

EWAS - Europäische Gesellschaft für Handgelenk-Arthroskopie

EWAS – European Wrist Arthroscopy Society

BYLAWS

March 15, 2021

Index

A. NAME	3
ARTICLE 1	3
B. PURPOSE	3
ARTICLE 2	3
C. FINANCIAL RESOURCES	3
ARTICLE 3	3
D. MEMBERSHIP	4
ARTICLE 4	4
4.1. Natural and legal persons	4
4.2. Admission	4
4.3. Resignation and end of membership	4
4.4. Suspension or exclusion	4
4.5. Privacy	4
E. ORGANISATION	5
ARTICLE 5: ADMINISTRATIVE BODIES	5
ARTICLE 6: GENERAL ASSEMBLY	5
6.1. Responsibilities of the General Assembly	5
6.2. Extraordinary GA	5
6.3. Invitations to the regular and extraordinary General Assembly	6
6.4. Voting right, quorum, majority	6
ARTICLE 7: COUNCIL	6
7.1: Composition	6
7.2: Responsibilities of the Executive Board	7
7.3: Meetings of the Executive Board	7
7.4: Quorum, voting rights, majority	7
7.5: Minutes	7
7.6: Payment and allowances	7
7.7: Term of office	7
ARTICLE 8: AUDITOR	8
8.1: Auditor	8
8.2: Optional annual financial review	8
ARTICLE 9: DISSOLUTION and LIQUIDATION	8
9.1: Dissolution	8
9.2: Liquidation	8
ARTICLE 10: LIABILITY	8
10.1: Liabilities	8
10.2: Assets	8
10.3: Indemnity	9
ARTICLE 11: FINAL PROVISIONS	9
11.1: Official language	9
11.2: Financial year	9
11.3 Commercial register	9

A. NAME

ARTICLE 1

Under the name of

EWAS – European Wrist Arthroscopy Society

there exists an association pursuant to Articles 60 et seq. of the Swiss Civil Code (ZGB) having its seat in St. Gallen, Switzerland.

B. PURPOSE

ARTICLE 2

The purpose of the European Wrist Arthroscopy Society (EWAS) is to represent the International Wrist Arthroscopy Society (IWAS) in Europe, and to represent European surgeons with an interest in, and who practice wrist, hand and arthroscopic surgery. EWAS' intention is to contribute to the improvement of healthcare, education, innovation and advances.

The activities of the association shall not be carried out with intent to make profit, but may include the charging of certain services, in conformity with the carrying out of its objectives.

C. FINANCIAL RESOURCES

ARTICLE 3

EWAS shall meet its needs by

- 3.1. Revenues from conferences and service agreements
- 3.2. Income from publications
- 3.3. Other contributions include gifts, donations, legacies, special fund-raisers, and/or other revenues, income from the association's assets, and deposits.
- 3.4. Membership fees: The Council can decide to increase the annual fees of members. Membership fees are made binding upon the approval of the General Assembly.

D. MEMBERSHIP

ARTICLE 4

4.1. Natural and legal persons

Membership of EWAS is open to practising surgeons with a special interest in hand, wrist and arthroscopic surgery, as well as to legal persons.

4.2. Admission

Applications for membership shall be submitted by letter or via the website, and must be received by the Secretary General at least three months prior to the GA.

The Council shall decide on the admission of the applicant. An application may be declined without the statement of reasons. If an individual's admission is rejected by the Council, that persona shall have a 30-day right of appeal to the next regular GA, which shall then conclusively decide on the application for admission.

4.3. Resignation and end of membership

The membership shall be extinguished upon resignation, exclusion or death.

A member may resign from the association at the end of the year. This requires that a written letter of resignation be sent to the Council at least three months before the end of the year. There shall be no entitlement to the association's assets or to the reimbursement of membership fees already paid, etc.

4.4. Suspension or exclusion

A member's membership may be suspended temporarily or conclusively terminated if that person violates the association's bylaws or other rules, or if they act in a manner contrary to the interests or image of the association (including criminal activity, withdrawal of their licence to practice, conflict of interests).

The decision on exclusion rests with the Council; the member has 30 days in which to appeal the decision before the GA. The appeal must be filed with the Council. The relevant member's right to be heard must be upheld. The final decision rests with the GA. The excluded member has no right to any of the assets of the association. There shall be no reimbursement of annual membership fees and other contributions already paid.

