

Articles of the Association (By-Laws)

International Cartilage Repair Society – ICRS

With latest amendments approved by electronic vote on November 3, 2014 (Second Vice President of Executive Board) .

Art.1: Objects and Purposes

The purpose of the society is charitable: The society envisages the scientific research and the exchange of knowledge among physicians, scientists, patients and researchers of the industry in the field of Cartilage Repair. To serve its purpose, the society organizes international congresses and events, publishes journals, and provides a universal internet discussion-platform. Furthermore the society financially supports research projects and pays for scholarships.

No part of the net earnings of this society shall inure to the benefit of any officer, director, board member or member. The property of this society is irrevocably dedicated to charitable purposes and upon dedication, dissolution or abandonment of the Society, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any officer, director or member, but will be distributed to a Swiss non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes.

Art. 2. Membership

Members of the ICRS Society consist of the following membership categories:

- A. Ordinary Members*
- B. Junior Members*
- C. Fellow Members*
- D. Honorary Fellows*
- E. Retired Members*
- F. Corporate Members*
- G. Affiliated Societies*

A. Ordinary Members *are persons, irrespective of their nationality, who have an interest in the field of Cartilage Repair. The names of all new members shall be published in the ICRS Newsletter. Ordinary members have the right to hold office and are subject to membership fees and are entitled to vote and hold Office.*

B. Junior Members *are persons in training, irrespective of their nationality, who have an active interest and/or competence in cartilage repair and tissue engineering. They have the right to vote. They shall be subject to reduced membership fees. Junior Members will automatically become Ordinary Members after a maximum of 6 years of Junior Membership or 3 years after completion of Training (PhD or Residency), or as per their personal request*

C. Fellow Members *shall be members who have made a significant contribution to cartilage repair and/or related regenerative medicine or to the Society. Members may apply for Fellowship status provided they have been a member of ICRS for at least three years. The application will be voted for approval by the majority of the general board. Fellows have the right to vote and hold office and are subject to the membership fees.*

D. Honorary Fellows *Honorary Fellowship can be given to any fellow who has given the Society particularly meritorious services or who has made outstanding contributions in the field of*

cartilage repair. They shall not make application for Honorary Fellowship but shall be nominated by at least three Fellows of the General Board and ratified by the majority of the general board. Honorary Fellows are exempt from all fees and dues, including meeting and course fee but have the right to vote and can hold office.

E. Retired Members At the time of retirement from professional activities, Members may, upon request to the General Board, shall be exempt of all dues. In case of such exemption they will have no right to vote or hold office.

F. Corporate Members shall be corporations or other organizations, including commercial enterprises, interested in the activities and objectives of the Society. Each corporate member is entitled to nominate 5 company representatives to represent the membership. They shall have no right to vote or to hold office but the company is subject to the membership fee.

G. Affiliate Societies Any scientific Society whose activities, in the opinion of the Board, are in conformity with the objectives of the International Cartilage Repair Society, can be considered for affiliation to the ICRS, if the society provides evidence of having the same objectives as given in art. 1 of ICRS statutes on a regional or national basis; the society is legally controlled and provides Statutes and Bylaws. In the event that a society is accepted by the ICRS General Board as an affiliated society, there shall be no cost to either the ICRS or the society. The President of the society has the possibility to convene the Board of Presidents to discuss and decide on mutual interests. The members of the affiliated society will receive, through their society ICRS News. The ICRS News may be used by the affiliated society for communication to their members in agreement with the ICRS editorial board. Members of an affiliated society can receive reduced fees for ICRS conference and meetings. The members of the affiliated society are not considered as active ICRS members and are not entitled to vote either by mail ballot either at ICRS General Assemblies and cannot hold office.

All members shall receive a certificate appropriate to their membership categories.

Art. 3: Termination and Reinstatement of Membership

Section 1. Unworthiness

With a two-thirds vote by those present at each officially convened meeting, the General Board can suspend or expel a member provided that the General Board has requested such action to be taken, has outlined their reasons for the expulsion and has executed reasonable effort for reconciliation and fact finding.

