

STATUTES
of
EUROSPINE, the Spine Society of Europe

I. General Provisions

Art. 1 Name

Under the name of "EUROSPINE, the Spine Society of Europe" (abbreviated "EUROSPINE", hereinafter the "Society") exists a non-profit making society (Verein) in accordance with art. 60 ff. of the Swiss Civil Code. The Society is an independent legal entity with legal capacity. Its duration is unlimited.

Art. 2 Registered Office

The registered office of the Society is located in Uster, Switzerland.

Art. 3 Aims and Objectives

The Society pursues non-economic purposes. The aims and objectives of the Society are particularly:

- a. To stimulate and offer a forum for the exchange of knowledge and ideas in the field of research, education, prevention and treatment of all spinal disorders and deformities as well as their related problems;
- b. To stimulate fundamental and clinical studies of these spinal disorders and their related problems;
- c. 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;
- d. To promote best practice based on available evidence in the management of spinal conditions.

In addition, the Society may engage in all activities and take all actions necessary and appropriate to carry out the above aims and objectives.

Art. 4 Activities

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

- a. Scientific meetings to exchange knowledge and to enhance the development of new ideas;
- b. Design, organise and stimulate basic and clinical research;
- c. Outline priority in research;
- d. Represent the views of the Society to governmental and any other health related organisation to promote and facilitate the aims and the objectives of the Society;
- e. Organise postgraduate teaching programs and assist Universities in developing graduate and post-graduate teaching programs, as well as meetings at scientific congresses at least once a year in different countries.

II. Membership

Art. 5 Admission, Suspension and Expulsion

The Executive Committee decides on admission, suspension and expulsion of members. Details hereto are outlined in Article 7, 10 to 13 below.

The numbers of members may be limited by the Executive Committee per country and per category.

Art. 6 Categories

The Society comprises the following membership categories: Active members, Honorary members, Senior members, Corresponding members, Young members, Associated members and Institutional Society Membership.

- 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 geographic 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.
- 6.5 YOUNG MEMBERS are active or corresponding members under the age of 40. They shall pay a reduced member fee. After two years they will automatically become active or corresponding members depending on their place of residence.
- 6.6 ASSOCIATED MEMBERS are linked via "Institutional Society Membership", i.e. if their individual national society or specialist society becomes formally associated to EUROSPINE. They are not eligible for Committees or task forces and do not have voting rights.
- 6.7 INSTITUTIONAL SOCIETY MEMBERSHIP (Institutional Members): national and specialist spine related societies/organisations cooperating with EUROSPINE for specific tasks in their function as institutional body. They are not eligible for Committees or task forces and do not have voting rights.

If the Statutes refer to the members in general, it refers to all categories of members of the Society, unless stated otherwise in the Statutes.

Art. 7 Admission Requirements

To be eligible as active and corresponding member (including such young members) it will be necessary to demonstrate scientific or management interest in spinal disorders and their related problems. The candidate has to show continued interest in spinal disorders. A corresponding member must provide, in addition, a letter of recommendation from their Head of Department, Professional Association, or an existing member of the Society.

Art. 8 Members' Rights

Unless stated otherwise in the Statutes, all members have the right to participate and to vote at General Assembly.

All other rights and benefits are stated in Internal Rules.

Art. 9 Members' Obligations

Unless stated otherwise in the Statutes, all members have the following obligations:

- a. To pay the annual membership fees;
- b. To fully comply with all other obligations stipulated in these Statutes or Internal Rules.

Violation of the obligations may lead to the sanctions provided for in the Statutes or Internal Rules.

Art. 10 Admission Procedure

The Executive Committee decides on the admission of new members. The detailed admission procedure including details of the admission requirements shall be regulated in Internal Rules.

Art. 11 Beginning and End of Membership

The new member has all rights and obligations as of the approval by the Executive Committee. New members may profit from membership benefits before the acceptance of the admission by the Executive Committee in accordance with the Internal Rules.

Membership ends upon expulsion, resignation, a member's death or loss of its legal personality and upon the dissolution of the Society.

Art. 12 Suspension

The Executive Committee decides on suspension. A member who repeatedly violates its obligations may be suspended by the Executive Committee with immediate effect. The suspended member shall have no rights according to Art. 8. The obligations according to Art. 9 remain, however, in full force. The detailed suspension procedure shall be regulated in Internal Rules.

Art. 13 Expulsion

The Executive Committee decides on expulsion. A member who seriously violates its obligations may be expelled by the Executive Committee with immediate effect. The detailed expulsion procedure shall be regulated in Internal Rules.

