

STATUTES OF THE ASSOCIATION

EUROPEAN PAEDIATRIC ORTHOPEDIC SOCIETY (EPOS)

Chapter I. General Disposition

Article 1 Name and the seat

- 1.1** Founded at the Hôpital Bretonneau on 13 March 1982, the "European Paediatric Orthopaedic Society" (hereinafter "**EPOS**") is association within the meaning of Articles 60 et seq. of the Swiss Civil Code ("CC")
- 1.2** The legal seat of EPOS is in the Canton of Vaud, Switzerland.
- 1.3** EPOS is established for an indefinite period of time.

Article 2 Language

- 2.1** English shall be the official language of the EPOS

Chapter II. Purpose and Objectives

Article 3 Non-profit making purposes

- 3.1** EPOS is a non-profit organization and has no profit purposes.

Article 4 Objectives

- 4.1** EPOS's objective shall be:
 - To advance all aspects of Children's Orthopaedics, particularly in the fields of clinical practice, scientific research and education, and
 - To enhance the care of children.

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Chapter III. Membership

Article 5 Membership

- 5.1** EPOS membership is a privilege for those qualified in paediatric orthopaedic surgery, or who have contributed significantly to the development of this specialty.
- 5.2** The membership of EPOS is composed of Active, Corresponding, Associate, Candidate, Emeritus and Honorary Members (together, the "Members").
- 5.3** The EPOS membership runs from 01 January to 31 December of each year. If you are joining partway through the year, you will be charged the full annual membership amount.

Article 6 Membership Categories and application procedure

- 6.1 Active Membership:** Shall be considered for active membership those candidates who contribute to paediatric orthopaedic surgery in the fields of clinical practice, research or education. Active Members must reside and work in a country, which is listed in annex to these Statutes. Election to active membership is subject to approval by the Executive Committee. All new members are presented annually, for information, to the General Assembly. Each Active Member has full voting rights at the General Assembly. Active Members shall pay normal membership dues. A person is deemed to be a member from the day on which their membership dues have been paid.
- 6.2 Corresponding Membership:** Corresponding membership is open to paediatric orthopaedic surgeons, who do not reside in any of the countries listed in annex to these statutes. Corresponding Members should have made significant contributions to paediatric orthopaedics. Election to corresponding membership is subject to approval by the Executive Committee. All new members are presented annually, for information, to the General Assembly. Each Corresponding Member shall pay the normal membership dues and is entitled to vote. Corresponding Members are however not eligible for Executive Committee election. A person is deemed to be a member from the day on which their membership dues have been paid.
- 6.3 Associate Membership:** Associate membership is open to applicants who are not paediatric orthopaedic surgeons. These Members shall make a significant contribution to paediatric musculoskeletal diseases in clinical, research or teaching fields. Election to Associate membership is subject to approval by Executive Committee. All new members are presented annually, for information, to the General Assembly. Associate Members shall pay the normal membership dues and are entitled to vote. Associate Members are however not eligible for Executive Committee election. A

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person is deemed to be a member from the day on which their membership dues have been paid.

6.4 Candidate Membership: Candidate membership is open to individuals who are still in training and / or not qualified in paediatric orthopaedic surgery according to the relevant rules of their own country, whether or not their country is listed in annex to these Statutes. by the Executive Committee. All new members are presented annually, for information, to the General Assembly. Candidate Members shall pay a reduced membership fee (50% of the active membership fee). They have no voting rights and are not eligible for Executive Committee election. The duration of Candidate membership is limited to five years. On completion of their training or after the initial five years period at the latest, a candidate member is automatically becoming an Active or Corresponding member of EPOS. The new fee applies as of 01 January of the year following the transfer to the new membership category. A person is deemed to be a member from the day on which their membership dues have been paid.

6.5 Emeritus Membership: At the age of 65 years Active and Corresponding Members are eligible for Emeritus status. A Member may request transfer to Emeritus membership in case of retirement or illness. Emeritus Members shall be exempted from paying the membership dues, however shall continue to receive EPOS's information. They are entitled to vote at the General Assembly. They are however not eligible for Executive Committee election.

