

Constitution of the **Société Internationale de Chirurgie Orthopédique et de Traumatologie**

AN INTERNATIONAL NON-PROFIT ASSOCIATION

ARTICLE 1: Name and registered office

1.1. The association, founded in Paris, France, on 10 October 1929, is an international non-profit organization with the name International Society of Orthopaedic Surgery and Traumatology (in French: *Société Internationale de Chirurgie Orthopédique et de Traumatologie*). It may be referred to by its French acronym S.I.C.O.T. or SICOT.

1.2. The association is governed by the provisions of Title III of the Non-Profit Organizations, International Non-Profit Organizations and Foundations Act of 27 June 1921.

1.3. The registered office of the Association shall be situated in Belgium, and is presently at Rue de la Loi 26, 1040 Brussels. It may be transferred to any other place in Belgium by ordinary resolution of the International Council published in the Schedules to the Belgian Official Gazette (*Annexes du Moniteur Belge*).

ARTICLE 2: Object

The object of this non-profit organisation is to promote the advancement of the science and art of orthopaedics and traumatology at international level in particular for the improvement of patient care; to foster and develop teaching, research and education; to facilitate and encourage exchange of professional experience and to promote good fellowship among its members.

ARTICLE 3: Membership

3.1. Eligibility -

Membership of SICOT shall be open to individuals who are qualified orthopaedic surgeons, traumatologists or specialists in related fields in any country.

3.2. Membership categories -

The association shall comprise seven membership categories: Active Members, Emeritus Members, Distinguished Members, Associate Members, Honorary Members, Inactive Members and Corresponding Members. A member of any category who changes country of residence may retain their membership. Such members will become members of the national section of their new country of residence or, if there is no national section, shall be administered by the Secretary General.

3.2.1. Active Members:

Applicants shall be admitted to Active Membership by a vote of the International Council on the recommendation of the National Delegate who shall check the credentials of the applicants of his or her country. The Board of Directors shall set the maximum number of Active Members from any country.

3.2.2. Emeritus Members:

An Active Member who has reached the age of seventy (70) shall on request, be made an Emeritus Member. An Active Member who ceases to practice medicine at the age of sixty (60) may apply for Emeritus Membership in writing to the Secretary General. Emeritus Members may take part in the association's activities but are not normally eligible to hold office. The President may nevertheless request that the Board of Directors grant an exception to this rule for an Emeritus Member designated by him.

3.2.3. Distinguished Members:

Active or Emeritus Members who have rendered outstanding services to the association and enjoy an exceptional professional reputation may be appointed as Distinguished Members by the International Council on the recommendation of the Board of Directors.

3.2.4. Honorary Members:

On the advice of the Board of Directors, the International Council may confer the title of "Honorary Member" on non-members of outstanding merit.

3.2.5. Associate Members:

Young surgeons aged under the age of forty (40) are eligible for temporary associate membership with privileges that entitle them to participate in all the association's scientific activities and to receive the Journal "International Orthopaedics". To qualify, they must be enrolled in an appropriate orthopaedic training programme. They should normally become Active Members after six years' associate membership.

3.2.6. Inactive Members:

A former Active or Associate Member who has lost his or her Membership because of non-payment of dues, and who wishes to resume and maintain his or her contact to SICOT, is eligible for Inactive Membership without voting rights. Inactive Members will not be required to pay a penalty fee upon reinstatement nor are they required to pay dues. They are required to pay normal congress fees. Inactive Members receive the SICOT e-Newsletter and have access to SIGNEL.

3.2.7. Corresponding Members:

National or International Partner Societies can apply for Corresponding membership by paying an annual fee, the amount of which will be determined by the Executive Committee of SICOT. In determining this fee, the Executive Committee will take into account the number of members of that Society as well as their financial situation. Corresponding Membership may also be acquired by means of nomination by the International Council on the recommendation of the Board of Directors. A Corresponding Member does not pay individual membership dues, pays normal congress fees and is entitled to receive all electronic information including the journal "International Orthopaedics".

3.3. Nomination and Election -

The procedures for nomination and election to membership shall be specified in the Bylaws.

3.4. Voting and other privileges of membership of the association -

3.4.1. Active Members shall have the right to vote, to hold office, to sign referenda, to initiate petitions and to sign nominating petitions. They shall pay the dues laid down by the Executive Committee and approved by the Board of Directors.

