

# **Bylaws of the Association INTERNATIONAL SOCIETY OF LIMB SALVAGE (ISOLS)**

This association continues the activities of ISOLS which, upon the foundation of this association, the original is dissolved.

## **§1: Name, domicile and scope of activities**

- 1) The name of the association shall be "INTERNATIONAL SOCIETY OF LIMB SALVAGE".
- 2) The association shall locate its headquarters at Vienna. It is domiciled in Vienna and has worldwide activities.

## **§2: Purpose**

- 1) The association is a non-profit organization. The purpose of the association is to promote research, education and clinical practice related to musculoskeletal tumors and its foremost purpose is to improve patient care related to limb salvage interventions. It also serves as a forum for intellectual exchange among physicians, engineers, scientists and other persons interested in limb salvage, promotes advances in the field of limb salvage and ongoing education of persons engaged in the field of limb salvage.

## **§3: Means for achieving the purpose of the association**

- 1) The purpose of the association is to be achieved by both the intangible and tangible means as specified in paragraphs 2 and 3.
- 2) Intangible means are obtained by:
  - a) organizing symposiums or conventions of scientists from different countries and of multiple disciplines;
  - b) publishing scientific papers in a number of media;
  - c) creating and maintaining a web site;
  - d) promoting cooperation among persons interested in limb salvage and promoting exchange of information among them;
  - e) prompting relationships with related fields of medicine and other professional and scientific associations;
  - f) producing guidelines;
  - g) providing academic courses;
  - h) providing sponsored travelling fellowships according to ISOLS application guidelines.
- 3) The tangible means shall be raised through
  - a) registration fees and annual membership dues;
  - b) incidental profits resulting from organizing scientific conventions and other events and undertakings of the association itself;
  - c) grants awarded to the association by manufacturing industries or other entities;
  - d) donations, fund raising drives, bequests and other contributions to the association;
  - e) fellowships, courses.

## **§4: Categories of Membership**

- 1) There shall be three membership classifications as set forth below.
- 2) Regular members are assigned all membership rights and duties.
- 3) Honorary/Emeritus members are awarded this status based on a history of significant contributions to the field of musculoskeletal oncology.
- 4) Sponsoring members are financially supporting the society by regular annual membership fees or unrestricted grants for education.

**§5: Becoming a Member**

- 1) Medical doctors, researchers, engineers and other persons with medically related qualifications, knowledge and expertise in musculoskeletal tumors and limb salvage techniques can apply for regular membership. The Board shall decide on admission of members. The application for regular membership is to be addressed to the Membership Chair of the Association and shall be accompanied by letters of recommendation from two regular members of the association. Admission may be refused without giving reason.
- 2) Both Honorary/Emeritus members and sponsoring members are endorsed by the Membership Chair and the Board upon recommendation by the President, a member of the Board or a member of the society.

**§6: Termination of Membership**

- 1) Membership shall terminate upon death, in the case of legal entities and partnerships with legal capacity whenever the legal personality ceases to exist, or by resignation or expulsion.
- 2) Resignation from the association is possible at any time by written notice given to the Board.
- 3) The Board may expel a member who in spite of two written reminders and a reasonable extension of the term is in arrears with payment of membership dues. The obligation to pay any overdue membership dues is not affected by the aforesaid.
- 4) Expulsion of a member from the association may also be decided by the Board for gross violation of other membership duties and for dishonorable behavior.
- 5) Cancellation of Honorary/Emeritus membership may be decided by the Board for the reasons specified in paragraph 4.

**§7: Rights and duties of the Members**

- 1) All members have the right to attend all events of the association and to make use of its facilities. Members may be required to pay a registration fee for some association events. Regular Members have the right to vote in the General Meeting and run for an office. Regular members are required to pay an annual membership fee as determined by the General Meeting. The Board may elect to request payment of the annual membership fee on a biennial basis. Honorary/Emeritus members are not required to pay an annual membership fee.
- 2) Each member has the right to receive a copy of the association bylaws.
- 3) A quorum (defined as least one tenth parts of the members) may request the Board to convene a General Meeting.
- 4) In each General Meeting the members shall be given information on the activities and the financial situation of the association. Whenever at least one out of ten members so requests and gives the reasons for such request, the Board shall give such information to the membership within four weeks of such a request.
- 5) The Board shall inform the members on the audited financial statements (rendering of accounts).
- 6) The members are obligated to promote the interests of the association with their best efforts and to refrain from anything which might jeopardize the reputation and the purpose of the association. They shall comply with the association's bylaws and with the resolutions of the officers and legal bodies of the association.

