

# **BYLAWS OF THE SOCIETE INTERNATIONALE DE CHIRURGIE ORTHOPEDIQUE ET DE TRAUMATOLOGIE**

## **BYLAW 1: Principal Office**

- 1.1. An administrative office for the Society shall be established by the Executive Committee provided it is approved by the Board of Directors and compatible with the budget of the Society.
- 1.2. Executive Director – An Executive Director shall be appointed by the Executive Committee. The Executive Director shall have the authority and responsibility for deciding how the objects, determined by the Executive Committee and Board of Directors, are to be achieved, subject to review by the Executive Committee.

## **BYLAW 2: Terms and Dues**

- 2.1. Terms –
  - 2.1.1. The fiscal year of SICOT is from January 1st to December 31st.
  - 2.1.2. The membership term of SICOT is one year.
  - 2.1.3. The Officer term of SICOT is three years, except those of the President, Immediate Past President, and President-Elect, which is two years.
- 2.2. Dues –
  - 2.2.1. Annual dues in amounts to be determined by the Executive Committee shall be paid by the Active and Associate Members to the bank account of SICOT at such time as demanded, except as otherwise provided.
  - 2.2.2. Payment entitles the Member to receive, without additional charge, all society publications corresponding to the period of the paid dues. Payment shall be made normally by March 31st of any given year. A Member's dues are not in arrears if they are paid within six months of the date on which they fall due.
  - 2.2.3. If a Member's dues have not been paid during this period of six months, the Secretary General of the Society will transmit a final reminder that will be the final demand.
  - 2.2.4. If membership dues have not been paid six months after the expected date, the Member will no longer receive the Society Journal. After a year of default, the Member will be considered to have lost his/her voting right and will become an Inactive Member. A final warning will be sent prior to declaration of loss of Active or Associate membership.
  - 2.2.5. Emeritus Members are not required to pay membership dues after the year in which that status is acquired. They may subscribe to International Orthopaedics for a reduced fee. They shall receive other publications of the Society.
  - 2.2.6. Distinguished Members shall receive all the publications of the Society free of charge.
  - 2.2.7. Inactive Members are not required to pay a penalty fee upon reinstatement nor are they required to pay membership dues. They are required to pay normal Congress registration fees. They shall not receive the Society Journal, but shall receive other publications of the Society.

2.2.8. Corresponding Members shall not pay individual membership dues. They shall not receive the printed Society Journal, but shall receive other publications of the Society including the electronic version of the Society Journal.

2.2.9. Any exemption from or reduction of dues shall be determined by the Executive Committee.

#### BYLAW 3: Election to Membership

- 3.1. Requirements for membership, credentials and documentation shall be published for the information of all Members, including updated information being loaded on the SICOT website. These are subject to change by the Executive Committee. Requirements for membership are detailed in the Policies and Procedures Manual.
- 3.2. Applications for membership must be accepted by the National Representative of the country in which the candidate resides and by the Secretary General. The list of candidates' names shall be submitted to the International Council for final approval.
- 3.3. The Executive Committee may set quotas for the number of Active Members per country, if deemed appropriate by the National Representative in consultation with the Membership Committee.

#### BYLAW 4: Reinstatement of Membership

A Member who has terminated his/her membership may be reinstated at any time without payment of a reinstatement fee. The Member shall be entitled to receive from then on publications and notices of the Society and to purchase any missed publications, subject to their availability.

#### BYLAW 5: Funds

The funds of the Society shall be obtained from dues, assessments, registration fees at meetings, profits from congresses, sales of its publications, advertisements in its publications, donations, legacies, interest on reserve funds, investments and other sources as may become available. The Society shall fulfil all the requirements for status as a non-profit scientific, educational and professional association. It shall use its funds for the objects of the Society as stated in the Constitution.

#### BYLAW 6: Nomination and Election of Officers

The Officer Nominating Committee shall prepare a list of candidates and their credentials, nominated for Constitutional Office in the Society. The names shall be submitted to the Executive Committee, the Board of Directors and the International Council.