3.4.2. Emeritus Members shall have the right to vote, to sign referenda and nominating petitions. They are not required to pay dues.

3.4.3. Distinguished Members shall have the right to vote, to sign referenda and nominating petitions. They are not required to pay dues nor registration fees at the annual congresses.

3.4.4. Honorary Members have no seat on the association's Board of Directors and no voting rights.

3.4.5. Associate Members pay reduced dues and registration fees at association congresses. They have the same rights as Active Members, including the right to vote.

3.4.6. Inactive Members neither have the right to vote nor to hold office.

3.4.7. Corresponding Members neither pay individual membership fees nor have the right to vote.

3.5. Resignation -

Members may terminate their membership at any time by tendering their resignation to the Secretary General, or by failing to pay their dues within six months of the due date.

3.6. Expulsion -

After having been allowed to state his or her case to the Board of Directors, a member may be expelled in a secret ballot by a four-fifths majority of the votes cast by the International Council in a meeting called specifically for the purpose.

ARTICLE 4: Dues, subscriptions and obligations

4.1. The Executive Committee shall draw up a scale of dues and subscription rates for the association's publications. The scale shall be subject to the approval of the Board of Directors.

4.2. A member shall not be in arrears if his or her dues are paid within six months of the date on which they are payable.

4.3. No expelled or former member, or any heir of a deceased member, shall have any entitlement to the privileges

of the Society. They may not claim any share of the funds, any reimbursement of dues or payment of any other kind.

ARTICLE 5: Organisation and administration

5.1. Board of Directors -

5.1.1. Composition:

The Board of Directors shall be composed of the eleven (11) elected constitutional officers of the association, namely the President, President-Elect, Immediate Past President, five Vice-Presidents, Secretary General, Treasurer and Editorial Secretary. The members shall be elected by the International Council. The quorum for its meetings shall be seven (7) members personally present.

5.1.2. Powers:

The Board of Directors shall be the chief policy-making body of the association within the scope of the powers conferred upon it by the International Council.

5.2. Executive Committee -

5.2.1. Composition:

The Executive Committee shall normally be composed of six (6) members of the Board of Directors, namely the President, President-Elect, Immediate Past President, Secretary General, Treasurer, and First Vice-President. The quorum for its meetings shall be four (4) members personally present. Other SICOT members may be invited ex officio by the President to the Executive Committee as provided for in the Bylaws.

5.2.2. Powers:

5.2.2.1. The Executive Committee shall be responsible for the general administration and management of the association, the execution of decisions taken by the Board of Directors and the International Council, the preparation of meetings of the Board of Directors and constitutionally mandated committees and the publication of selected documents and contributions.

5.2.2.2. The Executive Committee shall have the authority to take all necessary decisions on behalf of the association in urgent matters, subject to ratification by the Board of Directors.

5.2.2.3. The Board of Directors, the Executive Committee, or the International Council shall confer on the Secretary General, the Treasurer and the Executive Director, acting separately, such powers as may be deemed fitting to proceed with the general administration, financial matters and handling the funds of the association.

5.2.2.4. For day-to-day administration and dealings with public services or banks, the Secretary General and Treasurer may, on their own authority, delegate their powers and grant power of attorney to a member or an employee of the Society.

5.3. National Sections -

5.3.1. Composition:

A National Section may be formed in any country with five or more Active Members. Each National Section, approved by the International Council, shall elect one of its members to be its National Delegate.

5.3.2. Powers:

Each National Section shall have one or more votes on the International Council. National Sections with between 100 and 200 Active Members may have two votes. Those with over 200 Active Members may have three votes to be cast by the National Delegate at the International Council. The National Delegate shall receive and process all applications for membership and make recommendations to the vote of the International Council.

5.4. International Council -

5.4.1. Composition:

The International Council shall be composed of all National Delegates, the Board of Directors, Past Presidents of SICOT and (Past and Future) Presidents of congresses, National Secretaries, Chairmen of the association's Committees, the Editors and the Chairpersons of the Editorial Board of "International Orthopaedics" and "SICOT-J".

The President may invite any member of the association or officers of another association to take part in the

proceedings of any meeting without a right to vote. Only National Delegates have the right to vote on matters coming before the International Council. No member of the International Council may hold more than two proxies.

5.4.2. Powers:

The International Council shall determine the general policy of the association.

