



IWAS - Internationale Gesellschaft für Handgelenk-Arthroskopie

IWAS – International Wrist Arthroscopy Society

BYLAWS



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A. NAME

ARTICLE 1

Under the name of

**IWAS – Internationale Gesellschaft für Handgelenks-Arthroskopie
(IWAS - International Wrist Arthroscopy Society)**

there exists an association pursuant to Articles 60 et seq. of the Swiss Civil Code (ZGB) having its seat in St. Gallen, Switzerland.

B. PURPOSE

ARTICLE 2

The International Wrist Arthroscopy Society (IWAS) is an association which represents surgeons who are interested in and perform wrist and hand surgery and arthroscopy. Its intention is to contribute to the improvement of healthcare, education, innovation and advances in a spirit of international friendship.

The aim of this association shall be to facilitate advances in all aspects of Wrist and Hand Surgery and Arthroscopy, including:

- 1) Spread knowledge and education through publications and scientific meetings.
- 2) Facilitate the personal collaboration of hand surgeons and their cooperation partners.
- 3) Improve quality control and outcome measures of Wrist and Hand Surgery and Arthroscopy
- 4) Monitor the socio-economic impact of Wrist and Hand Surgery and Arthroscopy
- 5) Cherish the history and culture of Wrist and Hand Surgery and Arthroscopy

The activities of the association shall not be carried out with intent to make profit, but may include fees and the charging of certain services, in conformity with the carrying out of the objectives.



C. ACTIVITIES and ACCOMPLISHMENTS

ARTICLE 3

To fulfil these aims the association shall have set the following targets:

- 1) Aiding in the exchange and dissemination of knowledge and ideas in the field of Wrist and Hand Surgery and Arthroscopy.
- 2) Encouraging research in the area of Wrist and Hand Surgery and Arthroscopy and related medical disciplines,
- 3) Actively participate in the process of education and certification, such as recognition of the speciality at an international, level.
- 4) Support projects to improve quality control.
- 5) Offer platforms for contact and information for patients.
- 6) Interact with relevant related medical disciplines.

D. FINANCIAL RESOURCES

ARTICLE 4

The association shall meet its needs by

4.1: Annual fees

- 1) The annual membership fees shall be decided by the Executive Committee (EC) and ratified by the General Assembly.
- 2) Fees are paid at the beginning of each year for the current year.
- 3) Fee invoices shall be issued by the Executive Committee.

4.2: Revenues from conferences and service agreements

The EC shall agree in advance fee and a profit share arrangement with the organisers of scientific events supported by IWAS. IWAS may also function as the event organiser.

4.3: Income from publications

The association supports scientific publications. The EC shall determine the income receivable from authors' rights and publishing rights.



4.4: Other contributions

Other contributions include gifts, donations, legacies, special fund-raisers, and/or other revenues, income from the association's assets, and deposits.

E. MEMBERSHIP

ARTICLE 5

5.1: Eligibility

Full members of the association shall be practising surgeons with a special interest in Wrist and Hand Surgery and Arthroscopy. Associated membership without voting rights shall be open to individuals who have an evident interest in Wrist and Hand Surgery and Arthroscopy.

5.2: Admission

Applications for Full Membership and Associate Membership shall be submitted in writing or via the website, and must be received by the Secretary General at least three months prior to the GA.

The EC shall decide on the admission of the applicant. An application may be declined without the statement of reasons. If an individual's admission is rejected by the EC, that person shall have a 30-day right of appeal to the next regular GA, which shall then conclusively decide on the application for admission.

5.3: Categories of Membership

The membership at IWAS shall be divided into the following categories:

1) Full Membership

Full members must fulfil the requirements imposed by the interests of the Society and, as surgeons, dedicate part of their practical work to Wrist and Hand Surgery and Arthroscopy. Full members pay annual contributions, are entitled to attend general assemblies, have a right to vote and may vote for or stand as candidates for committee memberships and Executive Committee.

