

Constitution of the African Organization for Research and Training in Cancer (AORTIC)

Article I

The Organization shall be known as The African Organization for Research and Training in Cancer (AORTIC) in English or l'Organisation pour la Recherche et l' Enseignement sur le Cancer (OAREC) in French.

Article II

Language of business

The business of the Organisation will be conducted in English and French.

Article III

Vision

AORTIC's key objectives are to stimulate and promote research into cancer in Africa, to support and develop standardized training programmes in all aspects of cancer care and management and to enable African countries to develop National Cancer Control Programmes. AORTIC is committed to creating awareness of the extent of cancer in Africa and to ensure that programmes to prevent, diagnose, treat and palliate cancer in Africa are firmly on the continent's health agenda. The Organisation will achieve this by working with other non-profit organizations, government agencies and businesses to advocate for improved resources and access to care. AORTIC will also organize symposia, workshops, meetings and conferences that support this mission.

Article IV

Mission

The African Organisation for Research and Training in Cancer (AORTIC) seeks to become the continent's preeminent non-profit organization working for cancer control. AORTIC will achieve this through the facilitation of research and training as well as the provision of relevant and accurate information on the prevention, early diagnosis, treatment and palliation of cancer. Our organization is dedicated to providing all Africans with these benefits, as well as to increasing public awareness of cancer and reducing the stigma associated with it.

Article V

Membership

The Organisation membership shall consist of Active, Members in Training, Honorary, Organizational, Sponsor and Partner members. Election to membership shall accord with provisions specified in Articles of the Constitution and Bylaws. There shall be no limit on the number of members.

Except where otherwise stated in the following sections, every Member shall pay membership dues to AORTIC.

Section 1- Active Members

- a. Active members consist of physicians, clinical research scientists, basic research scientists, nurses, social workers, psychologists, social scientists, epidemiologists, dentists and oral surgeons, pharmacists, laboratory technologists and other professionals at the Masters or Doctoral level as well as those individuals with professional equivalence who have been actively engaged in the research or clinical aspects of cancer.

- b. Active members shall pay full dues, have the right to vote, and be eligible for election to office in the Organisation.

Section 2 - Members in training

- a. Those in training to become physicians, basic scientists, epidemiologists, psychologists, nurses, social workers and social scientists are eligible for this membership category provided they are considered qualified by the Membership Committee.
- b. Members-in-training will enjoy all the privileges of membership except that they shall not be eligible to hold elective office and shall not be entitled to vote. Their dues shall be half of full dues.

Section 3 - Honorary Members

- a. Individuals recognized for their distinguished contribution to some aspect of oncology as it pertains to Africa or to another specialized field relating to oncology are eligible for nomination to honorary membership and can be nominated by any member.
- b. The AORTIC Council shall determine the election of nominees. Election shall require a two-thirds affirmative vote of a quorum of the Council.
- c. Honorary members shall enjoy all the privileges of membership, shall not be eligible to hold elective office, and shall not be entitled to vote. They shall be exempt from payment of dues or other assessments made by the Organization.

In addition to members, AORTIC will also proactively engage affiliated Organizations as sponsors and/or partners.

Section 4 - Affiliated Organizations

Affiliated Organizations may be international, African-based, or national cancer Organizations, societies, foundations, institutions, or businesses that support cancer care treatment, research and training efforts in Africa. They may affiliate with AORTIC as Sponsors or Partners for specific cancer control efforts.

1. Sponsors
Sponsors are major contributors to AORTIC programmes and activities.
2. Partners
Partners are Organisations and businesses that join with AORTIC on a specific task or project to improve cancer care in Africa.

Neither sponsors nor partners will have the right to vote or hold office in the Organization.

Section 5 – Patrons

Patrons are key advocates or champions who are committed to improving research and training of cancer in Africa. AORTIC council may appoint someone who is recognised as being influential and lends credibility to the cause of our organisation.

Section 6 - Termination of membership

Membership in the Organisation can be terminated by resignation, delinquency of dues or expulsion for such cause, in such manner and upon such terms as specified in the By-laws.

