

Osteosynthesis and Trauma Care Foundation (OTC Foundation, OTCF)

Regulation Booklet (Final, November 11th 2021),

No	Name	Actual	Revised	status
00	Articles of Incorporation	27.11.2007	None	In force
05	Code of Conduct	14.01.2014	11.11.2021	In force / accepted
10	Organisation Regulation	15.06.2017	11.11.2021	In force / accepted
15	Internal Competence Regulation	15.01.2014	11.11.2021	In force / accepted
16	Signature Authorisation	15.01.2014	11.11.2021	In force / accepted
20	Reimbursement Policy	15.01.2014	11.11.2021	In force / accepted
25	Medical Ethical Guideline	16.03.2011	None	In force
	Compliance Checklist			In progress
	Due Diligence Checklist			In progress

Last edited 29.3.2022

Articles of Incorporation of the Osteosynthesis and Trauma Care Foundation

Art 1 Name and Domicile

Under the name Osteosynthesis and Trauma Care Foundation ("Foundation") exists a foundation in the sense of art. 80 et seqq. of the Swiss Civil Code (CC). The board of trustees designates the domicile of the Foundation. The board of trustees is, subject to the approval of the supervisory authorities, entitled to move the domicile to any place in Switzerland.

Art 2 Purpose

1. The purpose of the Foundation is to undertake, support and promote the global advancement of osteosynthesis and trauma care through, without limitation, education, training, research, scientific study, symposia, publications, best clinical practices and related humanitarian activities.
2. For this purpose, the Foundation can acquire and sell real estate, buy and sell shares in companies, incorporate and dissolve subsidiaries and establish and dissolve branch offices.
3. The Foundation does not strive for profit.

Art 3 Assets

1. Upon its incorporation, the Foundation is endowed by the founder, Stryker Trauma SA, with an initial capital of CHF 100,000 (Swiss Francs one hundred thousand). The assets of the Foundation are further alimented by voluntary contributions by the founder or any third party as well as by returns and capital gains on its assets.
2. The assets of the Foundation have to be managed according to the legal guidelines.

Art 4 Bodies of the Foundation

1. The bodies of the Foundation are:
 - a) the board of trustees
 - b) the auditors.
2. The board of trustees can enact organisational regulations by which additional bodies of the Foundation (such as an executive director, boards or committees) can be created.

Art 5 Board of Trustees

The board of trustees, which has to consist of at least three physical persons or representatives of legal persons, is the supreme body of the Foundation.

Art 6 Compensation

Members of the board of trustees can be compensated for their function at market rates and are entitled to have their related actual expenses reimbursed. Members of the board can be compensated for specific services rendered to the Foundation at arms' length conditions.

Art 7 Appointment and Amendments

The board of trustees appoints and amends itself, whereby only such candidates are considered, who are familiar with the purpose of the Foundation because of their profession and their previous engagement.

Art 8 Term of Appointment

1. The term of appointment of the members of the board of trustees is three years. The previous members appoint the board of trustees for each term of appointment by cooptation. Re-election is possible.
2. In case one or more members of the board of trustees ceases to be a member during the term of appointment, a new member needs to be appointed for the remaining term of appointment.
3. A member of the board of trustees may be dismissed at any time upon good cause shown. Such good cause is particularly established, if the concerned member is not fulfilling his obligations towards the Foundation or is no longer able to duly exercise his duties. For the dismissal of a member of the board of trustees a resolution taken with a two-thirds majority is required.

