

# Articles of the IBRA

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## I. | NAME, DOMICILE, PURPOSE

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### ARTICLE 1 Name, Domicile

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Under the name of “IBRA, International Bone Research Association” (for short IBRA) there is an Association pursuant to these Articles of Association and Art. 60 et seq. of the Swiss Civil Code. The domicile of the Association is in Basel, Switzerland.

### ARTICLE 2 Purpose

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The objectives of the IBRA are the promotion and dissemination of knowledge about bone and soft tissue surgery or engineering of the musculoskeletal system concerned with treatment and rehabilitation of the congenital and acquired pathologic conditions of specific body parts. The scope includes also technical development and surgical procedures, education and training as well as research.

The Association has solely charitable objectives and is politically and denominationally neutral. The official language of the IBRA is English.

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## II. | MEMBERSHIP

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### ARTICLE 3 General prerequisite

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Natural persons with relevant qualifications and with interest in participating in all aspects of the IBRA Community can be admitted as members of the IBRA.

### ARTICLE 4 Categories of membership

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The following categories of membership are distinguished:

- a. Members;
- b. Honorary members.

### ARTICLE 5 Requirements for IBRA Membership

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Membership is open to professionals with an expressed interest in any facet of bone and soft tissue surgery of the musculoskeletal system and who wish to participate in the IBRA and abide by its principles and obligations. Membership is registered internationally with the IBRA Administration Office in Basel.

A new IBRA member has to be nominated by a current IBRA member and supported by two current IBRA members. All three will write letters of nomination and/or support to the Board of Directors. A current curriculum vitae of the candidate must accompany the nomination letter. The Board of Directors of the IBRA will review all nominations at least once annually.

### ARTICLE 6 Reversion, resignation and expulsion

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The membership is cancelled:

- a. By the resignation of a member. The IBRA Administration Office must be notified of this resignation in writing. Dues for the running year in which the resignation was declared remain owed.
- b. By expulsion. Members who act against the interests of the IBRA or demonstrate behaviour unbecoming a colleague or violate the Articles of the Association can be expelled by the Board of Directors. The expulsion can take place without disclosure of the reason therefore. If dues have not been paid for two consecutive years, the membership is automatically cancelled. Non-payment of dues is sufficient grounds for expulsion.

### ARTICLE 7 Rights and obligations of members

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Members and honorary members have the following rights and obligations:

- a. The principles of treatment established by the IBRA are to be respected by members.
- b. Members commit themselves to a friendly and loyal spirit among colleagues.
- c. The progress achieved in bone and soft tissue surgery of the musculoskeletal system by individual members in practical or scientific fields should be made available to all members of the IBRA. The members endeavour to support one another as much as possible.

- d. Members are to pay the agreed dues within the time period set by the Board of Directors. Honorary members are exempted from due contributions.
- e. Members are to attend meetings, section meetings, IBRA annual meetings and symposia whenever possible.
- f. Members and honorary members, possess voting rights and have the right to submit motions at the General Assembly.
- g. Members who are active in the Board of Directors, a committee or subcommittee must agree that the intellectual property rights relating to ideas exchanged at meetings of such committees belong to Medartis.
- h. Members are offered to participate and collaborate in clinical trials
- i. Members are offered access to advanced training & education courses
- k. Members have access to a forum for debate and dialogue for current questions among surgeons and scientists

### **III. | ORGANISATION OF THE ASSOCIATION**

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The organisation includes the two divisions Head and Limbs & Spine.

#### **ARTICLE 8 Executive Organs**

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The executive organs of the Association are:

- a. The General Assembly;
- b. The Board of Directors;
- c. The Auditors.

#### **a. | THE GENERAL ASSEMBLY**

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#### **ARTICLE 9 Powers of the General Assembly**

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The General Assembly is the highest body of the Association. The General Assembly is constituted of the members, and honorary members. The General Assembly has the following powers:

1. to approve the Annual Report of the president and the annual financial statements (including profit and loss statement as well as balance sheet);
2. to discharge the members of the Board of Directors;
3. to fix the annual dues and admission fees for members;
4. to elect and recall the President nominated by the Board of Directors;
5. to elect and recall the President-elect and up to 7 Board members nominated by the Board of Directors;
6. to elect and recall the Auditors;
7. to adopt and amend the Articles of the Association;
8. to pass resolutions regarding issues which are reserved for the General Assembly by law or the Articles of Association or submitted by the Board of Directors;
9. to dissolve the Association.

