as observers only
- Junior, Honorary, Emeritus, and Associate members as observers only
- Other observers by special invitation of the President

7.3 The General Assembly is chaired by the President of SIOG. In case of absence, the President-Elect shall take the chair.

7.4 A meeting of the General Assembly shall be convened every year – preferably at the SIOG Annual Conference or electronically, in the manner provided hereafter.

7.5 A meeting of the General Assembly shall be convened by a written notice, by mail, e-mail or any electronic means thirty (30) days prior to the date of the meeting. A provisional agenda shall be attached to the notice.

7.6 At a meeting of the General Assembly, full members have the right to notably:

- Elect the President-Elect and members of the Board of Directors
- Amend the Statutes
- Receive and approve SIOG financial accounts
- Receive SIOG activity reports and plans
- Discharge the Board of Directors and the Chief Executive Officer of their responsibilities for the reporting period.

- Votes are legally binding only on matters announced in the notice mentioned in 7.5. Matters brought to the General Assembly's attention without prior notice can be voted on an informative basis only.
- 7.7 Decisions shall be adopted by simple majority (50% + 1) of full members present. Votes are by a show of hands. If requested by at least five members, they take place by secret ballot. In a secret vote, a blank or spoilt (?) ballot paper shall not be taken into consideration to determine the majority.
- 7.8 Constitution amendments proposals must be submitted in writing to the Executive Committee four (4) months prior to the General Assembly and have the endorsement of at least (25%) of the active members of the Society in good standing. Additionally, they must be circulated among the members at least two (2) months prior to the General Assembly. A 2/3 majority vote will apply.

## **Article 8: Board of Directors**

8.1 The Board of Directors shall govern SIOG in accordance with its objectives.

The Board of Directors is empowered to act generally in the name of SIOG to provide leadership and strategic direction for all SIOG activities. It can act by mail or electronic means of communication.

8.2 The Board of Directors is empowered notably to:

- Convene the General Assembly and prepare the provisional agenda
- Appoint or dismiss the Chief Executive Officer and the Chair of the Corporate Relations Committee
- Appoint independent auditors, review and approve the annual audited financial statements
- Review the annual SIOG budget subject as to its fiscal feasibility
- Review and propose the annual membership fees to be voted by the General Assembly
- Review and approve the annual operating plan submitted by the Chief Executive Officer and the Chair of the Corporate Relations Committee;
- Appoint any other bodies as may be required and define their terms of reference
- Monitor the activities of the Chief Executive Officer
- Delegate the authority to the President and/or Chief Executive Officer to enter into contracts

8.3 The Board of Directors shall be composed of the following members:

- The President, who assumes the role of Chair of the Board of Directors
- The President-Elect, who shall serve for two years preceding his or her term as President;
- The Immediate Past-President, who shall serve for two years subsequent to his or her term as President.
- The Treasurer
- The Chairpersons of the Permanent Committees
- or any interest group representative(s) recommended by the Board of Directors
- The Chairperson of the Corporate Relations Committee who shall serve as an ex-officio member
- The Chief Executive Officer who shall serve as an ex-officio member

8.4 All these Officers are elected by a simple majority vote of the General Assembly, based on proposal of the Nominating Committee.

8.5 The President, the President-elect and the past-President shall hold office for 2 years. The Treasurer, the Chairpersons of the Permanent Committees and the interest group representatives should hold office for 3 years; they can be re-elected once for a further term. A member of the Board, other than the ex-officio members indicated in 8.3 may not be on the Board for more than 6 consecutive years. After observance of a three (3) year resting period, Board members, who have already served the Board for six years are again eligible for nomination and election to the Board of Directors.

8.6 The Board of Directors shall be authorised to temporarily 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 SIOG's objectives. This suspension is to be confirmed by a vote during the next General Assembly.

- 8.7 The Board of Directors shall meet at least four times (4) a year.
- 8.8 The Board of Directors may meet and vote in person or by teleconference, email or other electronic means.
- 8.9 Further meetings of the Board of Directors may be called by the President or by 5 members of the Board, in each case with submission of a provisional agenda.
- 8.10 In order for a meeting of the Board of Directors to be validly held, five (5) voting members participating as per Article 11.9 shall constitute a quorum.
- 8.11 Each member of the Board of Directors shall have one (1) vote.
- 8.12 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.
- 8.13 If any matter requiring action arises between meetings of the Board of Directors, the Executive Committee, 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.

#### **Article 9: Executive Committee**

The Executive Committee, nucleus of the Board of Directors, shall facilitate the work of the Society and to expedite application of decisions of the Board of Directors and the General Assembly. It can act in person, by mail, teleconference or electronic means of communication.