Art. 14 Resignation, Death and Loss of Legal Personality

A member may resign at any time in writing (letter, fax or e-mail). The members' rights shall expire with immediate effect. The members' obligations shall only expire upon complete fulfilment of all duties, including financial obligations.

The membership is not alienable or inheritable. Upon a member's death or its loss of legal personality, the membership ends with immediate effect. Beneficiaries or successors of dead members have no right to be a member of the Society.

Art. 15 Liability / Claims

The members are not personally liable for the obligations and debts of the Society. The Society's financial obligations and debts may only be satisfied by the assets of the Society. The Society is not responsible for the debts of its members.

Art. 16 Membership Fees

Upon request of the Executive Committee the General Assembly determines the annual membership fee.

Unless stated otherwise in the Statutes or Internal Rules all members, except for Senior and Honorary Members, shall pay the annual membership fee. Further details on the membership fee are stated in Internal Rules.

Art. 17 Language

The official language of the Society is English. However, if the use of an official language is compulsory by the applicable law, this will be used and an English translation will always be added.

III. Organisation

Art. 18 Bodies

The corporate bodies of the Society are:

- A. The General Assembly as the supreme body;
- B. The Executive Committee as the executive body;
- C. The Administrative Office as the administrative body; and
- D. The Auditors.

General Assembly

Art. 19 Powers

The General Assembly shall have the following powers:

- a. Adoption and amendment of the Statutes by a two-third majority of the members present (personally or represented by a valid proxy), when convened for such purpose. The proposed amendments of the Statutes will be sent to all members together with the written notice including the date of the General Assembly and the agenda;
- b. Election and dismissal of the members of the Executive Committee;
- c. Election and dismissal of members and chairpersons of Committees, or chairpersons of Councils as defined in the Internal Rules and herein;

- d. Approval of the auditor (if any);
- e. Determination of the annual dues on proposal of the Executive Committee;
- f. Dissolution of the Society;
- g. Approval of the annual financial statements and budget;
- h. Resolutions on all matters which are reserved to the General Assembly by law or the Statutes.

Art. 20 Constitution

The General Assembly consists of all members of the Society with voting rights, unless stated otherwise in the Statutes.

Art. 21 Ordinary Annual General Assembly (OGA)

The General Assembly shall meet at least once a year at the Ordinary Annual General Assembly. The dates and places of the next OGA shall be announced by the Executive Committee at the preceding OGA. On behalf of the Executive Committee a written notice, including the agenda of the OGA and the motions of the Executive Committee, must be sent to all members at the latest one month before the date of the General Assembly. The details on the upcoming OGA shall also be announced in the member section of the Society's website.

The Executive Committee shall and the members may propose items to the agenda until two months prior to the OGA. The members shall send the proposed agenda items to the Secretary. The Secretary shall draft the agenda and provide it to the Executive Committee for approval and distribution to members.

The following items are compulsory on the agenda of the OGA:

- OGA has been convened and composed in accordance with Statutes, appointment of scrutineers;
- Approval agenda;
- Approval of minutes of last OGA;
- Address by President and reports of chairpersons of Committees and Councils;
- Approval of financial statements and budget;
- Alteration of membership fee (if requested);
- Amendments of the Statutes (if requested);
- Other items proposed by the Executive Committee or members (if requested);
- Elections.

Art. 22 Extraordinary General Assembly (EGA)

An Extraordinary General Assembly may be convened at any time by the Executive Committee upon written request of at least 20% of the members, including the agenda items and the motions, or upon a resolution of the Executive Committee.

Such meeting shall be announced within two months and held within three months starting from the date written request of at least 20% of the members was posted to the registered office of the Society.

Art. 23 Presence and Voting Rights

All members except for Associated Members and Institutional Members shall have the right to be present at and to vote at the General Assembly.

Each member has one vote at the General Assembly. One member may only be represented by proxy by another member. One member may represent at maximum two other members.

Art. 24 Chairperson

The General Assembly shall be chaired by the President of the Executive Committee. In case the President of the Executive Committee is prevented from chairing the General Assembly, the Vice President of the Executive Committee shall chair the General Assembly. The scrutineer and keeper of the minutes shall be appointed by the chairperson.

Art. 25 Amendments of Statutes

The Statutes may only be amended by a resolution of the General Assembly taken by a two-third majority of the members present (personally or represented by a valid proxy).

The Executive Committee or at least 20% of the members may propose amendments to the Statutes. The proposed amendments shall be communicated in writing to the Secretary two months prior to the OGA. The Secretary shall add the proposed text of the amended Statutes to the agenda.