**§8: Officers and Governing Bodies**

- 1) The officers and governing bodies of the association are the General Meeting, the Board, the Nominating Committee, the financial auditors and the panel of arbitration. Additional auditors can be appointed optionally.

**§9: The General Meeting**

- 1) The General Meeting is the “meeting of the members” in terms of the association’s law 2002. A regular General Meeting shall take place every two years, to the extent possible on the occasion and at the place of the INTERNATIONAL SYMPOSIUM ON LIMB SALVAGE, otherwise at the domicile of the association. In keeping with the international spirit of the organization, the location of the General Meeting will rotate among the regions of the world with the three primary regions being 1. Asia-Pacific, 2. The Americas, 3. Europe. The Board may elect to approve a meeting location outside this rotation.
- 2) A special meeting shall take place upon
  - a) a resolution of the Board or of the regular General Meeting,
  - b) a motion filed in writing by at least one out of every ten members,
  - c) upon request of the auditors (§ 21 (5) sentence one of association law),
  - d) a resolution of the (an) auditor(s) (§ 21 (5) second sentence of association law, § 11 (3) third clause of the subject bylaws),
  - e) an order of a court appointed guardian (§ 11 (3) last sentence of the subject bylaws) within a four weeks’ period.
- 3) All members shall be invited to the regular and special General Meetings at least two weeks before their scheduled date in writing, by telefax or by e-mail (to the fax number or e-mail address communicated to the association by the member). The invitation to attend a General Meeting shall contain the agenda. The meeting shall be convened by the Board (subparagraphs 1 and 2 lit a-c), by the/an auditor/s (subparagraph 2 lit d) or by a court appointed guardian (subparagraph 2 lit e)
- 4) Motions for the General Meeting shall be filed with the Board at least two days before the scheduled date in writing, by telefax or by e-mail.
- 5) Legally effective resolutions can be adopted only for items on the agenda – with the exception of resolutions on a motion to convene a special meeting. Motions from the floor can be added to the agenda upon resolution of the General Meeting. The addition of a new item to the agenda of the General Meeting requires a majority vote of the regular members present at the meeting.
- 6) All members are authorized to attend the General Meeting. Only regular members have the right to vote with each having one vote. Honorary/Emeritus members shall not have the right to vote. By way of a power of attorney issued in writing, members may appoint other members proxies for exercising their right to vote.
- 7) There shall be a quorum in the General Meeting irrespective of the number of members present.
- 8) In general, the elections shall be held and the resolutions adopted with a simple majority of the valid votes cast. Resolutions modifying the bylaws of the association or dissolving the association shall be adopted with a qualified majority of two thirds of the votes cast and valid.
- 9) The President will preside over the General Meeting. If the President is prevented from attending, the President-elect shall preside over the General Meeting. If the latter one is also prevented from such activity, the Secretary followed by the most senior Board Member shall preside over the General Meeting. Before the office of the President-elect is installed the Secretary followed by the most senior Board Member shall preside over the General Meeting in case that the President is prevented from attending.

**§10: Duties of the General Meeting**

- 1) The following matters are reserved to the General Meeting:
  - a) Adopting the resolution on the budget;
  - b) Approval of the management report and the financial statements, in this act the financial auditors shall be involved.
  - c) Election and removal of the Members of the Board and of the auditors;
  - d) Approval of transactions entered into between auditors and the associations;
  - e) Formal approval of the conduct of business of the Board;
  - f) Decision on the amount of the membership dues for regular members.
  - g) Adopting resolutions modifying the bylaws and deciding on the voluntary dissolution of the association;
  - h) Deliberations and adopting resolutions on other items of the agenda.