6.6 Honorary Membership: Recommendations for Honorary membership shall be made to the Executive Committee. Five Members should support the application for Honorary membership. Honorary Members will be chosen from Active, Corresponding or Emeritus Members of EPOS and internationally recognized personalities who have given distinguished service to paediatric orthopaedic surgery. Honorary Members shall be elected by the General Assembly. They are entitled to vote at the General Assembly, but shall be exempted from paying the membership dues. They are not eligible for Executive Committee election, unless they are Active Members.

6.7 Membership application for EPOS trilogy graduates

Attendees who will have completed the BAT trilogy will be eligible for EPOS Active, Corresponding or Associate membership depending on their qualification upon their request.

The President of EPOS or the Chairman of the EPOS Educational Committee will automatically sponsor their applications and there is no need to provide additional sponsor letters.

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Article 7 Membership fees

7.1 The Treasurer, upon Executive Committee approval, will recommend the membership dues, which shall be approved by the General Assembly.

7.2 All dues shall be paid in Euros.

Article 8 Membership termination

8.1 Membership in EPOS may be terminated:

- by the death of a Member
- by resignation of a Member
- due to unethical conduct of a Member
- if a Member fails to pay his/her dues for two consecutive years

Chapter IV. Governing Bodies

Article 9 Organs

EPOS has the following organs:

- General Assembly
- Executive Committee
- Other Committees
- Internal Auditors

Chapter V. The General Assembly

Article 10 General Assembly

10.1 The General Assembly is the supreme authority of EPOS and is composed of all Members of EPOS. It shall be held during each Annual meeting of EPOS.

10.2 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.

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10.3 The General Assembly shall receive the annual report of the President, the Secretary General and the Treasurer together with the reports of the individual Committees.

Article 11 Roles and responsibilities of the General Assembly

The General Assembly delegates to the Executive Committee the power to administer and represent the Association. The General Assembly remains with the following inalienable powers:

- Approving the nomination of the Executive Committee members
- Approving the nomination of the Internal Auditor members
- Discharging Executive Committee members and Internal Auditor members
- Proposing and electing the Nomination Committee members
- Approving any modifications of the powers of the Executive Committee
- Approving the exclusion of the exclusion of Members for any reason, in addition to those mentioned in Article 8.1 of the EPOS bylaws
- Approving the financial statements
- Approving EPOS Annual meeting destinations
- Approving statutory changes
- Approving EPOS dissolution

Article 12 Votes and decision-making process

12.1 Only Members entitled to vote who are present in person at the General Assembly shall constitute the Quorum. Members may not be represented.

12.2 Twenty-five Members entitled to vote shall constitute a minimum quorum.

12.3 Active, Corresponding, Associate, Emeritus and Honorary Members may vote in the General Assembly. Candidate Members have no vote. No proxy votes are authorized.

12.4 Unless otherwise contemplated in these Statutes, decisions and elections shall be 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 the moment of the vote and voting. In case of a tie, the President shall have a casting vote.

12.5 Abstentions and invalid votes shall not be taken into account for majority purposes.

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12.6 Votes are cast by electronic system, unless decided otherwise by the President at the beginning of the General Assembly.

Article 13 Annual meetings

13.1 The Annual meeting shall be held each year in one of countries listed in the annex to these Statutes. The Annual meeting cannot take place in the same country twice in a row.

13.2 The Annual meeting may be organized in co-operation with other International Societies of Paediatric Orthopaedics, however such organization should occur no more frequently than on alternate years. The conditions and financial arrangements for such combined meetings shall be negotiated with the appropriate Society.

Chapter VI. The Executive Committee

Article 14 Executive Committee

14.1 The Executive Committee shall be the executive body of EPOS. The daily affairs of EPOS shall be managed by the Executive Committee.

14.2 The Executive Committee shall consist of eleven eligible Members.

14.3 Candidate members for position of the Executive Committee are selected and proposed by Nomination Committee (NC) as per article 22.1 below. The selection of candidates is submitted to the Executive Committee for approval, before being elected by the General Assembly.

14.4 The Executive Committee shall be composed of six Officers and five Councillors.

14.5 The Officers shall be the President, the Vice President, the Second Vice President, the Past President, the Secretary General and the Treasurer.

