

## Statutes of the

### **German Society for Orthopaedics and Trauma Surgery [Deutschen Gesellschaft für Orthopädie und Unfallchirurgie] (DGOU) e.V.**

in the version as compiled at the general assembly on 25/10/2016

---

*All terms used within the statutes, which refer to professions, functions and other persons are to be regarded independently of their grammatical form to refer to both male and female genders.*

#### **§ 1 - Name, Headquarters**

1. The name of the association is the “German Society for Orthopaedics and Trauma” (DGOU) [in the original German: “Deutsche Gesellschaft für Orthopädie und Unfallchirurgie e.V.”]
2. It is headquartered in Bochum and is registered within the Register of Associations at the district court of Bochum under file no.: VR 3953.

#### **§ 2 - Purpose**

1. The association is a scientific-medical society, acting as an Association Group combining the objectives and tasks of the two sponsoring associations of the German Society for Orthopaedics and Orthopaedic Surgery e.V., (registered in the Register of Associations at the district court in Frankfurt am Main VR 11701), and the German Society for Trauma Surgery e.V., (entered in the Register of Associations at the district court of Bochum VR 1396), along with their respective members. It is tasked with promoting the overarching and common medical-scientific and interdisciplinary interests in the field of “Orthopaedics and Trauma Surgery” with respect to research, training, education and practical applications, and as such, aspires to promote academia and research. The purpose of the statutes shall be accomplished through: putting on regular scientific events and congresses; involvement in further training and education as well as in their design; the awarding of research contracts; and through cooperation with other medical-scientific institutions.
2. The objectives of the association shall furthermore be achieved through:
  - a) scientific exchange and collaboration with professional societies, both from Germany and abroad, of the same discipline or from other medical disciplines;
  - b) promoting scientific work through granting of publicly advertised awards;

- c) scientific exchange and dialogue between scientists and the association in the field of orthopaedics and trauma surgery;
  - d) prompt issuing of scientific publications and through events, including involvement in and setting up of congresses;
  - e) representation of the field of orthopaedics and trauma surgery in the public sphere, in associations, in the political world, when dealing with care providers in the health sector, with authorities and ministries, with self-governing bodies, with benefactors of the statutory and private health insurance bodies, and with all other health care institutions and other scientific societies and associations;
  - f) the creation of committees or other dependent sub-groups (e.g. committees, working groups, sections, temporary task forces) for the purposes of scientific collaboration in different scientific and practical fields within orthopaedics and trauma surgery, and ensuring their consolidation;
  - g) the scientific-medical creation and development of technical and legal principles for the training and further education of medical professions, in addition to organising such training.
3. The Association aims to promote the further development of the field of orthopaedics and trauma surgery, structured on the basis of amendments regarding legal rights to training, in both scientific and practical respects. In doing so, the previously existing tasks and structures of both individual Associations, namely the German Society for Orthopaedics and Orthopaedic Surgery e.V. and the German Society for Trauma Surgery e.V., are to be taken into account. The DGOU shall come to an agreement with the supporting associations (DGOOC and DGU) on any decisions or provisions.
  4. By way of a decision from the executive board, commissions, other dependent sub-groups (e.g. committees, working groups, sections, temporary task forces) or other designated persons may be founded/appointed within the Association, which serve the objectives of the Association. Sub-committees of the Association serve as advisory bodies to the general board and to the executive board in particular issues the Association is faced with, specifically in the fields of "Care, Quality and Safety", "Education and Youth" and "Academia". They prepare the decisions of the general board and the executive board, and give their recommendations. Commissions and other delegated persons shall have advisory functions, and may be assigned to particular tasks. Upon a decision by the executive board, sections may be formed in specific fields within orthopaedics and trauma surgery. Similarly, working groups can be formed, focused on specific scientific problems within the field of "orthopaedics and trauma surgery". The executive board may make a decision on the establishing of an enterprise or involvement in another enterprise in order to fulfill the statutory objectives in accordance with § 2(1).
  5. When achieving its aims of promoting research and academia, the Association itself shall pursue exclusively and directly non-profit means as defined under the "tax-privileged purposes" section of the tax code. This may also take place through the means of auxiliary persons as described under § 57(1) sentence 2 of the tax code. The Association may become involved with other enterprises, or establish enterprises, insofar as it is ensured that this involvement or establishment of a new enterprise shall not affect the common interests of the Association. The Association is a non-profit organization. It does not primarily pursue any economic results in its own interest. Funds from the Association may only be used for the statutory purposes. No person should be rewarded

in carrying out tasks, which do not serve the interests of the Association, nor through disproportionate fees or expenses allowances. The members shall not receive any payment from the Association's funds.