Art 9 Powers

1. The board of trustees is the supreme body of the Foundation. It performs all duties and responsibilities which are not explicitly assigned to another body or committee of the Foundation by this document or by regulations or other documents of the Foundation.
2. The board of trustees has the following untransferable and inalienable duties:
 - a) ultimate supervision of the activities of the Foundation, namely in view of the Foundation's internal documents (as articles of incorporation, regulations and other documents) as well as in view of compliance with the laws and any applicable compliance guidelines, codes of conduct, ethical rules and the like;
 - b) stipulating the powers and authorities to sign on behalf of the Foundation and to represent the Foundation;
 - c) appointment of the members of the board of trustees and of the auditors of the Foundation;
 - d) ultimate financial supervision of the Foundation and implementation of an appropriate financial management system;
 - e) notification of the court in case of insolvency of the Foundation;
 - f) creation of additional bodies of the Foundation in organisational regulations;
 - g) enacting and modification of regulations;
 - h) any amendment of the Foundation's articles of incorporation and regulations;
 - i) establishment of the goals and policy and the overall strategy of the Foundation and any fundamental changes in the Foundation's activities;
 - j) dissolution of the Foundation (with or without liquidation), particularly merger of the Foundation;
 - k) acquisition and disposal of any interest in other entities, the formation and dissolution of subsidiaries, the opening and closure of branch offices;
 - l) purchase, sale and encumbrance of real estate;

- m) conclusion of loans, credit facilities, sale and purchase agreements, security arrangements, guarantees, sureties, subordination agreements and other financial arrangements (whether provided or not provided in the annual budget) covering in each individual case an amount exceeding a threshold to be determined by the board of trustees from time to time;
 - n) conclusion of agreements with the executive director or other employees, whose annual salary exceeds a threshold to be determined by the board of trustees from time to time.
3. The board of trustees is authorized to transfer powers and duties other than those listed above to one or more members of the board of trustees, to other bodies of the Foundation, to employees of the Foundation or to third parties.

Art 10 Liability of the Bodies of the Foundation

1. All persons responsible for the supervision, administration, management or auditing of the Foundation are liable for any damage caused by intentional or negligent breach of their duties.
2. If several persons are liable for a damage, any one of them is jointly and severally liable with the others to the extent that such damage can be attributed to such person based on his own violation of duties and the relevant circumstances.

Art 11 Conflict of Interests

1. In the event that any member of a corporate body or any other person acting for and on behalf of the Foundation shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Foundation, including but not limited to transactions involving:
 - a) the sale, purchase, lease or rental of any property or other asset;
 - b) employment, or rendering of services, personal or otherwise;
 - c) the award of any grant by the Foundation, contract, or subcontract;
 - d) the investment or deposit of any funds of the Foundation;such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise such person shall refrain from attempting to exert any influence on the Foundation, or its components to affect a decision to participate or not participate in such transaction.
2. Specific services rendered to the Foundation by members of the board as mentioned in article 6 are to be disclosed.

Art 12 Guidelines of Conduct

The Foundation establishes compliance guidelines, codes of conduct and the like as in force from time to time and applicable to organisations similar to the Foundation and applicable to individuals or organizations with whom the Foundation interacts ("Codes and Guidelines"). Such Codes and Guidelines shall embody the basic principles laid down in documents like the Swiss NPO-Code, the Business Principles for Countering Bribery, the Swiss Academy of Medical Sciences-Guidelines etc. as in force from time to time. The board of trustees and any individual or organization acting within the Foundation shall take care of proper implementation of and compliance with the Codes and Guidelines within the whole organisation and operation of the Foundation.

Art 13 Regulations

The board of trustees enacts one or more regulations concerning the details of the organisation and the management of the Foundation. The board of trustees may amend these regulations within the scope of the purpose of the Foundation at any time. The supervisory authorities have to be made aware of these amendments.

Art 14 Auditors

1. The board of trustees elects a legally adequate auditor. The auditor is required to audit the annual financial statements of the Foundation and to submit a detailed audit report to the board of trustees. Moreover, the auditor needs to verify the compliance of the activities of the Foundation with its purpose and with its articles of incorporation and the regulations.
2. The auditors shall inform the board of trustees about any irregularities or defects they became aware of. If these irregularities or defects are not remedied within reasonable time, the auditor is obliged to notify the supervisory authorities.

Art 15 Amendments to the Deed of Foundation and the Articles of Incorporation

1. The board of trustees may submit requests for an amendment of the deed of foundation or the articles of incorporation by way of unanimous resolution to the supervisory authorities according to art. 85/86 CC.
2. The Founder has the right to petition amendments to the articles of incorporation to the competent supervisory authorities in the sense of Art. 86a CC.