14.6 In case of vacancy, because of death, resignation or other inability to act, the vacancy shall be filled temporarily by an acting-Member, appointed by the Executive Committee. The acting-Member will serve until the next meeting of the General Assembly when a new election takes place based on the Nomination Committee's recommendations.

14.7 While re-election to the Executive Committee is possible, candidates for the Executive Committee position may only be reconsidered when they have been off the Executive Committee for at least one year.

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Article 15 Officers

15.1 President, Vice-President, Second Vice- President and Past President: The President shall be elected as President-Elect two years before his term of office as President. Following election as President-Elect, he/she shall serve as Second Vice

President for one year, Vice President for one year, President for one year and Past President for one year. If the President is absent, the Vice President shall act on his/her behalf.

15.2 The Secretary General: The elected person should be elected one year prior to taking up office. In this proleptic year, he/she may attend as an observer at the Executive Committee immediately prior to his/her appointment. The Secretary General's term of office shall be of a minimum of 3 years but may be extended for one further year at the wish of the General Assembly.

15.3 The Treasurer: He/she should be elected one year prior to taking up office. In this proleptic year, the Treasurer may attend as an observer at the Executive Committee immediately prior to his/her appointment. The Treasurer's term of office shall be for a minimum of 3 years with the possibility of renewal for one further year subject to the approval of the General Assembly. The Treasurer shall receive all dues and income on behalf of EPOS and publish an annual financial report. The financial report shall be approved by the Internal Auditor before the Annual meeting.

Article 16 Councilors

16.1 Each should be elected for a 3-year period.

16.2 Each Councilor will be allotted specific responsibilities to include representation upon and co-ordination of the following: the Scientific Committee, the Reading Committee, the Education Committee, the Membership Committee, the Communication Committee, together with such other Committees as may be created.

16.3 One Councilor will take responsibility for editing EPOS news.

16.4 One of the five Councilors should represent younger EPOS surgeons: this Councilor shall be under 40 years old at appointment.

Article 17 Role and Organization of the Executive Committee

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17.1 The Executive Committee represents EPOS externally. The President alone or together with the Vice-President and Second Vice-President may act on behalf of EPOS.

17.2 The Executive Committee shall meet at least twice a year upon invitation from the President or Vice-President. The Executive Committee shall meet physically at least once per year. Executive Committee members may validly participate in a meeting of the Executive Committee by video or telephone conference or any other form of communications equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.

17.3 An Executive Committee member may not appoint an alternate Executive Committee member or third party to act on his or her behalf at Executive Committee meetings.

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

17.5 The EPOS Executive Committee shall not receive remuneration from EPOS. They can be reimbursed only for the actual expenses incurred on behalf of EPOS.

Article 18: Decision Making

18.1 Each Executive Committee member shall have one vote.

18.2 Decisions are taken by a simple majority of all votes expressed, as long as the present Statutes or other internal regulations of EPOS do not contemplate a different majority. Abstentions and invalid votes are not taken into consideration for majority purposes.

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

18.4 Decisions may also validly be taken by written resolution. In such a case, each Executive Committee member receives the proposal subject to decision by email, and each member shall vote by email.

18.5 Executive Committee meetings and decisions will be recorded in the minutes of the Executive Committee.

Article 19. The Executive Committee responsibilities are as follows:

The Executive Committee is responsible for the general administration and representation of the Association. In particular, the Executive Committee shall:

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- Be in charge of the administration and finances of EPOS,
 - Prepare the General Assembly and submit to the General Assembly the place, date and agenda of the General Assembly meeting,
 - Approve new members and membership modifications proposed by the Membership Committee, and present the new members annually at the General Assembly,
 - Co-opt new Executive Committee's members as temporary replacements,
 - Introduce to the General Assembly the host country proposals for the next Annual meeting,
 - Propose to the General Assembly the Internal Auditor,
 - Choose the Professional Congress Organizer,
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- Propose statutory changes to the General Assembly,
 - Propose and approve the Committees set up
 - Ensure that Members maintain ethical standards and are dedicated to the pursuit of optimal care for their patients
 - Propose to the General Assembly for exclusion, any Member who fails to satisfy the ethical standards and who fails to attend meetings at least once every three years or who fails to settle dues for two consecutive years.