Article VI - Officers

Section 1

- a. The Officers of the Organisation shall be the President, President-elect, Secretary Treasurer and Vice-Presidents.
- b. The President shall be elected by the membership for a 2 year period and thereafter to be succeeded by the President-elect for a period of 2 years. The President becomes the immediate past-President and the President-elect becomes the President. The Secretary Treasurer shall be elected for renewable periods of 2 years. Elected Vice-Presidents to serve for a 2 year period renewable once.
- c. The Nominating Committee composed as specified in Article VI, Section 1(e), shall nominate officers.
- d. The Officers shall be elected by majority vote of voting members by ballot and shall serve terms as specified In the By-laws.
- e. The Officers shall serve on the Executive Committee and on the AORTIC Council. Their powers and duties shall be specified in other Articles of the Constitution and By-laws.
- f. The President and Secretary-Treasurer, or their nominees, shall serve as ex-officio members of all Committees.
- g. No person shall be eligible for office if their membership dues have not been received in full at the time of their nomination.

ARTICLE VII – Organisation governance

Section 1

The AORTIC Council.

- a. The AORTIC Council shall include the Officers of the Organization (President, the Vice Presidents, Secretary-Treasurer), the immediate Past President, President-Elect and members at large (as defined in the By-Laws).
- b. The membership of the AORTIC Council will reflect a multinational and multidisciplinary composition and function as the governing body of the Organization, determining its policy. It shall review all proposals affecting the general purposes of the Organization, and must approve them before implementation.
- c. The President of the Organization shall be the Chairman of the Council. The Secretary-Treasurer of the Organization shall report policy established by the AORTIC Council to the Executive Committee.
- d. Meetings of the AORTIC Council shall be held in person or through telephonic conference twice a year.
- e. At any general meeting of AORTIC, a quorum of no less than twenty percent of the voting members or their alternates physically present or in direct communication (e.g. telephone or fax, e-mail, etc.) shall be required for transaction of business.

Section 2

The Executive Committee.

- a. The Executive Committee is a sub-committee of AORTIC Council and shall report its activities prior to every council meeting
- b. The Executive Committee shall include the Officers of the Organization and the Immediate Past President.
- c. The President of AORTIC shall be the Chairman of the Executive Committee.
- d. The general management of the Organization shall be vested In the Executive Committee. It shall propose and, when approved by the Council, implement activities which, in its judgement and discretion, will carry out the purposes of the Organization. It shall have the power to fill all vacancies in elected positions occurring between the General Meetings, such appointments being effective until the next General Meeting of the Organization.
- e. The Executive Committee shall meet in person or through telephonic conference at least twice a year.
- f. All Executive Committee members are responsible for securing funds for the Organization either through fund raising or donations and are also tasked with recruitment of new AORTIC members.

Section 3

The Scientific Advisory Board (SAB).

- a. The purpose of the SAB is to advise the AORTIC Council, the Executive Committee and any of the Standing or Ad-Hoc Committees in regard to matters requiring special expertise, as it applies to Africa, in various areas of oncology or relevant disciplines;
- b. SAB members shall be appointed or rotated by the Executive Committee, for the purpose of encompassing a broad spectrum of such expertise;
- c. SAB members shall provide the AORTIC Council with Information as to their specific areas of special interest and expertise, such information to be made available to any administrative body or officer in AORTIC on request; and
- d. At the request of the AORTIC Council or any Committee, specialists on the SAB will provide advice and such information as is feasible to the requesting body.

ARTICLE VIII

Offices

AORTIC shall exist as a unified organization with its secretariat (headquarters) in Africa and with an International office, AORTIC North America (AORTIC International doing business as AORTIC North America) in New York, NY. An AORTIC Secretariat will be located at a site determined by Council. Until it is created, the AORTIC office in Cape Town, South Africa, will continue to serve the organization as its temporary administrative office and will report to the Secretary Treasurer regardless of the geographic location of the Officer. The AORTIC Secretariat will be responsible for maintaining all records and financial reports as required by law to retain non-profit status in South Africa or any other African country where it may be so incorporated.

ARTICLE IX - Committees

Standing Committees shall be established by the AORTIC Council with powers and duties to be defined by the By-laws.

Nominating Committee

Members of the AORTIC Council (other than the Executive Council, the immediate Past President and Chairman of the Standing Committees) as specified in Article VII, Section 1, and Officers shall be elected by ballot. The Nominating Committee will submit this ballot to the membership by mail not later than two months prior to the General Meeting at which a new slate of officers is to be elected. Members will be

instructed to cast one vote for each available position. Where the Finance Committee Chairman will be responsible for counting the ballots. The outgoing President will announce the new officers. General Meeting/Assembly will be constituted at the biennial meeting and will have the power to elect officials. In order to change the constitution a quorum of 2 thirds of members must either be present or elected polled. To elect offices a percentage of 20 percent must either be present or electively polled.