### **§ 3 - Acquisition of Membership**

1. Any approved doctor or scientist may become an ordinary member of the Association, provided that they are practically or academically concerned with the field of orthopaedics and trauma surgery, or have a career interest in this field. They have the right to a vote, in addition to both active and passive franchise.
2. Extraordinary (associate) members of the Association may be particularly those who study medicine, or may be associations of individuals or other entities that are involved in another activity relating to the field of orthopaedics and trauma surgery, or have a practical or academic interest in this field. They have the right to vote, but shall not be electable.
3. The application for membership, and acceptance into the Association shall take place through the head office, with applications requiring the support of two ordinary members acting as sponsors. The executive board shall make decisions on membership acceptance. The board shall not be required to inform the applicant of the reasons for an application refusal.
4. Each member of the German Society for Orthopaedics and Orthopaedic Surgery and of the German Society for Trauma Surgery e.V. is also a member of the Association (i.e. dual-membership), provided that these Societies serve the purposes of the Association, they express this through introduction of relevant statutes, and these statutes also provide for such a dual-membership. The members of these Societies shall be considered by their respective status within their Society as either ordinary or associate members in accordance with § 3(1) and (2).
5. Honorary members may be appointed where a person has made an exceptional contribution towards development and promotion in the field of orthopaedics and trauma surgery. Honorary members shall be appointed through decisions of the executive board, on request, and through a secret vote, with the majority required being three quarters of the vote. Honorary members are not required to pay membership fees. They shall have voting rights and active/passive franchise depending on their status as either ordinary or associate members of the Association.
6. Corresponding members may be appointed where a particularly distinguished person, particularly foreign doctors or scientists, deserve a level of recognition within the field of orthopaedics and trauma surgery. Corresponding members shall be appointed through decisions of the executive board, on request, and through a secret vote, with the majority required being two thirds of the vote. Corresponding members are not required to pay membership fees. They shall have voting rights and active/passive franchise depending on their status as either ordinary or associate members of the Association.

## **§ 4 - Cessation of Membership**

1. Membership shall be concluded:
  - in the case of natural persons, by death of the member, or in the case of legal persons, by their liquidation;
  - on the basis of voluntary withdrawal;
  - by removal from the list of members;
  - by way of being excluded from the Association.
2. Voluntary withdrawal is to be requested by written request to the executive board. Voluntary withdrawals shall be accepted only where a three-month notice period before the end of the calendar year is given.
3. A member shall be removed from the list of members if in arrears of payment of membership fees, and having already received two payment reminders. Removal from the list shall occur after one month has elapsed from the sending of the second payment reminder. This removal shall be informed to the member.
4. A member may be excluded from the Association by way of decision of the executive board where the member has acted contrary to his/her obligations with respect to the Association or has acted in gross violation of the interests of the Association. Before any decision is made, the member will be given a reasonable time period and opportunity to justify any actions, either in writing to, or in person before the executive board. The member can make an appeal against the exclusion decision to the general assembly. The appeal must be submitted within a one month period from receipt of the exclusion decision from the executive board. The subsequent meeting of the general assembly shall make a definitive decision on the appeal.
5. Should the membership of any given member come to an end, and this member is also be a member of the German Society for Orthopaedics and Orthopaedic Surgery e.V. and/or the German Society for Trauma Surgery e.V., then membership of German Society for Orthopaedics and Orthopaedic Surgery e.V. and/or the German Society for Trauma Surgery e.V. shall also be terminated.

## **§ 5 - Membership fees**

1. All ordinary and associate members are required to pay membership fees. Membership fees are to be paid by 31st March of the corresponding calendar year.
2. The fee amount to be paid shall be decided in a decision made by the general assembly.

3. Any details shall be determined by membership fee rules to be adopted by the general meeting.

## **§ 6 - Business year**

The business year is the calendar year.

