

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

I. NAME, LOCATION, PURPOSE

Art. 1: Name

¹ 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”).

² The duration of the Association is indefinite. Dissolution is permissible pursuant to Art. 33.

Art. 2: Purposes

The Association aims to be the voice of Europeans impacted by lung cancer, with the vision that ‘All Europeans impacted by lung cancer will have equity in access to optimal care so that they have the best possible outcomes and quality of life’. 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) Increase the capability of members to take advocacy action that will increase access to an early and accurate diagnosis of lung cancer as well as appropriate treatment and care;
- (b) Foster the development and growth of lung cancer patient organisations across Europe to increase the strength of the European lung cancer patient community;
- (c) Provide a united and representative voice for Europeans who are at risk of or impacted by lung cancer;
- (d) Collaborate with other stakeholders to help change the image of lung cancer;
- (e) Build a strong a sustainable organisation.

II. MEMBERSHIP

Art. 3: Categories of membership

The Association has three categories of members, namely:

- (a) Full Members;

- (b) Associate Members;
- (c) Individual Members.

Art. 4: Full Members

¹ Full Membership in the Association shall be open to domestic and foreign non-profit active lung cancer specific groups, including online groups, which are patient led, from countries in the WHO region of Europe. The Executive Board may establish further criteria for Full Membership within the Association's byelaws.

² Representatives of Full Member Organisations 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 are entitled to attend the General Assembly and may submit proposals for projects and activities to the Executive Board.

Art. 5: Associate Members

¹ Associate Membership in the Association shall be open to domestic and foreign non-profit groups with an interest in lung cancer, which have a focus on patients from countries in the WHO region of Europe and do not meet the criteria for Full membership. The Executive Board may establish further criteria for Associate Membership within the Association's byelaws.

² Representatives of Associate Member organisations 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.

Art. 6: Individual Members

¹ Individual Membership in the Association shall be open to domestic and foreign individual patients, caregivers, advocates, or health care professionals, with an interest in lung cancer,

who have an advocacy focus on patients from countries in the WHO region of Europe and do not meet the criteria for Associate or Full Membership (cf. Art. 4/5). The Executive Board may establish further criteria for Individual Membership within the Association's byelaws.

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

Art. 7: Acquisition of membership

¹ Subject to the provisions of these Articles of Association, membership in the Association shall be open to domestic and foreign entities, from countries in the WHO region of Europe, which have a focus on patients.

² 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. Additional conditions may be described within the Association's byelaws.

³ The Executive Board decides on the validity of membership applications. It may reject a request for membership without giving any reasons.

Art. 8: Resignation

Each member of the Association may resign at any time by giving written notice via email to the President of the Executive Board. The resignation will be effective immediately and the membership fee will not be refunded.

Art. 9: Exclusion

¹ The Executive Board may at its own discretion exclude a member of the Association with a simple majority vote which will take place at an Executive Board Meeting, namely if such a member disregards these Articles of Association in a serious manner or if ownership and control of such member has changed.

² 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 e-mail to the President of the Executive Board within thirty (30) days after being notified of the exclusion.

³ Any member who refrains from paying their membership fee, despite being reminded twice under threat of exclusion of the Association, will be removed from the membership of the Association by the Executive Board without being entitled to appeal against such exclusion. In order to attend the Association's meetings, membership fees must be up to date.

⁴ Any member who is excluded based on unpaid membership fee, may reapply for membership at another stage.

Art. 10: 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. 11: 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. 12: Liability

¹ Only the Association's assets shall be liable for the payment of debts of the Association.

² 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.

IV. ORGANISATION

Art. 13: Bodies of the Association

The functional bodies of the Association shall be:

- (a) The General Assembly;
- (b) The Executive Board;
- (c) The Auditors - mandatory Swiss Law requires the Association's accounting to be audited or provided an auditing is resolved on a voluntary basis (cf. Art. 28).

A. THE GENERAL ASSEMBLY

Art. 14: Composition

The General Assembly consists of all members of the Association.

Art. 15: Duties and responsibilities

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

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):

- (a) Election and removal of members of the Executive Board;
- (b) Election and removal of the Auditors as required;
- (c) Resolutions regarding the fixing of membership fees, at the prior suggestion of the Executive Board;
- (d) Amendments to these Articles of Association;
- (e) Resolutions regarding the liquidation of the Association and its assets;
- (f) Resolutions regarding appeals pursuant to Art. 9;

- (g) Resolutions regarding all items on the General Assembly Meeting agenda;
- (h) Resolutions regarding items under its authority subject to the Articles of Association or subject to mandatory Swiss Law.