2) Associate Membership

Associate Membership is available to individuals who, although not specialist surgeons, have an interest in Wrist and Hand Surgery and Arthroscopy (e.g. orthopaedic trainees, physiotherapists, sport medicine specialists).



Associates members pay a reduced annual membership fee, do not have a right to vote and may not vote for or stand as candidates for committee memberships. They may, however, participate in scientific activities and take an active role within committees if called up by the EC.

3) Passive Membership

Passive members may also include legal entities, who provide IWAS with financial and non-material support. Passive members have no right to vote, are not entitled to vote for or stand as candidates for committee membership, and are not obliged to pay a membership fee.

4) Honorary Membership

Honorary members may be appointed by the GA having been proposed by the EC. Honorary members must be natural persons who are awarded this honour due to their outstanding service in the area Wrist and Hand Surgery and Arthroscopy or due to their extraordinary contribution to IWAS. Honorary members are exempt from paying annual membership fees, but and are not entitled to vote, nor can their vote for or stand as candidates for committee members.

5.4: Resignation and end of membership

The membership shall be extinguished upon resignation, exclusion or death.

A member may resign from the association at the end of the year. This requires that a written letter of resignation be sent to the EC at least three months before the end of the year. There shall be no entitlement to the Society's assets or to the reimbursement of membership fees already paid, etc.

5.5: Suspension or exclusion

The loss of membership of a member may occur in any of the three following circumstances:

- by way of a resolution adopted by the EC,
- the personal request of the member,
- in the event of non-payment of dues for a period of more than two years.

A member's membership may be suspended temporarily or conclusively terminated if that person violates the Society's bylaws or other rules, or if they act in a manner contrary to the interests or image of the Society's (including criminal activity, conflict of interests).

The decision on exclusion rests with the EC; the member has 30 days in which to appeal the decision before the GA. The appeal must be filed with the EC. The relevant member's right to be heard must be upheld. The final decision rests with the GA. The excluded member has no right to any of the assets of the Society's. There shall be no reimbursement of annual membership fees and other contributions already paid.



5.6: Privacy

The EC is explicitly entitled to publish the contact data of members (name, address, role) - including online - and to disclose this information to third parties. The EC shall decide on the form and content of, and access to any such publication.

Consent is deemed upon conferral of membership. Members may, however, file a written declaration with the EC, prohibiting it from disclosing their personal data (right to block access to information).

F. ORGANISATION

The administrative bodies of the association are

1. General Assembly
2. Executive Committee
3. Auditor (if legally stipulated)

ARTICLE 6: GENERAL ASSEMBLY

As a general rule, the GA will take place within six months of the end of the financial year of the association, at a place and time determined by the EC. The SG will assume the chair of the meeting and arrange for the minutes to be taken.

6.1: Responsibilities of the General Assembly

The GA is responsible for adopting resolutions on the following aspects:

- 1) Approval of the minutes of the regular and extraordinary general assemblies.
- 2) Receiving the annual report from the SG.
- 3) Adopting the annual financial statement, the financial control report, the auditor's report (where relevant) and adopting the resolution concerning the budget.
- 4) Discharge of the EC.
- 5) Electing and removal of the SG and the other members of the EB (including its President), appointing the auditors.
- 6) Approval of the annual membership fees set by the EC.
- 7) Approval of long-term agreements to be concluded between IWAS and other institutions.



- 8) Matters presented for the assembly to vote upon at the request of the EC, or which the bylaws stipulated are reserved to the assembly for a vote.
- 9) Deciding on appeals against the EC's decisions regarding non-admission or exclusion from the association.
- 10) The dissolution of the association.

6.2: Extraordinary GA

The EC may convene an extraordinary GA at any time. Extraordinary assemblies may also be convened upon a written request made to the EC by one-fifth of voting members; the request must state the purpose of the assembly.

6.3: Invitations to the regular and extraordinary General Assembly

Invitations to the regular and extraordinary GA must be issued in writing, and will be sent to the last known address of the individual members at least thirty days (regular GA) or twenty days (extraordinary GA) ahead of the date of the assembly, and will include details of the agenda.

