



## **BYLAWS**

When referring to persons, the masculine pronoun is used in the present text. The feminine pronoun is considered equal.

July 1, 2019

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## I. Name, Registered Office and Purpose

### Art. 1

1. Name An association under the name “Swiss Group for Clinical Cancer Research”/ “Schweizerische Arbeitsgemeinschaft für Klinische Krebsforschung (SAKK)”/“Groupe Suisse de Recherche Clinique sur le Cancer”/“Gruppo Svizzero di Ricerca Clinica sul Cancro“ was incorporated within the terms of Art. 60 ff. Swiss Civil Code (ZGB).

### Art. 2

2. Registered Office The registered office of the association is in Bern.

### Art. 3

3. Purposes and Means The focus of the association is on clinical cancer research on a nonprofit basis, in particular through cooperative trials (SAKK trials). Research results are published in an adequate way. The association contributes to improving oncology care in Switzerland.

## II. Membership

### Art. 4

1. Regular Members
- <sup>1</sup>Regular members of the association are clinical oncology centers in Switzerland and/or their bearer of rights and obligations with legal capacity. The General Assembly shall decide on the admission of regular members.
- <sup>2</sup>The regular members' activities shall be evaluated on a regular basis. The General Assembly shall approve the regulation required in this connection. If the member fails to comply with the regulation, his powers shall be suspended. In case of permanent failure to comply with the regulation despite warning, the member may be excluded (see Art. 9 lit. c).
- <sup>3</sup>Full members may resign from the association by giving six months' notice in writing as of the end of a financial year

## Art. 5

### 2. Associate Members

<sup>1</sup>Foreign centers which have sufficient experience in conducting clinical trials and which are scientifically and structurally capable of participating in SAKK trials may be admitted to SAKK as associate members. The General Assembly shall decide on the admission of associate members, whereas the quota of associate members may not exceed one-third of the number of members.

<sup>2</sup>The associate members' activities shall be evaluated on a regular basis. Criteria required in this connection shall be contractually stipulated. If a member fails to comply with the regulation, his powers shall be suspended. In case of permanent failure to comply with the regulation despite warning, the member may be excluded (see Art. 9 lit. c).

<sup>3</sup>Associate members may resign from the association by giving six months' notice in writing as of the end of a financial year.

## Art. 6

### 3. Obligations

Members are obliged to support the goals of the association. They are in particular required:

- a) to participate in SAKK trials;
- b) to delegate persons to specialized bodies;
- c) to pay the membership fees determined by the General Assembly.

## III. Organization

## Art. 7

### 1. Committees

<sup>1</sup>Bodies of the association are:

- a) the General Assembly (Art. 8 – 11);
- b) the Board (Art. 12 - 17);
- c) the Scientific Advisory Board (Art. 18 - 21);
- d) the Executive Committee (Art. 22);
- e) the Auditors (Art. 24).

<sup>2</sup>The organization of SAKK also incorporates the following specialized bodies:

- f) the Coordinating Center (Art. 23);
- g) the specialized bodies (sections, project and working groups; Art. 25 - 27).

## Art. 8

### 2. General Assembly

#### a) Composition

<sup>1</sup>The General Assembly shall be composed of one representative of the regular members as well as of one representative of the associate members.

<sup>2</sup>The following bodies shall attend the General Assembly in an advisory capacity:

- a) the members of the Board;
- b) the presidents of the specialized bodies;
- c) the representatives of the Executive Committee.

#### Art. 9

- b) Powers
- The General Assembly is the supreme governing body of the association given in particular the power to:
- a) elect the President and all other members of the Board, of the Scientific Advisory Board as well as of the independent auditors, to discharge the Board from liability and dismiss to the same for cause;
  - b) take note of the strategy and of the financial plan;
  - c) adopt regulations, in particular regarding:
    - admission and removal of members;
    - organization and function of the Board;
    - tasks of the Scientific Advisory Board;
    - publications.
  - d) approve the annual report as well as the annual financial statement and determine the membership fees;
  - e) revise the bylaws; dissolve the association.

