



**Society of Oncology and Cancer Research of
Nigeria (SOCRON)**

Society of Oncology and Cancer Research of Nigeria

Articles of Association
(Incorporated in Nigeria in 2006)



Society of Oncology and Cancer Research of Nigeria (SOCRON)

ARTICLE I - NAME

The official name of this organization shall be the Society of Oncology and Cancer Research of Nigeria (hereinafter referred to as the Society). The name of the organization and its acronym, SOCRON, are trademarked and may only be used by a member for professional identification or in a curriculum vitae. A member shall not use the name or acronym for any commercial purpose or to advertise services without the expressed approval of the Board of Directors. A violation of this prohibition may subject the member to membership discipline or termination in accordance with bylaws of the Society.

ARTICLE II - PURPOSE

The purposes of the Society are to promote and foster the exchange and diffusion of information and ideas relating to human neoplastic diseases, including the biology, epidemiology, diagnosis, staging, treatment, ethics and psychosocial impact of cancer on human beings; to further the training of all persons in research and in the total care of patients with neoplastic diseases; to encourage optimal communication between the various specialties concerned with neoplastic disease and to facilitate the delivery of health care.

ARTICLE III - MEMBERSHIP

Section A.

The Society shall be the sole judge of the moral, ethical, and professional qualifications requisite for election to or termination of membership. Membership in the Society is limited to:

1) Active Membership

- i Experienced physicians licensed to work in Nigeria who have a predominant interest in the diagnosis and total care of patients with neoplastic disease and who are directly involved in and responsible for the care of such patients; in exceptional cases, other physicians who have made significant contributions to the field shall be eligible for Active Member status. Determination will be by the Executive Committee of the Society
- ii Experiences health professionals at the doctoral level (e.g., epidemiologists, biostatisticians, public health specialists, nurses, other scientists, etc.) or individuals with equivalent academic ranks (in the latter instance to be determined in each case by the Membership Committee) who have predominant interest in the biology, diagnosis, prevention or treatment of human cancer shall be eligible for Active Member status.
- iii Qualified scientists working in Nigeria who have established a record of scholarly activity resulting in original, peer-reviewed publications relevant to cancer and biomedical research.
- iv In recognition of the contributions of cancer patient advocates to oncology research and treatment and to cancer survivorship, the Society will grant Active Member status to individuals who hold leadership positions or have taken a distinguished leadership role in a nationally recognized not-for-profit organization dedicated to cancer patient advocacy or survivorship, as may be designated by the Executive Committee from time to time.
- v The Executive Committee of the Society may also invite other individuals who have made substantial contributions to cancer research in an administrative capacity or educational capacity to active membership
- vi Rights of Active Members:
 - a) Active Members will have the right to attend meetings and may submit and sponsor abstracts
 - b) Active Members will be eligible to serve on all Committees of the Society.
 - c) Active Members may sponsor candidates for membership in the Society.
 - d) Active members have the right to vote and be voted for elective office in the Society

2) Associate Membership

- i The Society will grant Associate Member status to students of the health profession including those having an MBBS, BMChB, PhD, BPharm., BNurs. or other pre-doctoral degree, who are



Society of Oncology and Cancer Research of Nigeria (SOCRON)

participating in an approved training program, medical students, residents, clinical fellows who are enrolled in academic programs that could lead to careers in cancer research. Applications for Associate Membership shall be considered after verification of participation in the program from the applicants' Training Program Director or Faculty Dean.

- ii Rights of Associate Members:
 - a) Associate Members shall have the right to attend meetings.
 - b) Associate Members may submit and sponsor (with the countersignature of their Program Director) one abstract each year for which they must be the presenter and the first author.
 - c) Associate Members may not hold office or vote, except that they may serve as voting members of Committees of the Society.
 - d) Associate Members may not sponsor candidates for membership in the Society.
 - e) Associate Membership shall lapse automatically at the earlier of four (4) years from the date of application or the conclusion of the individual's participation in the training program. At such time, Associate Members shall transfer to Active membership upon verification of their satisfactory completion of the approved Training Program.

3) Sustaining Membership

Sustaining membership shall be open to organizations in recognition of annual payment of dues and other substantial contributions in support of the purposes and activities of the Society. Employees of sustaining member organizations are not eligible to vote, hold office or nominate new members unless they are also individual members of the Association with such rights.

