



## STATUTES

### of the

## EUROPEAN BONE AND JOINT INFECTION SOCIETY ASSOCIATION

### Chapter I. General Disposition

#### **Article 1**      **Denomination**

1.1                      An association denominated “European Bone and Joint Infection Society” (hereafter the “**Society**” or “**EBJIS**”) is established and it shall be constituted in conformity with Article 60 *et sequentes* of the Swiss Civil Code.

#### **Article 2**      **Language**

English shall be the official language of the Association.

### Chapter II. Purpose and Objectives

#### **Article 3**      **Non Profit-Making purpose, neutrality and independence**

3.1.                      EBJIS is a non-profit organization and does not pursue any commercial goal.

3.2.                      EBJIS is politically neutral and professionally independent.

#### **Article 4**      **Objectives**

The Association objectives are:

- a) To promote the knowledge of all infections affecting the Musculoskeletal System (Bone and Joint Infections)
- b) To promote high quality, prevention, treatment and the development of diagnostic tools of these infections diseases
- c) To enhance education in Bone and Joint Infections
- d) To establish networking between physicians and healthcare and educational institutions

## Chapter III. Membership

### **Article 5**      **Members**

The membership of the Society is composed of Ordinary Members, Emeritus Members and Distinguished Members.

### **Article 6**      **Ordinary Members**

- 6.1 Individuals active clinically or scientifically in the field of Musculoskeletal Infections (Bone and Joint Infections), showing appropriate experience and training in the field, may become Ordinary Members.
- 6.2 The Executive Committee shall confirm that the applicant meets the requirements for membership, with appropriate experience and commitment in the field of Musculoskeletal Infections (Bone and Joint Infections).
- 6.3 If approved, the applicant will be presented to the next General Assembly for approval.
- 6.4 Ordinary Members have the right to vote at the General Assembly.

### **Article 7**      **Emeritus Members**

- 7.1 Ordinary Members may become Emeritus Members only when they cease their professional activities in Bone and Joint Infections.
- 7.2 Ordinary Members must apply in writing to the Executive Committee for approval.
- 7.3 Emeritus Members are exempted from the annual membership fee. They may not become Members of the Executive Committee.
- 7.4 Emeritus Members have the right to vote at the General Assembly.

### **Article 8**      **Distinguished Members**

- 8.1 On the recommendation of the Executive Committee, the title Distinguished Member may be awarded by the General Assembly.
- 8.2 Distinguished Members are exempted from the annual membership fee and the Congress registration fee. They may not become Members of the Executive Committee.
- 8.3 Distinguished Members have the right to vote at the General Assembly.



## **Article 9**

### **Annual Membership Fees**

- 9.1 The Executive Committee will annually recommend the membership fees, which will be adopted after approval by the General Assembly.
- 9.2 Membership fees are not refundable.
- 9.3 Only Ordinary Members are liable to Membership fees.

## **Article 10**

### **Membership Resignation**

- 10.1 Members may spontaneously withdraw their membership by submitting a membership cancellation request, subject to six months' notice, in writing to the Executive Committee. Membership can be cancelled at any time.
- 10.2 All Members who fail to pay their Membership fees for a period of two years, shall be excluded from EBJIS, but can be reinstated if the outstanding fees are paid.

## **Article 11**

### **Membership Exclusion**

The General Assembly, by a majority vote of two-thirds of the attending Members, may exclude any Member who:

- a) behaved against the aims and ethical principles of EBJIS; and/or
- b) behaved without due care or honesty in public or professional life.

## **Chapter IV. Governing Bodies**

## **Article 12**

### **Organs**

EBJIS has the following organs:

- a) The General Assembly
- b) The Executive Committee
- c) The Internal Auditors

## **Article 13**

### **General Assembly**

- 13.1 The General Assembly is the supreme governing body of EBJIS and comprises all Members. The General Assembly shall meet at least once every year, during the EBJIS Annual Meeting (the "**Annual Meeting**").
- 13.2 The invitation to the General Assembly must be sent by the President to all Members not later than six weeks prior to the Annual Meeting, with a description of the agenda.

- 13.3 An Extraordinary Assembly meeting may be convened by the Executive Committee, or will be convened upon written request of at least one fifth of the Members. The invitation to such meeting has to be issued not later than six weeks prior to the meeting.
- 13.4 The General Assembly is chaired by the President or, in case of an impediment, by the Vice-President.

## **Article 14 Role and responsibilities of the General Assembly**

- a) Voting on the nomination of the Executive Committee's Members
- b) Approving new Members
- c) Approving the Budget, the Annual Report and Financial Statements
- d) Approving the Annual Membership fee
- e) Approving changes to the Statutes
- f) Approving the proposed host country for the next EBJIS Annual Meeting
- g) Discharging the Executive Committee's Members
- h) Approving exclusion of Members
- i) Approving dissolution of EBJIS
- j) Electing the Internal Auditors upon proposal of the Executive Committee

## **Article 15 Votes and decision-making process at the General Assembly**

- 15.1 Each Member is entitled to one vote.
- 15.2 Votes are cast by the use of a card system and/ or by electronic system. If the votes are cast by the use of a card system, exceptionally the following objects shall require a vote by secret ballot:
- a) Election of the Executive Committee's Members
  - b) Exclusion of Members
- The voting method shall be decided by the Executive Committee and shall be communicated to the General Assembly together with the invitation and the agenda
- 15.3 At the request of at least one Member, the President may decide that other issues may be voted by secret ballot.
- 15.4 The decisions of the General Assembly are taken by a simple majority (the proposal/candidate with the greatest number of votes cast in its favor is adopted/elected) of votes of the Members attending the General Assembly at



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the moment of the vote, unless provided otherwise in the Statutes. Blank ballots as well as abstentions shall be disregarded when calculating the simple majority.