## **§ 7 -Official bodies of the Association**

The official bodies of the Association are:

- the executive board,
- the general board, and
- the general assembly.

## **§ 8 - The executive board**

1. The executive board of the Association shall consist of:
  - a. the president and the deputy president;
  - b. The secretary-general and the deputy secretary-general;
  - c. the treasurer;
  - d. The president of the German Society for Orthopaedics and Orthopaedic Surgery e.V. (DGOOC) and the president of the German Society for Trauma surgery e.V. (DGU);
  - e. the 2nd deputy president of the DGOOC and the DGU;
  - f. the secretary-general of the DGOOC and the DGU;
  - g. a representative for the non-autonomous doctors from the temporary advisory committee [nichtständigen Beirat];
  - h. the head of the DGOU committee on healthcare, quality and safety;
  - i. the head of the DGOU committee on education and training;
  - j. the head of the scientific committee;
  - k. A representative from the Professional Association of Consultants of Orthopaedics and Trauma Surgery (BVOU [Berufsverbands der Fachärzte für Orthopädie und Unfallchirurgie]) e.V.; and
  - l. A representative from the Professional Association of German Surgeons e.V. (BDC [Berufsverbands Deutscher Chirurgen])

2. The Association is represented in court and outside of court by the president and the deputy president and the secretary-general and the deputy secretary-general. The board in the sense of § 26 paragraph 2 of the German Civil Code are the president, the deputy president, the secretary-general and the deputy secretary-general (known as the executive board). These are each individually entitled to represent the Association. The power of representation is limited internally such that the contractual representation of the president can only be exercised in the event that the president is actually unable to represent the Association. Otherwise the president is represented by the deputy president and in the event that the deputy president is also unable to represent the Association then by the secretary-general. Where the secretary-general is also unable to represent the Association then the deputy secretary-general represents the Association.
3. With the exception of the posted members according to § 8 clauses 1 d to l of the statutes, at the proposal of the executive board the members of the executive board shall be elected by the general assembly for the duration of one year (president and deputy president) or for two years (secretary-general and deputy secretary-general and the treasurer); they remain, however, in office even after the end of their term until a new executive board are elected. The term of office starts with the financial year after the election.
4. The general assembly elects the president and the deputy president from the executive board annually at the proposal of the executive board. The term of office for the president and the deputy president is one year in each case. The term of office starts with the financial year after the election.
5. The executive board chooses the following from its members:
  - the secretary-general and the deputy secretary-general;
  - the treasurer.

The term of office is two years in each case. The term of office starts with the financial year after the election.

6. The members of the executive board according to § 8 clauses 1d to l will be posted to the executive board from the companies and institutions who are appointing them. Their term of office ends at the end of their respective role in the companies and institutions posting them.
7. People who primarily represent orthopaedics and orthopaedic surgery as the focus of their professional training and in their respective professional roles should be elected as president and deputy president so both areas of the subject are represented in the offices of the president and deputy president. This also applies to the members of the executive board according to § 8 clause 1 b accordingly.
8. The executive board is responsible for all matters of the Association where they are not allocated to other bodies of the Association by the statutes. The board is quorate if in addition to the president or the deputy president at least half of the members of the executive board are present. It passes resolutions with a simple majority of the votes present. Where the vote is tied and motion is rejected. Votes are cast by the raising of hands. Subject to the remaining provisions regulated in these statutes, resolutions of the executive board can also be passed in writing, by telephone, by fax or by email if no member of the executive board objects to this.

9. The meetings of the executive board shall be called and chaired by the president, or where they are unable to do so by the deputy president, where necessary with a notice period of at least two weeks. A record should be made of the resolutions and this should be signed by the chair and the person who made the record. Members of the Association can be invited to meetings of the executive board in an advisory capacity where necessary.
10. Decisions and resolutions which also relate to matters of the German Society for Orthopaedics and Orthopaedic Surgery e.V. and/or the German Society for Trauma Surgery e.V. must be passed by the executive board in consultation and in agreement with the boards of the supporting associations DGOOC and DGU. The executive board can set an agenda to regulate the details of its meetings and resolutions.
11. The president represents the Association in public and to other academic associations both domestically and abroad. They chair the general assembly and the meetings of the executive board and the general board. If they are unable to do so, the Association is represented by the deputy president.
12. The secretary-general and the deputy secretary-general represent the interests of the Association in agreement with the president and the executive board. They conduct the ongoing business of the Association.
13. The treasurer is responsible for the financial matters of the Association and manages the contribution system. He reimburses the cash report in the general assembly. The cash audit is carried out by two members of the Association who are elected by the general assembly for a period of one financial year. The general assembly discharges the treasurer.
14. The executive board can form working groups to advise them. The executive board can appoint task forces for time-limited and correctly defined project work.
15. The members of the executive board can receive a flat-rate expense allowance. The general board shall decide the level of remuneration.

