

EUROSPINE

the Spine Society of Europe

STATUTES

NAME - REGISTERED ADDRESS - AIMS:

Article 1

The registered name of the Society is "EuroSpine, the Spine Society of Europe" (abbreviate "EuroSpine"). The Society is constituted in conformity with the laws of Switzerland concerning International Societies with scientific and educational objectives. EuroSpine pursues a non-economic purpose and is a non-profit making society. The life of the Society is unlimited.

Article 2

The registered office of the Society is situated in Zürich/Uster, Switzerland.

This registered office can be transferred to any one of the Countries of the EU upon simple decision of the Executive Committee.

Article 3

The aims and objectives of the Society are

- 3.1 To stimulate and offer a forum for the exchange of knowledge and ideas in the field of research, prevention and treatment of all spinal disorders and deformities as well as their related problems.
- 3.2 To stimulate fundamental and clinical studies of these spinal disorders and their related problems.
- 3.3 To coordinate efforts undertaken in European countries and abroad for further development in this field in order to improve the health and fitness of present and forthcoming generations.
- 3.4 to promote best practice based on available evidence in the management of spinal conditions.

Article 4

To fulfil these aims and objectives, the Society may organise the following activities:

- 4.1 Scientific meetings to exchange knowledge and to enhance the development of new ideas.
- 4.2 Design, organise and stimulate basic and clinical research.
- 4.3 Outline priority in research.
- 4.4 To represent the views of the Society to governmental and any other health related organisation to further the aims and the objectives of the Society.
- 4.5 Organise postgraduate teaching programs and assist Universities in developing graduate and post-graduate teaching programs, and shall meet at scientific congresses at least once a year in different countries.
- 4.6 The Society has all the rights of a legal status and can acquire and own any personal or real estate which serves its ends, with respect of the applicable [European Country] laws.

MEMBERSHIP

Article 5

The Society is constituted by Active members, Honorary members, Senior members and Corresponding members.

Article 6

- 6.1 ACTIVE members are medical doctors and other professionals who are engaged in research into or management of the prevention and treatment of spinal disorders and their related problems. They should be residents of geographic Europe at least until eligible for senior membership.

- 6.2** CORRESPONDING members shall be distinguished specialists resident outside Europe who have not reached the age of 65 years.
- 6.3** SENIOR members are, without any formality, former Active and Corresponding members aged over 65 or who have retired or become disabled.
- 6.4** HONORARY members are elected for their outstanding contributions to the Society and/or in the field of spinal disorders and their related problems.

Article 7

Membership shall be determined by proposal of the Membership Committee and approved by the Executive Committee. The numbers of members can be limited by the General Assembly per country and per category. A third level professional qualification will be required unless otherwise decided by the General Assembly.

Article 8

To be eligible as active member it will be necessary to demonstrate scientific or management interest in spinal disorders and their related problems. An active member has to show continued interest in spinal disorders. A new active member must provide a letter of recommendation from their Head of Department, Professional Association, or an existing member of the Society.

Article 9

Membership may be terminated

- 9.1** By resignation at any time.
- 9.2** By expulsion for adequate motives on decision of the General Assembly convened for that purpose, with at least 75 % of the present votes (personally or represented by a valid proxy) in favour, on proposal of the Executive Committee who will submit a report specifying the reasons for the proposed expulsion.
The concerned Member will be advised in advance about the proposal and report of the Executive Committee. He will upon his request be heard previously to the final vote by the General Assembly.
- 9.3** By death.
Membership is exclusively personal. The beneficiaries, successors of the dead members have no right at all to belong to the Society.
- 9.4** Failure of payments of dues for more than three years will result in automatic expulsion

Article 10

The members are not personally responsible for the debts of the Society. The debts are exclusively guaranteed by the assets and liabilities of the Society.

The Society is not responsible for the debts of its members

Article 11

Members who have resigned or who have been expelled as well as any beneficiaries, successors of dead members have no right to the official assets and liabilities.

Article 12

Senior members and Honorary members will, unless otherwise decided by the General Assembly, not be required to pay annual dues but have voting rights and can be elected to offices.

In order to receive the Euro Spine Journal they will, however, have to pay to the Society the amount charged by the Editor for a subscription.

LANGUAGE:

Article 13

The official languages of the Society are these of the European Community. However at the meetings the language used will be English and the local language of the place of such meeting if simultaneous translation is possible. English will also be used for the reports and correspondence. However, if the use of an official [European Country] language is compulsory by the [European Country] laws, this will be used and an English translation will always be added.

ORGANS OF THE SOCIETY:

GENERAL ASSEMBLY:

Article 14

The General Assembly is the highest organ of the Society.

The General Assembly:

14.1 May, when convened for that purpose, pass and amend the Statutes by two-third majority of all its members. The proposed amendments of the Statutes will be sent to all members together with the written notice including the agenda (Section 15).

If such a quorum is not reached, a new General Meeting will be held which will in any case be competent to pass and amend the Statutes by two-third majority of the present votes (personally or represented by a valid proxy).

