



Articles of the IBRA

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I. NAME, DOMICILE, PURPOSE

ARTICLE 1 Name, domicile

Under the name of "IBRA, International Bone Research Association" there is an Association (hereinafter referred to as "IBRA" or the "Association") pursuant to Art. 60 et seq. of the Swiss Civil Code. The domicile of the Association is in Basel, Switzerland.

ARTICLE 2 Purpose

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 also includes 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.

II. MEMBERSHIP

ARTICLE 3 General prerequisite

Natural persons with relevant qualifications and with interest in participating in the Association's purpose as specified in Article 2 can be admitted as members of the IBRA.

ARTICLE 4 Categories of membership

The following categories of membership are distinguished:

- a. Basic members
- b. Full members
- c. Premium members

ARTICLE 5 Requirements for IBRA membership

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. Basic members:
A basic member can join via the IBRA website. Basic members have no active voting rights.
- b. Full members:
A new full member has to be nominated by a current IBRA full member and supported by two further IBRA full 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 quarterly as part of a circular resolution and decide on the acceptance of new full members.
- c. Premium members:
Full members will be assigned the status of premium members when they have served the IBRA as faculty members or been elected to the Board of Directors.

ARTICLE 6 Reversion, resignation and expulsion

The membership is canceled:

- a. By the resignation of a member. The IBRA Administration Office must be notified of this resignation in writing before the next General Assembly. Dues for the running year in which the resignation was declared remain owed.
- b. By expulsion. Members may be expelled from the Association if they i) act against the interests of the IBRA, ii) demonstrate behavior unbefitting a member, iii) violate the Articles of the Association or iv) give rise to any other 'significant grounds' for expulsion. If dues have not been paid for two consecutive years, full membership is automatically downgraded to basic membership.

ARTICLE 7 Rights and obligations of members

All members have access to a forum for debate and dialog for current questions among surgeons and scientists, as well as advanced training & education courses.

The principles of treatment established by the IBRA are to be respected.

Members commit themselves to a friendly and loyal spirit among colleagues.

All members have the opportunity to participate and/or collaborate in scientific studies.

IBRA full members and premium members (hereinafter referred to as "regular members") also have the following rights and obligations:

- a. The progress achieved in bone and soft tissue surgery of the musculoskeletal system by individual regular members in practical or scientific fields should be made available to all members of the IBRA. The regular members endeavor to support one another as much as possible.
- b. Full members are to pay the agreed dues within the time period set by the Board of Directors. Premium members are exempted from due contributions.
- c. A regular member may become a premium member as soon as they have proved themselves as a faculty member. The Board of Directors shall define the criteria for how current full members can become premium members.
- d. Regular members are to attend meetings, section meetings, IBRA General Assemblies and symposia whenever possible.
- e. Regular members each have one voting right and have the right to submit motions at the IBRA General Assembly.
- f. Regular members who are active in the IBRA Board of Directors, a committee, a subcommittee or an ad-hoc committee agree that all intellectual property rights relating to ideas exchanged at meetings of such committees belong to the Association and undertake to cede such rights to the Association and refrain from making any related claims against the Association.
- g. Regular members shall be charged reduced course fees.

III. ORGANIZATION OF THE ASSOCIATION

ARTICLE 8 Executive organs

The executive organs of the Association are:

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

a. THE GENERAL ASSEMBLY

ARTICLE 9 Powers of the General Assembly

The General Assembly is the highest body of the Association. It consists of all regular members. The General Assembly has the following powers:

1. to approve the Annual Report of the President, the annual financial statements (including profit and loss statement as well as balance sheet) and budget decisions;
2. to discharge the members of the Board of Directors and the Auditors;
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 the members of the Board of Directors;
6. to elect and recall the Auditors;
7. to adopt and amend the Articles of 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 decide on the liquidation of the Association.

ARTICLE 10 Ordinary and extraordinary General Assembly

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

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

Instead of a General Meeting with physical presence of the persons involved, the Board of Directors may hold a virtual General Meeting by electronic means. In this case, a discussion and a voting and election procedure shall be ensured by electronic means. The specified dates and voting and election procedures shall apply.

ARTICLE 12 Agenda of the General Assembly

The agenda of the ordinary General Assembly consists of the following items:

- Report by the Board of Directors on activities over the past year;
- Reports by the Treasurer and the Auditors;
- Election of the members of the Board of Directors and the Auditors;
- Further motions.

The Board of Directors must include any motion submitted in writing by a regular member at least 10 days in advance in the agenda of the ordinary General Assembly.

ARTICLE 13 Organization of the General Assembly

The General Assembly is presided over by the President and, in his absence, by the Past President or President-elect or another member of the Board of Directors nominated by the President. 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 14 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 presiding officer decides. To adopt and amend the Articles of the Association and for the liquidation 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 present.

b. THE BOARD OF DIRECTORS

ARTICLE 15 Composition of the Board of Directors

The Board of Directors consists of:

- a. The President;
- b. The Past President or the President-elect (during the last year of office of the President);
- c. The Committee Chairpersons (Research & Education Head, Research & Education Upper Extremities and Research & Education Lower Extremities)
- d. Three regular members
- e. max. two persons representing the associate donor organizations.

ARTICLE 16 Election and appointment of the Board of Directors

The President, the President-elect and the three regular members are nominated by the Board of Directors and elected by the General Assembly. The representatives of the donor organizations are proposed by the main sponsor and nominated by the IBRA Board of Directors. Only regular members of the IBRA can be members of the Board of Directors, with the exception of the representatives of the donor organizations. All members of the Board of Directors have one voting right each. The Board of Directors constitutes itself.