**§11: Management Board**

- 1) The Board consists of the President, the Secretary, the Treasurer, the two Past Presidents, the President-elect and additional members for a total of up to 15 regular members. Board members shall serve without compensation and cannot receive any remuneration as employees of the association.
- 2) The Board shall have geographic diversity: Of the maximum of 15 members of the Board, at least three shall reside in each of the following three regions:
  - a) Europe
  - b) North and South America
  - c) Asia and Pan-Pacific
- 3) The Board shall be elected by the General Meeting upon proposal of the Nominating Committee. If an elected Board Member resigns or is removed from office, the Board has the right to appoint in his or her place another Member eligible to be elected, and for such appointment the approval of the General Meeting shall be obtained retroactively. If, without being completed by co-opting, the Board is not available at all or for an unpredictably long period of time, each auditor has the obligation to promptly convene a special General Meeting in order to elect a new Board. If also the auditors are not able to act, each regular member aware of the emergency shall request the court of law having jurisdiction to appoint a legal guardian who shall without delay convene a special General Meeting.
- 4) The term of office of the Board members shall be two years; re-election is admissible. The maximum term of office shall be six years. Each office of the Board shall be performed in person. From 2013 on a President-elect is elected by the General Meeting upon proposal of the Nominating Committee for a term of office of two years. After this period he or she will become President for a term of office of two years and will then be on the Board for another four years as one of the two Past Presidents.
- 5) The Board shall be convened by the President in writing or by word of mouth, and if he or she is prevented from attending, by the President-elect followed by the Secretary. If the latter are also prevented from attending for an unpredictably long period of time, any other Board member may convene the Board. Before the office of the President-elect is installed the Secretary followed by the immediate Past President shall convene the Board in case that the President is prevented from attending. If the latter are also prevented from attending for an unpredictably long period of time, any other Board member may convene the Board.
- 6) There shall be a quorum in the Board if all of its members have been invited and at least half of them are present.
- 7) The Board adopts resolutions with a simple majority of the votes; in case of a tie, the vote of the President shall be the casting vote.
- 8) The Board shall be chaired by the President, and if he or she is prevented from attending, by the President-elect followed by the Secretary. If the latter are also prevented from attending, such Board Member present who is oldest in seniority or who is appointed to do so by the majority of the remaining Board members shall preside over the meeting. Before the office of the President-elect is installed the Secretary followed by an immediate Past President shall convene the Board in case that the President is prevented from attending. If the latter are also prevented from attending, such Board Member present who is oldest in seniority or who is appointed to do so by the majority of the remaining Board members shall preside over the meeting.
- 9) Except by death and expiry of the term of office (para 3), the term of office of a Board member shall terminate by removal (para 9) and resignation (para 10).
- 10) Any Board member may resign at any time by notice to be given in writing. The declaration of resignation shall be addressed to the Board, or, in the case of resignation of the Board as a whole, to the General Meeting. Such resignation shall be effective only upon election or co-opting (para 2) of a successor.

**§12: Nominating Committee**

The Nominating Committee will serve to identify new Board members for approval at the following General Meeting. The Nominating Committee will be composed of two Board members elected by the board, the immediate Past President who shall serve as Chair of the Nominating Committee and two members elected from the membership during the General Meeting for a total of five members of the Nominating Committee. Individuals may serve on no more than two Nominating Committees. The President shall not serve on the Nominating Committee.

**§13: Duties of the Board**

- 1) The Board is responsible for the management of the association. It is the managing body in terms of the associations law 2002 The Board is conferred all duties not allocated to another body of the association by the bylaws. Its scope of powers comprises in particular the following matters:
  - a) to organize an accounting system in compliance with the requirements of the association, with cash inflow and cash outflow being recorded on an ongoing basis and with a register of assets to be kept, as the minimum requirement;
  - b) to prepare the annual budget, the management report and the financial statements;
  - c) to plan and convene the General Meeting in the cases of § 9a (1) and (2) lit. a – c of the subject bylaws;
  - d) to inform the members of the association on the activities, the finances and the audited financial statements of the association;
  - e) to administrate the assets of the association;
  - f) to admit and expel regular and special members of the association;
  - g) to hire and terminate employment of staff of the association.