Section 2. Termination due to non-payment of membership fees

The Executive Office shall send an invoice to each member during the first week of November of the preceding year, and shall issue two reminders until July giving notice that membership may be terminated unless payment is received by July 31st. These reminders will be sent to the last known address of the member as notified to the Secretary. The executive office will notify the General Board of all members who failed to pay their dues until the end of the year in question. The executive office will revoke the membership of those members who fail to pay without good cause after 18 months.

Section 3. Resignation

Any member can present his or her resignation in writing, sent at least 60 days before the date on which the resignation is to become effective. The resigning member should pay any outstanding due of past and current years.

Art. 4. Society Organisation

ORGANS OF THE SOCIETY

The organs of the Society are:

- A. the General Assembly*
- B. the General Board*
- C. the Executive Board*
- D. the Auditor*

A: The General Assembly

Section 1. Timing, Venue, Authority

The General Assembly is the supreme authority of the Society; it consists of all Members holding voting rights. The Ordinary General Assembly of the Society shall be held at least every 2 years at a time determined by the General Board and ratified by the previous General Assembly. In this Articles, the interval between 2 World Congresses is called "1 Term"

The following lie within the authority of the General Assembly:

- (a) Amendments to these Articles of the Association;*
- (b) Dissolution of the Association;*
- (c) Election and removal of the chairpersons and members of the General Board and Standing Committees, subject to Article 14;*
- (d) Approval of the profit and loss statement, the balance sheet, the financial report of the Treasurer following acknowledgment of the Auditor's Report;*
- (e) Ratification of the membership fees;*
- (f) Ratification of the venues chosen by the General Board for future General Assemblies or ICRS world congresses;*
- (g) Other matters which are preserved by law, by these Articles of Association or by internal regulations as well as matters that are presented to the members by the General Board.*

Proposed amendments to the articles of association or other business can also be voted by electronic means outside a physical general assembly meeting and must be announced to all members with voting rights by the following methods:

By regular mail or electronically to all members with voting rights at least:

- 30 days, prior to the physical general assembly or*
- 15 days before the electronic voting date in question.*

In case of an electronic vote by email the system must use a secure SSL connection and the detailed voting results must be kept by the Executive Office on file for at least 3 years. Any member may request to see the detailed anonymous voting results.

Section 2. Convening the General Assembly

A notice inviting members to the Ordinary General Assembly at the ICRS Congress, containing the proposed agenda shall be sent to all Members no later than 40 days before the date of the General Assembly. Any member may request the inclusion of items in the Agenda by notifying the President at least 20 days before the date of the General Assembly. The General Assembly shall be considered to have formed a quorum if at least one tenth of members with voting rights are present or represented electronically. If fewer members are present at the appointed time, the General Assembly shall take place 30 minutes later, with the same agenda at the same place; at that time it shall be considered to have formed a quorum irrespective of the number of members present. The delayed General Assembly does not require a separate notice or invitation.

In very special situations, an Extraordinary General Assembly may also be convened by the General Board at its discretion and must be announced to all members in writing with a minimal notice of 40 days. Such a request must state the business to be transacted during the Extraordinary General Assembly to be convened and include a motion to be voted on.

Section 3. Chair and recording of the Minutes

The President of the society shall preside over the General Assembly. If he/she is unavailable or incapacitated this function shall be fulfilled by the Vice President or, if the latter is also unavailable or incapacitated, by the Past President. If none of the above is available another member of the Executive Board shall preside over the General Assembly.

The Secretary-General, together with the Executive Office shall be responsible for keeping the minutes, which must be approved by the Executive Board not later than 30 days after the GA. The minutes must contain the agenda of the General Assembly and include the results of any resolutions and elections and must be made available to all members.

Section 4. Voting Method / Quorum

In these Articles of Association

- "votes present" shall include the number of Members holding voting rights physically present or the number of valid votes received by electronic means. Each member with voting rights shall have one vote.

- "absolute majority" shall mean the next whole number exceeding fifty per cent of the votes received by the present or the number of valid votes received by electronic means.

- "relative majority" shall mean the attainment of a greater number of votes than the number cast in favour of any alternative option.

Voting can be effected by a show of hands, by the use of ballot forms or electronically, as decided by the General Board or the Chairperson of the General Assembly.

No proxy votes are allowed.

Voting of any kind may also be carried out by electronic means by a secure SSL System outside of a physical meeting of the General Assembly if decided by General Board.