Art 16 Termination

1. The duration of the Foundation is unlimited.
2. Termination of the Foundation requires an unanimous resolution of the board of trustees and may only be effected for reasons required by law (art. 88 CC) and upon approval by the supervisory authorities.
3. In case of termination of the Foundation the then available assets of the Foundation shall be transferred to Swiss tax exempt organizations of public utility (gemeinnützig) serving similar or identical purposes. In any case, these assets must not be retransferred to the founder or its successors.

Bern, November 28, 2007

The Founder:
sig. Vivian Masson

Stryker Trauma SA
sig. Roland Dürig

Code of Conduct of Osteosynthesis and Trauma Care Foundation (OTC Code of Conduct)

I. Scope of this document and definition

Art 1 Scope of the Regulation

1. This Code of Conduct functions as a guide for all individuals with respect to their roles and responsibilities related to our various programs and activities as well as for the OTC Foundation or for the OTC Alliance.
2. The primary purpose of this Code of Conduct is to ensure compliance with ethical standards and all applicable laws and regulations. OTC tolerates no unlawful inducement notably no toleration of kickbacks.

Art 2 Definition

1. The OTC Foundation means the Foundation stated in Switzerland under Swiss Law domiciled in the Canton of Solothurn.
2. The OTC Alliance means the Swiss Foundation including all the OTC Chapters around the world hereinafter called only OTC.
3. Each person acting for and on behalf of the Foundation is an OTC Representative.
4. Health Care Professionals are mentioned as HCP.

II. General principles

Art 3 Financial commitments

1. All activities, programs, projects and related financial costs and expenditures directly relate to the Mission of the OTC and are “appropriate, necessary, modest and reasonable” for the specific purpose of the OTC activity to which it relates.
2. No improper payments will be made to government or non-government officials, employees or any other OTC representative.
3. The OTC Reimbursement Policy complies with this Code of Conduct.

Art 4 Ethical guidelines

1. OTC representatives will not act against any law, rules, guidelines of the Swiss Academy of Medical and Natural Sciences (www.samw.ch), the Advamed code of ethics on interactions with US HCPs or the MedTech Europe Code of Ethical Business Practice.
2. Any individual acting under the name or for the OTC shall be considered an HCP. This also included the members of the Board of Trustees (hereinafter referred as "BOT") or OTC staff.
3. No OTC representative will ever use bribery or granting of improper favors to achieve the mission of OTC Foundation.

Art 5 Conflict of interests

1. As a non-profit entity, OTC is dependent upon financial aid and technical support from external sources for many programs and activities. These sources may include business organizations. While some of these business organizations may maintain an economic interest in the programs and activities of the OTC, it is imperative that the OTC maintains an independent, transparent and rational relationship with all external donors.
2. Understanding the relationship between the OTC and private sources of donations, all OTC activities should be designed in a manner that prevents even the appearance of impropriety. It is essential to the credibility of the OTC that all activities be free from both real and apparent influence of individuals or business organizations.

Art 6 Employment practices

1. It is OTC's policy to comply fully with all applicable labor laws and other statutes regulating the employer-employee relationship and the workplace environment.
2. OTC grants equal opportunities irrespective of race, national origin, gender, sexual orientation, religion or age.

Art 7 Acceptance of gifts

OTC representatives may not offer or accept gifts or favors worth over CHF 100, financial or otherwise. In no event preferential treatment or action shall be granted in return for gifts. In any case the legal requirements of the domestic country of the presentee have to be respected.

Art 8 Participation in OTC Foundation events

1. Courses and other events of the OTC are open to non-affiliated HCP and any invited attendee. All individuals must formally register.
2. Committee Meetings, including Taskforce meetings shall only be attended by members of the respective Committee or Taskforce as well as support staff. Experts can be invited on case-to-case basis.

III. Implementation Principles

Art 9 General principle

Compliance with OTC regulations and ethical guideline is the responsibility of each person acting for and on behalf of the Foundation (OTC representatives). Only compliant behavior ensures the value of our foundation permanently.

