

Organization Regulation of the Osteosynthesis and Trauma Care Foundation (OTC Foundation, OTCF)

1 Scope of this document

- 1.1 The Board of Trustees of OTC Foundation (hereinafter called "OTCF" or "The Foundation" for the Foundation; or "OTC" for the OTC alliance with the Chapters) based on article 4 and 9 of the Articles of Incorporation enacts the following organizational regulations.
- 1.2 These regulations determine the structure, organization and functioning of OTCF.

2 Structure of OTC Foundation

- 2.1 The OTCF shall have the following Corporate Bodies:
 - a) Board of Trustees (hereinafter called "BoT")
 - b) General Assembly (hereinafter called "GA")
 - c) Executive Board (hereinafter called "EB")
 - d) Research Committee (hereinafter called "RECO")
 - e) Foundation Secretariat (hereinafter called "Secretariat")
 - f) Statutory Auditors

3 General Provisions

3.1 Meetings

The Corporate Bodies convene at least once annually in person. Meetings shall be called at least ten days before the date of the meeting (except for urgent matters) by the chairman, who determines the agenda and the date of the meetings. Each member is entitled to propose agenda items to be discussed at the next meeting. Not announced agenda points can be added, if all the members agree.

Extraordinary meetings can be called in by one third of the members of the Corporate Body.

Meetings shall be headed by the chairman. In absence of the chairman they shall be headed by another member of the Corporate Body, who will be elected by the members of the body by the majority of votes.

The meetings can be held by way of telephone or video conference. The venue for physical meetings can be proposed by the Corporate Body in consultation with the BoT and the Secretariat.

3.2 Quorum

The presence of the absolute majority (50% + 1 of present members) of the elected members of the Corporate Body shall constitute a quorum. Each committee member or each Chapter has one vote.

3.3 Resolutions

Resolutions shall be adopted by a majority of votes cast.

Suspension of members (article 3.5) need a majority of two third of the votes cast.

Every member or Chapter shall have one vote.

In case of a tie, the chairman or, in his absence, the member of the Corporate Body presiding the meeting shall have the deciding vote.

Proxy votes are allowed if they are wet signed by the absent member and handed out in original to the president of the Corporate Body at the date of the meeting.

3.4 Circular Resolutions

Elections and the adoption of resolutions may be conducted by way of circular resolutions per e-mail, provided that no member of the Corporate Body requests oral deliberation in a physical meeting of the Corporate Body. Circular resolutions shall be adopted unanimously. Said circular resolutions need to be taken note of at the next meeting.

3.5 Suspension of members

Members (individual members or Chapters) shall be suspended temporarily or definitely by the GA, if the member:

- a) Fails to adhere to the Code of Conduct or to the decisions of the OTCF;
- b) Is unable to fulfill its responsibilities for time or quality (reference: see 5.5 below).

3.6 Minutes and keeping the records

The resolutions adopted by the Corporate Bodies shall be recorded in minutes.

The records of the Corporate Bodies shall be kept at the Foundation office or at the domicile of the fiduciary.

3.7 Written Form

E-mails or faxes which clearly refer to the relevant documents are accepted as internal approvals within OTCFs, minutes of board meetings etc. Such E-mails and faxes are considered by OTCF equal to a wet signature.

HCP contracts and invoices require wet signature or equivalent.

4 The Board of Trustees (BoT)

4.1 The BoT consists of three to five trustees. The BoT elects new members unanimously.

The members of the BoT are appointed for a period of three years, reelection is possible.

4.2 Functions of the BoT

The Board of Trustees shall, in accordance with article 9 of the Articles of Incorporation stating its duty of ultimate supervision of the Foundation's activities, in particular and without limitation have the duty to assure that the following functions and duties are performed:

- a) Ensure all OTCF Corporate Bodies and activities follow the mission of the Foundation and are compliant to the OTCF, bylaws and signed agreements;
- b) Review on a regular basis whether the organization is using the funds with respect to the grantors donation;
- c) Approve work plans and budgets and annual accounting statements;
- d) Assure the proper functioning of the Corporate Bodies;
- e) Confirm decisions of the GA;
- f) Represent the Foundation with respect to third parties.

4.3 Chairman of BoT shall:

- a) Set up and control the information flow with the other members of the BoT;
- b) Prepare the meetings of the BoT and invite the other members according to the Articles of Incorporations;
- c) Ensure that the board's meetings and activities are conducted in the spirit of the OTCF and conform to the Articles of Incorporation, bylaws and signed agreements of the OTC Foundation;
- d) Be responsible for the correct delivery of the yearly report to the Cantonal Authority.