Section 1 - Ad Hoc Committees.

Ad Hoc Committees may be appointed at the discretion of the President in consultation with the Executive Committee as the need arises.

Section 2 - A member of the Organisation can be a member of more than one committee.

ARTICLE X - Meetings

Section 1 - General Meeting

The AORTIC Council shall meet either through telephonic conference or in person at least two times per annum. . The meetings will be used to ensure sound planning and policies by setting visions, goals and Organizational procedures. Assessment of projects and financial reporting will also be reviewed and evaluated.

Section 2 - Other Meetings

The President with the approval of the AORTIC Council may call for additional scientific and other special meetings of the Organization itself, or in co-sponsorship with other Organizations, public or private, in such a manner is deemed format as is deemed appropriate to the pursuit and advancement of the purposes of the Organization. This will be reported to the AORTIC Council.

ARTICLE XI - Voting

Section 1

The following officers of AORTIC will be elected by general assembly:

- 1) President
- 2) President-elect
- 3) Secretary Treasurer
- 4) Vice-Presidents

Council members that are not officers i.e. Members at Large to be elected by the General Assembly.

Section 2

An affirmative vote represents two thirds of the entire membership either in person or a representative at the general assembly or through a mail ballot at any General Meeting shall constitute approval of any proposed action to be taken by this Organization. In the event that a proposed action is approved by a majority vote of the voting members but such affirmative vote consists of less than twenty percent of the entire voting membership, the proposed action shall be submitted to all the voting members of the Organization by circularized ballot.

Section 3

- a. .The disposition of the ballots and voting members' responses shall be governed as in the By-laws referring to this subsection.

Section 4

- a. The status of votes of such an alternate shall be governed by the Bylaws referring to this subsection.
- b. The same alternate cannot be designated as such by more than one absent member.

ARTICLE XII - Finances

Section 1

- a. AORTIC North America (AORTIC International doing business as AORTIC North America) is a registered non-profit Organization incorporated in the United States of America with a Secretariat office in New York, NY and in Africa in Cape Town, South Africa.
- b. Officers and committee members will donate their services and will not be personally liable for debts incurred by the Organization.
- c. Funds shall be raised by annual dues, special assessments, voluntary contributions, conference registrations, sale of publications, and other media materials, royalties, grants and such other means as the AORTIC Council may decide.
- d. The International and Africa secretariats will provide the AORTIC Council with annual audited financial reports.

Section 2

- a. The Secretary-Treasurers shall be responsible for financial management in their region – AORTIC North America (AORTIC International doing business as AORTIC North America) from NY, USA and AORTIC Africa from Cape Town, SA – and report back to the AORTIC Council with financial reports.
- b. Major expenditures from the general fund of the Organization shall be approved by majority vote of the AORTIC Council.
- c. The AORTIC Council shall approve recommendations made by the Finance Committee in regard to investment of the Organization's funds.
- d. For all financial activities, full documentation shall be kept up to date and available for inspection by AORTIC Council members.
- e. Annual audit shall be performed by an independent certified audit firm.

ARTICLE XIII - Media Issuances

The AORTIC Council may cause, arrange for, or encourage the issuance or publication of books, monographs, periodicals, and other media distributions in the field of oncology in furtherance of the purposes of the Organization.

ARTICLE XIV - Amendments

Section 1

- a. Proposed amendments may originate from the Committee on Constitution and By-laws, the AORTIC Council, or the membership. Proposed amendments must be submitted to the AORTIC Council at least six (6) months prior to the General Meeting.

- b.** Amendments properly proposed to the AORTIC Council must be submitted to, and approved by, the AORTIC Council at least six (6) months prior to the General Meeting. The proposals must be circulated among the members at least three (3) months prior to the General Meeting. Adoption of the proposed amendments shall require a two-thirds majority of the eligible voting AORTIC membership.

ARTICLE XV - Dissolution

Upon dissolution of the Organization, the AORTIC Council shall, after paying or making provision for the payment of all liabilities of AORTIC, dispose of all the assets of the Organization exclusively to charitable and educational Organizations as shall at that time qualify as an exempt Organization under Section 501 (c) (3) of the United States Internal Revenue Code of 1954 and in South Africa as a PBO registration number 930 022 742. The AORTIC Council shall decide which Organizations are to be the recipients.

This Constitution was adopted by the General Assembly of AORTIC on 27th October 2007 in Cape Town, South Africa.



