

Articles of Association for The Norwegian Cancer Society (Kreftforeningen)

Adopted 19 January 1988,
last revised 23 November 2021
The Norwegian Cancer Society's General Assembly



KREFTFORENINGEN

Chapter 1. Introductory provisions

§ 1-1 *Name etc.*

The name of the association is the Norwegian Cancer Society.

The Norwegian Cancer Society is a non-profit association that is secular and independent of any political party.

§ 1-2 *Objective*

The Norwegian Cancer Society is a user and advocacy organisation for the cancer cause.

The Norwegian Cancer Society's objectives are

- that fewer people will get cancer
- that more people will survive cancer
- better quality of life for persons affected by cancer, including relatives and survivors

Among other things, the objectives shall be achieved through:

- Support for research
- Delivering services for persons affected by cancer
- Policy advocacy
- Information work and research dissemination
- Voluntary efforts
- International work

Chapter 2. Membership

§ 2-1 *Membership categories*

The Norwegian Cancer Society has the following membership categories:

- a. Individual membership.
- b. Organisations, institutions, enterprises and other legal persons.
Organisations, institutions, enterprises and other legal persons that, through their membership, wish to support the Norwegian Cancer Society, may, upon application, be admitted as members. The application is settled by the Board.
- c. Patient associations etc.

Organised patient groups/associations that support the Society's objectives may, upon application, be admitted as members. The application is settled by the Board.

§ 2-2 Membership fees

The Board determines the annual membership fees.

§ 2-3 Exclusion

A member may be excluded from the Society when the member has violated the Society by way of material breach or the member otherwise may significantly harm the Norwegian Cancer Society's reputation or interests. Exclusion shall be notified in writing. The General Assembly makes a decision regarding exclusion following a proposal from the Board. The member who has been proposed excluded has the right to make a statement before a decision is made.

Chapter 3. The General Assembly

§ 3-1 Authority of the General Assembly

The General Assembly is the Norwegian Cancer Society's highest authority.

It is the responsibility of the General Assembly to amend the Articles of Association and otherwise make decisions on the matters that the Articles of association assign to the General Assembly.

The General Assembly shall supervise the Board of Director's management of the Norwegian Cancer Society. Each representative may, at a meeting of the General Assembly, require that the Board and the Secretary General provide information about the Norwegian Cancer Society's activities. The General Assembly may itself or by committee initiate investigations.

§ 3-2 Composition and term of office

The Norwegian Cancer Society shall have a General Assembly composed of 40 representatives who are elected as follows:

20 representatives are elected by and among the Norwegian Cancer Society's individual members.

10 representatives are elected by and among organisations, etc. that are members.

10 representatives are elected by and among patient associations etc. that are members.

Deputies shall be elected for individual members. The deputy representatives are summoned in ranked order according to the number of votes.

The General Assembly shall reflect the diversity of the membership within each membership category. Representatives of organisation members etc. and patient association members etc. should be represented in meetings of the General Assembly with a fixed person who belongs to the management. The General Assembly determines detailed instructions on the implementation of the election of representatives, including on the Nomination Committee and the Committee's work.

A person who is employed by the Norwegian Cancer Society cannot be a representative in the General Assembly. A person who is employed or holds a position of trust in an organisation that is in direct competition with the Norwegian Cancer Society or in any other way conducts activities that may be detrimental to the Norwegian Cancer Society, cannot be a representative in the General Assembly.

The representatives for individual members are elected for four years and can be re-elected once.

The representatives of organisation members etc. and patient association members etc. are elected for two years and can be re-elected.

The term of office ends at the end of the ordinary General Assembly meeting which is held in the spring of the year in which the term expires. Even if the term of office has expired, a representative must continue in office until a new representative is elected. In special circumstances, a representative has the right to resign before the term of office has expired. If a representative for individual members resigns, the first deputy representative shall act as representative for the remainder of the term.

For two years at a time, the General Assembly elects its Chair and Deputy Chair from among the representatives of the individual members who have more than two years remaining in their term of office. The term of office ends at the end of the ordinary General Assembly meeting which is held in the spring of the year in which the two-year term expires, however, so that the elected Chair and Deputy Chair serve until their successors are elected.

§ 3-3 Ordinary meeting of the General Assembly

By 1 June of each year, an ordinary meeting of the General Assembly shall be held.