In case of an electronic vote of any purposes by email the system must use a secure SSL connection and the results must be kept by the Executive Office on file for 3 years. Any member may request the executive office to see the detailed, but anonymous voting results.

Section 5. Resolutions

Unless herein stated otherwise, resolutions put before all members General Assembly or by electronic means to all members shall be carried if they attain a relative majority. In the event of a tie in a ballot that is to be decided by relative majority, the President of the Society or in his/her absence the chairperson of the meeting shall have, subject to available options, the casting vote.

A resolution for the amendment of these Articles of Association and the dissolution of the society shall require an absolute majority of the votes present or of the votes received by electronic means.

Section 6. Elections

- a. *All members meeting the eligibility criteria laid down in this article, except members subject to Art 2, e, f, are entitled to hold office and are free to stand for their election to serve in any Standing Committee, subject to the requirements laid down in these Articles, specifically Article 4, Section 6-e. Members who meet the eligibility criteria will be called to submit an expression of interest for one or more of the available positions within 2 weeks of the announcement. All candidacies must be notified in written to the ICRS Executive Office.*

The eligibility criteria are:

- i). *They should have been fully paid members of ICRS for at least one calendar year before the date of the election*
 - ii). *They should previously have served no more than 1 Term of office on that committee*
 - iii). *They must commit to attending the World Congress and the General Assembly where results will be announced.*
- b. *Candidates must be able to serve the society timely and commit with the general requirements for candidates established and issued by the General Board.*
 - c. *The Executive Board shall then publish a list of eligible candidates with the respective posts who have expressed an interest in taking office as well as of candidates nominated by the General Board.*
 - d. *Unless herein stated otherwise, if there is more than 1 candidate for an open vacancy to the Executive Board or to any Standing Committee, the election to that position shall require a relative majority by votes from the members, conducted by an electronic ballot. Where there is just 1 nominee for a position then no ballot will be held for that position and the nominee will be deemed to have won the election by acclamation.*
 - e. *Well in advance of the upcoming world congress, the current Standing Committees will each elect from amongst themselves a new Chairman who will take up their position after the next General Assembly. The current Chairman may be elected for a second Term however the maximum Term of Office as a member of a committee can be no more than 3 (2 Terms as an ordinary member followed by 1 Term as chairman or 1 Term as an ordinary member followed by 2 Terms as chairman).*

In the case of a tie regarding the selection of the Chairperson of a standing committee, the Past President shall act as an intermediate and shall have, subject to other available options, the casting vote.

The chairmen must be either an ordinary member or a fellow member of the society. Junior Members, Corporate Members and Retired Members may not be eligible to chair a standing committee, except the Emeritus Committee. Chairmen of the Standing Committees will then become automatically members of the General Board. In order to ensure continuity in the Society, the Second Vice President assumes automatically the position of First Vice President, the First Vice President assumes automatically the Presidency and the President assumes automatically the position of Past President at the end of his/her term. Consequently, there shall be no election to the position of First Vice President, President and Past President. Only the current Secretary General and Treasurer are eligible to stand for election to the position of Second Vice President, however if neither decides to stand for election for the position of Second Vice President, current general board members can stand for election for this position. Only current members of the General Board and members of the General Boards of the last 2 terms are eligible to stand for election to the positions of Second Vice President, Secretary General and Treasurer. The current Secretary General and Treasurer may be nominated for a

second Term however no member of General Board or Executive Committee may be nominated for more than 1 position. If there is more than one nominee for any position then an electronic vote by the entire ICRS membership will take place at least 2 calendar months before the date of the World Congress. During the World Congress a General Assembly will be held. The current Secretary General will first seek ratification of the election process from those present and then announce the results of the elections.