**TWALIB NGOMA
PRESIDENT: AORTIC**



**LYNETTE DENNY
SECRETARY TREASURER: AORTIC**

BY-LAWS TO THE CONSTITUTION OF THE AFRICAN ORGANIZATION FOR RESEARCH AND TRAINING IN CANCER (AORTIC)

Number 1

Specification of status of By-laws

The By-laws are not part of the constitution. They specify particulars of the various constitutional Articles, and special issues of specific procedure.

Number 2

Regarding Article V, there is at present no limitation on membership numbers but if limitation is deemed desirable or necessary, it is hereby specifically permitted. Since such limitation can become a matter of possible sensitivity or delicacy, a decision to limit membership must be approved by at least two-thirds of the membership. Such approval shall be deemed to have occurred if the ballot or vote is executed according to No. 12 of the By-laws.

Number 3

Regarding Article V, election to any of the categories of membership can be refused by the Membership Committee for cause, based on the same considerations appearing in By-law No. 5(c).

Number 4

Regarding Article V, Section 1, the Membership Committee shall make decisions in regard to equivalency. Its decisions shall be final

Number 5

Regarding Article V, Section 7, termination of membership can take place upon:

- a. Written resignation of the member
- b. Delinquency of dues. Such delinquency is defined as failure to pay dues in full within one year of the date such dues are payable. Dues shall be payable on the fifteenth day of January every year. The Secretary-Treasurer shall send out a notice annually to each member, three months in advance of the annual due date, notifying the member that the given year's dues are payable. If the member is still delinquent four months after the due date, a reminder will be sent to that member with a copy of this By-law. On the occasion of a one-year delinquency, a notice of intent of the AORTIC Council to terminate the membership shall be sent to the member, and a three-month grace period shall be allowed to account for slow mail before final termination of membership takes place. The Secretary-Treasurer shall notify the member of such termination.
- c. Termination for causes other than delinquency of dues. On the determination of the AORTIC Council that a member has engaged in:
 - I. criminal behavior or
 - II. unethical or unacceptable scientific or clinical behavior, it may terminate the member's membership. Criteria for such determination shall be those normally applied by the member's country in regard to criminal behavior or by the medical and scientific community in regard to unethical or unacceptable behavior. The member

subject to such action shall be notified of such intent and be given an opportunity to explain those actions or circumstances deemed by the AORTIC Council prejudicial to him or her, either in person, or through a representative such as a lawyer or personal advocate. The AORTIC Council shall make strong efforts to ascertain the facts and standards in the matter. After due consideration of such facts and standards and those adduced by the member charged, the decision of the AORTIC Council shall be final. In examining standards and facts, the AORTIC Council shall consider very strongly the guidelines specified in the code of ethical conduct used by the American Psychological Association.

- III. Membership of AORTIC shall not be transferable and shall lapse and cease to exist:
- i. Upon the death of the member,
 - ii. If the member is found to be of unsound mind,
 - iii. Upon resignation,
 - iv. Upon cancellation of membership by resolution approved by not less than two-thirds of the members present in person, or by proxy, at any annual meeting or a special meeting duly called for considering such cancellation,
 - v. In the case of an Organizational member, upon the agency or Organization which he represents being removed, as herein provided, by the Board from the list of its affiliated Organizations, or, if the representation of such agency or Organization is reduced and such member is no longer the representative of such agency or Organization.

Number 6

Regarding Article VI, Section 1, in the absence or incapacitation of the President, the AORTIC Council shall select one of the Vice-Presidents to act as President.

Number 7

Regarding Article VI, Section 1, on election, officers shall serve for a term of at least two years, from the adjournment of the meeting at which they are elected until the adjournment of the meeting at which their successors have been duly qualified and elected.

Number 8

Regarding Article VII, Section 1, the maximum number of members of the AORTIC Council over and above the Officers, immediate Past President and Chairmen of Standing Committees shall be decided at the first General Meeting of the Organization.

Number 9

Regarding Article VII, Section 1, meetings of the AORTIC Council shall take place at least twice a year either in person or through telephonic conference. At any meeting, thirty percent or more of the Council membership shall constitute a quorum. If a Council meeting is convened with fewer than fifty percent of Council members present, any motion requiring a vote shall immediately go into effect following a "yes" vote of a majority of the quorum, but the absent members of the Council shall be balloted by mail or otherwise as soon as feasible in regard to such a motion. If any Council member who is absent from a quorum fails to respond to the ballot on such a motion within a reasonable time as determined by the Council quorum at that meeting, his/her vote on the motion shall be recorded as "yes." The quorum vote on such a motion shall be invalidated only if the total vote on the motion following the ballot (quorum vote plus ballot vote) indicates a majority of the Council members voting opposite to the quorum decision.

