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Filed / Received on

23 AUGUST 2023
GREFFE



Company number: **0408 289 826**

Name

(in full) : **International Society of Orthopaedic Surgery and Traumatology**
(abbreviated) : **SICOT OR S.I.C.O.T.**

at the clerk's office of the Brussels French-speaking business tribunal

Legal status: **International non-profit association**

Full address of registered office: **Rue de la Loi 26, box 13, Brussels (1040 Brussels)**

Subject of the deed: **Decision to adapt the association's Articles of Association to the provisions of the Companies and Associations Code-Adoption of new Articles of Association-Powers of attorney**

Mr Maximilien de Bellefroid, acting in his capacity as collaborator of the Notary Gérard INDEKEU, with an address for service at Avenue Louise 126, 1050 Brussels, by virtue of a private power of attorney and by virtue of the powers conferred by the members of the international non-profit association "Société Internationale de Chirurgie Orthopédique et de Traumatologie", abbreviated to "SICOT" or "S. I.C.O.T.", having its registered office in Brussels, Rue Loi 26, box 13, registered in the Register of Legal Persons (Brussels) under number 0408.289.826, has requested the undersigned Notary to authenticate the decisions taken by the General Meeting of 30 September 2022.

First observation-Conformity of the Association's Articles of Association with the provisions of the Companies and Associations Code (CSA) and approval of a new version of the Articles of Association.

The Appellant declares and confirms that the Meeting has decided to subject the Association to the provisions of the Companies and Associations Code and to adopt a new version of the Articles of Association, with the following amendment to the object and activities of the Association:

ARTICLE 1 - Name and registered office

1.1. The Association, founded in Paris, France, on 10 October 1929, is an international not-for-profit association, in abbreviated form AISBL, known as the International Society of Orthopaedic Surgery and Traumatology. It may use the abbreviation S.I.C.O.T. or SICOT.

1.2. The Association is governed by the Companies and Associations Code.

1.3. The registered office of the Association is established in Belgium, currently in the Brussels-Capital Region, Rue de la Loi 26, box 13, BE-1040 Brussels. It may be transferred to any other place in Belgium by simple decision of the International Council published in the appendices to the Moniteur Belge, provided that such a move does not require the language of the Articles of Association to be changed by virtue of the applicable language regulations.

If, however, the registered office is transferred to another Region, the decision taken by the administrative body will amend the Articles of Association and will be recorded in a notarial deed.

Its website is www.sicot.org, and its e-mail address is hq@sicot.org.

ARTICLE 2 - Purpose

The purpose of the Association is to promote the advancement of the science and art of orthopaedics and traumatology at an international level, in particular to improve the quality of patient care; to maintain and develop teaching, research and education; to facilitate and encourage the exchange of professional experience; and to promote friendship among its members.

In pursuit of this aim, it may carry out the following activities:

- organisation of:
- World Congress in a different country each year, with other associated societies, which will include teaching, colloquia, presentations, etc.;
- annual days which bring together medical and paramedical teaching seminars and research seminars in the same place;
- annual "SICOT" examination to assess orthopaedic knowledge;

Indicate on the last page of Part B

On the front: Name and capacity of the executing notary or of the person or persons empowered to represent the legal entity in relation to third parties

On the reverse: Name and signature (not applicable to "Mention" type deeds).

*I, David Supersac, professional translator, Member of the Chartered Institute of Linguists (MCIL number 69603), hereby certify that I have translated this document into English from the original source document in French, and that this translation is true and accurate to the best of my knowledge.
For and in collaboration with 001 Translations, 19 April 2024.
Translation Reference No. 24-0419-025*

MEMBER



- publication of monographs, books and scientific journals;
 - face-to-face or digital/virtual teaching and development of educational content in different formats, including virtual;
 - support for regional and international teaching centres.
- It may carry out all acts relating directly or indirectly to its objects. In particular, it may provide assistance and take an interest in any activity similar to its own.
- Any change to the association's purpose and/or the activities that constitute its object must be approved by the King.