- f. The positions of Vice President, President and Past President are not re-electable.*
- g. Only current Fellow Members of the General Board are eligible for the position of Treasurer or Secretary General, provided that they did not already occupy in former years the position of Vice President, President, or Past President of the society.*
- h. If a position should remain unfilled because of a lack of candidates or for any other reason, the General Board shall appoint a person who is a current member of the General Board, to assume the duties of the position in an acting capacity until the next regular General Assembly. At the next regular General Assembly an election shall be held to fill the unoccupied post.*
- i. The dismissal of a member of the General Board during his/her term shall require an affirmative vote of two thirds of the votes of members of the General Board present.*
- j. The dismissal or resignation of members of the General Board shall take effect upon the election or appointment of a successor of the dismissed member of the General Board.*

B. General Board

Section 7. Constitution, Term of Office

a. The General Board shall be composed of the President, First Vice President, Second Vice President, Secretary General, the Treasurer and the Past President (these 6 positions also forming the Executive Board), the Chairperson of each Standing Committee, the Chairperson of the Editorial Board and the upcoming Meeting Chairperson. The Meeting Chairperson will be appointed by the Executive Board.

b. These General Board Members shall have voting rights. The Executive Director shall attend the meetings of the General Board but shall not have voting rights. The total number of members of the General Board shall vary with the number of Standing Committees established by the General Board.

c. A member of the General Board may not appoint anyone to act on his or her behalf at meetings of the General Board.

d. The regular term of office of the members of the General Board shall be one term with possibility of one 1-term re-election, respecting the election process laid down in Section 6, a-f, except for the Second Vice President, First Vice President, President and Past President, where the term of office is limited to a maximum of 1 term. Term means the interval between two regular World Congresses. If any of the above posts should become vacant for any reason the General Board shall appoint a person to assume the relevant duties. The appointee should be a current member of the respective Standing Committee where the position became vacant. The appointee shall complete the term of office of his/her predecessor.

Section 8. Duties and Functions

The General Board shall:

- *conduct the business of the Society in accordance to these articles and decide on all matters that are not expressly under the authority of the General Assembly or the Executive Board*
- *may issue regulations and proceedings for the management of the Society as they think it best fit, subject to compliance of these articles of the association*
- *have the power to initiate ad-hoc committees or working groups, to nominate their members and chairpersons, and to issue regulations governing their duties, responsibilities and procedures*
- *have the power to establish standing committees, to nominate their members, subject to election by the general assembly and to issue regulations governing their duties, responsibilities and procedures; elected chairmen of the standing committees shall automatically become members of the General Board*
- *evaluate the decisions of all standing and ad-hoc committees and working groups*

Standing Committees

The purpose of a standing committee is to assist in the management of the society carrying out a continued and permanent administrative or scientific function and summarise the results of its activities in an annual report and present this report if required at the next general assembly.

Standing committees include, but may not be limited to the following committees:

Educational Committee, Communication Committee, Membership Committee, Scientific Programme Committee, Meeting Committee, Financial Committee.

New standing committees may be initiated by the General Board and must be ratified by the General Assembly.

Standing committees may be dissolved by the General Board and this decision must be ratified by the General Assembly.

Standing committees, including its Chairperson, are composed of at least 5 members. The total membership number for each committee will be dependent on the working needs of that committee.

Members shall be restricted to serve in 1 standing committee at a time. However members of Emeritus Committee and the current Scientific Programme Committee past co-chairs, may serve in 1 additional committee. Members of the Emeritus Committee cannot be chair of an additional standing committee.

Standing Committees shall always be composed by a good mixture of scientists and clinicians.

Ad-hoc Committees or Working Groups

Committees not authorized as standing committees are called ad-hoc committees or working groups. The intention of ad-hoc committees or working groups is to identify a problem, gather information, discuss this within the group and summarise their findings in a report that is available to all members, present the report if agreed by the executive board at the next general meeting. Working groups or ad hoc committees may be initiated in two ways:

1. *by the General Board or the Executive Board.*

2. By any member of the society who can identify a relevant issue and gather support of at least 2 Members of the General Board. Such a proposal can be ratified electronically by a majority of the General Board.

The General Board and all members are committed to helping these working groups in any way.

Section 9. Meetings of the General Board

Meetings of the General Board shall be called by the President or if unavailable or incapacitated, by the First Vice President, Second Vice President, Past President, Secretary General or Treasurer of the General Board. The invitation shall state the venue and the agenda and shall be posted at least 30 days before the date of such a physical meeting or 10 days before in case of a phone conference call or the date of an electronic vote. Meetings may be held or by phone conference calls. At least 2 General Board meetings should be held physically per term.

An extraordinary meeting of the General Board or a call for an electronic vote may be called at the request of at least 5 members of the General Board. Such a request must state the business to be transacted and, where appropriate, include one or several motions to be voted on.