**§14: Special duties of individual Board members**

- 1) The President shall conduct the day to day business of the association. The Secretary shall give support to the President in conducting the business of the association.
- 2) The President-elect is in charge of organizing the next INTERNATIONAL SYMPOSIUM ON LIMB SALVAGE following his or her election and should regularly report to the Board on progress and financial planning.
- 3) The President represents the association vis a vis third parties and entities. In order to be legally effective, documents executed in writing by the association shall be signed by the President and the Secretary, documents regarding financial matters (dispositions regarding the value of asset items) shall be signed by the President and the Treasurer. Transactions between Board members and the association are subject to approval by another Board member.
- 4) Transactional powers of attorney to represent the company vis a vis third parties or entities or to sign on behalf of the association shall be issued exclusively by the Board members as specified in para 2.
- 5) In case of an emergency the President is authorized to issue instructions in matters falling within the powers of the General Meeting or of the Board, in his or her own discretion on a stand alone basis; such instructions, however, require notification of the entire Board in as immediate a manner as possible. The President presides over the General Meeting and the Board meeting.
- 6) The Secretary keeps the minutes of the General Meeting and of the Board.
- 7) The Treasurer is responsible for proper management of the finances of the association.
- 8) In cases of their not being available, the President-elect shall substitute for the President, the immediate Past President shall substitute for the Secretary.

**§15: Financial Auditors**

- 1) The General Meeting shall elect two auditors for a term of two years. Re-election is admissible. The auditors must not be members of any executive body which is the object of their audit – with the exception of the General Meeting.
- 2) The auditors are in charge of monitoring the business activities on an ongoing basis and of auditing the finances of the association with regard to the accounts being rendered properly and to the use of funds in accordance with the bye laws. The Board shall submit documentation and give information to the auditors as required. The auditors shall report to the Board and the General Assembly on the results of the audit.
- 3) Transactions between auditors and the association are subject to approval by the General Meeting. In addition, auditors are subject to the stipulations of § 11 (8) through (10) accordingly.

**§16: Auditors**

- 1) The Board may appoint, but is not required to appoint, one or two individuals to serve as auditors of the association. The Auditor(s) may perform the duties prescribed in the following clauses with respect to the association's business affairs and assets.
- 2) request the Management Board and employees to report on the business, or audit the state of the association's business and assets;
- 3) audit the state of the Management Board's execution of duties and prepare audit reports as stipulated in laws and regulations;
- 4) attend the meetings of the Management Board and express opinions when necessary;
- 5) report to the Management Board and the General Meeting when the Auditors deem that a Board member has performed or is likely to be performing improprieties, or when the Auditors discover significant improprieties or facts contrary to laws and regulations or these Articles of association;
- 6) request that the President call a meeting of the Management Board, when the Auditors deem it necessary to report as provided in the preceding clause. Due to the international nature of the association, if a timely face-to-face meeting is not possible then a telephone or internet based meeting should be arranged. Such a meeting should be held within 4 weeks of the request of the Auditors.
- 7) otherwise exercise their authorization under laws and regulations

**§17: Arbitration**

- 1) The association's in-house panel of arbitration shall resolve any disputes resulting from relationships in the association. It is a "Reconciliation Institution" in terms of the associations law 2002 and not a court of arbitration in terms of §§ 577 ff Code of Civil Procedure.
- 2) The panel of arbitration is composed of three regular members of the association. It is constituted by one party nominating to the Board in writing a member to be arbitrator. Upon request by the Board issued within a period of seven days, the other party shall nominate a member of the panel of arbitration within a period of 14 days. After being notified by the Board within seven days, the arbitrators nominated shall elect within another 14 days a third regular member to be the chairman of the panel of arbitration. In case of a tie, the appointee shall be decided by drawing lots. The members of the arbitration panel must not be members of any executive body which is the object of the litigation – with the exception of the General Meeting.
- 3) The panel of arbitration renders its decision after having heard both parties, with all its members present, with a simple majority of the votes. It decides to its best knowledge and belief. Its decisions shall be final within the association.

**§18: Voluntary dissolution of the association**

- 1) A resolution on a voluntary dissolution of the association may only be adopted in a General Meeting and only with a majority of two thirds of the valid votes cast.
- 2) In addition, resolutions adopting a voluntary dissolution of the association require a two thirds majority of the valid votes cast in a resolution in writing of all members. Such resolution shall be adopted either in writing, by telefax or by e-mail.
- 3) Such General Meeting shall also decide on the liquidation – in case the association owns any assets. It shall appoint a liquidator and pass a resolution specifying to whom the assets remaining after payment of the liabilities shall be transferred. To the extent possible and admissible, these assets shall be transferred to an organization which pursues the same or similar purpose as the subject association, otherwise to purposes of social welfare.