4.5. Privacy

The Council is explicitly entitled to publish the contact data of members (name, address, role) - including online - and to disclose this information to third parties. The Council shall decide on the form and content of, and access to any such publication. Consent is deemed upon conferral of membership. Members may, however, file a written declaration with the Council, prohibiting it from disclosing their personal data (right to block access to information).

E. ORGANISATION

ARTICLE 5: ADMINISTRATIVE BODIES

The administrative bodies of the association are

General Assembly (GA)
Council
(Auditor)

ARTICLE 6: GENERAL ASSEMBLY

As a general rule, the GA will take place within six months of the end of the financial year of the association, at a place and time determined by the Council. The SG will assume the chair of the meeting, and arrange for the minutes to be taken.

6.1. Responsibilities of the General Assembly

The GA is responsible for adopting resolutions on the following aspects:

- 1) Approval of the minutes of the regular and extraordinary general assemblies.
- 2) Receiving the annual report from the SG.
- 3) Adopting the annual financial statement, the financial control report, the auditor's report (where relevant) and adopting the resolution concerning the budget.
- 4) Discharge of the Council.
- 5) Electing and removal of the SG and the other members of the Council, appointing the auditors (where relevant).
- 6) Approval of the annual membership fees set by the Council.
- 7) Approval of long-term agreements to be concluded with other institutions.
- 8) Matters presented for the assembly to vote upon at the request of the Council, or which the bylaws stipulated are reserved to the assembly for a vote.
- 9) Deciding on appeals against the Council's decisions regarding non-admission or exclusion from the association.
- 10) The dissolution of the association.

6.2. Extraordinary GA

The Council may convene an extraordinary GA at any time. Extraordinary assemblies may also be convened upon a written request made to the Council by one-fifth of voting members; the request must state the purpose of the assembly.

6.3: Invitations to the regular and extraordinary General Assembly

Invitations to the regular and extraordinary GA must be issued in writing, and will be sent to the last known address of the individual members at least thirty days (regular GA) or twenty days (extraordinary GA) ahead of the date of the assembly, and will include details of the agenda.

Motions for the GA must be submitted to the Council forty days prior to the date of the assembly.

6.4: Voting right, quorum, majority

Members are entitled to vote, and may vote for and stand as candidates for committee memberships. A member may arrange to be represented by another member by way of a written proxy. Multiple proxies are prohibited.

Every duly convened general assembly will be quorate irrespective of the number of members present.

The voting in material matters and elections is generally conducted on an open ballot arrangement, unless the Council or the members attending the assembly, demand a secret ballot. Resolutions concerning material matters will be carried with a relative majority of the members present at the GA. In the case of a tie, the vote of the SG counts double. Blank and invalid votes will not be counted.

If an election does not succeed in the first round of voting due to the failure to achieve an absolute majority, or, in the case of block votes, not enough candidates have achieved an absolute majority, a second round of voting will be conducted. At this point, those candidates polling the most votes will be elected. If there is a tie in the voting, the election will be decided by drawing lots.

Additions and amendments to the bylaws of the association will be adopted at the GA with a two-thirds (2/3) "in favour" majority of the votes cast.

ARTICLE 7: COUNCIL

7.1: Composition

The Council is composed of a minimum of five members. As a rule, the following functions should be able to be filled on the board:

- 1) The Secretary General
He chairs the Council, the administration and represents the association.
- 2) The Treasurer
He is responsible for the Society's accounts and prepares the financial report to be presented to the GA.

7.2: Responsibilities of the Executive Board

Council is entitled to exercise all powers not explicitly reserved to the GA by law or according to the bylaws. It determines the signature authority arrangements.

The Council makes the preparations for general assemblies and implements the resolutions adopted by it. It has particular responsibility for the memberships and the accounting, and has the power to dispose of the designated funds. The Council is vested with the authority to approve overruns for individual budget items.

The Council may maintain a secretariat, assign special tasks to one or more members or third parties (functionaries) and appoint committees (technical groups).

7.3: Meetings of the Executive Board

The Council shall meet at least twice a year. Meetings of the Council shall be convened by the SG at least ten days ahead of the scheduled date of the meeting, through e-mail or another agreed form of communication.