#### Art. 10

- c) Convocation
- <sup>1</sup>The ordinary General Assembly shall be held at least twice a year. The ordinary General Assembly shall be called by the Board. Notice in writing of the time and date of the ordinary General Assembly shall be sent to the members no later than eight weeks prior to the meeting. Applications of the members shall be submitted to the Board in writing no later than four weeks prior to the ordinary General Assembly. The members shall be provided with the agenda three weeks prior to the meeting.
- <sup>2</sup>An extraordinary General Assembly may be called by the Board as necessary. The General Assembly must be called upon written request of at least one-fifth of the members and who must indicate the agenda items.

#### Art. 11

- d) Quorum
- <sup>1</sup>Every member (Art. 4 and 5) whose powers are not suspended within the terms of Art. 4 para. 2 or Art. 5 para. 2 has one vote each at elections and ballots.

<sup>2</sup>The General Assembly is quorate provided that more than 50% of its members are present. The General Assembly shall be chaired by the President. In case of him being absent, he shall be represented by the Vice-President.

<sup>3</sup>The General Assembly shall solely take decisions on agenda items which are indicated on the agenda pursuant to the invitation. The General Assembly may consult in relation to items which are not on the agenda; however, its members do not have the power to take a final decision.

<sup>4</sup>In principle, elections and voting shall be held by secret ballot. The President may order a vote on factual submissions by secret ballot, unless the Assembly objects with an absolute majority of valid votes of all members present. The same majority requirement applies when taking decisions on elections and factual submissions; Art. 34 and Art. 35 remain reserved.

<sup>5</sup>The members' representatives shall comply with the respective member's instructions when exercising voting rights. They shall follow their instructions independently of any instructions from Board members. For the rest, provisions regarding conflicts of interests shall correspondingly apply to the General Assembly (Art. 17).

<sup>6</sup>The same provisions on the quorum shall apply to decisions of the General Assembly by means of circular letter (written vote)

## Art.12

### 3. Board a) Composition, Term of Office

<sup>1</sup>The Board shall be composed of the President, the Vice-President and at least five and at most twelve additional Board members who together cover all of SAKK's specialist research areas and strategic tasks, and adequately represent the individual Swiss language regions. At least two Board members shall focus primarily on strategic aspects. No Board member may be a member of the Executive Committee. The past president and the chair of the Executive Committee (Chief Executive Officer, hereinafter referred to as "CEO") shall attend the meetings in an advisory capacity. Depending on the topic and as necessary, members of the Executive Committee or third parties may be invited to the Board meetings as non-voting guests.

<sup>2</sup>Subject to Art. 12 para. 3, the members of the Board shall be elected for a three-year term; they may be confirmed in their office for two further terms.

<sup>3</sup>The President and the Vice-President shall be elected for a three-year term of office. They may be re-elected once; taking into account their preceding service on the Board, the maximum term of office in this case is 15 years.

<sup>4</sup>The maximum 15-year term of office also applies to past Board members, who re-stand for election for Board membership. New candidacy shall be possible no earlier than three years after resignation from the Board.

Art. 13

b) Powers

<sup>1</sup>The Board is the supreme managing body of the association given in particular the power to:

- a) call the General Assembly, to prepare and to submit applications with regard to topics relevant for taking a decision;
- b) determine the strategy and the financial plan;
- c) take decisions on research activities;
- d) represent the association's interests within superordinate and coordinate committees as well as toward authorities entrusted with research funding; to network nationally and internationally with other organizations that share the same or similar goals;
- e) elect the Vice-President among its members;
- f) conduct HR policy, elect and remove the chair of the Executive Committee (CEO) as well as the Committee's members and the Medical Advisor, and to supervise the same;
- g) adopt regulations and organizational charts, in particular regarding the:
  - organization, tasks and function of the Coordinating Center (Rules of Procedure and Rules of Employment);
  - organization and function of the project groups;
- h) lay down finance and accounting standards; to manage the internal monitoring and control system as well as management processes and reporting;
- i) approve the budget; to control and monitor the application of funds necessary for goal achievement;
- j) take note of those tasks which are not reserved to another body of the association.

<sup>2</sup>The Board shall assign the management to the Executive Committee in accordance with the rules of procedure.

Art. 14

c) Convocation

The Board shall hold a quarterly meeting at least. It shall be called by the President or upon the request of at least two Board members.

#### Art. 15

d) Quorum

<sup>1</sup>The Board is quorate provided that more than 50% of its members are present. The General Assembly shall be chaired by the President. In case of him being absent, he shall be represented by the Vice-President.