#### BYLAW 7: Board of Directors

- 7.1. The Board of Directors shall meet at least once a year prior to the meeting of the International Council and otherwise as necessary determined by the Executive Committee. It will make recommendations concerning all actions to be performed by the Executive Committee to attain the objects of the Society.
- 7.2. The business of the Board of Directors may be transacted by mail provided the President notifies all Members of the Board of Directors of any proposed action together with a brief statement of any known arguments for and against the action.
- 7.3. Votes by proxy shall not be allowed either in a mail ballot or in meetings of the Board of Directors. No Member of the Board of Directors may send a substitute to vote in his place at any meeting of the Board.

- 7.4. A member of the Board of Directors who is unable to complete the term of office shall be replaced immediately by a new appointee chosen by the President.

#### BYLAW 8: Committee Structure

- 8.1. Constitutionally mandated Committees (Standing Committees) are:

- Executive Committee
- International Council
- Membership Committee
- Publications and Communications Committee
- Officer Nominating Committee
- Congress Scientific Advisory Committee
- Finance Committee
- Constitution and Bylaws Committee
- Education Committee
- Planning and Development/Promotion Committee
- Congress Site Committee
- Young Surgeons Committee

- 8.2. The Executive Committee shall be composed of the President, the Immediate Past President, the President-Elect, the Secretary General, the Treasurer and the First Vice-President. The President, Immediate Past President, and President-Elect shall serve for a two-year term whereas the other officers shall serve for a three-year term.

- 8.3. The composition of the International Council shall be as specified in the Constitution. It shall meet at least once a year, at the time of a Congress and on other occasions at the request of the Board of Directors, under the chairmanship of the President or, in his absence, by the President-Elect. The date and place of the meeting shall be determined by the President.

A National Delegate who is unable to attend a meeting of the International Council must be replaced by another member of his/her National Committee or his/her National Section or, if this is not possible, shall nominate a proxy to the Secretary General empowering another National Delegate or member of the Board of Directors to cast his/her ballot. No member of the International Council may cast more than two proxies.

- 8.4. The Membership Committee shall be composed of nine (9) members, nominated by the President-Elect and approved by the Board of Directors. The Secretary General is a member. Their terms of office shall be detailed in the Policies and Procedures Manual. The Chairman shall be appointed by the President-Elect.

- 8.5. The Publications and Communications Committee shall be composed of seven (7) members. It shall include the Editorial Secretary, the Treasurer, the Secretary General and the Editor of the Journal. Three other members appointed for three years, shall be nominated by the President-Elect and approved by the Board of Directors. Their terms of office shall be detailed in the Policies and Procedures Manual. The Chairman shall be appointed by the President-Elect.

- 8.6. The Officer Nominating Committee shall be chaired by the Immediate Past President and shall be composed of the President-Elect, and three (3) National Delegates representing the International Council elected from and by the National Delegates. Their terms of office shall be detailed in the Policies and Procedures Manual.

- 8.7. The Congress Scientific Advisory Committee shall be composed of the SICOT President-Elect as Chairman, current Congress President and his/her representative, past Congress President, next two Congress Presidents and their representatives, the Education Committee Chairman, and the SICOT Editorial Secretary, plus 3 members nominated by the President and approved by the Board of Directors. Their terms of office shall be detailed in the Policies and Procedures Manual.

- 8.8. The Finance Committee shall include the Secretary General, the Treasurer, the Editorial Secretary, the Editor of the Journal, the next Congress President, and three (3) members determined by the

International Council and approved by the Board of Directors. Their terms of office shall be detailed in the Policies and Procedures Manual. The Chairman shall be appointed by the President-Elect.