It shall elect the President-Elect, Secretary General, Treasurer and Editorial Secretary of SICOT on the recommendation of the Officer Nominating Committee.

It shall approve the sites and local officers on the recommendation of the Congress Site Committee.

It shall be kept informed of all the activities and proposals of the Board of Directors, the Executive Committee and of any other committee which requires its approval.

It shall approve the election of new Active Members, Distinguished Members and Honorary Members on the recommendation of the Board of Directors. It shall expel members in accordance with the procedure laid down in article 3.6.

It shall approve all changes to the Bylaws. It shall likewise approve all changes to the Constitution ahead of the General Assembly.

It shall approve the accounts and the budget of the association. The International Council shall confer on the Secretary General and Treasurer the powers to act on behalf of the association in executing instruments which incur the association's liability and to conduct legal proceedings as both plaintiff and defendant.

5.5. General Assembly -

5.5.1. Composition:

A General Assembly of the members of the association shall meet at each SICOT congress. All members shall have the right to vote except Honorary, Inactive and Corresponding Members. It shall be chaired by the President of the association.

5.5.2. Powers:

The General Assembly shall ratify or reject the reports of the officers of the Society, the amount of membership dues, the election of the officers of the Society, the site of congresses, and the election of their Presidents. It shall vote on changes to the Constitution and the winding-up of the association.

5.6. Voting Procedures -

In any matter requiring a vote, the result shall be determined by ordinary majority of the members personally present.

A resolution shall be passed only if voted through by ordinary majority of half the members. Provided that, if no such quorum is found, a new Assembly shall immediately be called to transact the same business. It shall decide by ordinary majority of the members personally present.

If there are more than two propositions to be put to the vote, the proposition receiving the lowest vote will be eliminated in turn.

In the event of a tied vote, the President shall have a casting vote.

ARTICLE 6: Officers, Election, Terms of Office and Duties

6.1. Officers -

The officers of the association shall be the President, the President-Elect, the Immediate Past President, the five Vice-Presidents, the Secretary General, the Treasurer and the Editorial Secretary. They shall comprise the Board of Directors.

6.2. Election, Procedure and Term of Office -

They shall be elected by the International Council on the recommendation of the Officer Nominating Committee (the President-Elect, Secretary General and Treasurer) and of the National Delegates of the geographical sections (the five Vice-Presidents). The officers, apart from the President-Elect, President and Immediate Past President, shall hold office for a renewable term of three years.

6.3. The President -

The President shall be the Chief Officer of SICOT and shall chair all meetings of the association and perform his or her duties in accordance with usage and parliamentary practice. The President shall chair the Board of Directors, the Executive Committee, the International Council and the General Assembly; he or she shall be an ex officio member of all Committees as provided for in the Bylaws.

6.4. The Immediate Past President -

The President shall, upon expiration of his or her two-year term of office as President, automatically become the Immediate Past President of the association, and an ex officio member of the Executive Committee and the Board of Directors for an additional term of two years; he or she shall be the Chairperson of the Officer Nominating Committee and the Constitution and Bylaws Committee.

6.5. The President-Elect -

6.5.1. The President-Elect shall be elected every two years by the International Council.

6.5.2. The President-Elect shall assist the President in the performance of his or her duties and chair the meetings of the association in the President's absence. The President-Elect shall be a member of the Board of Directors, the Executive Committee, the Officer Nominating Committee and shall be an ex officio member of all other Committees. The President-Elect is in charge of the scientific programme of the annual congress and can delegate the tasks to the Chairperson of the Programme Committee.

6.5.3. The President-Elect shall act in the place of the President in the event of the death or incapacity, or at the request of, the President.

6.5.4. Upon expiration of the President's term of office, the President-Elect shall become the President of the Society.

6.6. Vice-Presidents -

6.6.1. Five Vice-Presidents, each representing one of the five geographical sections (Europe, North America, Latin America, Africa-Near and Middle East, Asia Pacific) shall be elected by and from among the Delegates of these geographical sections for a term of three years, renewable once only.

6.6.2. The Vice-Presidents shall elect one of their number as First Vice-President to serve on the Executive Committee for a term of three years.

6.7. Secretary General -

6.7.1. The Secretary General shall be elected by the International Council to serve a term of three years, ordinarily renewable once only. In exceptional circumstances, the International Council may extend his or her term of office for a further term of three years.