4) Honorary Membership

An individual who has made an outstanding contribution to oncology in the world may be designated as an Honorary Member. Nomination to Honorary status will be made by a member of the Executive Committee. Election to this category will take place at the Annual Business Meeting if the nomination is favorably considered by a majority vote of the Committee. Honorary Members shall have all privileges of Active Members, except they may not hold office or vote and will be exempt from paying membership dues.

5) Emeritus Membership

Active Members may request Emeritus status at age 65, upon retirement or earlier if permanently disabled. Emeritus Members shall be exempt from membership dues. Emeritus Members who at the time of the request were Active Members shall retain all rights and privileges of Active Member status, except the holding of office. A request for transfer from Active to Emeritus Member status will be implemented upon approval by the Chair of the Membership Committee. Emeritus Members will be eligible to receive the official publication of the Society on payment of subscription at the membership rate. Emeritus members cannot vote or be voted for and may not serve on committees.

Section B. Application and Election to Membership

Any person submitting an application for membership shall be recommended by election under criteria and procedures established by the Executive Committee. If the Executive Committee deems it appropriate, such criteria and procedures may include waiver of sponsorship criteria in cases of reciprocal society membership. Members shall be elected by a majority vote of the Executive Committee

Section C. Membership Dues/Fees

1. The dues for members of the Society shall be prescribed by the Board of Directors.
2. The annual dues shall be due at the start of a member's year and must be paid on or before the date fixed by the Board of Directors for the payment thereof. Any member who becomes delinquent in payment after one (1) year will be notified by the Headquarters Office that he or she is no longer in good standing, and thereafter shall not exercise any of the rights and privileges of membership. Any member not in good standing because of non-payment of



Society of Oncology and Cancer Research of Nigeria (SOCRON)

- dues may be reinstated at any time upon payment of the current year's indebtedness.
3. Dues may be waived in part or in total by the Board of Directors in special cases upon the appropriate presentation of valid reasons; provided that waiver of dues for more than fifty (50) persons in any year shall require approval by the Executive Committee. Any waiver of dues shall be limited to the year for which the waiver has been specifically authorized.

Section D. Membership Discipline/Termination

Membership in the Society may be terminated for nonpayment of dues. Any member may be disciplined in accordance with procedures adopted by the Society Board of Directors, for actions which violate the Society Bylaws, discredit or embarrass the Society, or are otherwise inimical to the best interests of the Society. Such discipline may include, without limitation, censure, membership suspension, membership termination or restitution. Affiliate Members may be required to renew their membership eligibility from time to time by eligibility re-verification, and the membership of any Affiliate Member not meeting the qualifications set forth above may be terminated.

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section A.

The Society shall meet at least once biennially in a combined business and scientific session. The time and place thereof will be determined by the Board of Directors and notice thereof shall be mailed to every member at least three (3) months prior to such meetings.

Section B.

The Board of Directors may call additional scientific and special meetings of the Society, or meetings in co-sponsorship with other organizations, public or private, in such manner and format as they deem appropriate to the pursuit and advancement of the purposes of the Society.

Section C.

Quorum: A quorum for the Annual Business Meeting or any other official meeting of the membership of the Society shall consist of no fewer than 10 members.

Section D.

Proxies: The Board of Directors may establish rules and procedures requiring advance notice and validation of any proxies to be voted at membership meetings.

ARTICLE V - OFFICERS

Section A.

The Society shall have the following Elected Officers: a President, a President-Elect, Immediate Past President, Secretary and Treasurer. These Officers shall perform those duties usually associated with their offices and those duties outlined in these Bylaws.

Section B.

The President shall serve a two (2) year term. The President-Elect shall automatically succeed to the office of the President at the conclusion of the President's term.

Section C.

A President-Elect shall be elected biennially to serve two (2) years as President-Elect prior to succeeding to the office of the President. The President-Elect shall perform the duties of the President in the absence or incapacity of the President. In the event a President-Elect must serve the remaining term of a President during the absence or incapacity of such President, the President-Elect may serve the following term to which he or she was originally elected.

Section D.