#### **ARTICLE 10 Ordinary and extraordinary General Assembly**

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The ordinary General Assembly convenes every year on the occasion of the annual meeting of the members of the IBRA. An extraordinary General Assembly is summoned either by the Board of Directors or based upon a motion submitted by one fifth of the members or based upon a motion submitted by the Auditors.

The Board of Directors is required to convene an extraordinary General Assembly within 60 days after such a motion has been submitted.

#### **ARTICLE 11 Convening of the General Assembly**

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To convene the General Assembly a written notification including the agenda is sent out by the Board of Directors with an advance notice of at least 28 days.

#### **ARTICLE 12 Organisation of the General Assembly**

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The General Assembly is presided by the President, and in his absence, by the Past President or President-elect

or another member of the Board of Directors. Minutes must be kept on the sessions of the General Assembly, which shall be signed by the President and the author of the minutes.

#### ARTICLE 13 Resolutions of the General Assembly

The ordinary and extraordinary General Assemblies are deemed duly constituted regardless of the number of members being present. Decisions and elections at the General Assembly are determined by a simple majority of the votes recorded. In the case of a tie vote the vote of the President decides. To adopt and amend the Articles of the Association and for the dissolution of the Association a two-thirds majority of the cast votes is required.

Decisions and elections are generally taken by a show of hands. A secret ballot can be requested by a minimum of 10 members.

### b. | THE BOARD OF DIRECTORS

#### ARTICLE 14 Composition of the Board of Directors

The Board of Directors consists of:

- a. the President;
- b. the Past President;
- c. the President-elect;
- d. 4 members at large;
- e. the chairmen of the two divisions;
- f. max. 2 persons representing Medartis AG (hereinafter "Medartis").

#### ARTICLE 15 Election and appointment of the Board of Directors

The President, the President-elect and up to seven members are nominated by the Board of Directors and elected by the General Assembly. The two members representing the Board of Directors and the Management of Medartis are appointed by Medartis. Only members can be members of the Board of Directors with the exception of the appointees of Medartis. All members have the right to vote.

The members of the Board of Directors are elected for a term of three years; they may be re-elected for one additional term of office (max six years); no term limitation applies to the representatives of Medartis. The President continues after three years of office for two years as Past President.

#### ARTICLE 16 Powers of the Board of Directors

The Board of Directors is entrusted with the direction of the Association as well as with the supervision of the IBRA Administration Office.

The duties of the Board of Directors include in particular:

1. to ultimately manage the Association and issue the necessary directives and regulations;
2. to determine the organisation of the Association, in particular the organisation of the IBRA Administration Office, within the framework as defined by the Articles of Association;
3. to define and formulate the strategies for research, development and education as well as the scope of the activities;
4. to approve the annual financial statements and budget;
5. to approve new members;
6. to recruit and elect the committee members and nominate the different officers of the IBRA, including President and President-Elect, as provided by the Articles of Association;
7. to appoint and recall the persons entrusted with the management of the IBRA Administration Office and to grant signatory power;
8. to allocate funds to the Research (not yet established), Education and Development Committees;
9. to approve the annual budgets of the Committees and the IBRA Administration Office;
10. the overall handling of all matters of the Association as far as they do not fall into the competence of the General Assembly;
11. to nominate Core Groups at any time.

The President, the Past President or the President-elect have signatory power collectively with another member of the Board of Directors.

The Board of Directors is empowered to delegate certain powers and responsibilities to its president, to one or several members of the Board of Directors, to ad-hoc committees, to the management of the IBRA Administration Office by enacting appropriate regulations and/or directives. All regulations, guidelines and handbooks and so forth issued and or amended by committees are to be approved by the Board of Directors.