Number 10

Regarding Article IX, Section 1, this By-law specifies the powers and duties of the following Standing Committees:

- a. Nominating Committee. The committee shall nominate prospective members of the Nominating Committee, Officers of the Organization and elected members of the Council. It shall carry out the mechanics of the election process in regard to these nominations. The Chairman will also be responsible for counting the ballot papers.
- b. Membership and Recruitment Committee. The committee shall function in accordance with those powers and duties already stated in the relevant portions of Article III of the Constitution. This committee shall also be tasked with identifying candidate members and affiliate Organizations.
- c. Finance Committee. The committee shall examine the financial status of the Organization and of its constituents. It shall make recommendations regarding normal and usual receipts and expenditures to the Executive Committee and to the AORTIC Council. It shall also make recommendations to Council regarding the financial policy of the Organization.
- d. Research and Scientific Program Committee. The committee shall solicit ideas from the membership, from within the committee itself, and from outside sources for the programs of the regular or special meetings. Upon the compilation of such suggestions, the Scientific Program Committee shall delineate the program for such meetings, specifying times, types, and order of program elements, papers, symposia, posters, etc. In addition, the Scientific Program Committee shall coordinate with the Organization's administration in the preparation of announcements and the necessary mechanics of program presentation. The committee shall screen all submitted program material for acceptability, both as to subject matter and scientific merit.
- e. Constitution and By-laws Committee. The committee shall consider suggestions from any source as to changes in the Constitution and or By-laws. It shall be the committee's responsibility to examine such suggested changes in regard to their probable effects on the Organization and its objectives. The committee shall solicit the views of supporters and opponents of such changes, and shall prepare appropriate statements reflecting such opinions for timely distribution to relevant administrative bodies of the Organization and to the members as specified in Article XI of the Constitution.
- f. Education and Advocacy Committee. The committee shall seek opportunities to create public awareness of the extent of cancer in Africa and ensure that the objectives to prevent, diagnose, treat and palliate cancer are part of the health care agendas for all governments.

Number 11

Regarding Article X, meetings shall be conducted using procedures as described by Robert's Rules of Order," Departure from these procedures will be permitted if a majority of a quorum present votes for such action.

Number 12

Regarding Article X, Section 3(b), since this is an international Organization, physical meetings of quorums of members or of administrative elements of AORTIC will often not be possible, and circularization for vote may be necessary. On such occasions, It often happens that many members so circularized do not respond to requests for votes and issues can thus remain unsettled indefinitely. To prevent such difficulties, this By-law specifies that on the occasion of a circularization for vote, a positive vote shall be recorded for each circularized member unless that respondent specifically submits a negative vote. This specification shall form a part of any circularized request for vote, to make sure the respondent understands the voting procedure.

Number 13

Regarding Article XII, Section 4(c), such a proxy's vote shall be counted as a vote originating from the absent member and shall be added to the votes by voting members physically present. Thus, a designated voting member may vote once on his/her own account and once on the account of the absent member for whom he/she has been designated a proxy.

Number 14

Regarding Article XII, the AORTIC Council may by resolution award special remuneration out of AORTIC funds to any Council member undertaking any special work or mission on the organization's behalf other than the routine work ordinarily required of a Council member, and the confirmation of any such resolution or resolutions by the members of AORTIC shall not be required as a condition precedent to the validity thereof or of any payment or payments made there under.

Number 15

Regarding Article VI, the AORTIC Council approves the resolution to create a salaried position of a Executive Director for the Africa Secretariat. The Council may also appoint a Chief Executive Officer (Executive Secretary) for AORTIC at a point in time when the development of the Organization has reached the stage to require such an officer. The procedure leading to such a resolution would be the same as applies to other major policy decisions of the Council.

Number 16

Regarding Article VII, the following shall be Members at Large of AORTIC Council:

- i) Founding Members
- ii) Past President
- iii) Past Secretary-Treasurer
- iv) A Member of AORTIC who has made a significant contribution to the organization

This category of membership of Council shall be reviewed from time-to-time by the Council for approval by the General Body of AORTIC at an Annual General Meeting. Past President and Past Secretary-Treasurer shall serve for only one term on Council in the category of Members at Large.

Number 17

All AORTIC Council, Executive Council and Committee members are expected to secure funding from donors and recruit members for the organization.