Art. 26 Resolutions and Elections

Unless stated otherwise in the Statutes or mandatory law provisions, resolutions shall be passed and elections shall be done by a majority of the members present (personally or represented by a valid proxy). The majority of votes of the members present (personally or represented by a valid proxy) corresponds to the simple majority, i.e. 50% of the valid votes plus one vote. The number of valid votes do not include invalid votes and abstentions.

Resolutions shall be passed and elections shall be carried out by open ballot. Resolutions shall be passed and elections shall be carried out by secret ballot, in case a member requests such a secret ballot and the request is accepted by the majority of the members present (personally or represented by a valid proxy). Electronic ballots may be used.

No resolutions may be passed on items and motions which have not been duly announced on the agenda.

The General Assembly elects and may deselect the following persons and bodies:

- a. The members of the Executive Committee, including:
 - the President;
 - the Vice-President;
 - the Past-President;
 - the Secretary;
 - the Past-Secretary;
 - the Treasurer;
 - the Assistant-Treasurer;
 - other members of the Executive Committee if defined in Internal Rules;
- b. the members and chairpersons of Committees as defined in the Internal Rules;
- c. the auditor (if any).

Art. 27 Candidates

Only Active, Senior and Honorary members may be candidates for the Executive Committee or Committees.

Candidates for President, Vice-President and Past-President of the Executive Committee must be member. He/She must further be either (former) member of the Executive Committee, (former) chairperson of another Committee or a Honorary Member.

Candidates for Secretary or Treasurer must have served the Society in relevant positions incl. at least as a Committee member for a minimum of two years.

Candidates for chairmanship of a Committee must present their qualifications. The application procedure for candidates is to be defined in Internal Rules.

Art. 28 Minutes

The Secretary shall arrange for the preparation of the minutes in accordance with the Statutes and law.

The minutes shall be signed by the chair person and the keeper of the minutes.

Executive Committee

Art. 29 Composition and Signatory

The Executive Committees is composed of:

- the President;
- the Vice-President;
- the Past-President;
- the Secretary;
- the Past-Secretary;
- the Treasurer;
- the Assistant-Treasurer;
- the Chairpersons of the Meeting Council, Education Council, Research Council, Membership Council and Stakeholder Council;
- other members of the Executive Committee if defined in Internal Rules.

The President, the Vice-President, the Secretary as well as the Treasurer shall be registered with the competent Commercial Register with joint signatory power by two. The Executive Committee may grant joint signatory power by two to other persons.

Art. 30 Duties

The Executive Committee administers and represents the Society.

It may pass resolutions on all matters which are not reserved to the General Assembly by law or by the Statutes or by the Internal Rules. The Executive Committee manages the activity of the Society, as far as such management has not been delegated to Committees, Councils or the Administrative Office.

The Executive Committee shall perform, amongst others, the following duties:

- a. Preparation of the General Assemblies and implementation of the resolutions taken;
- b. Development of an annual program and budget for approval of the General Assembly;
- c. Development of a strategic plan and its revision, when needed, supervision of the activities that should follow the strategic plan;
- d. Management decisions and supervision of the Administrative Office;
- e. Preparation of the adoption and amendment of the Statutes for approval of the General Assembly;
- f. Appointment and dismissal of the persons entrusted with the management and the representation;
- g. Decisions on admissions, suspensions and expulsions of members;
- h. Adoption and amendment of Internal Rules to transpose these Statutes.

Art. 31 Honorary Basis / Reimbursement

The members of the Executive Committee act on an voluntary and 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.

Art. 32 Term of Office

The elected Vice-President shall, upon completion of his term, be elected as President and, upon completion of this term, be elected as Past-President, unless decided differently by the OGA. Each of these terms shall be one year.

The Past-President, during his term, will be the Chairperson of the Stakeholder Council unless decided differently by the Executive Committee.

The Programme Chair, during his term, will be the Chairperson of the Meeting Council unless decided differently by the Executive Committee.

The Secretary will be elected for four years, the last year as Past-Secretary to the next elected Secretary.

The Treasurer will be elected for four years, the first two years as Assistant-Treasurer to the elected Treasurer and the following two years as the Treasurer.

The terms of office of other members of the Executive Committee, as stated in the Internal Rules, shall not be longer than three years per position.

Members of the Executive Committee shall be ineligible for re-election to the same position (e.g. as secretary).

In case of vacancy in the Executive Committee, the Executive Committee itself may elect a new member. The term of this new member shall be until the next OGA.

Art. 33 Meetings

The Executive Committee shall meet as often as required, at least, however, three times a year. One meeting shall take place prior to the OGA.