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#### ARTICLE 17 **Organisation of the Board of Directors**

The Board of Directors meets as often as business requires, at least twice per year. The meetings are called by invitation of the President, and in his absence, of the Past President or President-elect, or when one member of the Board asks for a meeting. The agenda for the meeting is to be announced in writing at least 10 days before the meeting. All necessary supplementary material to the agenda should be submitted at the same time.

Decisions of the Board of Directors are taken by the absolute majority of the members present. It is duly constituted when the majority of its members are present. In case of a tie, the President has the final ballot. The Board of Directors can pass decisions and resolutions by means of circulation (letter, fax, telegram, email, etc) by a majority of its members, unless a member demands an oral discussion. Minutes of the decisions and resolutions of the Board of Directors are to be kept.

A delegate of the IBRA Administration Office participates in the meetings of the Board of Directors without the right to vote.

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#### ARTICLE 18 **Remuneration of the members of the Board of Directors**

The members of the Board of Directors are entitled to reimbursement of their expenses incurred in the interest of the Association and to compensation corresponding to their activities, as determined by the Board of Directors itself.

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#### ARTICLE 19 **Officers**

The officers of the IBRA include the President, the Past President and the President-elect. The office of President-elect is nominated by the Board of Directors and voted on by the General Assembly one year before election of the President. Upon approval by the General Assembly, the President-elect assumes the position of President. The President assumes the position of Past President following his/her term of office. The Past President serves for another two years on the Board of Directors. The Past President and President-elect cannot serve at the same time. In the absence of the President, he/she is replaced by the Past President or the President-elect, as the case may be.

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#### ARTICLE 20 **Powers and duties of the President**

The President has the following duties and powers:

1. to call meetings of the General Assembly and Board of Directors;
2. to set the agenda and request reports for all meetings of the General Assembly and Board of Directors;
3. to preside all meetings of the General Assembly and Board of Directors;
4. to cast a vote on resolutions of the General Assembly and Board of Directors only in case of a tie vote (tiebreaker);
5. to charge tasks to committees through their Chairpersons;
6. to serve as official IBRA spokesperson to external persons/groups;
7. to serve as official IBRA spokesperson at IBRA Congresses if appropriate.

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### **c. | THE AUDITORS**

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#### ARTICLE 21 **Election of the Auditors and their duties**

The General Assembly shall elect one or several independent persons as Auditors. Legal entities and auditing companies may be elected as Auditors. The tenure shall be one year; re-election is possible.

The Auditors shall examine the books of account and the financial statements in accordance with the law and present a written report and motion to the attention of the General Assembly on the result of their examination.

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**IV. | COMMITTEES**

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The committees Research, Education and Development can be central committees as well as committees within the divisions Head, Limbs & Spine. A committee member can engage in maximum two committees.

**a. | RESEARCH COMMITTEE**

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**ARTICLE 22 Composition of the Research Committee**

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The Research Committee consists of up to nine members: one chairman, up to seven members and one person representing Medartis. The chairman and the committee members are appointed by the Board of Directors. One committee member is appointed by Medartis. They are elected for staggered terms of three years and may be re-elected for one additional term of office (maximum 6 years). No term limitation applies to the representative of Medartis.

**ARTICLE 23 Tasks of the Research Committee**

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The tasks of the Research Committee are:

- a. to evaluate grant applications and allocate grants;
- b. to supervise research awards and prizes;
- c. to submit an annual report and budget to the Board of Directors;
- d. to handle the regulations concerning intellectual property rights of research results.

The Research Committee collaborates very closely with Medartis. The orientation of research activities will be discussed in joint meetings between Board of Directors and commissions.

**b. | EDUCATION COMMITTEE**

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**ARTICLE 24 Composition of the Education Committee**

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The Education Committee consists of up to nine members: one chairman, up to seven members and one person representing Medartis. Additional members can be added at the discretion of the Board of Directors. The chairman and the committee members are appointed by the Board of Directors. One committee member is appointed by Medartis. They are elected for staggered terms of three years and may be re-elected for one additional term of office (maximum 6 years). No term limitation applies to the representative of Medartis.