5 The General Assembly (GA)

5.1 The GA shall be comprised of the presidents of the local Chapters of OTC, plus the chairperson of the RECO. Additional non-voting member shall be present upon invitation by the GA President. The presidents can be substituted by another board member of the respective Chapter.

The GA is presided by the President and assisted by the Immediate Past President, the President Elect and assisted by the Secretariat.

5.2 The GA shall:

- a) Foster and strengthen the OTC network and ensure its overall engagement, and provide advice on the overall scope and focus of activities of the organization;
- b) Work closely together with the OTC Chapters to establish a cohesive global vision and strategy for OTC;
- c) Assure the required scientific and managerial level of candidates to serve as members of the RECO;
- d) Have the right to create regional and/or sub-regional groupings as well as committees;
- e) Accept new Chapters according to article 5.5 hereafter;
- f) Suspend or exclude members or Chapters;
- g) Dedicate Honorary Awards to persons who rendered outstanding services to the OTCF.

5.3 The standing agenda items for the GA shall include:

- a) Elect the Incoming President who shall automatically become President after the next ordinary meeting of the GA (election in mid-2017 / president from mid-2018);
- b) Confirm or terminate members of RECO;
- c) Acknowledge the annual reports of RECO, Chapters, Board of Trustees and the Secretariat;
- d) Acknowledge the program budget;
- e) Advise on strategic decisions for global and regional development.

5.4 The President is leading the GA. He is responsible to prepare the agenda for the GA assisted by the Incoming President, the immediate Past President and supported by the Secretariat.

5.5 Acceptance of new Chapters

New Chapters can join the OTC, if the candidate:

- a) Makes a written request to the GA;
- b) Supports the vision and mission of OTC;
- c) Agrees to abide by the regulations and requirements of OTCF;
- d) Makes plausible its financial sustainability;
- e) Submits at least 10 names of surgeons and scientists who will be the first members of the new Chapter.

6 Executive Board (EB)

6.1 The EB consists of the President, the Incoming President and the immediate Past President, as well as OTC Regional Coordinators.

The EB is chaired by the President who is also leading the GA.

The Presidents are elected for one year in office and thus reside each in the EB for three years.

The EB proposes Regional Coordinators who are to be confirmed by the GA.

6.2 Function of the EB

a) The EB works closely together with the Chapters to establish a cohesive global vision and strategy for the OTC Global Alliance and to govern the work of the GA.

b) In order to fulfill the mission of the Foundation, the EB shall be able to create Task Forces.

7 Research Committee (RECO)

7.1 The RECO defines and executes the scientific activities of OTCF, supported by the Secretariat.

7.2 The RECO consists of three to seven members. Candidates are to be specially qualified in aspects of osteosynthesis and trauma care, and come from an OTC Chapter country.

7.3 General Terms for RECO

a) The RECO members propose new candidates to the GA. The candidates are to be confirmed by the GA.

b) To the extent possible the time term for members is limited to two terms of three years.

c) To the extent possible the global regions are represented in the RECO;

d) The members elect their chairman.

7.4 The chairman shall lead the RECO. He shall ensure that the members execute their different functional responsibilities. The RECO shall notably:

a) Provide to the GA advice and direction regarding their programs in general;

b) Publish relevant results;

c) Elaborate work plans and budgets regarding their programs for submission to the GA.

8 Foundation Secretariat

- 8.1 The Foundation Secretariat is mandated to implement the decisions of the GA and the BoT, to supervise the activities of the Foundation and to issue and maintain appropriate periodical information within the Foundation and the OTC alliance, also concerning important operative matters or reportable extraordinary events.
- 8.2 The Foundation Secretariat is appointed by the BoT.

9 Statutory Auditors

- 9.1 Auditors are appointed by the Board of Trustees according to article 14 of the Articles of Incorporation, they are appointed for one year. Auditors must be registered as specially qualified in the Commercial Register.
- 9.2 Auditors are completely independent and act according to the laws of Switzerland.

10 Final provisions

This Regulation was approved by the BOT on June 14th 2017 and accepted by the GA the next day. It replaces any previous Organisation Regulation and enters into force on June 15th 2017.



Emanuel Zloczower
Chairman of Board of Trustees