

**EUROPEAN FEDERATION OF NATIONAL ASSOCIATIONS  
OF ORTHOPAEDIC SPORT TRAUMATOLOGY**

Non-Profit Organization  
Rue Froissart 38  
1040 Brussels

**UPDATED VERSION OF THE BY LAWS**

## **Title I : Name – Registered Office – Object Clause - Term**

### Article 1 - Name

The association will be called "EUROPEAN FEDERATION OF NATIONAL ASSOCIATIONS OF ORTHOPAEDIC SPORT TRAUMATOLOGY, in short "EFOST".

### Article 2 – Registered Office

The registered office will be established at 1040 Brussels, rue Froissart, 38. It may at any time be transferred to another place in the bilingual Brussels Metropolitan Region by mere decision of the Executive Board.

### Article 3 – Object Clause

The organization's object clause comprises the promotion, the implementation and the development of scientific research in the field of sports traumatology.

In order to achieve its goals, the organization may:

- enhance the exchange of knowledge and ideas in biometrics and pathology as well as prevention, diagnosis, treatment and rehabilitation of sport injuries, caused to the skeletal system;
- enhance education and scientific research in this domain;
- cooperate with scientific and professional organizations implied in the development of requirements pertaining to training and practising the specialty;
- as the case may be, coordinate the efforts undertaken in other states to achieve said objectives;
- enhance and support the formation of national organizations working in the domain of sports traumatology;
- organize international conventions;
- organize educational programs and cooperate with educational institutes;
- enhance basic and clinical research;
- establish relationships with organizations working in the domain of sports traumatology

The organization may enter into any act or deed directly or indirectly linked to the achievement of the object clause.

The organization may use all means required to achieve or enhance its aims.

The organization may hold title to any personal property as well as real estate that may be required or useful to achieve its goals.

#### Article 4 - Term

The organization has been incorporated for an indefinite term.

It can at any time be dissolved and wound up or transformed pursuant to a decision taken by the General Assembly, same in accordance with the statutory provisions or of the provisions of the by laws in this respect.

### **Title II : Members**

#### Article 5 - Effective and adhering members

The organization comprises effective and adhering members. The effective members enjoy full membership rights. The effective members only have voting rights in the General Assembly.

The members do not contract any personal liability pursuant to the organization contracting any obligation.

#### Article 6 - Effective members

The number of effective members is unlimited but may not be less than three.

The effective members are:

- the incorporating members; and
- those having been accepted as effective members pursuant to a decision taken by the General Assembly, same subsequent to the recommendation of not less than two effective members, with a majority of two thirds of the votes cast by those present or validly represented at said meeting

#### Article 7 – Adhering members

The number of adhering members is unlimited.

The adhering members do not have voting rights in the General Assembly meetings, but may attend such meetings with a consultative vote.

Those willing to become adhering members, must file a written application with the Executive Board. The candidacy will be posted during eight days at the organization's registered office and will subsequently be submitted to the Admission Committee.

The Admission Committee will examine the candidacy at its first meeting scheduled subsequent to expiration of the above eight days term and will give its advice to the Executive Board.

The Executive Board's decision will be notified in writing to the applicant. The decision of the Executive Board cannot be appealed.

Those who have not been accepted as adhering members, may submit a new application at the earliest one year subsequent to notification of the above decision.

#### Article 8 – Honorary Members

Persons of extraordinary merits for the organization, may at the recommendation of the majority of the members of the Executive Board, be accepted as honorary members by the Executive Board.

Honorary members do not have voting rights in the General Assembly meetings, but may attend such meetings with a consultative vote.

#### Article 9- Membership of effective and adhering members

The membership of effective and adhering members becomes effective as of payment of the membership fee established by the Executive Board.

#### Article 10 – Members register

The Executive Board holds a members register at the organization's registered address. This register sets forth the names, first names and personal addresses of the members, or in the event the member is a body corporate, the name, the legal form and the registered address. All decisions pertaining to adherence, resignation or exclusion of members, must be recorded in the members registers within eight days subsequent to notification of the adherence, resignation or exclusion to the member involved.

All members may consult the members register at the company's registered address.

#### Article 11 – Membership fees

Effective, adhering and honorary members must pay an annual membership fee. The annual membership fee will be established by the Executive Board but may not be more than 50.000,- euro p.a.

The membership fee is not divisible and always owing for a full year.



## Article 12 – Resignation and exclusion

Any member may resign by notifying same to the Executive Board, same per registered mail.