- 8.9. The Constitution and Bylaws Committee shall be chaired by the Immediate Past President and its membership, up to ten (10) members, named by the President, subject to approval by the Board of Directors; the Secretary General shall be ex officio member of the committee. Their terms of office shall be detailed in the Policies and Procedures Manual.
- 8.10. The Education Committee shall be composed of seven (7) members appointed in staggered three-year terms, including the Secretary General, nominated by the President-Elect and approved by the Board of Directors. The Chairman shall be appointed by the President-Elect. Their terms of office shall be detailed in the Policies and Procedures Manual.
- 8.11. The Planning and Development/Promotion Committee, chaired by the President-Elect, shall be composed of the First Vice-President and 3 National Delegates appointed by the President, subject to the approval of the Board of Directors. Their terms of office shall be detailed in the Policies and Procedures Manual.
- 8.12. The Congress Site Committee, chaired by the Immediate Past President, shall be composed of the President-Elect, the First Vice-President, the Secretary General, a future Congress President and the Immediate Past Congress President. Their terms of office shall be detailed in the Policies and Procedures Manual.
- 8.13. The Trauma Committee shall be composed of a Chairman, who shall be a specialist in Traumatology and up to 9 members appointed for three years. The Chairman shall be nominated by the President in consultation with the President-Elect, the Immediate Past President and the Board of Directors. The members shall be appointed by the Chairman of the Trauma Committee.
- 8.14. The Young Surgeons Committee shall be composed of a Chairman chosen by the President and two representatives from each geographical region chosen by the Chairman.
- 8.15. The terms of reference of all Committees shall be determined by the Board of Directors and approved by the International Council.
- 8.16. Chairmen of Standing Committees may serve for two terms of three years each maximum.
- 8.17. In addition to the constitutionally mandated Committees (Standing Committees), further Subspecialty Committees foster the advance of orthopaedic science in the different subspecialties. The Subspecialty Committees are:
  - Trauma Committee
  - Paediatrics Committee
  - Spine Committee
  - Shoulder and Elbow Committee
  - Hand Committee
  - Hip Arthroplasty Committee
  - Knee Arthroplasty Committee
  - Foot and Ankle Committee
  - Tumour Committee
  - Sports Traumatology and Arthroscopy Committee
  - Orthopaedic Research Committee
- 8.18. An interim Chairman appointed by the Executive Committee pending election of a Chairman by majority vote in the respective groups shall chair each Subspecialty Committee.
- 8.19. The duration of chairmanship of each Subspecialty Committee is two years, after which a new election is held. A Chairman may serve for a maximum of two consecutive two-year terms.
- 8.20. The Subspecialty Committees shall collaborate with the Congress Scientific Advisory Committee in selecting topics and reviewing papers for scientific sessions, selecting invited speakers and creating workshops, symposia, and other sessions at the SICOT Congresses, Trainees' Meetings and other

educational activities. The Subspecialty Committees are also responsible for selecting award papers and initiating regional fellowships within the respective subspecialties.

#### BYLAW 9: National Sections

- 9.1. Establishment: to be recognised by the Board of Directors, a National Section must be composed of at least five (5) Active Members resident in that country.
- 9.2. Representation: a National Section approved by the Board of Directors shall be administered by a National Committee of at least three (3) members elected by secret ballot by members of the National Section, one of them being selected as National Delegate by the National Section.
- 9.3. National Sections, which have between 100 and 200 Active Members, shall be permitted to exercise two votes. Those National Sections composed of over 200 Active Members shall be entitled to exercise three votes by the National Delegate at the International Council.
- 9.4. National Delegates shall be members of the International Council and shall have the right to vote once they have paid their membership dues.

The term of office of a National Delegate shall be three years renewable and under normal circumstances this may be extended for one additional term of three years. It is mandatory to hold an election of the National Delegate, the Secretary and the Treasurer of the National Section every three years. Only fully paid up members are eligible to vote. It is recommended that the vote should be organized during the annual congress of the national orthopaedic association or at another appropriate time. A proxy vote, in writing, is allowed. The SICOT Head Office must be informed of the result of the ballot in due time before the International Council meeting.