Article 20 Advisory members

Advisory members are appointed by the Executive Committee for specific projects and may attend the Executive Committee meetings without voting rights. Advisory members are, notably:

- Historians,
- Editors-in-Chiefs of Journal of Children's Orthopaedics,
- Chairs of Scientific and Reading Committees,
- Other attendees, such as for instance financial advisers or accountants, may be asked to serve as Advisor on the Executive Committee for a specific duration of time

Chapter VII. Other Committees

Article 21 Committees

21.1 In addition to the Nomination Committee (see below Article 22), standing Committees of EPOS shall include:

- Membership Committee
- International Relations Committee
- Education Committee
- Communications Committee
- Scientific Committee

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21.2 Each Standing Committee shall have an elected member of the Executive Committee represented upon it.

21.3 Each Standing Committee shall be ruled and governed by its internal guidelines, approved by the Executive Committee.

21.4 New Standing Committees can be set up upon proposal and approval of the Executive Committee.

Article 22 Nomination Committee

22.1 The Nomination Committee shall prepare a list of nominees for each vacant Executive Committee position every year. The Nomination Committee shall also propose candidates for Internal Audit positions. At least one month prior to the General Assembly meeting, the Nomination Committee shall present the list of recommended nominees to the EPOS Members.

22.2 The Nomination Committee consists of six members, one of which shall act as Chairman. The Nomination Committee candidates shall be proposed among the Members attending General Assembly meeting. The five members of the Nomination Committee cannot be members of the Executive Committee. One of the Past Presidents of EPOS not sitting on the Executive Committee shall be appointed by the Executive Committee and approved by the General Assembly as Chairman of the Nomination Committee.

22.3 They shall be elected by the General Assembly, for a one-year term, non-renewable. If there is a tie, a second vote will take place between the tied candidates.

Chapter VIII. Finance, Auditing, Revenues and Liability

Article 23 Finance

23.1 The accounting year begins on January 1st.

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

Article 24 Internal Auditor(s)

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24.1 An Internal Auditor shall be proposed by the Nomination Committee, selected by the Executive Committee and approved by the General Assembly. The Auditor shall review the Financial Statements and ensure that EPOS's affairs have been managed with probity. Current members of the Executive Committee and Committee Chairs cannot be Auditors.

24.2 The Internal Auditor is appointed for a two-year term and can be re-elected for another two years.

Article 25 Revenues

The resources of EPOS shall derive from the membership dues, education activities, surplus from the Annual meetings, legacies or gifts as may be offered from individuals or representative organizations. The revenues shall be used solely in furtherance of EPOS goals.

Article 26 Liability

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

Chapter IX Miscellaneous

Article 27 Statutes modification

27.1 Any proposals to modify the Statutes shall be circulated to all Members at least two months before the General Assembly. The approval of two-thirds of the Members attending the General Assembly at the moment of the vote is necessary to allow Statutes' modifications. Abstentions and invalid votes shall not be taken into account for majority purposes.

Article 28 Dissolution

28.1 The approval of two-thirds of the Members attending the General Assembly at the moment of the vote is necessary to decide on the dissolution of EPOS. Abstentions and invalid votes shall not be taken into account for majority purposes.

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In case of dissolution, the remaining assets of EPOS shall be given or transferred to a non - profit association with a similar purpose and shall not be returned to either its founders or the Members.

28.2 Such organizations should be domiciled, registered and tax exempted in Switzerland.

Article 29 Final Provisions

29.1 The matters not governed by these Statutes are governed by generally applicable law.

29.2 These Statutes were approved by the virtual General Assembly of 09 May 2020.

29.3 The Statutes are executed in French and English version. In case of any discrepancies between them, the French version of the Statutes shall prevail.

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ANNEX to the Statutes of European Paediatric Orthopedic Society

List of countries approved during the EPOS General Assembly on 12th April 2008, in Warsaw, Poland

Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia-Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Italy, Kazakhstan, Kosovo, Latvia, Lichtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldova, Monaco, Montenegro, Norway, Poland, Portugal, Romania, Russia, San Marino, Serbia, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, The Netherlands, Turkey, Ukraine, United Kingdom and Vatican city state.

Algeria, Egypt, Israel, Lebanon, Libya, Morocco, Palestine, Syria and Tunisia.

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