

Fragility Fracture Network: Articles of Association (Revised September 2014)

I. Name and Seat of Association

Art.1

The Fragility Fracture Network, following referred to as FFN, is a non-profit making association in the sense of the articles 60 to 79 of the Swiss Civil Code. Its duration is unlimited.

Art.2

The FFN shall have its seat in Glattbrugg (Zurich, Switzerland).

II. Purpose

Art.3

The purpose of the FFN is:

- 1) To promote globally the optimal multidisciplinary management of the patients with a fragility fracture, including secondary prevention;
- 2) To arrange international conferences and exchanges among experts and related parties interested in fragility fracture matters;
- 3) To promote training activities for health care professionals in the fields of osteoporosis fractures;
- 4) To create or identify and circulate guidance documents and standards of care in the field of fragility fractures;
- 5) To promote research aimed at better treatment of osteoporosis, sarcopenia and fracture;
- 6) To promote education and information for the public in the fields of osteoporosis, risk of falls and fragility fractures;

- 7) To promote policy change to enhance the prevention and treatment of fragility fractures at national and international levels;
- 8) To collaborate with other organisations as necessary to achieve the goals of the FFN;
- 9) To undertake or support any other activity which may accelerate medical progress in areas relevant to fragility fractures;

III. Members

Art.4

- 1) Membership shall be open to professionals in any field relevant to fragility fractures. Employees of companies may join as individuals. Companies, as corporate entities, are represented separately through the Corporate Advisory Council (CAC).
- 2) Membership requires the payment of an annual fee of 50 Euros.

Art. 5

- 1) Initiation and termination of membership:

Applications for membership will be accepted by the Executive Committee or its delegated representative. Applications may be refused without giving reasons. Membership is terminated by death or in case of loss of legal personality, or:

- a) by voluntary resignation

may be declared only at the end of the corporate year and is to be announced at least one month in advance by letter to the FFN.

- b) by expulsion

Members who impair the reputation or the functioning of the FFN or who do not comply with their obligations to the FFN may be expelled by the Executive Committee in secret vote by two-third majority. Expulsion shall be effective immediately.

Art. 6

Rights and duties of members:

- 1) All members shall be entitled to take part and vote in the General Assembly.

Art. 7

Raising of funds:

- 1) The funds required for the achievement of the purposes of the FFN shall be raised by:
 - a) Membership contributions of 50 Euros
 - b) Annual subscriptions of the strategic partner companies
 - c) Collections, donations or other payments
 - d) Benefits from events and congresses
- 2) The FFN's financial obligations can be satisfied only from its assets. The members of the FFN shall not be personally liable for the obligations or debts of the FFN.

IV. Organs of the FFN

Art.8

The organs of the FFN shall be:

- 1) The General Assembly
- 2) The Executive Committee
- 3) The Board and its two standing subcommittees – Nominations and Scientific
- 4) The Corporate Advisory Council

V. The General Assembly

Art.9

- 1) The General Assembly shall be the supreme organ of the FFN. The General Assembly shall be called by the President of the FFN at least once a year.
- 2) Invitation to the General Assembly shall be made known to all members at least 21 days prior to the date of the General Assembly by letter also containing the agenda. Motions from members regarding the agenda shall be submitted to the secretariat of the FFN in writing no later than 10 days prior to the date of the General Assembly.
- 3) Proposed amendments of Articles shall be distributed at least 21 days prior to the date of the General Assembly together with the invitation.
- 4) The General Assembly shall be chaired by the president or, if the president is not available, by the president-elect or general secretary. The General Assembly shall constitute a quorum if at least 20 members are present.
- 5) An extraordinary General Assembly may be called by the president, 20% of the members or by the Executive Committee. Invitation to the General Assembly shall be made known to all members at least 21 days prior to the date of the General Assembly by letter also containing the agenda. Motions from members regarding the agenda shall be submitted to the secretariat of the FFN in writing no later than 10 days prior to the date of the General Assembly.
- 6) The General Assembly shall:
 - a) Approve the annual statement of accounts, and the annual report;
 - b) Approve the budget and membership fees;
 - c) Elect the Executive Committee and the Board out of the members;
 - d) Resolve on amendments to the Articles of Association of the FFN;
 - e) Dissolve the FFN;

- 7) Elections and resolutions in the General Assembly shall generally be passed by simple majority. Resolutions by means of which the FFN is to be dissolved shall, however, be subject to a qualified majority of two thirds of the valid votes. In case of equality of votes the President's vote shall decide.

VI. The Executive Committee

Art. 10

- 1) The Executive Committee consists of:
- a) President
 - b) President Elect
 - c) Past President
 - d) General Secretary
 - e) Treasurer
 - f) Congress Chair
 - g) Scientific Committee Chair
 - h) Nominations Committee Chair

Art.11

- 1) The President Elect will be elected every year and cannot be re-elected. The President Elect will overtake the position of the President after his/her term. The President will overtake the position of the Past President after his/her term.
- 2) The General Secretary, the Treasurer, and the chair of the Scientific Committee will be elected for a 2 years term and re-election is only possible once.

- 3) The President Elect, General Secretary, the Treasurer, and the chair of the Scientific Committee will be elected by majority ballot by members at the General Assembly. Candidates will be FFN members, nominated by at least 2 additional ordinary members and nominations submitted to the secretariat of the FFN in writing no later than 10 days prior to the date of the General Assembly.