<sup>2</sup>The Board shall as a rule vote by secret ballot. The absolute majority of the valid votes of all present Board members shall apply. The President shall participate in voting; in case of a tie, the President shall have the casting vote.

<sup>3</sup>Resolutions of the Board by circular letter are possible, unless at least one Board member demands oral consultation and oral resolution. The resolution by circular letter shall be recorded in the minutes on the occasion of the next Board meeting.

#### Art. 16

e) Function

<sup>1</sup>The President is the chairperson of the Board. He shall preside at the Board meetings and shall ensure efficient and effective functioning.

<sup>2</sup>For fulfilling its tasks, the Board may appoint standing or special committees while at the same time determining composition, tasks, powers, terms and responsibilities.

<sup>3</sup>The Board members render their services free of charge as a principle. Extraordinary Board activities shall be compensated adequately. In this case, compensation for individual Board members shall be determined by the other Board members taking into account extent and duration.

<sup>4</sup>Compensation shall be assessed on the basis of factually comprehensible and transparent criteria. The period and the amount of the compensatory payment made to the Board members shall be disclosed to the General Assembly.

#### Art. 17

f) Conflict of Interest

<sup>1</sup>The Board members shall ensure to prevent conflicts of interest. Further details shall be determined by the Organizational Regulations.

<sup>2</sup>Any interest of SAKK conflicting with interests of the Board members or related persons shall be disclosed to the Board. The affected Board member shall withdraw from discussion and voting on the matter.

<sup>3</sup>Any business of SAKK with Board members shall be conducted under the same conditions as with third parties. Furthermore, it shall be disclosed.

<sup>4</sup>Board membership shall be incompatible with the membership of another body of the association or with the chairmanship of a specialized body of SAKK.

Art. 18

4. Advisory Board  
a) Composition,  
Term of Office

<sup>1</sup>The Advisory Board consists of five to eight international experts with excellent knowledge and experience in SAKK's research areas.

<sup>2</sup>Upon the proposal of the Board, the members of the Advisory Board shall be elected by the General Assembly for a four-year term. They may be re-elected twice.

Art. 19

- b) Tasks

The tasks of the Scientific Advisory Board shall be determined by the General Assembly in accordance with the regulation.

Art. 20

- c) Convocation

<sup>1</sup>The Advisory Board shall hold meetings on a regular basis which shall be called by the Board.

<sup>2</sup>The Board, the presidents of the sections and of the project groups, as well as the representatives of the Executive Committee shall attend the meetings in an advisory capacity. Third parties without voting rights may be invited as guests to the Advisory Board meetings as necessary.

Art. 21

- d) Quorum

Two-thirds of the members represented shall constitute a quorum.

Art. 22

5. Executive  
Committee

<sup>1</sup>The Executive Committee shall be composed of the chairperson of the Executive Committee (CEO) as well as of the heads of department of the SAKK Coordinating Center. The Extended Executive Committee shall be composed of the members of the Executive Committee and further heads of department and team leaders. The details shall be determined by the Board in the Rules of Procedure.

<sup>2</sup>The Executive Committee shall provide assistance to the Board in its decision-taking progress and implement its decisions.

<sup>3</sup>The Executive Committee shall prepare the Board's business and implement its decisions.

<sup>4</sup>The Executive Committee shall comprehensively report any issue on time which is relevant for the Board's tasks.

<sup>5</sup>The CEO shall chair the Executive Committee. He shall be responsible to the Board.

<sup>6</sup>The Executive Committee shall manage the Coordinating Center and business with regard to the implementation of SAKK's goals.

#### Art. 23

##### 6. Coordinating Center

<sup>1</sup>The Coordinating Center is the head office of the association.

<sup>2</sup>The organization and tasks of the Coordinating Center shall be determined by the Rules of Procedure, which shall be established by the Board.

#### Art. 24

##### 7. Auditors

The auditors appointed by the General Assembly shall audit the association's accounts. They shall report and submit proposals to the General Assembly annually.

#### Art. 25

##### 8. Specialized Bodies

###### a) Sections

<sup>1</sup>The representatives of those occupational groups which take part in SAKK trials may form sections. The General Assembly shall decide on their recognition and dissolution.

<sup>2</sup>The sections shall be constituted in consultation with the Board. They shall organize their activities on their own; they shall be supervised by the Board and headed individually by one section president. The section President shall be elected by the section members and may be re-elected once.