This committee shall be composed of:

- The President
- The Immediate Past-President
- The President-Elect
- The Treasurer
- The Chairperson of Membership and National Representatives
- The Chairperson of the Corporate Relations Committee
- The Chief Executive Officer

The Executive Committee shall meet, in person or using telecommunications, at least six (6) times a year.

#### **Article 10: Other Permanent Committees**

There are five (5) other Permanent Committees; each one presided by one Chairperson with a maximum of up to 6-8 members. The Chairperson is proposed by the Nominating Committee and elected by the General Assembly; the members are appointed by the Board upon nomination by the Executive Committee with the approval of the Chairperson. They can act in person, by mail, teleconference or electronic means of communication. This is not applicable to the Corporate Relations Committee – please refer to article10.7.

Functions and responsibilities of each Committee are as follows:

##### ***10.1 Membership & National Representatives Committee:***

It shall be responsible for the coordination and the supervision of all aspects of membership of the Society including recruitment of new members, retention of members, members' benefits, recruitment drives and special offers and types of memberships. This Committee shall also be responsible for all National Representatives activities, roles & responsibilities and their nominations.

##### ***10.2 Science & Educational Committee.***

The function of this committee is to contribute to the advancement of science in Geriatric Oncology. It shall be responsible for the educational activities of the Society, such as Continuous Medical Education, SIOG Courses, etc. The Committee is solely responsible for granting SIOG label/auspices to national or international educational events.

### **10.3 Publication Committee.**

It shall oversee all publications of the Society, including the official journal and electronic (web) publications. It coordinates and supervises the aims, targets, and scope of the various scientific and educational publications. The Committee is also responsible for nominating one or more candidates for the position of editor-in-chief of the journal of SIOG. The Board of Directors, in agreement with the publisher, will elect the editor. This election will be periodically reviewed.

### **10.4 Fellowship, Nominating & Award Committee:**

It shall be responsible for the selection of the candidates for the elections of President-Elect and other members of the Board of Directors. This Committee shall also be responsible for the nominations for SIOG Fellowships and for the different SIOG Awardees.

The Immediate Past-President is the chair of that committee. It also consists of the President-Elect, the President, and two Board members appointed by the Board.

### **10.5 SIOG Conference Committee**

It shall assist the secretariat in the practical organization of the annual conference but not for the scientific organization of the annual conference. The Executive Committee controls the administrative and financial activities of the Conference Committee.

- SIOG President – Chair of the Committee
- SIOG Immediate Past President
- SIOG President-Elect
- Science & Educational Committee Chair
- SIOG Corporate Relations Committee Chair
- SIOG Chief Executive Officer

10.6 The President shall organize additional ad hoc Committees in relation with the needs of the Society.

### **10.7 Permanent ad-hoc Committee: Corporate Relations Committee**

It shall be responsible for all corporate & industry relations of the Society (including fundraising) and in particular linked to the SIOG annual conference. It shall also ensure that corporate activities at SIOG conferences and the investment of industry in other SIOG ventures are in the best interests of the Society. The committee will review and approve potential, new or alternative revenue generating opportunities with a view of protecting the financial well-being and integrity of the Society. It will also be the arena wherein matters concerning industry such as changes in industry regulations, future collaborations and long terms initiatives involving industry should be discussed. The SIOG Board of Director appoints the Chairperson. Other members of this committee includes but not limited to the President, the President Elect. The Chief Executive Officer (or any delegated staff) is an ex-officio of the committee.

## **Article 11: The President**

11.1 The President shall only serve for one two (2) year term.

11.2 At the end of his or her term, the President shall become automatically the Immediate Past-President for one two (2) year term.

11.3 The President shall periodically review existing policies and instigate new ones as necessary.

11.4 The President shall have the power to create, manage or terminate any ad hoc committee necessary for the fulfilment of SIOG objectives.

11.5 The President shall have the power to authorise any person to represent SIOG with the joint signature of the President or the Chief Executive Officer.

11.6 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.

11.7 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.