Art 10 Reporting of violations

1. OTC's representatives must report violations of laws, rules, regulations or the Code of Conduct internally, so that such matters can be properly addressed. The reporting can be done to the Chairperson of the BOT. Violations by the Chairperson of the BOT can be reported to any other member of the BOT or to the cantonal authority.
2. No reprimands are done against the person who reported such violations in good faith.

Art 11 Violations against this Code of Conduct

Should violations against this Code of Conduct occur, appropriate measures will be taken against the violator. These measures may include counseling, oral or written reprimands, warnings, or suspension without remuneration, termination of contract, and legal action.

Art 12 Abiding by this Code of Conduct

Accordingly, all individuals agree to abide by this Code of Conduct when participating in any OTC activity.

Art 13 Final provisions and Applicable legislation

1. This Code of Conduct is governed by Swiss law.
2. It replaces the version from January 14th 2014 and enters into force on January 1st 2022

Brussels, November 11th 2021

For the BOT (signed by):

Emanuel Zloczower

For the EB (signed by)

Oliver Trapp Francisco Chana Michael Edwards

Reimbursement Policy of Osteosynthesis and Trauma Care Foundation (OTCF Reimbursement Policy)

I. Scope of this document

Art 1 In General

1. This Reimbursement Policy clarifies, for which activities a compensation or a reimbursement is due by OTCF.
2. All compensation, travel expenses and other expenses including other direct costs must comply with the Code of Conduct of OTCF.
3. This regulation applies for all individuals with respect to their roles and responsibilities related to our various programs and activities as well as for the OTC Foundation or for the OTC.

II. Reimbursable Expenses

Art 2 General Principles

1. In general, the OTCF provides the accommodation. On demand, the secretariat can supply the travel arrangements.
2. OTCF will reimburse expenses such as lodging, meals and travel expenses (like taxi, bus, train, tolls and parking) if they directly relate to an OTC activity, and correspond to Art 3 of the OTCF Code of Conduct.
3. Incidentals such as mini-bar, in-room movies, personal telephone calls, and additional charges for accompanying persons, are to be paid directly by the individual. The OTCF staff is not allowed to use his or her working time to help organize for persons not involved in an OTC activity.
4. A person involved in an OTC activity signs a contract or a participation agreement.
5. For reimbursement, the standard OTCF form shall be completed. Receipts and supporting documentation specifying the work performed is to be submitted with the invoice.
6. The Chairperson of BOT or the President of EB shall decide about occurring conflicts in connection with the below mentioned limits.
7. Should local rules or regulation be stricter than these rules which correspond to Swiss Tax regulations, the local rules prevail for the concerned persons

Art 3 Car expenses

OTCF reimburses CHF 0.75 per driven kilometer if the requesting person takes his or her private car for an OTC activity. The requesting person will have to prove the distance he or she takes by a print out of a route calculator.

Art 4 Airfare

1. Persons can organize and pay their own flight bookings. The maximum budget amount stated below will be reimbursed, if the flight dates correspond to the meeting schedule.
2. Only air travel with total flying time over six (6) hours can be reimbursed in business class. The stopover time is not counted as flying time.
3. Flights for Education Fellowships must be tourist class.
4. The following general maximum rates for two-way tickets are accepted:
 - a) For Tourist Class: CHF 650.-
 - b) For Premium economy or Business Class: CHF 4'500.-

In case that the rates cannot be met, the OTC secretariat must be contacted before the booking.