Section 10. Presidency / Management of the General Board Meeting

Meetings of the General Board shall be presided over by the President. If he/she is unavailable or incapacitated, his/her duties shall be assumed (in descending order) by the First Vice President, Past President, Second Vice President, Secretary-General or the Treasurer or by another member of the General Board.

Minutes summarising the debates and listing the resolutions taken or rejected shall be kept by the Executive Office together with the Secretary General and must be approved by the Executive Board and be delivered to all members of the General Board as soon as possible.

The minutes are also subject to approval of the General Board at its next meeting.

Section 11. Quorum, Resolutions, Voting

The Quorum required for the transaction of any business of the General Board shall be the presence or the electronic vote of at least half of the total number of its members holding voting rights. The General Board shall pass resolutions by a relative majority of the members holding voting rights present. In the case of a tie the Chairperson of the meeting shall have, subject to available options, the casting vote.

Items may be added to the Agenda of the General Board by any of its members by notifying the President at least 5 days before the meeting. Items can be added at shorter notice at the discretion of the President or if the majority of the members present agree with the inclusion of a new item.

C. Executive Board

Section 12. Compositions and Term of Office

The Executive Board is formed by the President, the First Vice President, the Second Vice President, the Secretary-General, the Treasurer, and Past President. The President is acting as the Chairperson. If he/she is unavailable or incapacitated, his/her duties shall be assumed by the Past President. The term of office of each post shall be 1 term with possibility of re-election by the floor for 1 term of the positions for Treasurer and Secretary General only.

Section 13. Duties

The Executive Board shall assist, prepare and facilitate the work of the General Board and perform other tasks and duties as assigned to it by the General Board. In order to grant an

efficient decision making process, the Executive Board shall take decisions regarding the common day-to-day business of the Society and advise the Executive Director to take care of its execution. In the event of a tie the President of the Society shall have, subject to available options, the casting vote. The Executive Director can represent the Society in its dealings with third parties; the Society shall be bound by all formal decisions of the Executive Board and General Board.

D. Auditor

Section 14. Auditor

The Association shall have an Auditor or auditing company proposed by the General Board and ratified by the General Assembly. Re-election is permissible. The Auditors do not have to be natural persons. The Auditors have to be qualified as public accountant or tax consultant according to Swiss laws. The Auditors have to be independent and must be unbiased. The Auditor shall audit the financial management of the Association with regard to the regularity of the accounting and the use of the Association's assets and means in compliance with its statutes and establish an audit report within three months after the Society having established the annual financial statement. The Auditor shall report to the General Board. The General Board shall consider all deficiencies with regard to the financial management of the Association found by the Auditor and take all measures to avoid any danger from the Association notified of by the Auditors. The report of the Auditor has to be presented by the Treasurer or President to the General Assembly for approval and ratification.

Art 5. Finances, Liability

Section 15. Fiscal Year

The fiscal year starts on January 1st and ends on December 31st.

Section 16. Membership Fees

The annual membership fees shall be determined by the General Board and ratified by the General Assembly. Such membership fees shall become due and payable on the first day of each fiscal year. Resignation, revocation of membership, or expulsion of a Member pursuant to Article 3 does not entitle the Member in question to any refund. Without written resignation of a member to the Executive Office, membership is renewed automatically for the upcoming year at the end of each fiscal year.

Section 17. Liability

The assets of the Society are exclusively liable for the obligations of the Society, to the exclusion of any personal liability of the Members, provided that there are no legal deviations.

Art. 6. Dissolution of the Association

Section 18 Dissolution

The voluntary dissolution of the Association can only be decided by a General Assembly convened for that purpose with the majority of votes laid down in Article 4, A, Section 5.

This General Assembly will also pass a resolution on the financial liquidation and the destination of remaining assets in accordance with article 1, provided financial assets of the Association exist after paying all debts.

In case of liquidation of the Society these assets shall, after payment of all debts, be transferred to a Swiss non-profit organisation which is organized and operated exclusively for charitable purposes.

Art. 7. Statutory Seat and Governing Law

The Society's statutory seat is located in Zurich, Canton of Zurich, Switzerland. These Articles of Association shall be governed by, construed and interpreted in accordance with Swiss law.