If the three-year term of a National Delegate is exceeded and no election has taken place, then, with no response from the National Delegate to two reminder emails sent by SICOT, SICOT Head Office will organize an e-vote of fully paid up members of the National Section sent to the e-mail address held at SICOT Head Office. In this case, only the e-mail addresses appearing in the SICOT membership roster and provided by the members of that National Section who are in good standing will be used.

- 9.5. The National Section whose Delegate has been elected to one of the Constitutional Offices of President-Elect, Secretary General, Treasurer or Editorial Secretary shall elect a new National Delegate. A National Delegate who is elected Vice-President of a geographical section shall remain the National Delegate of his country until his mandate as Vice-President has ended.
- 9.6. The National Section should meet in General Assembly at least once in each triennium and the National Committee should meet at least once a year.
- 9.7. A country with less than five Active Members may designate one Active Member as National Secretary responsible for collecting unpaid dues, proposing candidates for membership and communicating with the Secretary General. He shall receive the same information as a National Delegate and is invited to meetings of the International Council with consultative status.
- 9.8. A National Section may have a Constitution and Bylaws for its own operation provided that it does not conflict with the Constitution and Bylaws of the Society and serves to support and enhance the goals of the Society. In order to ensure consistency, the Board of Directors shall approve such Constitutions and Bylaws.

#### BYLAW 10: Commissions

Commissions not otherwise provided for may be appointed by the Board of Directors.

## BYLAW 11: SICOT Partnerships

Partnerships with other Societies or Associations may be established with the approval of the Executive Committee.

Requirements are described in the Policies and Procedures Manual.

Partnerships already established include:

- World Health Organization (WHO) – SICOT has been recognised officially by WHO as a non-governmental organisation.
- World Orthopaedic Concern (WOC) – WOC is affiliated to SICOT and close ties have been established between the two Societies.
- International Research Society for Orthopaedics and Traumatology (SIROT)
- World Federation of Hemophilia, Musculoskeletal Committee (WFH)
- International Society for Minimal Intervention in Spinal Surgery (ISMISS)
- World Society for Reconstructive Microsurgery (WSRM)
- Association for Rational Treatment of Fractures (ARTOF)
- International Musculoskeletal Laser Society (IMLAS)
- International Federation of Paediatric Orthopaedic Societies (IFPOS)
- Orthopaedic Association of SAARC Countries (OASAC)

In addition, the Executive Committee may establish special agreements with National or International Societies or Associations, and may nominate Friendship Nations/Societies/Regions.

## BYLAW 12: Publications

### 12.1. Policy Determination –

The Board of Directors shall, upon the recommendation of the Publications and Communications Committee, adopt publication policies consistent with the Society's goals. The Publications Committee shall monitor all SICOT publications to ensure consistency with the Society's Constitution and Bylaws and with policies adopted by the Board of Directors.

### 12.2. SICOT Journal –

The Journal of SICOT shall be INTERNATIONAL ORTHOPAEDICS.

### 12.3. Editor of INTERNATIONAL ORTHOPAEDICS –

The Executive Committee, on the recommendation of the Editorial Board, shall nominate and the Board of Directors shall appoint an Editor for the journal of SICOT. The Editor shall be responsible for the editorial content of INTERNATIONAL ORTHOPAEDICS. The Editor shall serve at the pleasure of the Board of Directors for a three-year term and may be re-nominated and reappointed by the Board of Directors for further three-year terms. The Editor will choose Associate and Assistant Editors and shall inform the Board of Directors of such choices. Associate Editors will serve for a triennium and may be re-nominated for further three-year terms. Assistant Editors may serve for a triennium and may be re-elected for further three-year terms. The Editor, Associate and Assistant Editors constitute the Editorial Board.

The Editorial Secretary shall be a member of this Board (ex officio). A Chairman may be nominated by the members of the Editorial Board, subject to the approval of the Board of Directors. The Editor may be the Chairman of the Board.

