

Bylaws of the European Orthopaedic Research Society (EORS)

§ 1 Name, Registered Office, Administrative year

1. The Society shall be known as the "European Orthopaedic Research Society e. V."
2. The Society is registered as an association at the Court of Munich, Germany, filed under the number VR 13564.
3. The business year is the calendar year.

§ 2 Non-profit status

1. The Society and its aims shall exclusively and directly uphold public interest according to the provisions of the German tax regulations entitled "steuerbegünstigte Zwecke"
2. The society is altruistic; it does not primarily pursue economic purposes of its own.
3. Funds of the society may be used for the statutory purposes only. The members shall not receive any allocations from the society's funds.
4. No person may be favored by payments which are contrary to the purpose of the corporation or excessively high.
5. If the society dissolves or if the non-profit status is lost the capital of the society will be transferred to an non-profit organization to to promote research and development in Orthopaedics and Traumatology, this is regulated by the general assembly.

§ 3 Objectives

1. The Society is non-profit making and abstains from political activity.
2. The objectives of the society are:
 - to promote research and development in Orthopaedics and Traumatology and related sciences throughout Europe;
 - to collaborate with other associations whose efforts are directed at the same objectives and whose interests are similar to those of the Society;
 - to promote the propagation of scientific information and to encourage progress in the field of orthopaedic research in all its aspects, including research, education, and clinical application.
3. The objectives are realised especially by:
 - Founding of a central administration and documentation
 - Organisation of symposia and conferences
 - Organisation of education
 - Publication
 - Promotion of science and education
 - Scientific awards
 - Refunding of travel awards and student mobility

§ 4 Membership

Membership to the Society is open to any person who has an interest in orthopaedic research.

All members are required to comply with the rules of the Society and pay the annual fee, as determined by the general assembly of members.

1. New member admission

New members can be admitted by the applying member submitting a text form application form which is:

- (a) accompanied by two recommendation letters of existing members or
- (b) accompanied by documentation of membership in another orthopaedic research society

The general assembly of members is informed of the new admissions.

The approval to the Executive Committee is affirmed in written form (e.g. letter, fax or email). The general assembly is informed.

2. Types of Membership

The membership of the Society can be divided into five classes:

- a) Full (senior) member: any person who fulfils the above membership criteria. Members of selected partner societies can be granted a reduced fee.
- b) Full (student) member: any person in accordance to a) who is in undergraduate or postgraduate education. A reduced membership fee can be applied.
- c) Honorary member: any person who is recommended by the Executive Committee for having made an outstanding contribution to Orthopaedic Research or to the Society and its objectives. Honorary members do not need to pay annual fees.
- d) Supporting member: any person or organization that wishes to support the Society and is approved for membership by the Executive Committee. Members pay a special annual fee set by the Executive Committee.
- e) Laboratory member: any person registered with the EORS belonging to a single group of individuals from the same institution/laboratory. A special fee is applied to the institution/laboratory covering membership fee of the individuals in a lump sum.

3. Cessation of membership

Membership ceases by discharge or expulsion or death of the member. The notice of resignation has to be sent to the executive committee in written form only on the end of a year with a period of three months. Latter notices postpone cessation to the next year, in case of doubt proof of time has be done by the member.

4. Expulsion of Members

The Executive Committee can exclude a member after previous hearing for severe violation of the interests and objectives of the Society or the damage of the public reputation of the Society.

Moreover, members shall be excluded who have not paid membership fees in three consecutive years despite repeated reminders. The general assembly can annul the decision of the Executive Committee by a majority vote.

§ 5 Membership fees

Membership fees have to be paid yearly. The amount is determined by the general assembly with single majority. If necessary a levy of cost allocation of the double fee can be done. Under appropriate circumstances the executive committee may either completely or partially waive or defer fees.

§ 6 Bodies of the society

Bodies of the society are the executive committee and the general assembly.

§ 7 General Assembly of Members

1. Each member has the right to vote or to give his vote to another member in written form (e.g. letter, fax or email). This has to be renewed in the case of repetition; each member can collect only three other votes.

2. Tasks of the Member Assembly

The general assembly of members has the following tasks:

- Receipt and confirmation of the annual activity report and statement of accounts from the Executive Committee.

- Exculpation if the executive committee
- Determination of membership fees.
- Election and revocation of the members of the Executive Committee
- Confirmation of new members and appointment of honorary members
- Confirmation of expulsion of members
- Amendment of the bylaws
- election of two cash editorsaus
- Receipt and confirmation of the report of the treasure
- Liquidation of the Society.

§ 8 Announcement of the general assembly

There are three types of assembling the members to vote:

- 1.** A meeting of the General Assembly of Members shall be held at least once in two years. They shall be convoked by the executive committee in written form (e.g. letter, fax or email) setting forth the agenda, not less than 20 days before the scheduled date. The deadline shall commence on the next day following the dispatch of the announcement. The invitation in in written form is legal when the last contact address given to the society by the members is used. Agendas are fixed by the executive committee.
- 2.** Each member can at latest 10 days before the general assembly apply for additional agenda points. This has to be announced at the beginning of the general assembly by its chair.
- 3.** Applications for additional agenda points at the beginning of the meeting have to be decided by the general assembly.

§ 9 Extraordinary general assemblies

Extraordinary meetings can be convoked on the basis of a resolution by the Executive Committee in interest of the society or on request by at least 1/10 of members in text form stating their reasons.