Art 5 Maximum rates for hotels and meals (in CHF per person per day)

1. The location of the event and the hotel should be appropriate for, and conducive to, accomplishing the purpose of the meeting.
2. To enhance the productivity of the meetings, OTCF will occasionally offer modest meals to the participants.
3. For such accommodations and meals, the following maximum rates are being followed:
 - a) Hotel incl. breakfast CHF 300.-
 - b) Lunch CHF 50.-
 - c) Dinner CHF 125.-

III. Compensation

Art 6 General Compensation rules

1. A Compensation is paid by times and materials only for the effective work done and for traveling to qualifying OTC events as specified in the individual "Scope of Work".
The "Scope of Work" is to be agreed before the planned work starts.
2. No HCP should get more Compensation than the maximum agreed in their "Scope of Work". If the Compensation should exceptionally exceed the initial amount, an amendment to the initial "Scope of Work" has to be done.
3. In general, the following maximum hours shall be allowed:
 - a) For hourly meetings if member is contributing: Double of planned meeting time.
 - b) Max compensation for chairperson: Triple of planned meeting time.
4. In general, only organizational meetings are being compensated. The attendance to the Annual General Assembly and the Leadership Forum do not allow to a compensation.

Art 7 Compensation for Travelling

1. For attending compensated activities, 50% of the traveling times are paid by the effective time spent travelling up to a maximum of 8 hours for the two-way trip.

Art 8 Compensation rates

1. These following rates are the maximum Rates and shall comply with the local fair market value in an arm's length for the actual services provided:
 - a) For Members of a Committee/Taskforce: CHF 150.- per hour
 - b) For Chairs of Committees/Taskforces: CHF 200.- per hour
 - c) For Members of Executive Board: CHF 200.- per hour
 - d) For Members of Board of Trustees (BOT): CHF 200.- per hour

IV. Final provisions and Applicable legislation

1. This Regulation is governed by Swiss law.
2. It replaces the version from January 15th 2014 and enters into force on January 1st 2022

Brussels, November 11th 2021

For the BOT (signed by):

Emanuel Zloczower

For the EB (signed by)

Oliver Trapp Francisco Chana Michael Edwards

Organization Regulation of the Osteosynthesis and Trauma Care Foundation (Organization Regulation)

I. Scope of this document and definition

Art 1 Scope of the document

1. This Organization Regulation determine the structure, the organization and the functioning of the OTC Foundation.
2. Accordingly the Board of Trustees (hereinafter called "BOT") of OTC Foundation enact, based on article 4 and 9 of the Articles of Incorporation, the following organizational regulations.

Art 2 Definition

1. The OTC Foundation (hereinafter called "OTCF" or "The Foundation") means the Foundation stated in Switzerland under Swiss Law in the Canton of Solothurn.
2. The OTC Alliance means the Swiss Foundation including all the OTC Chapters around the world hereinafter called only OTC.
3. Each person acting for and on behalf of the Foundation is an OTC Representative.
4. Health Care Professionals are mentioned as HCP.

II. Structure of OTC Foundation

Art 3 The OTCF shall have the following Corporate Bodies:

- a) Board of Trustees ("BOT")
- b) General Assembly (hereinafter called "GA")
- c) Executive Board (hereinafter called "EB")
- d) Research Committee (hereinafter called "ReCo")
- e) Education Taskforce (hereinafter called "EduTF")
- f) Foundation Secretariat (hereinafter called "Secretariat")
- g) Statutory Auditors

III. General Provisions

Art 4 General

1. These general provisions shall apply for all the Corporate Bodies of the OTC if there are no deviations written in the respective article.
2. English shall be the official language of the Foundation.

Art 5 Meetings

1. The Corporate Bodies convene at least once annually in person or via an interactive videoconferencing system. Meetings shall be called at least ten days before the date of the meeting (except for urgent matters) by the chairperson, 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.
2. Extraordinary meetings can be called in by one third of the members of the Corporate Body.
3. Meetings shall be headed and presided by the chairperson. In absence of the chairperson, 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.
4. The meetings can be held by way of telephone or video conference. The Corporate Body in consultation with the BOT and the Secretariat can propose the venue for physical meetings.

Art 6 Quorum

The presence of the absolute majority (51% of present members) of the elected members of the Corporate Body shall constitute a quorum.

Art 7 Resolutions

1. A majority of votes cast shall adopt resolutions.
2. Suspension of members (see III.Art 9 hereinafter) need a majority of two third of the votes cast.
3. Each member of a committee or each Chapter shall have maximum one vote.
4. In case of a tie, the chairperson or, in his absence, the member of the Corporate Body presiding the meeting shall have the deciding vote.
5. 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.