At the ordinary General Assembly meeting, the following items shall be addressed with and decided:

1. consider and approve the annual accounts and annual report
2. election of the General Assembly's Chair and Deputy Chair who are up for election
3. election of Board Members, including the Chair of the Board, Deputy Chair and Deputy Members who are up for election
4. election of members of the Control Committee who are up for election
5. election of members of the Electoral Committee, including the Chair of the Electoral Committee, who are up for election
6. election of members of the Nomination Committee who are up for election
7. consider and possibly make decisions in cases which a representative of the General Assembly has reported to the Board, cf. § 3-5
8. other items specified in the notice of meeting

Every four years and when the goals and strategy are amended at the ordinary meeting of the General Assembly, the Board shall provide the General Assembly with a briefing on the goals and strategy for the Society. The General Assembly shall discuss and provide input to the briefing on goals and strategy.

§ 3-4 Extraordinary meeting of the General Assembly

The Chair of the General Assembly and the Board may decide that an extraordinary meeting of the General Assembly shall be called when this is necessary for the consideration of a specific matter.

An extraordinary meeting of the General Assembly shall also be called when at least 1/6 of the General Assembly's representatives, the Control Committee or the Norwegian Cancer Society's auditor request it in writing for the consideration of a specific matter.

§ 3-5 Notice to a meeting of the General Assembly

The Chair of the General Assembly calls a meeting of the General Assembly.

The notice must be given in writing to each representative of the General Assembly. The notice must be sent no later than three weeks before the meeting is to be held. If necessitated by special reasons, the General Assembly may be summoned on shorter notice.

The notice shall in an agenda proposal clearly state the items which the General Assembly is to consider.

Items which the General Assembly's representatives want to have considered by the General Assembly must have been sent to the Board no later than eight weeks before the meeting of the General Assembly is held.

§ 3-6 Holding of a meeting of the General Assembly

The General Assembly considers items in meetings, unless the Board and the Chair of the General Assembly agree that in special circumstances an item may be considered in another way, such as digitally.

The meetings of the General Assembly are chaired by the Chair. If the Chair or Deputy Chair is not present, the General Assembly elects a Meeting Chair.

The members of the Board and the Secretary General have the right to be present and speak at the meetings, unless the General Assembly decides otherwise in the individual case. The Chair of the Board and the Secretary General have a duty to be present unless there is valid absence and/or the General Assembly decides otherwise. If the Chair or Deputy Chair are unable to attend, the Board appoints a proxy.

The Meeting Chair shall ensure that minutes are kept of meetings in the General Assembly. The minutes shall be signed by the Chair and two other representatives chosen by the General Assembly.

§ 3-7 Quorum and majority requirement

The General Assembly has a quorum when more than half of the representatives are present.

If no other majority requirement is stipulated in the Articles of Association, that which a majority of those present have voted for applies. In the event of a tie, the Chair has a casting vote. For the resolution to be valid, at least one third of all representatives in the General Assembly must have voted for it.

§ 3-8 Electoral Committee

The Electoral Committee is a supporting body to the General Assembly and consists of five members. The General Assembly elects the Chair and members of the Electoral Committee.

The General Assembly determines detailed instructions on the Electoral Committee's composition, working methods, etc.

The Electoral Committee proposes:

- Members of the Board, including the Chair of the Board, Deputy Chair and Deputy Members
- Chair and Deputy Chair of the General Assembly
- Members of the Control Committee
- Members of the Electoral Committee, including the Chair of the Electoral Committee
- Members of the Nomination Committee

A person cannot hold more than one position of trust in the Norwegian Cancer Society at the same time. This does not, however, prevent a representative in the General Assembly from being a member of the Control Committee or the Electoral Committee.

Chapter 4. The Norwegian Cancer Society's management

The Board

§ 4-1 The Board

The Norwegian Cancer Society is managed by a nine-member Board.

The General Assembly elects eight of the Board Members and two Deputy Members for them. One Board Member and Deputy Member are elected by and among the employees.

The Board shall have a Chair and Deputy Chair who are elected by the General Assembly.

If the term of office of a board member elected by the General Assembly ends before it expires, the General Assembly, on the proposition of the Electoral Committee, decides who among the deputy members will step in for the remainder of the term of office. If the term of office of the employees' representative ends before it expires, the representative's deputy will step in for the remainder of the term of office.

§ 4-2 Term of office

The Board Members and the Chair and Deputy Chair of the Board are elected for a term of office of two years. The same applies to the Deputy Members. In the event of a supplementary election, a shorter term of office may be determined.

The term of office ends at the end of the ordinary meeting of the General Assembly in the year in which the term of office expires, unless the General Assembly decides otherwise. The Board Members may be re-elected up to three times.

A Board Member has the right to resign before the end of their term of office. The Board shall be given reasonable advance notice. A member of the Board who has been elected by the General Assembly may be removed by resolution of the General Assembly.