The outgoing President shall be known as the Immediate Past President and shall serve on the Board of Directors for two (2) years upon the conclusion of his or her term as President.

Section E.

The Secretary/Treasurer shall be elected to serve a two (2) year term and may not be reelected to serve additional terms in the same office.

Section F.

The Elected Officers terms commence at the conclusion of the Annual Business Meeting at which the



Society of Oncology and Cancer Research of Nigeria (SOCRON)

election results are received by the members.

Section G.

The President shall be the chief executive officer of the Society; (a) shall carry out those responsibilities of the office as defined by the Board of Directors, subject to the general supervision and control of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section A. Composition and Election

The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President and seven (7) Elected Directors, all with a vote each. The Elected Directors shall serve terms of two (2) years that overlap that of the Executive Committee members, or until their successors shall have been duly elected and qualified. Of the seven (7) Elected Directors, at least: one (1) shall be from surgery, including obstetrics and gynecology; one (1) shall be a physician including pediatrics and hematology; one (1) shall be a pathologist, including chemical pathology, molecular biology and other basic sciences; one (1) shall be a radiotherapist, including nuclear medicine; one (1) shall be from public health, including epidemiology, cancer registration, biostatistics, nutrition and health economics; one (1) shall be from the allied medical professions including nursing, laboratory medicine and pharmacy and the last one (1) shall be undesignated. A term as an Elected Officer shall not be considered a term as an Elected Director. Directors shall be elected by the members by mail proxy-ballot.

Section B. Vacancies

1. Vacancies occurring among the Elected Directors shall be filled by the unelected nominee who received the highest number of votes for that Directors position in the preceding ballot, provided a majority of all Directors concur. Should the Directors fail to concur, or should the member be unable to serve, the Directors position shall remain vacant until the next scheduled meeting of the society.
2. In the case of a vacancy in the office of the President, the President-Elect shall assume this office and shall serve for the unexpired term of the President in addition to the term for which elected. In such situation where the office of President-Elect is also vacant, the Board of Directors shall appoint a President from the Board of Directors to fill the unexpired term of the President.
3. In the event of a vacancy in the office of President-Elect, the runner up for that office from the preceding ballot shall serve for the unexpired term, provided the Board of Directors concurs by a majority vote. Should the Board fail to concur, or should the member be unable to serve, the office of President-Elect shall remain vacant until the next scheduled balloting, at which time both a President and President-Elect shall be elected.
4. In the case of a vacancy in the office of Secretary or the Treasurer, the vacancy shall be filled by appointment by the President, subject to approval of the Executive Committee. The members so selected shall serve as Secretary or Treasurer until Officers elected in the next available general election take office.

Section C. Duties

A. The affairs of the Society shall be governed by the Board of Directors who shall do such things as in their own judgment and discretion will carry out the purposes of the Society as stated in these Bylaws and subject to general policy established by the membership

Section D. Budget and Audit

1. The financial operations of the Society shall be guided by a budget which shall be initiated by the Secretary and the President and forwarded to the Board of Directors who will consider it for approval.
2. An audit of the Society's accounts will be made annually. The audits results will be presented to the Board of Directors and a copy will be made available, upon request, to any member of the Society.



Society of Oncology and Cancer Research of Nigeria (SOCRON)

Section E. Meetings

1. The Board of Directors shall hold a meeting immediately prior to the Annual Meeting of members and shall meet at such times and places as may be designated by the Board of Directors.
2. The President of the Society may call special meetings of the Board of Directors at any time and must call a special meeting at the written request of any three (3) members of the Board of Directors.
3. The Secretary of the Society shall give written notice of the date, time and place of regular and special meetings to each Director no less than seven (7) days prior thereto
4. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.
5. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section F. Executive Committee

1. The Executive Committee of the Board shall be composed of the President (as Chair), President-Elect, Immediate Past President, Secretary and the Treasurer.
2. Except to the extent specifically prohibited by resolution of the Board of Directors or otherwise prohibited by Nigerian law, the Executive Committee of the Board is empowered to make and implement major decisions between Board meetings and it may act on items requiring action prior to the next announced Board meeting. All actions of the Executive Committee shall be reported to the Board of Directors at the Board of Directors meeting immediately following the action taken by the Executive Committee.

