

# **CONSTITUTION OF THE EUROPEAN SOCIETY OF TISSUE REGENERATION IN ORTHOPAEDICS AND TRAUMA**

## **1. NAME**

- 1.1 The Society shall be called “EUROPEAN SOCIETY OF TISSUE REGENERATION IN ORTHOPAEDICS AND TRAUMA”, hereinafter referred to as “The Society”.

## **2. OBJECTIVES**

The objectives of the Society are:

- 2.1 To relieve sickness in particular by advancing and promoting education and research in the treatment of musculoskeletal disorders.
- 2.2 To cover all matters relating to the progress and development of the field of tissue regeneration including surgery of bone, cartilage, muscle, nerve, skin, imaging techniques, rehabilitation and other related medical specialities.
- 2.3 To disseminate the useful results of tissue regeneration research into the medical profession.
- 2.4 To promote audit of hard and soft tissue reconstruction in relation to patient outcomes.
- 2.5 To guide European Tissue Regeneration Policies and to guide alliances of similar organisations from other continents.

In furtherance of the above objectives the Society shall have the following powers:-

- 2.6 To ensure the highest possible standards of management for the musculoskeletal patient requiring a regenerative approach to restore function of the affected limb.
- 2.7 To educate the community in general, medical practitioners and associated professionals in particular in the most effective methods of tissue restoration of the injured patient.
- 2.8 To promote and support advances in regenerative approaches for restoration of loss of hard and soft tissue.
- 2.9 To encourage, develop and support evidence based regenerative treatment approaches.

- 2.10 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation, and otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its charitable objects.
- 2.11 To fund attendances at Conferences for lecturing and other associated educational purposes.
- 2.12 To do such other lawful things as shall further the above objects.

### **3. MEMBERSHIP**

The Society shall be composed of members within the following categories.

- 3.1 **Co-founders fellows**, namely those who will immediately join the Society, promoting its growth and development.
- 3.2 **Fellows**, namely those medical doctors who are qualified practitioners within the European landscape.
- 3.3 **Honorary fellows**, namely those whose contribution to the field of tissue engineering and regenerative medicine has been so noteworthy that the Society shall wish to recognise their contribution, such recognition to be bestowed in the absolute discretion of the Executive Committee.

**Fellow** could also be any individual who shall in the absolute discretion of the Executive Committee appear to be appropriately interested in the field of tissue engineering and regenerative medicine.

- 3.4 Then, any and all applications for membership of the Society shall be confirmed by the majority of the Executive Committee at the Annual General Meeting, whereupon any and all members shall receive a unique membership number and shall be required to pay an annual subscription as determined by the Executive Committee and approved at the Annual General Meeting of the Society.
- 3.5 Any subscription must be paid within one month of the Annual General Meeting and must in any event be paid in full before conference registration.
- 3.6 New membership applications will not be considered within seven days before the annual conference.
- 3.7 All members agree that their names and contact details may be displayed on a secure section of the website.

#### **4. CESSATION OF MEMBERSHIP**

If any member:-

- 4.1 Is convicted on indictment of a criminal offence or
- 4.2 Is adjudged a bankrupt or
- 4.3 Makes a composition or arrangement with his creditors under the provisions of any statute, or
- 4.4 Is no longer capable of looking after his affairs

then he immediately ceases to be a member of the Society but the Executive Committee may in its absolute discretion reinstate him.

- 4.5 If at any time, the Executive Committee considers that the interests of the Society require it, they must invite a member to withdraw from the Society by letter specifying the time before which the withdrawal should be made.
- 4.6 If the member concerned does not withdraw, the Executive Committee must admit the question of his expulsion to a special general meeting to be held within six weeks after the date of the letter.
- 4.7 Not less than four weeks notice of the meeting must be given to the members.
- 4.8 The Secretary must inform the member in question of the time and place of the meeting and the nature of the complaints against him in sufficient time to afford him a proper opportunity of offering his explanation.
- 4.9 At the meeting, the member must be allowed to offer an explanation of his conduct verbally or in writing and if after that, two thirds of the members present vote for his expulsion he will immediately cease to be a member of the Society.
- 4.10 In the event of death or incapacity or refusal to act of an Officer of the Society, the Executive Committee shall appoint a replacement which appointment shall be subject to confirmation at the next Annual General Meeting.
- 4.11 Failure to pay in full the annual subscription fee due within 30 days of the due date as determined in section 3.5 of the present document, will automatically cause membership to be forfeit and the other benefits and privileges of membership will cease simultaneously.

#### **5. OFFICERS**

- 5.1 The Officers of the Society shall comprise a President, Secretary, Treasurer and the Executive Committee.