The provisions on term of office etc. in this section correspondingly apply to Deputy Board Members.

§ 4-3 Authority and responsibility

The Board is responsible for the development and management of the Norwegian Cancer Society. The Board shall ensure a satisfactory organisation and operation of the Norwegian Cancer Society's activities, and shall ensure that the Norwegian Cancer Society's objectives are safeguarded and implemented.

The Board shall keep informed of the Society's financial position and shall ensure that accounts and asset management are subject to satisfactory control. The Board shall determine the budget for the Society's activities.

The Board shall establish ethical guidelines for the Norwegian Cancer Society

The Board shall determine instructions for the work on allocation of research funds, such as case processing, assessment of applications, qualification requirements, right of appeal, etc. In the annual report or in another way, the Board shall inform the General Assembly about the allocation of research funds.

§ 4-4 Board meetings, etc.

The Chair of the Board shall ensure that the Board considers relevant items that fall under the Board's purview. Each individual Board Member or the Secretary General may require that the Board consider an item.

The Board shall consider items in a meeting, unless the Chair finds that the item can be considered in another appropriate manner. Each individual Board Member and the Secretary General may demand that an item be considered in a meeting.

The Chair of the Board convenes Board meetings with the necessary time limit. The Secretary General shall prepare Board items in consultation with the Chair of the Board.

The Board meetings are chaired by the Chair of the Board. If the Chair or Deputy Chair is not present, a Meeting Chair is elected.

The Secretary General has the right to be present and speak at the meetings, unless the Board decides otherwise in the individual case.

The third and fourth paragraphs correspondingly apply when the Board considers matters in a different way than in a meeting.

§ 4-5 Quorum and majority requirement

The Board has a quorum when at least half of all Board Members are present or participate in the proceedings. However, the Board cannot make a decision unless all Board Members, to the extent possible, have been given the opportunity to participate in the proceedings.

A Board resolution is passed when a majority of those present or who otherwise participate in the proceedings vote in favour. In the event of a tie, the Chair has a casting vote.

§ 4-6 Minutes

Minutes shall be taken from the Board meetings.

The minutes shall at least state the time and place, participants, the method of consideration and the Board's decision. If a resolution is not unanimous, it shall be stated who has voted for and who has voted against. The Secretary General, or a Board Member who does not agree with the Board's resolution, may demand that their opinion be included in the minutes.

The minutes shall be signed by all of the Board Members who participated.

The above provisions apply correspondingly when the Board considers items in a different way than in a meeting.

§ 4-7 Advisory Council and committees

The Board may set up professional, case preparation or advisory councils and committees that are fully subordinate to the Board. The Board determines detailed instructions for such committees.

The Board shall have an advisory Scientific Council. The Board elects the council members and determines detailed instructions for the council. The instructions shall contain detailed rules on the composition of the council and the Board's proceedings in the election of members of the council, as well as on the council's duties and working methods.

The Board shall inform the General Assembly annually in the annual report or in another way about the composition and work of councils and committees, as mentioned in the first and second paragraphs.

The Secretary General

§ 4-8 Secretary General

The Norwegian Cancer Society shall have a Secretary General. The Secretary General is appointed by the Board, which also determines the Secretary General's terms of employment.

The Secretary General is responsible for the day-to-day management of the Norwegian Cancer Society. The day-to-day management does not include matters that are of an unusual nature or of great importance. Such matters may only be decided by the Secretary General if, in that particular instance, the Board has given him or her authority to do so, or if waiting for the Board's decision would result in a major

disadvantage to the Norwegian Cancer Society's activities. In such cases, the Board is to be informed of the matter as soon as possible.

The Secretary General shall ensure that the resolutions of the General Assembly and the Board are implemented and has a duty to comply with the Board's order including in the day-to-day management.

The Board shall supervise and may determine instructions for the Secretary General.

The Secretary General cannot be elected to any position of trust in the Norwegian Cancer Society.

§ 4-9 External representation

The Chair and Deputy Chair of the Board, together with the Secretary General, sign on behalf of the Norwegian Cancer Society when entering into agreements and other legal dispositions.

The Secretary General alone signs on behalf of the Norwegian Cancer Society when entering into agreements and other legal dispositions that fall under the day-to-day management of the Norwegian Cancer Society.

§ 4-10 Impartiality

A Board Member or the Secretary General of the Norwegian Cancer Society is not permitted to participate in the consideration or decision of questions that are of such special importance for themselves or an affiliated person that the person concerned must be considered to have a clear personal or financial special interest in the matter or there are other conditions that are suitable to diminish confidence in that the person concerned will exclusively safeguard the interests of the Norwegian Cancer Society.