Art. 16: Meetings

¹ The Ordinary General Assembly (OGA) 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.

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

³ The invitation to any General Assembly (OGA or EGA) is to be made in writing via e-mail at least thirty (30) days prior to the meeting date and has to state the draft agenda.

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

⁵ 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. 17: Chairmanship

¹ 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.

Art. 18: Voting rights

¹ 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.

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

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

⁴ Each Full Member organisation shall have one vote for up to a maximum of 2 votes per country.

Art. 19: Voting by mail or email

Voting by registered letter or email is not permissible.

Art. 20: Quorum

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

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

Art. 21: Resolutions

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

² 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.

³ In the case of a tie, the President has the casting vote, in elections the lot decides.

⁴ Resolutions except for elections to the Executive Board shall be taken unconcealed.

B. THE EXECUTIVE BOARD

Art. 22: Composition, election and term of office

¹ The Executive Board consists of the President, the Vice-President, the Treasurer and two (2) to four (4) additional members. The President and all other Executive Board members are elected by the General Assembly. The only exception is 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. The role of the Vice-President and Treasurer will be appointed by the Executive Board from elected Executive Board members.

² Members of the Executive Board 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 previous/current carers of someone who has or has had lung cancer. At least fifty (50) percent of the Executive Board must represent Full Member organisations. Also, there shall not be more than two (2) Executive Board members from a specific country, and these must represent two distinct organisations within their country.

³ The term of office 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.

⁴ To the extent that circumstances require it, the General Assembly may, make an exception to the term of office provided for above (Art. 22, Point 3), by re-election of a member of the Executive Board. In that event, the term of office shall be for one additional year and requires a majority vote of the General Assembly.

⁵ 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. 23: Duties and responsibilities

¹ 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 byelaws, 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:
 - The admission and exclusion of members with reservation to the right for appeal to the General Assembly;
 - The initiation and termination of legal proceedings;
 - The granting of signatory power;
 - Any other matter as passed by the General Assembly.

² If required by business needs, the Executive Board may delegate the operational management of the Association according to separate byelaws of the Association and to the extent permitted by Swiss Law.

Art. 24: Meetings

¹ 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.

² 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. 26).

³ The call to an Executive Board meeting has to be made via e-mail) usually seven (7) days prior to the meeting ahead and has to inform on the draft agenda items.

⁴ 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. 25: 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. 26: Quorum and resolutions

¹ The Executive Board has a quorum when the majority of its members are present. The quorum must include one of the following – President, Vice-President or Treasurer.

² 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.

³ The Executive Board passes its resolutions with the majority of votes present.

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

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

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

Art. 27: Suspension of Executive Board Member

¹ The Executive Board may decide to suspend one of its members if:

- (a) The member does not fulfil their responsibilities to LuCE as laid down in these Articles of Association and in the internal rules;
- (b) The action put in place by the member does not adhere to the Code of Conduct;
- (c) The member engages in behaviour that is in conflict with the objectives and mission of LuCE;
- (d) The member's behaviour undermines the work of the Executive Board.

² An Executive Board member may only be suspended by a two thirds (2/3) majority decision of the Executive Board. This decision must be ratified by members within five weeks at an Extraordinary GA that is called by the Board (face to face or virtually).

³ 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, who have voting rights.

C. THE AUDITORS

Art. 28: Auditors

¹ 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.

² 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.

³ 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. 29: Transparency

¹ 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 1 month after changes occur.

² In case of a conflict of interest, they shall abstain from voting.

³ 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 via e-mail. The same applies to transactions between the Association and third parties in which such individual has a substantial interest.

Art. 30: 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. 31: Fiscal year

The fiscal year begins on 1st January and ends on 31st December.

Art. 32: 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. 33: Dissolution/Liquidation

¹ The liquidation of the Association can only be decided by an Extraordinary General Assembly. The passing of such a resolution requires a majority of three fourths (3/4) of all voting members of the Association.

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

Art. 34: Liquidation in case of dissolution

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

² 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.

Art. 35: Registration in the Commercial Register

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

Art. 36: Entering into force date

These Articles of Association become effective on the day of the Association's meeting of 12th of April 2024.

Anne-Maire Baird



The President – Anne-Maire Baird

Board Member – Debra Montague