In case of a tie, the President shall have a casting vote.

## **Article 16**      **Executive Committee**

16.1      The Executive Committee, elected from the Ordinary Members, comprises seven Members:

- a) The President
- b) The Vice-President
- c) The Immediate Past President
- d) The Secretary General
- e) The Treasurer
- f) Two other Members

16.2      The Members of the Executive Committee are elected for a period of two years and shall be eligible for re-election twice consecutively. The Vice-President, after two years term, ex officio, becomes the President for the following two years and then Past-President for two years.

16.3      When Executive Committee's Members resign during their term of office, the Executive Committee may co-opt a new member, to serve for the remaining period, until the next General Assembly. The vacated Executive Committee position will then be available for election at the next Annual Meeting.

## **Article 17**      **Election Process**

17.1      Vacancies on the Executive Committee may only be filled by Ordinary Members. Any Ordinary Member can apply as a candidate for a vacant position.

17.2      Applications shall be opened through the communication to the Members when calling the General Assembly, not later than 6 weeks before the Annual Meeting. Applications shall be submitted no later than 1 week before the Annual Meeting.

## **Article 18**      **Role and Responsibilities of the Executive Committee**

18.1      The Executive Committee shall meet at least once per year, upon invitation of the President or Secretary General.

18.2      The Executive Committee is chaired by the President or, in case of an impediment, by the Vice-President.

- 18.3 The Executive Committee responsibilities are as follows:
- a) Preparing Ordinary and Extraordinary General Assembly meetings
  - b) Proposing new Members for approval to the General Assembly
  - c) Co-opting new Executive Committee's Members as temporary replacements for Executive Committee's Members who have resigned during their term of office
  - d) Proposing to the General Assembly the host country offers for the next Annual Meeting
  - e) Concluding the Scientific Programme
  - f) Preparing and approving the Budget, the Annual Report and Financial Statements of EBJIS
  - g) Submitting the Budget, the Annual Report and the Financial Statement to the General Assembly for approval
  - h) Deciding on the initiation of New Committees
  - i) Proposing two Internal Auditors which are not Members of the Executive Committee
  - j) Choosing the Professional Congress Organizer
  - k) Proposing Statutes changes to the General Assembly
  - l) Representing EBJIS externally
  - m) Conducting EBJIS' ordinary business
  - n) Approving EBJIS's Projects
- 18.4 The Executive Committee decisions are made by a simple majority of votes of the attending Members, as well by electronic means or/ and teleconference.
- 18.5 The Members of the Executive Committee shall not receive any remuneration from EBJIS. They can be reimbursed for the actual expenses incurred on behalf of EBJIS. These expenses are reimbursed upon the presentation of the original receipts. Only expenses incurred on business agreed in advance by the Executive Committee can be reimbursed.

## **Article 19**

### **Advisory Members to the Executive Committee**

- 19.1 Advisory Members are co-opted by the Executive Committee for specific projects of EBJIS. The duration of their appointment is determined in each case by the Executive Committee.
- 19.2 Advisory Members may attend meetings and should be kept informed of the activity of the Executive Committee. They do not have voting rights on Committee decisions but may contribute to discussions and give advice on specific projects within their expertise.

## **Chapter V. Finances, Auditing, Revenues and Liability**



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## **Article 20**

### **Financial Statements**

20.1

The Fiscal year coincides with the Calendar year.

20.2

The Executive Committee, through its Treasurer, will present to the General Assembly the Financial Statements for approval.

## **Article 21**

### **Internal Auditors**

21.1

The General Assembly elects two Members as Internal Auditors to audit the EBJIS' annual Financial Statement. Current Members of the Executive Committee cannot be Auditors.

21.2

The Internal Auditors are appointed for a two years term and can be re-elected twice consecutively.

21.3

The Treasurer shall provide not later than 6 weeks prior to the EBJIS Annual Meeting, the Financial Statements to the Internal Auditors.

21.4

The Internal Auditors shall submit their review in writing to the Executive Committee and report to the General Assembly.

## **Article 22**

### **Revenues**

The Society's revenues shall derive solely from Membership fees, donations, Congress revenues or other educational events, publication and legacies. The revenues shall be used solely in furtherance of the purposes the Society.

## **Article 23**

### **Liability**

The liability of EBJIS is limited to its own assets and Members are not personally responsible for the debts of EBJIS.

## **Chapter VI. Miscellaneous**

## **Article 24**

### **Members projects**

Members may submit to the Executive Committee, in writing, any request for project funding, not later than 6 weeks before the planned implementation of the project. After reviewing the project, the Executive Committee may approve a dedicated budget for the project implementation.

## **Article 25**

### **Annual Meetings**



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The Society shall hold at least one ordinary meeting of the General Assembly every year at such a place as shall be decided two years in advance by the General Assembly.

### **Article 26**      **Amendment to the Statutes**

Any amendment of the Statutes shall be proposed by the Executive Committee and be accepted by the General Assembly by a two-third majority vote of the Members attending the Annual Meeting. Proposed changes shall be submitted to the Members in advance of Annual Meeting together with the invitation as contemplated in Article 13.3.

### **Article 27**      **Dissolution of the Society**

27.1      The dissolution of the Society may be declared upon a resolution passed by a two-thirds majority vote of the Members attending the General Assembly meeting.

27.2      In case of dissolution, the remaining assets of the Society shall be given or transferred to a charitable Institution with a similar purpose and shall not be returned to either its founders or the Members. Such Institutions should be European, domiciled, registered and tax exempted in Switzerland.

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The Statutes amendments were approved by the Members attending the Virtual General Assembly meeting on 9 September 2020. They replace all the previous Statutes and are in effect as from 9 September 2020.