14.2 Elects and relieves of their office the members of the Executive Committee.

14.3 Elects and relieves of its office the Congress Committee, according to the proposal of the Executive Committee.

14.4 Elects and relieves of their offices, according to the proposal of the Executive Community, members of different Committees for special tasks.

14.5 Determines the annual dues on proposal of the Executive Committee.

14.6 Discusses and adopts the reports on the activity of all organs of the Society.

14.7 May decide the dissolution of the Society.

14.8 Does accept the annual financial statement

14.9 Decides the annual budget

14.8 Takes all the decisions that are its own by law and/or by the present Statutes.

Article 15

The General Assembly shall meet at least once a year at the Annual General Meeting. The meetings are proposed by the Executive Committee at the proceeding Annual General Meeting who will fix the time and the place. Written notice with the agenda of the meeting must be sent to the members at the latest one month before the date of the General Assembly.

Article 16

An Extraordinary General Assembly has to be convened by the Executive Committee upon application, by registered letter, undersigned by at least 20 % of the members.

Such meeting will be held within a delay of three months starting from the date the above mentioned application was posted to the registered office of the Society.

Article 17

All Active members, Senior members, Corresponding members and Honorary members have equal rights to vote in the General Assembly. One member can only be represented by proxy by another member. No member can vote with more than two proxies.

Article 18

Decisions of the General Assembly shall be passed by a majority of those voting members present or validly represented by proxy, unless otherwise provided by these Statutes.

EXECUTIVE COMMITTEE

Article 19

The Executive Committee administers and represents the Society. The members of the Executive Committee act on an honorary basis and are entitled to reimbursement of their out of pocket expenses and cash expenditures. In the event of exceptional services rendered by certain members of the Executive Committee adequate compensation may be paid. Only Active, Senior and Honorary Members may be elected to it.

It is composed of:

- The President (of the Society)
- The Vice-President
- The Past-President

- The Secretary
- The Past-Secretary
- The Treasurer
- The Assistant-Treasurer
- The Chairman of the next Annual General Meeting
- Two Members at large

Article 20

The meetings of the Executive Committee shall be convened if necessary and also on request of three members of the Executive Committee by the President or, on his request or in case of illness or other obstacles, by the Vice-President or another member of the Executive Committee who replaces him, but at least once at the time of the Annual General Meeting and further as often as necessary

Article 21

- 21.1** The President of the Society and the Chairman of the next Annual General Meeting shall be elected for a term of one year.
- 21.2** The Treasurer shall serve for two years as Assistant Treasurer followed by two years as Treasurer.
- 21.3** The Secretary will be elected for a period of three years. The immediate Past-Secretary will serve one year after the completion of the term of office.
- 21.4** The members at large will serve a period of two years.
- 21.5** Members of the executive shall be ineligible for re-election to the same post

Article 22

- 22.1** The Executive Committee shall propose to the General Assembly the nominations for the vacant offices of the Executive Committee for the next term.
- 22.2** The Executive Committee shall receive the recommendations for membership for ratification. The Executive Committee shall receive resignations of membership.
- 22.3** The Executive Committee can propose new and/or changes of all Internal Rules to the General Assembly. These modifications will be approved by the following General Assembly by simple majority.
- 22.4** The Executive Committee may designate or appoint the persons who will have powers to represent the Society, even before the Courts, towards third parties and will grant to those persons the right to sign individually or collectively on behalf of the Society.
- 22.5** Decisions of the Executive Committee shall be passed by a majority of the members present. In case of a tie, the President or his substitute shall have the casting vote. Decisions by roundmail are also accepted.
- 22.6** In general, the Executive Committee takes upon itself all tasks that are not reserved to the General Assembly by the law and/or these Statutes

Article 23

In case of vacancy in the Executive Committee, it may elect by cooption one new member who will continue until the next General Meeting

FINANCES OF THE Society

Article 24

The revenues of the Society shall be, with respect of the applicable [European Country] laws:

- 24.1.** Annual dues of Active and Corresponding members
- 24.2.** Contributions from International Organisations
- 24.3.** All other incomes, grants, legacies and gifts.

These revenues serve to cover the administration and running cost of the Society.

Article 25

The General Assembly may appoint a chartered accountant for a period of two years to audit annually the accounts of the Society. This appointment is renewable.

MISCELLANEOUS

Article 26

The Society may be dissolved by the General Assembly convened for the purpose, if 75 % of the members present or validly represented by proxy so agree.

Article 27

Any assets remaining after the dissolution of the Association must be allocated to a tax exempt institution pursuing the same or similar purposes. Distribution of such assets to the members of the Association is excluded.

Article 28

The official term starts on the First of January and runs to December thirty-first every year. The first official term starts on 23 June 2007 and finishes on 31 December 2007.

Article 29

For all points not solved by the present statutes, the Society refers to the Swiss law concerning International Societies with scientific and educational objectives.

Ratified September 2010, General Assembly Vienna