The President shall convene and chair the meetings. In case the President is prevented from his duties, the Vice-President shall convene and chair the meetings.

At least three members of the Executive Committee together may request the President, or in case he is prevented the Vice-President, to convene a meeting. The members requesting the meeting shall state the reasons for their request. These reasons shall be attached to the agenda.

The invitation shall be sent to the members of the Executive Committee ten days prior to the meeting at the latest, including the agenda.

Art. 34 Resolutions

The Executive Committee may only pass resolutions if a majority of its members are present. The resolutions of the Executive Committee shall be passed by the majority of votes casted. The chairman of the meeting has a casting vote.

Resolutions of the Executive Committee may also be passed by way of circular resolution (in writing), unless a member of the Executive Committee demands that the matter shall be discussed orally. Resolutions may further be passed by way of telephone conference, video conference or any other means of communication whereby all persons participating and attending such meeting in person are able to hear and understand each other, provided that the proposed resolutions have been sent to all members of the Executive Committee in advance and that no member requests that such resolution shall be discussed in a physical meeting.

Art. 35 Committees

The Executive Committee may establish new Committees and dissolve new and existing Committees. The details on the Committees shall be regulated in the Internal Rules.

Chairpersons of Committees shall be elected for a term of no longer than three years. Re-election is not possible.

Chairperson of Committee represents Committee and leads the businesses to achieve the goals and tasks of the Committee as set out in Internal Rules.

Terms, duties and rights of the members are regulated in the Internal Rules.

Art. 36 Councils

The Executive Committee may establish new Councils and dissolve new and existing Councils. The details on the Councils shall be regulated in the Internal Rules.

Member of such Councils are the Chairpersons of Committees as set out in Internal Rules.

Chairpersons of Councils shall be elected for a term of no longer than three years. Re-election is not possible.

Chairperson of Councils represents Council and leads the businesses to achieve the goals and tasks of the Council as set out in Internal Rules.

Terms, duties and rights of the members are regulated in the Internal Rules.

Art. 37 Task Forces

The Executive Committee may delegate part of its tasks to a task force. The Executive Committee defines the mandate and determines the members of such task force. The task force follows its mandate and reports to the Executive Committee.

Administrative Office

Art. 38 Composition and Duties

The Executive Committee may put an Administrative Office in place, which shall be responsible for the fulfilment of the administrative work.

The Executive Committee may employ a single person, a Chief Executive Officer (CEO), who need not be a member of the Society and who is in charge of the daily management of the Society.

The CEO may, upon consultation of the Executive Committee and in accordance with the approved program and budget of the Society, hire administrative staff (who need not be members of the society) to assist with regard to the administrative work. Together they form the Administrative Office.

A detailed description of the duties shall be stipulated in the Internal Rules.

Auditors

Art. 39 Election and Term of Office

The General Assembly may elect auditors.

The auditor is appointed for a term of two years. Its term of office ends on the approval of the last financial statements. Prior resignation and dismissal remain reserved. Re-election is possible.

IV. Financials

Art. 40 Financial Year

The financial year shall be determined by the Executive Committee.

Art. 41 Accounting

The accounts are filed in the business report. This report contains the annual accounts (the financial statements of the individual entity), comprising the balance sheet, the profit and loss account and the notes to the accounts, and shall be prepared according to article 957 ss. CO as well as in conformity with generally accepted accounting principles.

Assets may be allocated with tax exempt institutions pursuing the same or similar purposes.

Art. 42 Resources

The Society derives its resources from:

- a. Fees and contributions provided by members;
- b. Donations, grants, contributions and other payments from members, International Organisations or other third parties;
- c. Its assets.

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

V. Dissolution

Art. 43 Decision and Liquidation

The General Assembly may decide to dissolve the Society by a majority of three-quarter of the members present (personally or represented by a valid proxy), provided that at least 50% of the members is present (personally or represented by a valid proxy).

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

VI. Miscellaneous

Art. 44 Amendment of the Statutes

All or part of the Statutes may be revised at any time by the General Assembly.

Art. 45 Applicable Law

In case the Statutes or the Internal Rules do not regulate certain issues, Swiss law shall apply.

Art. 46 Enforcement

The present Statutes were adopted at the OGA dated [Date] in [Place]. They replace the current and all previous Statutes completely and come into force today.

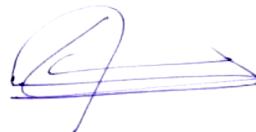
Art. 47 Version

In case the English version of the Statutes contradicts the German version, the German version shall prevail.

Lyon, France, October 2, 2014



President: Philip J Sell, Leicester, UK



Secretary: Everard Munting, Biez, Belgium