Those not having paid their membership fees and not having remedied same within one month subsequent to receipt of a formal dunning, dispatched per registered mail, will be considered having resigned.

The committing of acts contrary to the organization's object clause, directives or interests as well as the committing of acts jeopardizing the organization's functioning and fame, may entail a member's exclusion.

In the event a member's exclusion is contemplated, an ad hoc commission, comprising three members, will be established among the members of the Executive Board.

Such commission will investigate the accusations, will hear the member involved and will decide whether or not said member will be referred to the General Assembly. The member involved may seek assistance from counsel when appearing before the commission and the General Assembly.

In case the commission decides not to refer said member to the General Assembly, the Executive Board may impose a suspension the length of which may not exceed three months. During this period of suspension, the membership rights are suspended, though the member's obligations further fully apply.

In case of referral to the General Assembly, the Executive Board may suspend a member until the General Assembly will have taken a decision as to his exclusion. During this period of suspension the membership rights are suspended, though the member's obligations further fully apply.

The General Assembly sovereignly decides on the exclusion of a member. The exclusion will be decreed in the event the proposal submitted in this respect will be supported by a majority of two thirds of those present or validly represented.

Excluded members can by no means be readmitted.

## Article 13 – Publicity

Any decision pertaining to the admission, the resignation or the exclusion will be recorded in the members register, same within eight subsequent to notification of the decision taken in this respect, as the case may be within eight days subsequent to the pronouncement of the decision.

#### Article 14 – Rights of members having resigned and excluded members

Neither members having resigned or members having been excluded nor their assigns may claim reimbursement of membership fees, contributions or compensations whatsoever and have no claim whatsoever on the organization's assets.

They can neither claim presentation of the accounts, nor seize the organization's assets, nor request the establishment of an inventory.

### **Title III : Organs**

#### **Executive Board**

##### Article 15- Election and composition

The organization will be managed by an Executive Board - physical persons or bodies corporate - elected by the General Assembly amongst the effective members. In the event a body corporate is elected as member of the Executive Board, such body corporate will appoint a physical person as its permanent representative on the Executive Board. In addition, such body corporate may appoint a substitute replacing the permanent representative in the event the latter would not be able to attend a meeting for any reason whatsoever.

The number of Executive Board members will be determined by the General Assembly. Said number must in any event be inferior to the number of effective members.

The board includes at least 9 members of different nationalities. Every two years, one third of the board will be renewed. If the number of board members is not a multiple of 3, the number of outgoing members will be rounded off to the lower unit.

The board elects a President, vice-president, a treasurer, a secretary. The Past President is ipso facto a member of the board 2 years following the end of his/her mandate. Members are elected to be part of the board for 6 years. Their mandate is renewable only once.

An interim period is needed to implement these changes of the Board.

In 2012, one third of the board (including the past president) will have to leave the board. They will either resign voluntarily or, if no member of the board decides to resign, they will be chosen by drawing lots among the members other than the president and vice president elected. The incoming members are elected for 6 years.

In 2014, the Board will have elected in 2012 a vice president among its members. One third of the board (including the past president) will have to leave the board. They will either resign voluntarily or, if no member of the board decides to resign, they



will be chosen by drawing lots among the members elected before 2012, other than the President and the Vice president aimed at ensuring the Presidency. If the number of board members is not a multiple of 3, the number of outgoing members will be rounded off to the lower unit.

In 2016, all the members elected before 2012 and still present on the board will have to leave it.

An enlarged board includes the Board and members co-opted by the Board. These will be representatives of the national societies members of EFOST (one per each national society). They are consultants non voting.

#### Article 16 – Term of the office

The Executive Board members are elected for a six years term. They may be revoked at any time. Resigning members are eligible for re-election once.

In the event the Executive Board members are not re-elected when due, they will remain in office until they will have been replaced as the case may be.

#### Article 17 – End of the office

The Executive Board member's office expires pursuant to decease, legal or physical incapacity, resignation or dismissal. In such case the remaining Executive Board members may appoint a substitute who will achieve his predecessor's office until the next General Assembly meeting.

In the event the Executive Board comprises two members only and unless same is owing to the factual situation described in Article 15, last sentence, a General Assembly will be convened forthwith to deliberate and decide on the appointment of a substitute.

#### Article 18 – Remuneration

Unless it will be decided otherwise by the General Assembly, the Executive Board members will not be remunerated.

#### Article 19 – Liability

The Executive Board members do not contract any personal liability with respect to the organization's engagements or management. Their liability is restricted to the proper implementation of their office.

#### Article 20 – Division of tasks