A Board Member or Secretary General may also not participate in the proceedings or the resolution when he or she holds a position or position of trust in a private or public institution, organisation or an enterprise that has a financial or other clear special interest in the matter, or when he or she in such a capacity has previously participated in the consideration of the matter.

Affiliated person shall mean:

- a) spouse and a person with whom the person concerned lives in a relationship similar to marriage,
- b) relatives in direct line of ascent or descent and siblings,
- c) relatives in direct line of ascent or descent and siblings of a person as mentioned in letter a,
- d) spouse of, and a person who lives in a relationship similar to marriage with, someone mentioned in letter b,
- e) company in which the person concerned or someone mentioned in letters a to d, individually or jointly, has such controlling interest as mentioned in Section 1-3, second paragraph of the Norwegian Private Limited Liability Companies Act.

Chapter 5. Control Committee. Auditing and accounting

§ 5-1 The Control Committee

The Control Committee is a supporting body to the General Assembly and consists of three members elected by the General Assembly. One of the Control Committee members must have a Candidate of Law/Master of Laws degree.

The Control Committee shall supervise the Norwegian Cancer Society's activities and, among other things, ensure that it adheres to laws, Articles of Association and instructions adopted by the General Assembly. To the extent it finds that it is required, the Committee shall examine the Norwegian Cancer Society's minutes, accounts, documents, correspondence, etc. The Board and the auditor shall provide the Control Committee with all the information it considers necessary for the performance of its duties. In particular, the Control Committee shall ensure that the Norwegian Cancer Society's funds are invested securely at all times. The General Assembly determines instructions for the Control Committee.

The Control Committee shall review and express an opinion on proposed amendments to the Articles of Association before the amendments to the Articles of Association are considered by the General Assembly.

The Control Committee meets as often as is deemed necessary to ensure that supervision is effective.

The Control Committee shall submit an annual report to the General Assembly.

The term of office is four years. Members of the Control Committee may be re-elected once. The Control Committee elects its Chair for two years at a time. The term of office expires at the end of the ordinary General Assembly in the spring of the year in which the four-year term expires.

§ 5-2 Auditor

The Norwegian Cancer Society shall have an auditor who is selected by the General Assembly.

§ 5-3 Accounts

The Norwegian Cancer Society has an obligation to maintain accounts pursuant to the Norwegian Accounting Act.

Chapter 6. Amendment to the Articles of Association. Dissolution and liquidation.

§ 6-1 Amendments to the Articles of Association

The decision to amend the Articles of Association is made by the General Assembly. The decision requires approval from at least two-thirds of the votes cast and from at least half of the General Assembly's representatives.

Proposals for amendments to the Articles of Association must be reviewed by the Control Committee. The Control Committee's statement shall be enclosed with the notice of meeting.

§ 6-2 Dissolution and liquidation

The decision to dissolve the Norwegian Cancer Society is made by the General Assembly. The decision requires approval from at least three quarters of the votes cast and from at least half of the General Assembly's members in two consecutive meetings of the General Assembly. The meetings must be held in different calendar years.

A decision on dissolution can only be made following a proposal from the Board. The Board's proposal shall also contain proposals for the use of the Society's remaining funds, cf. the third paragraph. The Board's proposal shall be submitted to the General Assembly for a statement. The Board's proposal and the General Assembly's statement shall be enclosed with the notice for each meeting of the General Assembly that will consider the item, cf. the first paragraph.

The Norwegian Cancer Society's remaining funds shall, in accordance with the resolution of the General Assembly, be allocated to the same or as similar as possible objectives as that of the Norwegian Cancer Society. Funds for which the General Assembly cannot find use shall be made available to the Norwegian Ministry of Health and Care Services (or the Ministry under which the health service falls at the time). The Ministry shall use the funds for objectives which to the greatest extent possible correspond with the objectives of the Norwegian Cancer Society.

