

Bylaws

Swiss Female Orthopaedic Surgeons Association

1. Name and registered office

Under the name "Swiss Female Orthopaedic Surgeons" exists an association in the sense of Art. 60 ff. ZGB with domicile in Lugano, Ticino. It is politically and denominationally independent.

2. Aim and purpose

The purpose of the Association shall be:

To inspire, encourage, and enable women orthopaedic surgeons to realize their professional and personal goals.

The aim is to give support and mentorship programs for medical students and young residents. With the increasing number of female medical students, we need to make orthopedics a more interesting choice for the students to increase our pool of candidates.

We want to raise awareness of the barriers to equity and inclusion of women in orthopaedic surgery and seek solutions and methods to overcome these barriers.

The association does not pursue commercial purposes and does not seek profit. The organs are active on a voluntary basis.

3. Means

The Association shall have the following means at its disposal for the pursuit of its objects:

- Income from own events
- Subsidies
- Income from service agreements
- Donations and grants of all kinds

The membership fees shall be determined annually by the General Assembly. No different fees are allocated to the different types of members in the statutes, all shall pay the same membership fee. Honorary members are exempt from the fee. Acting members of the Executive Board are not exempt from the fee.

The financial year shall correspond to the calendar year.

4. Membership

Individuals and legal entities who support the purpose of the Association may become members.

Individuals who have made a special contribution to the Association may be awarded honorary membership by the General Assembly on the proposal of the Board.

Applications for admission shall be addressed to the Executive Board; the Executive Board shall decide on admission.

5. Expiry of membership

Membership shall expire

- for individuals, by resignation, exclusion or death.
- in the case of legal entities, by resignation, exclusion or dissolution of the legal entity.

6. Resignation and exclusion

Resignation from the association is possible at any time of year. The letter of resignation must be sent in writing to the Executive Board. The full membership fee must be paid for the year in question.

A member may be expelled from the association at any time for violation of the statutes, offences against the aims of the association, etc.

The decision to exclude a member shall be taken by the Executive Board; the member may appeal the decision to the General Assembly.

If a member fails to pay the membership fee despite a reminder, he/she may be automatically excluded by the Executive Board.

7. Organs of the association

The organs of the association are:

- a) the General Assembly
- b) the Executive Board

8. The General Assembly

The supreme body of the Association shall be the General Assembly. An ordinary general meeting shall be held annually.

The members shall be invited to the general meeting at least 10 days in advance in writing, stating the agenda items. Invitations by e-mail are valid.

Motions for the attention of the General Assembly shall be submitted in writing to the Executive Committee no later than 4 weeks before the General Assembly.

The Board or any of its members may at any time request the convening of an Extraordinary General Meeting, stating the purpose. Other bodies or persons may be granted the right to convene a meeting.

The meeting shall be held no later than 4 weeks after receipt of the request.

The General Assembly is the supreme body of the association. It has the following inalienable tasks and competences:

- a) Approval of the minutes of the last general meeting
- b) Approval of the annual report of the Executive Committee
- c) Acceptance of the auditors' report and approval of the annual accounts
- d) Discharge of the Executive Board
- e) Election of the President and the other members of the Executive Board
- f) Determination of the membership fee or their variation
- g) Approval of the annual budget
- h) Acknowledgement of the programme of activities
- i) Resolving motions of the Board and the members

j) Amendment of the Statutes

k) Decision on exclusions of members

l) Passing resolutions on the dissolution of the Association and the use of the liquidation proceeds

Any General Meeting duly convened shall constitute a quorum irrespective of the number of members present.

The members pass resolutions by a simple majority. In the event of a tie, the chairperson has the casting vote.

Simple or relative majority: A motion is adopted if it receives more votes in favor than against; abstentions are not counted.

At least a record of the resolutions passed shall be drawn up.

9. The Executive Board

The Executive Board shall consist of 3 to 6 persons.

The Executive Committee shall manage the day-to-day business and represent the Association externally.

It issues regulations.

It may appoint working/specialist groups.

It may employ or commission persons for appropriate compensation in order to achieve the objectives of the Association.

Other duties and powers of the Executive Board:

The Executive Committee shall have all powers not delegated to another body by law or by these Statutes.

The following functions are represented on the Board:

a) Presidium

b) Vice Presidency

c) Finance

d) Actuarial Office

Cumulation of offices is possible.

The Board of Directors constitutes itself.

Commentary: Self-constituting means that the board distributes the tasks itself, the individual board members are not elected to their offices.

The Board shall meet as often as business requires. Any member of the Executive Board may request a meeting, stating the reasons.

Unless a member of the Board requests oral deliberation, resolutions may be passed by circular letter (including e-mail).

The Board of Directors shall in principle act in an honorary capacity and shall be entitled to reimbursement of actual expenses.

Comment: Volunteer work is a condition for tax exemption.

10. Authority to sign

The Association shall be bound by the collective signature of the President together with one other member of the Board.

11. Liability

Only the assets of the Association shall be liable for the debts of the Association. A personal liability of the members is excluded.

12. Dissolution of the Association

The dissolution of the Association may be decided by resolution of an Ordinary or Extraordinary General Meeting and may be dissolved by a majority vote of 2/3 of the members present if at least 3/4 of the members attend.

If less than 3/4 of all members attend the meeting, a second meeting shall be held within one month. At this meeting the association may be dissolved by a simple majority even if less than 3/4 of the members are present.

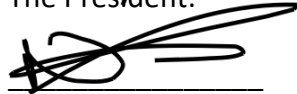
In the event of dissolution of the Association, the assets of the Association shall go to a tax-exempt organization pursuing the same or a similar purpose. The distribution of the association's assets among the members is excluded.

These Articles of Association were adopted at the Founders' Meeting of 25.09.2021 and entered into force on that date.

Certificate of Secretary I, the undersigned, certify that I am the presently elected and acting Secretary.

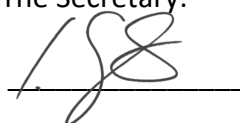
Date, Place : 25.09.2021, Virtual meeting

The President:



A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a solid horizontal line.

The Secretary:



A handwritten signature in black ink, appearing as a stylized 'J' followed by a long horizontal stroke, positioned above a solid horizontal line.