- 5.2 The Executive Committee shall consist of the President, President Elect, last past President, Secretary, Treasurer, the Conference Organiser, the Scientific Officer and also of elected members not exceeding six in number.
- 5.3 The members of the Executive Committee will be elected at the Annual General Meeting by the membership of the Society. A minimum of 10 members must be present for such elections.
- 5.4 The President shall be elected by the members of the Association at the Annual General Meeting.
- 5.5 The host of the Scientific Meeting for the forthcoming year will be agreed at the Annual General Meeting.
- 5.6 The members of the Executive Committee including the President shall serve for a minimum of two years on the Executive Committee then must retire from such post but are eligible for re-election.
- 5.7 The Executive Committee shall be responsible for the proper administration of the Society. The Executive Committee may co-opt additional members as necessary but there shall be no more than two co-opted members serving on the Executive Committee at any time.
- 5.8 The Executive Committee may from time to time appoint from its number such other sub-committees as it deems necessary or expedient and may depute or refer to them such of its powers and duties as it may determine.
- 5.9 The post of Secretary and the Treasurer may be held by a single person.

## **6. ELECTION OF OFFICERS**

- 6.1 The President of the Society can be nominated by any member of the Society and the appointment of President must then be confirmed by a majority of voting members present at the Annual General Meeting, with any nominations for President being submitted in writing not less than 30 days before the Annual General Meeting. The President shall serve for a period of two years from the date of his election, such term of office to commence at the Annual General Meeting. However, for the foundation of the Society, the President can be nominated by one of the founders members of the Society. The first President can be elected if there is a unanimous vote by the founder members.
- 6.2 Nomination for the positions of Secretary and/or Treasurer and for vacancies on the Executive Committee shall be proposed by the Executive Committee who may receive nominations from members.

However, the founders of the Society can nominate individuals for the position of the Treasurer and the Secretary for the first 2 years running of the Society. Subsequently, nominations will take place as indicated above by the Executive Committee.

- 6.3 Nominations proposed and seconded and with the consent of the nominee shall be submitted in writing to the Secretary prior to the meeting of the Executive Committee held in conjunction with the Annual General Meeting, such nominations to be received no less than 30 days before the Annual General Meeting.
- 6.4 All nominations must be confirmed by a majority vote of members at the Annual General Meeting. If insufficient nominations are received, the Executive Committee will recommend nominations for confirmation at the Annual General Meeting of the Society by a majority vote. In the event of a tie, the President shall have a casting vote.
- 6.5 If the number of nominees does not exceed the number of vacancies, the nominations may be approved without election.

## **7. MEETINGS**

- 7.1 The Society shall hold an Annual Scientific Meeting open to the full membership.
- 7.2 The Annual Scientific Meeting shall be organised by the nominated host.
- 7.3 The host shall be responsible for the organisation of the Annual Scientific Meeting the content of which shall be approved by the Officers of the Society and Executive Committee.
- 7.4 The Annual Scientific Meeting may be attended by any member of the Society.
- 7.5 Applicants for membership of the Society whose applications have not yet been approved by the Executive Committee may attend the Annual Scientific Meeting but neither sponsored guests nor applicants for membership whose applications have yet to be approved may vote or have any rights in relation to the Society.
- 7.6 An extraordinary general meeting may be held at the request of the President or if requested by at least 10 members of the Society save that no extraordinary general meeting may be held in less than 30 days.
- 7.7 Executive Committee Meetings may be held as determined by the President of the Society upon 30 days notice being given, and a quorum of such Executive Committee Meetings shall be not less than four members.

7.8 The quorum of the Society shall be at least 10 voting members.

## **8. FINANCE**

8.1 The Executive Committee, with the special consent of the Treasurer, shall decide to open one or more bank accounts in the name of the Society at an appropriate bank or banks.

8.2 An independent auditor shall be appointed at the Annual General Meeting by the members present; such auditor shall be responsible for auditing the accounts annually.

8.3 The Treasurer shall present a detailed financial statement at each Annual General Meeting with the production of draft accounts being submitted no less than 30 days to Executive Committee Members and officers no less than 30 days before the Annual General Meeting.

## **9. AMENDMENTS TO THE RULES AND CONSTITUTION OF THE SOCIETY**

9.1 Proposed amendments to the constitution of the Society must be submitted in writing by any member to the Secretary of the Society not less than 30 days prior to the next Annual General Meeting of the Society.

9.2 A copy of the proposed amendment to the constitution shall be published on the website prior to the Annual General Meeting at which the proposed amendments will be subject to a vote.

9.3 At the Annual General Meeting any proposed amendments must be approved by a two-thirds majority of voting members present.

9.4 An amendment to the constitution of the Society could also be submitted to an Extraordinary General Meeting; any proposed amendments must be approved by a two-thirds majority of voting members present.

9.5 There shall be a Public Notary Deed to make amendments concerning the rules or the status in law of the Association.

## **10. DISSOLUTION**

10.1 The Society may be dissolved by a Resolution by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 30 days notice shall have been given to the members. Such resolution may have instructions for disposal of any

assets held by or in the name of the Society provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if and in so far as effect cannot be given to this provision then some other charitable purpose.