Art 12

- 1) The Executive Committee shall prepare and facilitate the work of the Board and perform such other tasks and duties as are assigned to it by the Board. The Executive Committee shall represent the Society in its dealings with third parties; the Society shall be bound by the joint signatures of three members of the Executive Committee.

VII. The Board

Art. 13

- 1) The Board shall consist of all members of the Executive Committee and 8 ordinary members, plus a representative of the Bone and Joint Decade (chosen by them), and a website editor. The Board members will be chosen so as to provide a balance between professional groups and geographical regions. The Board shall in addition contain two representatives of the Corporate Advisory Council, in an advisory capacity.
- 2) The Congress Chair and the chair of the Nominations Committee (both being members of the Executive Committee) and remaining members of the Board will be elected as a slate (a list) by the General Assembly on the recommendation of the Nominations Committee.
- 3) The Nominations committee will prepare the slate bearing in mind the need to maintain spread of disciplines and geographical regions, the business of the Board and the need both for continuity and re-invigoration of the Board. For this purpose, the Nominations Committee will seek nominations and opinions from the FFN membership using methods agreed by the Board.
- 4) The Assembly shall have the option, by majority ballot, to approve or reject the proposed list. If necessary, the Nominations committee will immediately submit a revised list to the Assembly for approval.

- 5) The term of office of the members of the Board shall be 2 years per position; re-elections shall be allowed once per position.
- 6) The Board shall have the right to coopt up to ten (10) non-voting members who they consider have a special contribution to make to the work of the Board.

Art.14

The Board shall

- 1) conduct the business of the FFN and decide on all matters that are not expressly the authority of the General Assembly according to these Articles;
- 2) have two standing subcommittees: the Congress Scientific Committee and the Nominations Committee. Membership of these subcommittees will be determined by the Board. The term of office of a chairperson of a Standing Committee is 2 years.
- 3) have the power to set up action-oriented, special interest groups (SIG) or other ad hoc committees. Members should propose project specific committees to the Board for their approval before taking action in the name of FFN. The conveners of such action oriented groups shall be coopted to the Board, if they are not already Board members.
- 4) receive and approve reports from all standing and ad hoc committees.

Art. 15

- 1) Meetings of the Board shall be called by the President or, if he/she is unavailable or incapacitated, by the President-Elect or General Secretary. The invitation shall state the venue and the agenda and shall be posted at least 30 days before the date of the meeting.
- 2) A meeting may be called at the request of at least four members of the Board. Such a request must state the business to be transacted and, where appropriate, include one or several motions to be voted on.
- 3) Conference calls or videoconferences can be held Instead of a physical meeting unless at least half of the Board members oppose.

Art. 16

- 1) Meetings of the Board shall be chaired by the President. If he/she is unavailable or incapacitated, his/her duties shall be assumed (in descending order) by the president-elect, past president, general secretary or the Treasurer or by another member of the Board.
- 2) Minutes summarizing the debates and listing the resolutions taken or rejected shall be signed by the President and the General Secretary and be delivered to all members of the Board as soon as possible.
- 3) The minutes are subject to approval of the Board at its next meeting. Once approved, they will be made available to all Society members.

Art. 17

- 1) The Quorum required for the transaction of business of the Board shall be the presence or participation of at least seven Board members holding voting rights, including at least three members of the Executive Committee.
- 2) The Board shall pass resolutions by a simple majority of the Board members holding voting rights present or participating. In the case of a tie the Chairperson of the meeting shall have, subject to available options, the casting vote.
- 3) Items may be added to the Agenda of the Board by any of its members by notifying the President at least ten days before the meeting. Items can be added at shorter notice at the discretion of the President.

VIII. Corporate Advisory Council (CAC)

Art. 18

- 1) The Corporate Advisory Council (CAC) shall consist of a representative of each company that has accepted the role of strategic partner to the FFN and has paid the appropriate annual subscription. If the nominated representative is unable to attend, a deputy may attend in his place.
- 2) The Corporate Advisory Council (CAC) will choose two of its members to represent the CAC on the Board in an advisory function and is free to determine the length of their tenure.

- 3) The CAC is free to determine the criteria for expansion by the addition of new companies.

IX. Dissolution of the FFN

Art. 19

- 1) Voluntary dissolution of the FFN may be resolved only in a General Assembly, which has been called for such purpose and at which at least half of all members entitled to vote are present. Such a resolution shall require a two thirds majority of the members present.
- 2) If an assembly meeting called for such a purpose does not constitute a quorum another assembly meeting has to be called within a period of two weeks and such an assembly meeting shall constitute a quorum irrespective of the number of members present and shall decide by simple majority. In case of equality of votes the chairman shall decide.
- 3) The last assembly meeting shall simultaneously with the resolution regarding dissolution also decide on kind and form of liquidation. Furthermore it shall resolve that the assets of the FFN shall by no means go to its members but shall be used for beneficial purposes in the field of research of fragility fractures.

These revised Articles were adopted by the Assembly of the FFN on September 6th in Madrid, and came into force immediately.

On behalf of the Executive Committee:

President

President Elect

Treasurer