Art 8 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.

Art 9 Suspension of members

1. 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 Art 17, Paragraph 3 below).

Art 10 Minutes and keeping the records

1. The resolutions adopted by the Corporate Bodies shall be recorded in minutes.
2. The records of the Corporate Bodies shall be kept at the Foundation office or at the domicile of the fiduciary.

Art 11 Written Form

1. E-mails, which clearly refer to the relevant documents such as minutes of board meetings, are accepted as internal approvals within OTCF. By OTCF such E-mails are considered equal to a wet signature.
2. HCP contracts and invoices may also be accepted in form of an e-mail as long as the author can be identified.

IV. The Board of Trustees (BOT)

Art 12 Constitution of BOT

1. The BOT consists of three to five trustees. At least one member shall be a Swiss resident with legal and or economical background and one member shall have a background as Orthopedic or Trauma specialist. The BOT elects new members unanimously.
2. If possible, every third year one member of BOT shall be replaced. The EB shall propose the new candidates to the BOT. For continuity purposes, it might be requested to increase the number of BOT for a determined time.
3. The members of the BOT are appointed for a period of three years, reelection is possible.

Art 13 Tasks of the BOT

1. 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.

Art 14 Tasks of the Chairperson of BOT:

1. The Chairperson 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.

V. The General Assembly (GA)

Art 15 Constitution of GA

1. The GA shall be comprised of the presidents of the local Chapters of OTC, plus the chairpersons of the ReCo and the EduTF as well as the three EB Presidents. Additional non-voting member like the Regional Coordinators shall be present upon invitation by the GA President. The presidents can be substituted by another board member of the respective Chapter.
2. The GA is presided by the President and assisted by the Immediate Past President, the President Elect and assisted by the Secretariat.

Art 16 Tasks of the GA

1. The GA shall:
 - a) The GA meets at least once a year. The time between one Annual GA and the next defines a business period of one year.
 - b) 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;
 - c) Work closely together with the OTC Chapters to establish a cohesive global vision and strategy for OTC;
 - d) Assure the required scientific and managerial level of candidates to serve as members of the ReCo;
 - e) Have the right to create regional and/or sub-regional groupings as well as committees;
 - f) Accept new Chapters according to Art 17 hereafter;
 - g) Suspend or exclude members or Chapters;
 - h) Dedicate Honorary Awards to persons who rendered outstanding services to the OTCF.

Art 17 Agenda of GA

1. The standing agenda items for the GA shall include:
 - a) Elect every second year the Incoming President who shall automatically become President after the second GA meeting;
 - b) Confirm or terminate members of ReCo and EduTF;
 - c) Acknowledge the annual reports of ReCo, EduTF, Chapters, Board of Trustees and the Secretariat;
 - d) Acknowledge the program budget;
 - e) Advise on strategic decisions for global and regional development.
2. The President is responsible to prepare the agenda for the GA. He is assisted by the Incoming President, the immediate Past President and supported by the Secretariat.
3. 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.

VI. Executive Board (EB)

Art 18 Constitution of EB

1. The EB consists of the President, the Incoming President and the Immediate Past President, as well as the Regional Coordinators.
2. The ReCo and the EduTF are represented in the EB meetings as non-voting participants.
3. Each term of office consists of two business years.
4. The President, who is also leading the GA, chairs the EB.

Art 19 Tasks of the EB

1. 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.
The EB is therefore responsible for the scientific content of the OTC, taking into consideration the financial situation of the Foundation.
2. In order to fulfill the mission of the Foundation, the EB shall be able to create Task Forces.
3. The EB meets together with the BOT and is informed about any administrative matter that concerns the Foundation.

Art 20 Election of Incoming President and Regional Coordinators

1. The EB reminds the Chapters during a GA to propose candidates for new Incoming Presidents and for Regional Coordinators to the EB for the following GA.
2. Candidates have to be proposed to the EB no later than 60 days prior to the GA.
3. The EB assesses the candidates and proposes the new Incoming President and the Regional Coordinators to the GA for election.
4. It shall not be possible to elect an Incoming President that has not been assessed by the EB prior to the GA.