Motions for the GA must be submitted to the EC forty days prior to the date of the assembly.

6.4: Voting right, quorum, majority

Full members are entitled to vote and may vote for and stand as candidates for committee memberships. A full member may arrange to be represented by another full member by way of a written proxy. Multiple proxies are prohibited.

Every duly convened assembly of members will be quorate irrespective of the number of members present.

The voting in material matters and elections is generally conducted on an open ballot arrangement, unless the EC or at a full member attending the Society, demand a secret ballot.

Resolutions concerning material matters will be carried with a relative majority of the full members present at the GA. In the case of a tie, the vote of the SG counts double. Blank and invalid votes will not be counted.

If an election does not succeed in the first round of voting due to the failure to achieve an absolute majority, or, in the case of block votes, not enough candidates have achieved an absolute majority, a second round of voting will be conducted. At this point, those candidates polling the most votes will be elected. If there is a tie in the voting, the election will be decided by drawing lots.



Additions and amendments to the bylaws of the Society will be adopted at the GA with a two-thirds “in favour” majority of the votes cast.

ARTICLE 7: EXECUTIVE COMMITTEE

7.1: Composition

The **Executive Committee** is composed of a minimum of six members. The following EC positions will be filled as a general rule:

1) The Secretary General

The SG chairs the EB and represents the Society.

2) The Treasurer

The CFO coordinates, maintains and controls the list of members and the collection of membership fees. He is responsible for the Society's accounts and prepares a financial report to be presented to the GA.

3) Chairpersons of the teaching committee

The Chairpersons coordinate training courses and provides the EC with nominations for the selection of experts, sponsors and corresponding proposals for all aspects connected with the organization of the official IWAS and Ircad courses.

4) The Vice Secretary General

The VSG represents the SG as and when required, and upon arrangement.

5) The President

The President is elected by the GA. His functions are largely representative.

6) Chair of the Advisory Board

The Chair of the AB is elected by the GA. The EC elects the other members of the AB and defines their responsibilities. The AB advises the EC especially in discussions regarding new ideas and the prospects for the IWAS.

7.2: Responsibilities of the Executive Committee

The EC is responsible for the executive management and representation of the Society. It determines the signature authority arrangements. It is entitled to exercise all powers not explicitly reserved to the GA by law or according to the bylaws.

The EC makes the preparations for general assemblies and implements the resolutions adopted by it. It has particular responsibility for the memberships and the accounting and has



the power to dispose of the designated funds. The EC is vested with the authority to approve overruns for individual budget items.

The EC may maintain a secretariat, assign special tasks to one or more members or third parties (functionaries) and appoint committees (technical groups).

The EC nominates the members of the **Council**. The SG is the Chair of the Council and reports to it on important Society business. The Council meets once a year, usually prior to the GA. On the proposal of the EC, it provides the GA with nominations of members for election as SG, and other individuals for election to the EC and the Council. It also has an advisory function.

7.3: Meetings of the Executive Committee

The EC shall meet at least twice a year. Meetings of the EC shall be convened by the SG at least ten days ahead of the scheduled date of the meeting, through e-mail or another agreed form of communication.

The EC may also exchange correspondence, conduct discussions, and adopt resolutions through e-mail, video and telephone conferences or through other methods of consultation.

Duly convened meetings shall be quorate irrespective of the number of EB members present.

7.4: Quorum, voting rights, majority

The EB shall be quorate if at least five EC members are present.

Each member shall be entitled to one vote. In the case of a tie, the vote of the SG counts double. Voting shall be by a show of hands, unless a secret ballot is requested by one of the present members. Proxies are not permitted.

Simple majority is sufficient.

7.5: Minutes

EC meetings shall be minuted, and minutes will be issued as quickly as possible to the EC members. The minutes shall be deemed approved if no objections are raised until the next EC meeting.

7.6: Payment and allowances

The EC will make arrangements for reasonable payments and allowances. It may issue relevant rules and regulations.