The Council may also exchange correspondence, conduct discussions and adopt resolutions through e-mail, video and telephone conferences or through other methods of consultation.

7.4: Quorum, voting rights, majority

The Council shall be quorate if at least three Council members are present (also virtual).

Each member shall be entitled to one vote. In the case of a tie, the vote of the SG counts double. Voting shall be by a show of hands, unless a secret ballot is requested by one of the present members. Proxies are not permitted.

Simple majority is sufficient.

7.5: Minutes

Council meetings shall be minuted, and minutes will be issued to the Council members. The minutes shall be deemed approved, if no objections are raised until the next Council meeting.

7.6: Payment and allowances

The Council will make arrangements for reasonable payments and allowances. It may issue relevant rules and regulations.

7.7: Term of office

The term of office of each Council member is four years. Re-election for subsequent terms of office is permitted. Terms of office shall end at the time of the GA of the year in question.

ARTICLE 8: AUDITOR

8.1: Auditor

As long as the association is not required to perform ordinary audits pursuant to Art. 69b (1) and limited statutory examinations pursuant to Art. 69b (2) ZGB, the GA can waive the auditing pursuant to Art. 69b (3) ZGB in conjunction with Art. 727a (2) OR.

8.2: Optional annual financial review

The GA may appoint an independent auditor to audit the annual financial statement.

The Council shall arrange for the annual accounts and balance sheet to be reviewed. The auditor shall provide the Council with a report and proposal to be submitted to the GA.

ARTICLE 9: DISSOLUTION and LIQUIDATION

9.1: Dissolution

The GA shall resolve with the approval of at least 2/3 (two thirds) of the present members with voting rights.

9.2: Liquidation

The Liquidation shall be executed by the Council.

The assets remaining following payment of all liabilities shall be distributed on a per capita basis among those members who have settled their liabilities in full, insofar as the GA has not otherwise disposed of these assets under the resolution of dissolution.

ARTICLE 10: LIABILITY

10.1: Liabilities

The liabilities of the European Wrist Arthroscopy Society (EWAS) will only be settled with the association's assets.

Personal liability on the part of the members of the association, and the Council members in particular, is excluded.

10.2: Assets

The assets of the EWAS belong to the association itself. They shall be managed by the Council. Members have no rights or claims to the assets.

10.3: Indemnity

The Society shall take legal steps in favour of, or provide support to active or former members and agents of the association, if these are made party to criminal, civil or administrative proceedings in connection with the activities for the Society, provided that they intended to act in the interests of the Society and in accordance with the applicable laws..

ARTICLE 11: FINAL PROVISIONS

11.1: Official language

The official language of the GA as well as for EWAS conferences and courses is English.

11.2: Financial year

The financial year of the association shall be the calendar year. The Council may make changes to this.

11.3 Commercial register

The association may be entered with the Commercial Register of the Canton St. Gallen / Switzerland.

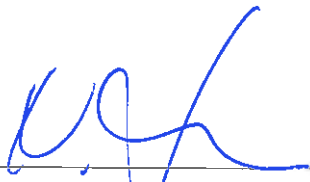
These bylaws were adopted and entered into force at the Founding meeting in St. Gallen on March 15, 2021.

St. Gallen, 15.3.2021

The Founding Members:



Prof. Dr. Max Haerle



Dr. Nicole Schmelzer-Schmied

Certificate of Conformity

These bylaws of the European Wrist Arthroscopy Society (EWAS) were adopted and entered into force at the Founding meeting of March 15, 2021.

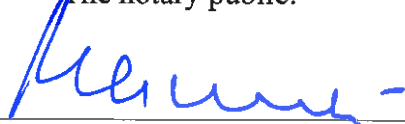
The signatory notary public, Att. lic. iur. Daniel Bachmann, Rosenbergstrasse 42, 9000 St. Gallen, hereby certifies that these bylaws (Art. 1 to 11) correspond to the currently applicable bylaws of

EWAS European Wrist Arthroscopy Society
with registered address in St. Gallen,

taking into account the resolutions adopted by the Founding meeting of March 15, 2021.

St. Gallen, 8. April 2021, 17.30 hrs.

The notary public:



Att. lic. iur. Daniel Bachmann