Article VII - ELECTIONS

Section A. Mail Proxy-Ballot

Members of the Nominating Committee, Directors of the Board and Officers shall be elected by mail proxy-ballot. The proxy-ballot shall name the President (or his or her designee) as the proxy holder and shall allow the member to designate those individuals for whom the proxy holder shall cast a vote on behalf of the member. The Nominating Committee will submit this proxy-ballot to the membership by mail (postal or electronic) not later than two (2) months prior to the Annual Meeting. Members will be instructed to cast one (1) vote for each available position. Proxy-ballots will be tabulated. The proxy results will be signed by staff and delivered to the proxy holder who will vote such proxies, as designated, and announce the results to the membership at the Annual Business Meeting. All references in these Bylaws to "proxy-ballots" shall include those sent by postal mail or by electronic transmission, as determined by the Board of Directors, provided that any such method of electronic transmission must provide for at least as much security against fraud and inaccuracy as does the postal mail method.

Section B. Candidates

1. Nominating Committee: The ballots shall include at least three (3) qualified candidates and space for write-in candidates for the Nominating Committee. The two (2) individuals receiving the most votes will serve.
2. President-Elect: The ballot will include the names of at least two (2) candidates for President-Elect and a space for a single write-in candidate. All candidates for President-Elect shall be past or present members of the Board of Directors or past or present Chairs of any of those Standing Committees of the Board or any of the Committees of the Society. Election shall require a plurality of the votes cast.
3. Secretary: Every two (2) years the ballot will include the names of at least two (2) candidates for Secretary, and space for a single write-in candidate. Election will require a plurality of the



Society of Oncology and Cancer Research of Nigeria (SOCRON)

- votes cast.
4. Treasurer: Every two (2) years the ballot will include the names of at least two (2) candidates for Treasurer, and space for a single write-in candidate. Election will require a plurality of the votes cast.
 5. Directors: To fill the seven (7) Elected Director positions, each year the ballot shall include eight (9) candidates and space for 3 (three) write-in candidates.

ARTICLE VIII - COMMITTEES

Section A.

Standing Committees of the Board

All Standing Committees of the Board shall be chaired solely by Directors and shall have at least three (3) members, including the Chairman. Except as otherwise noted in this byelaw, the chairs, composition and terms (which may be staggered) of members of all Standing Committees of the Board shall be recommended by the President and approved by the Board of Directors. Each Director shall serve on at least one Standing Committee of the Board.

1. Executive Committee: The composition, terms and authority of this Committee shall be as set forth in this byelaw.
2. Audit Committee: The Audit Committee shall conduct an annual audit of the Society's activities and funds. The Audit Committee shall also recommend to the Board any steps which the Audit Committee believes are necessary to correct any problem which may be identified in the annual audit, management letter, and other reports. The Audit Committee shall also perform such other functions in connection with the annual audit of the Society as may be requested by the Board. The Audit Committee shall also review and report to the Board the results of any special audits and/or financial analyses which the Audit Committee, the Board, or appropriate staff may have initiated. The Treasurer shall be an ex-officio voting member of the Audit Committee, but shall not be its chair.
3. Finance Committee: The Finance Committee shall review the draft annual budget, and any amendments thereto, initiated by the Treasurer and after consideration of such items, shall present a budget, and any amendments thereto, first to the Executive Committee and then to the Board of Directors for approval. The Finance Committee shall identify for the Executive Committee and for the Board budget items of particular importance. The Finance Committee shall review the performance of the Society's investment trust(s), investment manager(s), investment advisor(s) and/or trustee institution(s), and report to the Board the results of such performance, along with any recommended changes. The Finance Committee shall consist of no more than four (4) Directors, one of whom shall be the Treasurer as a voting ex-officio member, and may have additional non-Director advisors.
4. Nominating Committee: The Nominating Committee shall be responsible for providing the membership with a slate of candidates. The Nominating Committee shall consist of three (3) members: one (1) elected member, the Immediate Past President and the President. The elected member of the Committee shall serve a term of two (2) years.

Section B. Additional Committees

The Board of Directors may appoint such additional Committees of the Board or Committees of the Society as it deems necessary. The purposes and authority of such additional Committees of the Board and Committees of the Society shall be set forth by resolution of the Board of Directors, and the composition and terms of members (which may be staggered) of such Committees shall be recommended by the President and approved by the Board of Directors. Except as specifically provided in these Bylaws, each Committees chair and chair-elect shall be recommended by the President and President-Elect respectively, for approval by the Board of Directors.