<sup>3</sup>The sections shall take an active part in the design and the conduct of SAKK trials.

<sup>4</sup>The sections shall have the right to submit proposals to the Board as to taking decisions on trial activities.

#### Art. 26

###### b) Project Groups

<sup>1</sup>The Board shall appoint project groups for the most important areas of the SAKK research program, which shall cover the strategic points of focus.

<sup>2</sup>Each project group shall be headed by one president. Upon the proposal of the project group, the President shall be appointed by the Board for a three-year term and may be re-elected once.

<sup>3</sup>The members of the project groups shall have knowledge of the current research status in the respective specialized field and shall develop project proposals for SAKK trials to be assessed by the Board.

<sup>4</sup>The project groups shall have the right to submit applications to the Board when decisions on trial activities are taken.

<sup>5</sup>Further tasks of the members of the project groups as well as of the presidents of the project groups shall be specified in the respective regulation.

Art. 27

c) Working Groups

<sup>1</sup>The representatives of specific oncology fields of interest may form working groups. The members of the working groups shall be self-organizing.

<sup>2</sup>The working groups shall develop project proposals for SAKK trials to be assessed by the Board.

<sup>3</sup>The working groups shall have the right to submit proposals to the Board when decisions on trial activities are taken.

**IV. Management; Finances**

Art. 28

1. Signatory Power The Board shall represent the association. The President or Vice-President shall have joint signature with either another member of the Board or with the CEO. The appointment of further authorized signatories shall be reserved to the Board while also specifying the type of their signatory power.

Art. 29

2. Financial Year The financial year corresponds to the calendar year.

Art. 30

3. Finances  
a) Income

The association shall cover its resource requirements as follows:

- a) research grants from public authorities and committees entrusted with research funding, respectively;
- b) grants from and compensation to third parties;
- c) yield on assets;
- d) membership fees;
- e) cooperation with companies;
- f) any other income.

Art. 31

- b) Investment of Cash  
and Cash Equivalents

<sup>1</sup>The investment of cash or cash equivalents shall be calculated on the basis of the budget, which shall be adopted by the Board.

<sup>2</sup>The following investments shall be made by funds of the association:

- a) research contributions corresponding to the research performance within the scope of SAKK trials;
- b) costs and expenditures of the Coordinating Center;
- c) expenses that occur in respect of activities of the various SAKK committees and in respect of the presentation of SAKK research results at Swiss or foreign events;
- d) further expenditures in connection with the realization of the statutory goals of the association.

<sup>3</sup>In conformity with the budget policies, the Board and the Executive Committee respectively shall adopt the investment of cash and cash equivalents in particular and in best judgement, which shall be in accordance with the Rules of Procedure.

#### Art. 32

4. Liability 

<sup>1</sup>The association shall be liable for obligations solely to the extent of the association's assets. Any liability of the members exceeding the amount of annual membership fee is excluded.

<sup>2</sup>Members who have resigned or been expelled shall have no claim on the assets of the association.

### **V. Amendments to the Bylaws, Dissolution of the Association**

#### Art. 33

1. Amendments to the Bylaws 

A two-thirds majority of the members present and voting shall be required for decisions of the General Assembly on the adoption of amendments to these bylaws, in whole or in part.

#### Art. 34

2. Dissolution of the Association 

<sup>1</sup>The association may be dissolved only upon adoption of a decision by a two-thirds majority of the members of the General Assembly present and voting. A special meeting shall be called expressly and exclusively for this purpose.

<sup>2</sup>The General Assembly shall decide on the use of assets and the income resulting hereof upon the proposal of the liquidators. Within the terms of Art. 3, the liquidation value shall be unconditionally and irrevocably distributed to a charitable organization which is qualified for exemption from tax.

## VI. Final Provisions

### Art. 35

Entry in the Commercial Register

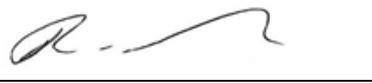
The Board shall be empowered to register the association in the commercial register.

### Art. 36

Entry into Force

The present bylaws shall enter into force as of July 1, 2019. They shall replace the bylaws of July 1, 2015.

Bern, July 1, 2019



Prof. Dr. med. Roger von Moos  
SAKK President



Prof. Dr. med. Viviane Hess  
SAKK Vice President