## **§ 9 – The general board**

1. The general board of the Association shall consist of
  - the members of the executive board and
  - the members of the advisory committee on the
    - permanent advisory committee,
    - temporary advisory committee and
    - specialist advisory body.

2. The permanent advisory body shall comprise
  - the first vice-presidents of DGOOC and DGU;
  - the third vice-presidents of DGOOC and DGU;
  - all former presidents of the German Society for Orthopaedics and Orthopaedic Surgery e.V. and all former presidents of the German Society for Trauma Surgery e.V. where they are still professionally active; this group chooses two representatives with voting rights from its members;
  - all former presidents of the German Society for Orthopaedics and Orthopaedic Surgery e.V. who have ceased practising and all former presidents of the German Society for Trauma Surgery e.V. who have ceased practising (senators). This group chooses one representative with voting rights from its members;
  - a representative of the Association of Leading Orthopaedic Surgeons and Trauma Surgeons (Verband Leitender Orthopäden und Unfallchirurgen, VLOU);
  - a representative of the Convention of University Professors for Orthopaedics and Trauma Surgery;
  - a spokesperson for the working groups and committees in the Association;
  - a representative of the non-autonomous sections in the Association and
  - the heads of the Association committees according to § 2 clause 4 of the statutes where they are not represented in the executive board according to § 8 clause 1.
3. The temporary advisory board shall consist of six members. Each member of the German Society for Orthopaedics and Orthopaedic Surgery e.V. or the German Society for Trauma Surgery e.V. or the German Society for Orthopaedics and Trauma Surgery e.V. is entitled to propose candidates to the executive board for election to the temporary advisory board. Election proposals must be submitted to the secretary-general or the deputy secretary-general of the Association by 31 March of the respective election year. The executive board selects candidates from the proposals submitted. Further candidates can be nominated by the members of the general assembly. The general assembly elects members of the temporary advisory committee from this group for a period of three years. Immediate re-election is not permitted. Three positions in the temporary advisory board must be held by candidates who are working in a non-autonomous capacity at the point at which they are elected. Three positions in the temporary advisory board must be held by candidates who are working in an autonomous capacity at the point at which they are elected.
4. The specialist advisory board shall consist of representatives of other expert associations, autonomous sections and specialist or medical professional associations who are appointed by the executive board to carry out special tasks for the Association for a period of three financial years; the executive board shall pass a resolution on the composition of the specialist advisory board.



5. The general board shall advise the executive board and pass resolutions on motions presented to them by the executive board for decision. Resolutions which relate to matters of the German Society for Orthopaedics and Orthopaedic Surgery e.V. and/or the German Society for Trauma Surgery e.V. must be passed by the general board in consultation and in agreement with the boards of the supporting associations DGOOC and DGU.
6. The general board meets at least once a year. The general board is called in writing by the president or the deputy president of the Association with a notice period of at least four weeks and the agenda is communicated. The general board must be called to a meeting that must be held within three months if at least one quarter of the members of the general board request that a meeting be called by the executive board indicating their reasons and the items to be discussed. If the request is not complied with within four weeks, the members of the general board who requested that the executive board call the general general board are entitled to call the general board themselves.
7. The meetings of the general board are chaired by the president, where they are unable to do so by the deputy president, if they are unable to do so by the secretary-general and if they are unable to do so by the deputy secretary-general; if they are also unable to do so, the members of the general board who are present shall elect a chair from those present. The general board is quorate if more than half of the members are present. If the meeting is not quorate, the president or the deputy president or if they are unable to do so the chair of the meeting is obliged to call another meeting of the general board with the same agenda within one hour; this meeting is then quorate regardless of the number of members of the general board who attend. Reference must be made to this fact on the invitation. When passing resolutions, it is the majority of the valid votes cast that decides the outcome unless otherwise regulated in the statutes. All members of the general board are entitled to vote. Minutes of the resolutions passed must be prepared within eight weeks of the meeting of the general board. These must be signed by the relevant chair and forwarded to all of the members of the general board.
8. The members of the general board can receive a flat-rate expense allowance.