6.7.2. The Secretary General shall be responsible for minuting all meetings and proceedings of the association and the Standing Committees. The minutes shall be kept at the registered office of the association. He or she shall keep an accurate register of members. He or she shall send to the Board of Directors, Executive Committee, International Council and General Assembly timely notice of their meetings and the agenda for such meetings. The Secretary General shall place on the agenda of such meetings any item of business requested by written requisition of at least twelve (12) Active Members of the association.

6.7.3. The Secretary General shall be a member of the Finance Committee.

6.8. Treasurer -

6.8.1. The Treasurer shall be elected by the International Council for a term of three years, renewable once only.

6.8.2. The Treasurer shall serve as a member of the Publications Committee and of the Finance Committee.

6.9. Editorial Secretary -

6.9.1. The Editorial Secretary shall be elected by the International Council for a term of three years, renewable once only.

6.9.2. The Editorial Secretary shall serve as a member of the Publications Committee and (ex officio) of the Editorial Board.

6.9.3. The Editorial Secretary shall be invited to attend the meetings of the Executive Committee when appropriate.

6.9.4. The Editorial Secretary shall have responsibility for the Society's "Newsletter", electronic communications and may be asked to contribute to the Society's Journals.

ARTICLE 7: Committees

7.1. Standing Committees -

The Standing Committees are consultative bodies with the power to give opinions and make recommendations only. Their composition is subject to approval of the Board of Directors. All members of all categories are eligible to serve on them. The composition, chairship, number of members and the terms of office of members of all standing committees shall be specified in the Policies and Procedures Manual.

7.2. Subspecialty Committees -

In order to meet increasing demands in teaching, training and education within orthopaedic subspecialties, SICOT shall establish several subspecialty sections. These committees shall be specified in the Bylaws.

7.3. Other Committees -

Committees not otherwise provided for in the Constitution may be appointed by the Board of Directors for a specific purpose. The composition and chairship of these committees shall be specified in the Policies and Procedures Manual.

ARTICLE 8: Publications

There may be one or more SICOT journals and an official news publication of the association, as specified in the Bylaws. Other publications may be established by the Board of Directors. The Publications Committee shall recommend a publication policy for each publication of the association and shall advise the Board of Directors on the nomination and selection of editors for the different publications on the advice of the Editorial Board, as specified in the Bylaws.

ARTICLE 9: General Meetings

9.1. There shall be an annual meeting of the International Council as specified in the Bylaws.

9.2. A Congress open to all members shall be held every year, as specified in the Bylaws.

9.3. A General Assembly shall be convened at each such Congress in accordance with Article 5.5.

ARTICLE 10: Languages

The legal language of SICOT shall be French; the working language shall be English.

ARTICLE 11: Bylaws

11.1. The International Council may adopt Bylaws proposed to it by the Board of Directors, which shall supplement and not conflict with any provision of the Constitution. The Bylaws shall be prepared by the Constitution and Bylaws Committee. They shall be submitted to the Board of Directors and to the International Council for approval. Approval of the Bylaws shall require a majority affirmative vote of the International Council.

11.2. Changes to the Bylaws may be proposed by the Board of Directors, the International Council or by not fewer than twelve (12) members of SICOT.

ARTICLE 12: Revision to the Constitution

12.1. Proposals for changes to the Constitution may be made by the Executive Committee and the International Council or by petition to the Secretary General signed by at least five (5) percent of the association's members.

12.2. The proposed changes must be communicated to all members not less than forty-five (45) days before the meeting of the General Assembly.

ARTICLE 13: Approval

13.1. After a first approval by the International Council (vote by at least two-thirds 2/3), changes to the Constitution shall be proposed and put to the vote at a properly convened General Assembly. The changes must be approved by at least two-thirds (2/3) of the members present constituting a quorum and validly casting their votes.

13.2. Such changes will take effect on the tenth day after publication in the *Annexes du Moniteur Belge*.

ARTICLE 14: Dissolution

14.1. The General Assembly shall decide the method of winding-up, liquidation and distribution of the assets of the association.

14.2. The net assets remaining after liquidation of the association shall be applied to a non-profit purpose.

ARTICLE 15: Statutory provisions

All matters not otherwise provided for in this Constitution shall be disposed of in accordance with the provisions of Title III of the Non-Profit Organizations, International Non-Profit Organizations and Foundations Act of 27 June 1921.