**ARTICLE 25 Tasks of the Education Committee**

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The purpose of the Education Committee is to coordinate education and to spread the knowledge about the fundamental principles and the latest knowledge from research and development on the Medartis products as well as in bone and soft tissue surgery of the musculoskeletal system.

The Education Committee collaborates very closely with Medartis. This collaboration is based upon a detailed agreement between both partners.

The Education Committee annually submits a report and budget to the Board of Directors.

**c. | DEVELOPMENT COMMITTEE**

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**ARTICLE 26 Composition of The Development Committee**

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The Development Committee consists of up to nine members: one chairman, up to seven members and one person representing Medartis. Medartis has the first right to nominate the chairman. All other members are elected by the Board of Directors. They are elected for staggered terms of three years and may be re-elected for one additional term of office (maximum 6 years). No term limitation applies to the representative of Medartis.

**ARTICLE 27 Tasks of the Development Committee**

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The tasks of the Development Committee are

- a. to incorporate ideas from clinical practice;

- b. to provide an impetus to development work;
- c. to participate in project and development plans;
- d. to recommend sites for carrying out clinical trials;
- e. to approve and release Medartis products; to submit an annual report and budget to the Board of Directors.

The Development Committee may, whenever it is found necessary, together with Medartis, establish project groups.

The Development Committee collaborates closely with the Development group of Medartis.

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## **V. | IBRA ADMINISTRATION OFFICE**

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### **ARTICLE 28 IBRA Administration Office and its duties**

The IBRA Administration Office is a service and coordination office for the IBRA and its bodies.

The Board of Directors appoints the members of the IBRA Administration Office and grants the signatory power. Their task is to assure the effective organisation and administration of all IBRA activities in order to support the implementation of the goals, objectives, policies and procedures of the IBRA. The IBRA Administration Office also acts as the interface to Medartis.

The Board of Directors might define the organisation and competences of the IBRA Administration Office by enacting an IBRA Administration Office Regulations Handbook.

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## **VI. | NATIONAL AND REGIONAL SECTIONS**

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### **ARTICLE 29 Purpose and composition of national and regional sections**

For purposes of educational training and exchange of knowledge the Board of Directors might take the initiative to establish national or regional sections, provided that the market activity in the country or region in question warrants such.

These national and regional sections comprise members. The appointed chairman, who is responsible for upholding the goals, purposes and constitution of the IBRA, reports regularly to the Board of Directors regarding the activities taking place, the IBRA Administration Office acts as liaison officer between the sections and the Board of Directors. The sections are not allowed to enact their own constitution but may according to size of the section form their own local education committee. Each section appoints an IBRA Education Delegate for educational affairs.

The chairman is responsible for stimulating local professionals with an expressed interest in any facet of bone and soft tissue surgery of the musculoskeletal system to become members and is responsible for the local acceptance of such professionals as members.

The sections are together with the local Medartis representative responsible for educational activities. They are to be arranged in agreement with the central education committee and its guidelines. The sections are to receive financial support from the Association. The size of the support is decided by the Board of Directors on an annually basis and based upon application from the section.

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## **VII. | FINANCES**

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### **ARTICLE 30**

All personal liability of the members and fellows for obligations of the IBRA is excluded. Only the assets of the IBRA are liable for its obligations.

The funds of the IBRA is based upon membership dues, donations, income from IBRA activities, and yields from the Association's Assets.

Retired and expelled members have no claim to the Association assets.

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**VIII. | ASSOCIATION YEAR**

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**ARTICLE 31**

The association year corresponds to the calendar year.

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**IX. | LIQUIDATION**

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**ARTICLE 32**

If the liquidation of the association is decided, then the members of the Board of Directors act as liquidators. A liquidation surplus is to be allocated to another non-profit organization of a similar purpose.

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**X. | SUNDRIES**

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**ARTICLE 33**

Moreover, the articles 60 and following of the Swiss Civil Code are valid. Thus decided by the inaugural meeting of September 25, 2004.

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Basel, 4 March 2005, Revision of articles (circular decision)

Basel, 11 May, 2007, Revision of articles (IBRA General Assembly)