11.8 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 12: The President-Elect**

12.1 The President-Elect is elected by the General Assembly for a two (2) year term.

12.2 At the end of his or her term, the President-Elect becomes the President.

12.3 The objective of the two (2) year term as President-Elect is to prepare to take over the Presidency.

#### **Article 13: The Secretariat & the Chief Executive Officer**

13.1 The Society may set-up an office and may employ staff to administer the affairs of the Society.

13.2 The Chief Executive Officer is appointed by the Board of Directors.

13.2 The Chief Executive Officer shall report to the Board of Directors and be subject to the authority of the Board.

13.4 The Chief Executive Officer shall be the chief staff officer of SIOG.

13.5 The Chief Executive Officer, subject to the authority of the Board and established policies, is notably responsible for:

- Leading and delivering the SIOG strategic objectives
- Working with the Board of Directors to define strategic plans
- Managing SIOG offices, staff, finances, resources and strategic partnerships in the most effective way
- Developing the SIOG supporter base including approving all new members
- Representing SIOG externally when necessary

13.6 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.

13.7 The Chief Executive Officer shall be a non-voting ex-officio member of all SIOG governing bodies and is appointed by the President or the Board of Directors

#### **Article 14: The Treasurer**

14.1 The Treasurer is proposed by the Board of Directors from among its members and elected by the General Assembly.

14.2 The Treasurer shall serve a three-year term and may not be re-appointed to more than two (2) successive two (2) year terms.

14.3 The Treasurer shall notably:

- Be responsible for the financial governance of SIOG, in accordance with the directives issued to him or her by the Board of Directors
- Submit annually to the Board of Directors the SIOG financial statement

#### **Article 15: The Chair of the Corporate Relations Committee**

15.1 The Chair of the Corporate Relations Committee is appointed by the Board of Directors.

15.2 The Chair of the Corporate Relations Committee shall report to the Board of Directors and be subject to the authority of the Board.

15.3 The Chair of the Corporate Relations Committee shall attend all meetings of the General Assembly, The Executive Committee and the Board of Directors with the right to take part in deliberations.

15.4. The role of the Chair of the Corporate Relations Committee is expressed in article 10.7.

#### **Article 16: Financial Resources**

16.1 The financial resources of SIOG shall include (but are not limited to):

- Annual membership dues and voluntary contributions
- Grants and donations
- Income from SIOG events, programmes, fundraising or from other sources authorized by the law
- Any other resources authorized by the law

16.2 The financial resources of SIOG shall be used in conformity with the association's aims.

#### **Article 17: Power to Contract**

17.1 The powers to enter into contracts on behalf of SIOG 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 17.2.

17.2 The Chief Executive Officer, staff members and other persons delegated by the Board can sign bank orders, credit card orders and other administrative/financial instruments for running current affairs with a single signature up to an amount determined by the Board.

### **Article 18: Liability**

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

### **Article 19: Indemnification**

19.1 Officers of the Society, including the Chair of the Corporate Relations Committee act voluntarily and can only be compensated for their effective and travel costs. Eventual fees cannot exceed that paid for official commissions. For activities exceeding the usual function, each committee member can receive appropriate compensation.

19.2 The Chief Executive Officer of SIOG is a member of staff. The paid employees of the association have only a consultative vote in the committee.

### **Article 20: Amendments**

20.1 Proposed amendments to the Constitution of the Society may originate with the Executive Committee or the Board of Directors.

20.2 Proposed amendments may also originate from any active member of the Society, provided they have the endorsement of at least twenty five percent (25%) of the membership, and are submitted in writing to the Executive Committee no later than four (4) months prior to the General Assembly and circulated to the members of the Society at least two (2) months prior to the General Assembly.

20.3 Amendments properly proposed to the Executive Board will be presented at the following General Assembly, accompanied by the recommendation of the Board.

20.4 Such proposals must be included as an item on the agenda and should be available to the members.

20.5 Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

### **Article 21: Dissolution**

21.1 The Society shall be dissolved if a resolution to this effect is supported by not less than two-thirds of the active members present and voting at the Annual Meeting provided at least two-thirds of the members with voting rights cast a vote.

21.2 Proposals of such resolutions must be submitted in writing to the President not later than four (4) months prior to the Annual Meeting.

21.3 In the case of dissolution, the meeting of the General Assembly shall appoint two liquidators to be in charge to liquidate the SIOG assets.

21.4 In the case of the association being dissolved, the assets should be allotted to a non-profit organization pursuing goals of public interest similar to those of the organization benefiting from tax exemption. The goods cannot be returned to the founders or members, nor be used to their own profit.

### **Article 22: Governing law and disputes**

This constitution shall be governed and construed in accordance with Swiss law. The exclusive place of jurisdiction for all disputes arising in connection with or based on this constitution shall be at the domicile of the Society.

This amended version of the Constitution was approved by the SIOG 2014 General Assembly at its meeting on 24 October 2014, in Lisbon, Portugal and will take effect as of that date.



Dr Etienne Brain  
SIOG President



Dr Stuart Lichtman  
SIOG President-Elect