§ 10 Quorum and Voting

1. The general assembly is chaired by the president, in absence by the vice-president, in absence by the second-vice-president. If all are absent the general assembly votes the chairman. In the case of elections conduction can temporarily be committed to an election committee. During elections the chairing of the annual meeting can be temporarily passed on to an election committee for the time of the election process and the previous discussion. The minutes are taken by the secretary, in absence by a member appointed by the chairman.
2. The type of voting (closed or open ballot) is determined by the chairman. Voting must be closed if this is requested by at least one third of the present members.
3. Resolutions of the general assembly are made with the majority of valid votes. Abstentions are not counted. For changing the bylaws or dissolving the society three-quarter of the members' votes is necessary. For a change of the aims of the society a three-quarter majority agreement of the members is necessary. For ballots a singular majority is necessary.
4. If none of the candidates has this, a run-off ballot between the two candidates with the most votes is done. Where there are equal votes the chairman will decide by fortune.
5. Resolutions of the general assembly, motions and major topics shall be recorded in the minutes. The minutes are taken by the secretary. The minutes include the following:
 - Place, beginning and end of the meeting.
 - Name of the chairman and the secretary.
 - Participation list
 - Confirmation of the correct invitation of the general assembly and the presence of a quorum.
 - Order of the agenda.
 - Submitted motions and their results.
6. Resolutions of the general assembly can be done by text or online. This is true for announcements without agreement of the members. A vote must in written form must be arrived within 30 days after sending, the deadline has to be announced. Votes arriving after this deadline are not included. A regular general assembly has to be held every two years, this can not be in text form.

§ 11 Executive Committee

1. Election and duration of term

The Executive Committee shall be composed of the officers elected by the general assembly of members. The term of the office for the members of the Executive Committee shall be 2 years upon election. The officer stays in function till the successor is registered officially. Re-election is possible only twice in the same function whether consecutive or not. The maximum consecutive term in one Executive Committee position shall be 6 years for all members of the Executive Committee.

2. Executive Committee

Officers of the Executive committee shall be the President, the Vice-President, the immediate Second-vice-President, the Secretary, and the Treasurer. This is the executive board according to § 26 BGB. The society is represented by the majority of the members. The President represents the society alone.

3. Executive Committee meetings

The Executive Committee convenes at least once annually upon invitation by the President not less than 7 days before the meeting. Additional committee meetings may be called by the president. Electronic meetings, especially through e-mailing, web-based discussion forums, telephone conferences and voting by survey systems are also possible. In any case, the Executive Committee is competent to pass resolutions if at least one-half of the members are present.

4. Executive Committee functions

The Executive Committee has the following functions:

- Business management of the Society.
- Administration of the Society assets.
- Admission of members.
- Organisation of the general assembly.
- Supervision of the business office of the Society.
- Supervision of the scientific meetings.
- Preparation of an annual budget and decision on investment and use of funds.
- Organisation of the central office.
- Preparation of activities of the Society.
- Prize awarding.
- Admission of membership candidates.
- Establishment of special committees.

The President shall supervise and control all of the business of the Society. He shall preside at all meetings. The Vice-President shall perform the duties of the President in the absence of the President. The Treasurer shall have charge custody of and be responsible for all funds and securities of the Society. The Secretary shall keep the minutes of the meetings and take care of the membership list. The executive committee members regulate the distributions of the tasks among them in the first executive committee meeting after the election.

§ 12 Cash audit

Two cash auditors are elected by the general assembly for a period of two years. They stay in function till the next treasurer is elected. They have to check yearly the cash administration of the last year, this should happen within the first six months of the new year. The result must be presented to the executive committee and presented at the next general assembly under the agenda "cash auditing".

§ 13 Advisory Board and commission

1. An advisory board formed by eminent clinicians and scientists can be constructed to advice and support the aims of the Society.
2. For all interests of the society commissions can be established by the executive committee.
3. Advisory board and commission are no elements of the society. They have advisory function and can give proposals for the executive committee.

§ 14 Arbitration Court

For the settlement of disputes emerging within the Society, an internal arbitration court is appointed.

The arbitration court consists of three regular members. One disputing party suggests, in writing, one regular member to the Executive Committee as arbitrator. upon request of the Executive Committee within seven days, the other disputing party suggests a member as arbitrator within fourteen days. After notification by the Executive Committee within seven days, the selected arbitrators elect a third regular member within fourteen days to be the chair of the arbitration court. In the case of a tied vote, a drawing of the nominees decides. The members of the arbitration court must not be a member of an organ which is a subject of the dispute. The arbitration court reaches a decision after having heard both parties in presence of all its members, by simple majority. It decides to the best of its knowledge. Its decisions are irrevocable within the Society.

§ 15 Language

Official languages of the Society are German and English.

§ 16 Amendment of the Bylaws and Dissolution of the Society

Alterations of the bylaws and dissolution of the association require a three quarters majority of votes present. A motion to dissolve the association can only be made by the Executive Committee or by one-third of the members. The written motion must be delivered to each member by the President no later than four weeks prior to the voting. In case of dissolution of the Society, its funds are used to cover all liabilities. Remaining funds must be used according to §2 point 5.

§ 17 Ratification

These bylaws become effective through resolution by the general assembly of Members on 19. 1. 2011.