Art 21 Constitution and Task of the Regional Coordinators

1. Constitution

The EB defines the regions. The Chapters of a defined region propose a delegate as Regional Coordinator to the EB. Reelection is possible after a period of three years.

2. Tasks

The Regional Coordinators:

- a) Make sure that the EB is aware on what is happening in their respective regions;
- b) Stimulates the cooperation on regional chapter level.

VII. Research Committee (ReCo)

Art 22 Constitution of the ReCo

1. 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.
2. General Terms for ReCo
 - a) The ReCo members propose new candidates to the GA. The candidates are to be confirmed by the GA.
 - b) The term for members is three years. Reelection is possible.
 - c) To the extent possible the global regions are represented in the ReCo;
 - d) The members elect their chairperson.

Art 23 Tasks of the ReCo

1. The ReCo defines and executes the scientific activities of OTCF, supported by the Research Coordinator.
2. The ReCo shall notably:
 - a) Provide to the GA advice and direction regarding their programs in general;
 - b) Support the grant and research program of OTC;
 - c) Publish relevant results;
 - d) Elaborate work plans and budgets regarding their programs for submission to the GA.

VIII. Education Taskforce (EduTF)

Art 24 Constitution of EduTF

1. The EduTF consists of minimum three members. Candidates are to be specially qualified in aspects of Osteosynthesis and trauma care, and come from an OTC Chapter country.
2. General Terms for EduTF
 - a) The EduTF members propose new candidates to the GA. The candidates are to be confirmed by the GA.
 - b) The term for members is three years. Reelection is possible.
 - c) To the extent possible the global regions are represented in the EduTF;
 - d) The members elect their chairperson.

Art 25 Tasks of EduTF

1. The EduTF defines and executes the education activities and the communication channels of OTCF, supported by the Secretariat.
2. The EduTF shall notably:
 - a) Provide to the GA advice and direction regarding their programs in general;
 - b) Communicate the programs and courses;
 - c) Elaborate work plans and budgets regarding their programs for submission to the GA.

IX. Secretariat

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, also concerning important operative matters or reportable extraordinary events.
2. The Foundation Secretariat is appointed by a joint BOT and EB decision.

X. Statutory Auditors

1. The 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.
2. Auditors are completely independent and act according to the laws of Switzerland.

XI. Final provisions

1. This Regulation is governed by Swiss law.
2. This Regulation replaces the version from January 15th 2014 and June 14th 2017. It was approved by the BOT on November 10th 2021 and was accepted by the GA the next day. It enters into force on January 1st 2022.

Brussels, November 11th 2021

For the BOT (signed by):

Emanuel Zloczower

For the EB (signed by)

Oliver Trapp Francisco Chana Michael Edwards

The internal Competence Regulation of the Osteosynthesis and Trauma Care Foundation (OTC Foundation, OTCF)

I. Scope of this document

1. The Board of Trustees of OTC Foundation (hereinafter called “OTCF” or “The Foundation”) based on article 4 and 9 of the Articles of Incorporation enacts the following organizational regulations.
2. This Regulation as integral part of the Organization Regulation and determine the (internal) competence regulations.
3. This Regulation is amended every year latest by June 30th.

II. Competence Matrix

Nr.	Task	Board of Trustees	Executive Board	General Assembly	Secretariat
1	Leadership				
1.1	Formulating and controlling of Strategy/ Business Plans	Approval	Application	Decision	Preparing
1.2	Approval of new Chapters	Approval	Application	Decision	Preparing
1.3	Cooperation with other NPOs / Grantors	Approval	Application	Decision	Preparing
1.4					
2.	Finance				
2.1	Budget	Application	Decision	Acknowl.	Preparing
2.2	Accounting, Quarterly & Annual Fin. Reports	Preparing	Acknowledge		Information
2.3	Financial commitment				-
	- budgeted	Anything	Apply	Apply	< Fr 100'000
	- non budgeted	Anything	Apply	Apply	< Fr. 5'000
2.4	Approval of invoices of members of BOT		Approval		
3.	HR and Organization				
3.1	Management of secretariat	Is informed	Instructs		
3.2	Hiring and dismissal of admin support	Approval	Decision	Is informed	Is informed
3.3	Employment conditions	Decision	Application		Is informed
3.4	Amendment of Regulation	Approval	Application	Decision	Preparing
3.5					
3.6					