12.4. The Editor shall be invited to attend the meetings of the Executive Committee when appropriate.

12.5. The Editor is directly responsible to the Executive Committee.

12.6. Emeritus Members may subscribe to the Journal "International Orthopaedics" at a privileged price.

## BYLAW 13: Congresses of SICOT

13.1. There shall be a professional meeting of the Society (Congress) open to all members at least every year. This meeting shall consist of educational and research programmes both clinical and scientific, under the patronage of the Board of Directors.

13.2. There shall be an Organising Committee under the chairmanship of a Congress President who shall be appointed by the International Council on the advice of the Executive Committee well in advance of each Congress. This committee will oversee the organisational aspects of the Congress.

The financial arrangements and organisational managements of SICOT Congresses will be the responsibility of the Secretary General assisted by the SICOT Head Office working in cooperation with the Congress President and a local and/or international PCO.

13.3. Registration fees for Congresses shall be determined by the Executive Committee.

13.4. Invitations by National Representatives to host future Congresses shall contain:

- the name of the country and city;
- the official approval of the local authorities;
- the approval of the National Orthopaedic Association to indicate support – it is not expected to participate in the organisation or running of the meeting;
- the name of a Member of SICOT living in the proposed country as President of the Congress;
- suggested dates for the meeting;
- preliminary budget;
- floor plan of the congress venue.

The Congress Site Committee will consider the bids and report to the Executive Committee who will make their recommendations to the International Council for its vote. The final choice of site shall be submitted to the General Assembly for approval.

Candidate Presidents for future Congresses will be required to sign acceptance of the Guidelines for Congresses.

## BYLAW 14: Finances

14.1. Policy and Procedures Determination –

The operating and financial policies and procedures of the Society as determined by the Executive Committee shall be published in the Policies and Procedures Manual.

14.2. Cheque-Signing Authority –

The Executive Committee shall specify who shall serve as signatories for signing cheques on the Society accounts, and shall record the policy in the Policies and Procedures Manual.

14.3. Budgets –

The Treasurer, with the assistance of the Head Office, shall bring to the Executive Committee a proposed annual budget. Upon approval by this Committee, the annual budget shall be brought each year by the Treasurer to the International Council for approval.

14.4. Disclosure –

The Treasurer of SICOT shall report to the General Assembly on the financial status of the Society and on budgets approved by the Executive Committee and the International Council.

#### BYLAW 15: Policies and Procedures

A constant and current record of the administrative policies and procedures of the Society shall be maintained at all times by the Secretary General with the approval of the Executive Committee.

#### BYLAW 16: Languages

The working language shall be English. Other languages may be used where appropriate.

#### BYLAW 17: Rules of Order

In the absence of any specific provision in these Bylaws, all meetings of the Society, its Board of Directors, Executive Committee, International Council, General Assembly and duly appointed councils or committees shall be governed by standard parliamentary procedure which provides for adequate notice and fair opportunity for debate. The Presiding Officer may be guided by, but not bound by, the most current edition of Robert's RULES OF ORDER.

#### BYLAW 18: Voting Procedures

Only National Delegates who have paid their membership dues, Distinguished Members and past Presidents may vote. In any matter requiring a vote, the result shall be determined by a simple majority of those present or represented.

If there are more than two propositions under consideration, the proposition receiving the lowest vote will be successively eliminated.

In the event of a tie, the Presiding Chairman shall give a casting vote.

#### BYLAW 19: Changes to the Bylaws

- 19.1. All changes in the Bylaws must be proposed by a majority of the Board of Directors of SICOT acting separately.
- 19.2. Changes to the Bylaws may be adopted, annulled or amended by a majority vote of the members present at a regular meeting of the International Council provided that the members of the International Council have been notified of the proposed action in writing or through an appropriate Society publication at least 30 days prior to the meeting.

#### BYLAW 20: Adoption

Changes to the Bylaws shall take effect immediately after their approval by a majority of the International Council.