Section C. Board of Directors Authority

At the first meeting of the newly constituted Board of Directors, the President shall recommend to the Board of Directors for approval: (i) committee appointments and terms, and (ii) chairs of Standing



Society of Oncology and Cancer Research of Nigeria (SOCRON)

Committees of the Board other than the Executive Committee. At the first meeting of the newly constituted Board of Directors, the President-Elect shall recommend to the Board of Directors for approval, chairs-elect for all Committees of the Society, which chairs-elect shall serve a two year term (concurrent with the appointing President-Elects term as President-Elect), and shall then succeed to a two year term as chair and thereafter a two (2) year term as past-chair. Unless otherwise stated in these Bylaws, the duties, powers, terms and composition of all committees shall be determined by the Board of Directors. Appointments to Committees of the Society shall be for a two (2) year term and to Committees of the Board for a term of two (2) years or less.

Section D. Legal Adviser

The Board of Directors may appoint a legal adviser for the Society as it deems necessary. The purposes and authority of legal adviser shall be set forth by resolution of the Board of Directors. The legal adviser shall be a lawyer and solicitor of the Supreme Court of Nigeria with not less than 10 years experience.

ARTICLE IX - AFFILIATES

The Society may establish a formal relationship with certain state and regional oncology societies which shall be affiliates of the Society in accordance with rules and regulations adopted by the Board of Directors. At a minimum, such rules and regulations shall require that such affiliates be separate legal entities which are incorporated under state law and which make written application to the Society for affiliate status, thereby agreeing to adhere to the Society's rules and regulations governing the affiliate program. The affiliates shall have no actual or apparent authority to act on behalf of the Society, may not bind the Society to any contracts, and may not hold themselves out as an agent of the Society except to the extent expressly authorized in writing by the Society.

ARTICLE X - PUBLICATIONS

The Board of Directors may cause, arrange or encourage the publication of books, monographs, periodicals and other publications germane to the field of oncology as they appear to further the purposes of the Society.

ARTICLE XI - INDEMNIFICATION

The Society shall have the power to indemnify to the extent legally permissible each of its Officers, Directors, Committee Members, employees, or agents against all costs, liabilities and expenses (including counsel fees) reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, asserted or threatened against him or her while in office or thereafter, by reason of his or her being or having been such an Officer, Director, Committee Member, employee, or agent with respect to any matters as to which he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the Society. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Officer, Director, Committee Member, employee, or agent may be entitled. As used in this Article, the terms Officer, Director, Committee Member, employee, and agent include their respective heirs, executors, administrators, and legal representatives.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws

ARTICLE XIII - AMENDMENTS

Section A.

These Bylaws may be amended by a two-thirds affirmative vote of those cast at the Annual Meeting, provided that the proposed amendments have been submitted to the Board of Directors and circulated among the members at least two (2) months prior to the Annual Meeting.

Section B.

Proposed amendments may originate with the Board of Directors, or under the written signature of twenty (20) Active Members in good standing. All proposed amendments must be submitted to the Executive Committee at least four (4) months prior to the Annual Meeting.



Society of Oncology and Cancer Research of Nigeria (SOCRON)

Section C.

Amendments proposed in accordance with Sections 1 and 2 of this Article XIII shall be presented at the Annual Meeting, along with recommendations of the Board of Directors and the Executive Committee.

ARTICLE XIV - DISSOLUTION

Section A.

Upon the dissolution of this Society, all of the assets thereof, after payment of all debts and liabilities of the Society, shall be paid and distributed to such non-profit corporation(s) or other organization(s) devoted to medical research, to be designated by a majority of the Directors holding office at the time of dissolution.

Section B.

The Society shall be dissolved upon the occurrence of any one or more of the following events:

1. If and when the science of oncology is no longer pertinent within the field of medical practice.
2. If it is deemed that the membership is no longer interested in the support of the Society.

Section C.

Dissolution shall be proposed, processed, and voted upon in the same manner as that stipulated in these Bylaws for the Amendment thereto.