Chapter 7. Transitional rules

The revised Articles of Association will enter into force at the meeting of the General Assembly in May 2022. However, such that the following revised provisions of the Articles of Association enter into force on 23 November 2021 at the same meeting as the revised Articles of Association are adopted, so that the

election of new representatives to the General Assembly is carried out before the General Assembly meeting in May 2022:

- The provisions in § 3-2 on the composition and term of office of the General Assembly
- The provision in § 3-8 that the Electoral Committee nominates the members of the Nomination Committee
- Instructions to the Electoral Committee, cf. § 3-8, second paragraph
- Instructions to new Nomination Committee, cf. § 3-2, third paragraph, last sentence

Original Articles of Association adopted on 19 January 1988

Revised 20 April 1989	§ 3-2, second paragraph. § 3-3, second paragraph. § 4-3. § 9-1, second paragraph. § 9-2.
Revised 24 October 1990	§ 3-1, second paragraph, second sentence. § 3-1, fourth paragraph. § 3-1, fifth paragraph, first sentence. § 3-1, last sentence. § 3-2, last paragraph, first line. § 3-6, first paragraph, second line. § 3-6, second paragraph, first and second sentences. § 3-9 amendment. § 5-1, second paragraph. § 5-2, fourth sentence. § 6-1, first paragraph, third sentence. § 6-1, addition after last sentence. § 7-1, addition after last sentence. § 7-2, addition after last sentence. The following chapters have been removed: Chapters 11-2, 12-1 and 12-2. Chapter 12-4 is amended.
Revised 29 April 1992	§ 3-1, first sentence, fourth paragraph, last sentence, last paragraph. § 4-2, addition second sentence. § 4-3, second paragraph. § 8-1, new last paragraph. § 10-2.
Revised 28 April 1993	§ 2-1, new point. § 4-1. § 4-2, second and third paragraphs. § 4-3, first, second and third paragraphs. § 4-6. § 5-1, first paragraph.
Revised 26 October 1993	§ 4-1.
Revised 25 April 1995	§ 3-1, second line. § 3-9, new last paragraph. § 4-1. § 4-2. § 4-3, amendments, first and third paragraphs, addition last four paragraphs. §§ 4-4, 4-5, 4-6 and 4-7 deleted. § 5-1 amendments to first paragraph.
Revised 26 October 1995	§ 3-2, second paragraph. § 4-3, first paragraph. § 5-1.
Revised 22 October 1996	§ 3-9, first paragraph.
Revised 22 April 1998	§ 2-1. § 3-1, first paragraph.
Revised 26 April 2000	§ 2-1. nos. 8 and 9.
Revised 25 October 2000	§ 3-5, first paragraph (new).
Revised 25 April 2001	§ 3-9. § 5-1. § 10-3, first paragraph.
Revised 29 April 2003	§ 1-1. § 2-1. § 3-1. § 3-2. § 3-3. § 3-4. § 3-5. § 3-5a (new). § 3-6. § 3-7. § 3-9. § 3-10. § 4-1. § 4-2. § 4-3. § 5-1. § 5-2. § 6-1. § 7-1. § 7-2. § 8a-1 (previously 8-1). § 8b-1 (new). § 8b-2 (previously § 8-2). § 8b-3 (new). § 8b-4 (new). § 8-3 deleted, text moved to § 3-7. § 10-1. § 10-4. § 11-1. § 12 deleted.
Revised 28 October 2004	§ 3-3, third paragraph. § 6-1, second paragraph. § 8a-1. § 10-1. Name change in the Norwegian text of the Articles of Association from "Den Norske Kreftforening" to "Kreftforeningen".
Revised 27 April 2006	§ 3-2. § 3-5. § 3-5a. § 3-6. § 5-2. § 6-1. § 9-1. § 9-2. § 10-1. Name change in the Norwegian text in §§ 2-1 and 3-1 from "Det Norske Radiumhospitalet" to "Rikshospitalet – Radiumhospitalet HF".
Revised 7 November 2007	§ 2-1, letter f (new). § 3-3, fourth paragraph.
Revised 25 November 2009	§ 2-1. § 3-1. § 3-3. § 3-5a. § 4-1. § 4-2. § 4-3.
Revised 27 May 2010	§ 3-5, second sentence.
Revised 30 May 2013	§ 4-1. § 4-2. § 4-3. § 7-1, fifth paragraph. § 7-2, fifth paragraph.
Revised 28 May 2015	§ 1-1. § 1-2 (new). § 3-2, second paragraph, third sentence. § 3-5, fifth paragraph (new). § 3-9, first paragraph, first sentence. § 5-1, first paragraph, first and second sentences. § 5-2.
Revised 26 November 2015	§ 10-5 replaced by §§ 10-5a, 10-5b, 10-5c and 10-5d.
Revised 26 May 2016	§ 3-1, first paragraph. § 3-1, second and third paragraphs (new).
Revised 24 May 2019	§ 3-1, fourth paragraph. § 4-3, first and second paragraphs. § 7, first paragraph. § 7, second paragraph deleted.
Revised 15 September 2020	§ 3-1, fourth paragraph, § 4-3, third paragraph.
Revised 23 November 2021	Complete revision