III. Signature authorization

Role	Member name	Last election	Signature right
Chairperson of BOT	Emanuel Zloczower	June 2019, -2022	Single signature
Member of BOT	Volker Bühren	June 2019, -2022	Joint signature at two
Member of BOT	Peter von den Hazel	June 2019, -2022	Joint signature at two
President of EB	Oliver Trapp	June 2019, -2022	Joint signature at two with BOT
Incoming Pres of EB	Francisco Chana	November 2021, -2022	Joint signature at two with BOT
Past Pres of EB	Michael Edwards	June 2018, -2022	Joint signature at two with BOT
Chairperson of ReCo	Theodore Miclau		Joint signature at two with BOT
Member of ReCo	Volker Alt		
Member of ReCo	Peter Augat		
Member of ReCo	Hamish Simpson		
Scientific Coordinator	Esther van Lieshout		Joint signature at two with BOT
General Secretary and education TF	Margot Hamm		Joint signature at two with BOT
Chairperson of EduTF	Micha Holla		Joint signature at two with BOT*
Member of EduTF	Rikke Thorninger		
Member of EduTF	Taco Blokhuis		
Webmaster and Event Manager, EduTF	Melanie Kall		Joint signature at two with BOT

* after approval by EB

IV. Final provisions

1. This Regulation replaces any previous version. It was approved by the BOT on November 10th and enters into force on November 12th 2021.

Brussels, November 11th 2021

For the BOT (signed by):

Emanuel Zloczower

For the EB (signed by)

Oliver Trapp

Francisco Chana

Michael Edwards

Medical-ethical guideline for the use of human biological material

I. Scope of this guideline

1. OTCF endeavors to ensure the compliance with ethical standards and applicable laws in relation with the donation of human biological material. OTCF encourages ethical business practices and is socially responsible.
2. This guideline is based on the Convention on Human Rights and Biomedicine¹, the Ethical Guideline of the Medical Research Committee (UK)² and the Ethical Guideline from the Swiss Academies of Arts and Sciences³ The Convention states the principle according to which a person has to give the necessary consent for treatment expressly, in advance, except in emergencies, and that such consent may be freely withdrawn at any time.

II. Principles

1. The human body and its parts should be treated with respect OTCF is aware of cultural or religious differences in the meaning and significance attached to the body or specific parts of it and assures that the will of the donor is respected.
2. Informed consent and authorization Donors should understand what the sample is to be used for and how the results of the research might impact on their interests. The written authorization is required from the donor (or the next of kin, if the donor has died).
3. The human body and its parts shall not, as such, give rise to financial gain OTCF agrees to reimburse the reasonable expenses or costs for obtaining human biological material for educational or research purposes. The donors should be informed if their samples might be used in commercial research.
4. Request for information Every supplier of human biological material shall be able to hand out to OTCF a complete documentation on the origin of the human biological material on first request.

III. Violations against this Ethical Guideline

Should violations against this Guideline occur, OTCF may have the right to immediately terminate the agreement with the violator without notice according to the article 3.2 of the OTCF Code of Conduct.

March 16th 2011

For the BOT:

For the Executive Committee

Emanuel Zloczower

Mel Rosenwasser

¹ Convention for the protection of Human Rights and dignity of the human being with regard to the application of biology and medicine: Convention on Human Rights and Biomedicine (ETS No.: 164) and Additional Protocol to the Convention on Human Rights and Biomedicine, on Transplantation of Organs and Tissues of Human Origin (ETS No.: 186)

² <http://www.mrc.ac.uk/Utilities/Documentrecord/index.htm?d=MRC002420>

³ <http://samw.ch>