7.7: Term of office

The term of office of the individual members of the EC is three years, exceptions are the President whose mandate will be one year and the Treasurer whose term of office shall be five years. This shall not expire until a successor assumes office. Re-election for subsequent terms of office is permitted. Terms of office shall end at the time of the GA of the year in question.

7.8: Resignation and vacancies

Every officer may resign from their position by issuing a written declaration addressed to the SG. The officer's resignation shall become effective immediately upon receipt of such written notice. If necessary, the SG will appoint a substitute who will occupy the position until the next GA.

ARTICLE 8: AUDITOR

8.1: Auditor

As long as the Society is not required to perform ordinary audits pursuant to Art. 69b (1) and limited statutory examinations pursuant to Art. 69b (2) ZGB, the GA can waive the auditing pursuant to Art. 69b (3) ZGB in conjunction with Art. 727a (2) OR .

8.2: Optional annual financial review

The GA may appoint an independent auditor to audit the annual financial statement.

The EC shall arrange for the annual accounts and balance sheet to be reviewed. The auditor shall provide the EC with a report and proposal to be submitted to the GA.



ARTICLE 9: DISSOLUTION and LIQUIDATION

9.1: Dissolution

The GA shall resolve with the approval of at least 2/3 (two thirds) of the present members with voting rights.

9.2: Liquidation

The Liquidation shall be executed by the EC.

The assets remaining following payment of all liabilities shall be distributed on a per capita basis among those active members who have settled their liabilities in full, insofar as the GA has not otherwise disposed of these assets under the resolution of dissolution.

ARTICLE 10: LIABILITY

10.1: Liabilities

The Society's assets are solely liable for the settlement of the liabilities of IWAS.

Personal liability on the part of the members of the association, and the EB members, is excluded.

10.2: Assets

The assets of the IWAS belong to the association itself. They shall be managed by the EC. Members have no rights or claims to the assets.

10.3: Indemnity

The Society shall take legal steps in favour of active or former members and agents of the Society, if these are made party to criminal, civil or administrative proceedings in connection with the activities for the Society, provided that they intended to act in the interests of the Society and in accordance with the applicable laws.



ARTICLE 11: FINAL PROVISIONS

11.1: Official language

The official language of the GA and for scientific presentations at IWAS conferences and courses is English.

11.2: Financial year

The financial year of the Society shall be the calendar year. The EC may make changes to this.

11.3 Commercial register

The Society may be entered with the Commercial Register of the Canton St. Gallen / Switzerland.

These bylaws were adopted at the Founding Meeting on 11 December 2014 in St. Gallen, and Art. 7.2. (2) of the bylaws was amended by the General Assembly of 24 June 2016. A general internal audit was conducted in accordance with the resolution adopted by the GA on 20 June 2019 in Berlin in combination with the implementing resolution of the EC of 04 December 2019 regarding change of name and purpose (IWAS) with general internal audit.

Secretary General

Member of the Executive Committee

Prof. Dr. Max Haerle

Dr. Nicole Schmelzer-Schmied



Certificate of Conformity

These bylaws of the IWAS – International Wrist Arthroscopy Society were adopted by the regular GA of 20 June 2019, regarding the change of name to “IWAS”, the adaptation of the purpose and the streamlining of its provisions, and delegated to the EC with the remit to conduct a general review. The revised version was examined by the EC at its meeting of 29th November 2019, and it put these revised bylaws into legal force as the valid bylaws of the IWAS.

The signatory notary public, Att. lic. iur. Daniel Bachmann, Rosenbergstrasse 42, 9000 St. Gallen, hereby certifies that this (14-page) engrossment corresponds with the currently valid bylaws of the IWAS, taking into account the resolutions adopted by the GA on 20 June 2019 in Berlin, regarding the change of name and purpose, with general review and streamlining of the contents as per the resolution of the EC dated 4th of December 2019.

St. Gallen, _____

The notary public:

Att. lic. iur. Daniel Bachmann