### **§ 10 – The general assembly**

1. The ordinary general assembly takes place once a year. The general assembly must also be called if the interests of the Association require this or if 5% of the ordinary members of the Association request that it be called by the executive board in writing giving the purpose and the reasons.
2. The general assembly is called by the president with a notice period of at least four weeks in writing in the Association newsletter, via letter or in another appropriate way, indicating the agenda. The notice period starts the day after the newsletter is circulated or the invitations are sent. In the event that invitations to the general assembly are sent by letter, this is deemed to have been received by the member if it has been addressed and sent to the address most recently provided to the Association in writing by the member.
3. The executive board decides the agenda. Motions to change the statutes must be communicated verbatim in the invitation to the general assembly. This applies to the list of

candidates selected by the general board for election to the temporary advisory board accordingly. The general assembly can discuss items that are not on the agenda if motions are submitted to the executive board by a member in writing two weeks before the date of the meeting and the majority of those present at the general assembly agree to discuss the motion.

4. The general assembly is not public. It is quorate regardless of the number of members who attend. Reference must be made to this fact on the invitation.
5. The general assembly is chaired by the president, or where they are unable to do so by the deputy president or another member of the executive board. If they are also unable to do so, the general assembly chooses a chair from those present.

Ordinary and extraordinary members of the Association are entitled to vote. Each ordinary and each extraordinary member has a vote. Associations of individuals and corporations are represented in the general assembly by the relevant natural person who is entitled to represent them and they have a vote. In addition to the voting right of the associations of individuals and corporations, representatives of associations of individuals and corporations have an additional voting right of their own if they are also personally an ordinary or extraordinary member of the Association.

Unless the statutes provide otherwise, the majority of the valid votes cast decides when passing resolutions at the general assembly. A majority of two thirds of the votes cast is required to change the statutes and a majority of four fifths of the votes cast is required to dissolve the Association. The type of voting is determined by the meeting chair. Votes must be cast in writing if one third of the members present for the respective vote request this.

6. The general assembly is responsible for the following matters in particular:
  - receiving the annual report from the executive board;
  - electing and dismissing members of the executive board with the exception of the posted members according to § 8 clauses 1 d to l of the statutes;
  - discharging the members of the executive board;
  - electing the president and deputy president;
  - setting the amount of member contributions;
  - passing resolutions on the Association's regulations, changing the statutes and dissolving the Association;
  - electing members to the temporary advisory board;
  - electing the cash auditors and
  - passing resolutions on the calling of the executive board following an exclusion resolution.
7. The general assembly can pass recommendations on matters that are in the field of competence of the executive board or the general board. The executive board and the general board in turn can seek the opinion of the general assembly on matters in their field of competence.
8. Where there is a need to make editorial or insignificant changes to the statutes, including at the request of the competent register court, the executive board is empowered to arrange for the necessary changes to the statutes without the involvement of the general assembly.

9. A record must be made of resolutions passed in the general assembly that must then be signed by the respective meeting chair and the person who made the record. It must in particular include indications of:
  - the place and time of the meeting,
  - the chair,
  - the number of members present,
  - the agenda,
  - the individual outcomes of the votes and the type of voting.

The precise wording must be given if the statutes are changed.

10. Changes to the statutes, in particular with reference to the purpose of the Association set down in § 2 of the statutes, must be consistent with the aims, objectives and structures of both individual societies, namely the German Society for Orthopaedics and Orthopaedic Surgery e.V. and the German Society for Trauma Surgery e.V.

### **§ 11 - Dissolution of the Association**

1. A resolution on the dissolution of the Association can only be passed in a general assembly with the voting majority set out in § 10 clause 5. Unless the general assembly decides otherwise, the president and the deputy president are the liquidators with joint authorisation to represent the association.
2. In the event of the dissolution or suspension of the Association or if the tax-privileged purposes are eliminated, the Associations assets fall to a legal entity under public law or another tax-privileged company for use to promote science and research.