The members of the Board of Directors are elected for a term of three years; as a general rule they may be re-elected for one additional term of office (maximum six years). No term limitation applies to the representatives of the donor organizations. They automatically leave the Board of Directors once the partnership ends. One year prior to the expiry of the President's term, the Board of Directors nominates the President-elect. After the expiry of his term, the President remains for another two years in the Board of Directors as Past President. If there is no President-elect available after the President's term has expired, the Past President is allowed to hold the position of the President for another two years ad-interim. After the expiry of his term as interim President, the President then remains for another two years in the Board of Directors as Past President.

ARTICLE 17 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. It is responsible for implementing and executing the resolutions of the General Assembly and taking all necessary steps to achieve the Association's purpose. The Board of Directors decides on all issues that are not expressly reserved for the General Assembly.

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 organization of the Association, in particular the organization of the IBRA Administration Office, within the framework as defined by the Articles of Association;
3. to define and formulate the strategies for research and education as well as the scope of the activities;
4. to prepare the annual financial statements and budget;
5. to approve new members;
6. to recruit and elect the committee members and nominate the officers of the IBRA pursuant to Article 20 of 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 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 set up subcommittees and ad-hoc committees at any time.

Those on the IBRA signature policy list approved by the Board of Directors are deemed to have signatory power.

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 or to the management of the IBRA Administration Office by enacting appropriate regulations and/or directives. All regulations, guidelines and handbooks and so forth issued or amended by committees are to be approved by the Board of Directors.

ARTICLE 18 Organization 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, although by 5 days beforehand at the latest.

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, 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.

The Board of Directors may call on further IBRA members to attend the meetings for consulting purposes, but these members are not entitled to vote.

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

ARTICLE 19 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 exercise of their office in the interest of the Association and to compensation corresponding to their activities, as determined by the Board of Directors itself.

ARTICLE 20 Officers of the Board of Directors

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 the end of the current President's term of office. Upon corresponding approval by the General Assembly, the President-elect assumes the position of President once the current President's term of office ends. 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, in the absence of the Past President, by the President-elect.

ARTICLE 21 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 over all meetings of the General Assembly and Board of Directors;

4. to cast the deciding vote on resolutions of the General Assembly and Board of Directors 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.

c. THE AUDITORS

ARTICLE 22 Election of the Auditors and their duties

The Auditors examine the books of account and the financial statements of the Association in accordance with the applicable law and present a written report on the results of their audit to the General Assembly. The Auditors are two independent persons elected by the General Assembly. Legal entities and auditing companies may be elected as Auditors. The tenure shall be one year; re-election is possible.

IV. COMMITTEES

IBRA's main areas of activities are spread to three committees:

- Research and Education Committee Head
- Research and Education Committee Upper Extremities
- Research and Education Committee Lower Extremities

ARTICLE 23 Composition of the Committees

Each Committee consists of up to ten members: one chairperson, up to eight IBRA members and one person representing a subject-specific donor organization. The chairperson and the committee members are appointed by the Board of Directors. They are each elected for a term of three years and may be re-elected for one additional term of office (maximum 6 years). The representatives of the subject-specific donor organizations can be appointed at the discretion of these members during the partnership. The Board of Directors may set up regular subcommittees for specific specialist areas within the individual committees and/or ad-hoc committees for certain projects.

ARTICLE 24 Tasks of the Committees

- a. to evaluate grant applications and allocate grants;
 - b. to supervise research projects
 - 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 orientation of education and research activities will be discussed in joint meetings between the Board of Directors and committees. The Committees annually submit a report and budget to the Board of Directors.

V. IBRA ADMINISTRATION OFFICE

ARTICLE 25 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 organization 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 the donor organizations.

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

VI. NATIONAL AND REGIONAL SECTIONS

ARTICLE 26 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 demand in the country or region in question warrants such.

These national and regional sections comprise members. The “Ambassador” appointed by the Board of Directors, who is responsible for upholding the goals, purposes and constitution of the IBRA in the respective national and regional section, 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 IBRA 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.

The respective Ambassador receives mandates from the Board of Directors relating to the set-up and further development of his/her section.

Together with the local representatives of the donor organizations, the sections are 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 scope of support is decided by the Board of Directors on an annual basis and based upon application from the section.

VII. FINANCES

ARTICLE 27

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

The Association may enter into partnerships with donor organizations (1 main sponsor, as many premium partners as it wishes). Qualified donor organizations are considered to be people, organizations and/or corporate forms that are suitable for supporting the Association purpose specified in Article 2 and that are not competing with a donor organization with which a partnership already exists.

The funds of the IBRA consist of membership dues, donations, income from IBRA activities and partnerships, and yields from Association assets.

Retired or expelled IBRA members have no claim to the Association assets.

VIII. ASSOCIATION YEAR

ARTICLE 28

The Association year corresponds to the calendar year.

IX. LIQUIDATION

ARTICLE 29

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.

X. SUNDRIES

ARTICLE 30

Moreover, Article 60 et seq. of the Swiss Civil Code applies. Thus decided by the inaugural meeting of September 25, 2004.

Basel, March 4, 2005, Revision of articles (circular decision)
Basel, May 11, 2007, Revision of articles (IBRA General Assembly)
Basel, July 12, 2008, Revision of articles (IBRA General Assembly)

Basel, May 7, 2010, Revision of articles (IBRA General Assembly)

Basel, July 11, 2014, Revision of articles (IBRA General Assembly)

Basel, December 8, 2017, Revision of articles (IBRA General Assembly)

Basel, May 10, 2019, Revision of articles (IBRA General Assembly)