ARTICLE 3 - Members

3.1. Eligibility

Individuals who are orthopaedic surgeons, traumatologists or specialists in related disciplines from any country may become members of SICOT.

3.2. Member categories

The association has seven membership categories: active members, emeritus members, honorary members, associate members, honorary members, inactive members and corresponding members. Regardless of category, a member who changes country of residence may retain membership. Such members belong to the national section of their new country of residence or, if there is no national section in that country, they are placed under the administration of the General Secretary.

3.2.1. Active members

Candidates are admitted as active members by a vote of the International Council on the recommendation of the Executive Committee.

3.2.2. Emeritus members

An active member who has reached the age of seventy (70) shall become an emeritus member at his own request. An active member who has reached the age of sixty (60) and who has retired from the practice of medicine may, by written application to the General Secretary, apply for emeritus membership. Emeritus members may participate in the Association's activities, but may not normally be elected to official membership positions. The President may, however, propose to the Executive Board that this rule be waived in favour of any emeritus member he or she designates.

3.2.3. Honorary members

An active or emeritus member who has rendered outstanding services to the association and who enjoys an exceptional professional reputation may be appointed an honorary member by the International Council on the recommendation of the Executive Board.

3.2.4. Honorary members

The International Council, on the recommendation of the Executive Board, may confer the title of "Honorary Member" on a non-member for exceptional merit.

3.2.5. Associate members

Young surgeons under forty (40) years of age may become temporary Associate Members and benefit from privileged conditions entitling them to participate in all the scientific activities of the Association and to receive the Journal "International Orthopaedics". To be admitted, they must be engaged in an appropriate programme of specialisation in orthopaedics. They should normally become Active Members after a period of six years.

3.2.6. Inactive members

A previously active or associate member who has lost their membership following non-payment of their subscription and who wishes to resume and maintain contact with SICOT may be appointed as an inactive member. They do not have voting rights. Inactive members do not have to pay membership fees or a fine for re-registration as an active member when they apply for membership. They are not entitled to any of the discounts on congress registration fees provided for certain other categories of members. Inactive members receive your e-newsletters and have access to SIGNAL.

3.2.7. Corresponding members

National or International Orthopaedic Societies may apply for recognition of their members as corresponding members by paying an annual fee determined by the Board. The determination of this fee will take into account the number of members of this Society, its financial situation and the GDP of its country of origin. Corresponding membership may also be acquired by appointment by the Executive Board. Corresponding members do not pay individual membership fees. They do not benefit from the reduced congress registration fees granted to certain other categories of members, and receive all electronic information from the Society, including online access to "International Orthopaedics". They do not receive the printed version of International Orthopaedics.

3.3. Proposal and Election

The procedures for proposing and electing members are set out in the Internal Regulations.

3.4. Voting and other prerogatives of Association members

3.4.1. Active Members have the right to vote, to hold public office, to sign a referendum, to submit petitions and to sign nomination petitions. They pay the membership fees set by the Executive Committee and approved by the Executive Board.

3.4.2. Emeritus Members have the right to vote and to sign referendums and nomination petitions. They do not pay membership fees.

3.4.3. Honorary Members have the right to vote and to sign referenda and nomination petitions. They do not pay membership fees or conference registration fees.

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3.4.4 Honorary Members are not eligible for election to the Association's Executive Board and do not have voting rights. They do not pay membership fees.

3.4.5 Associate Members benefit from reduced membership fees and Congress registration fees. They have the same rights as active members, including the right to vote.

3.4.6 Inactive Members do not have the right to vote, cannot be elected to an office within the Society, cannot sign a referendum, initiate a petition or sign proposals for appointment to Society offices. They do not pay membership fees.

3.4.7 Corresponding Members do not have the right to vote, cannot be elected to a position within the Society, cannot sign a referendum, initiate a petition or sign proposals for appointment to Society positions. They do not pay an individual membership fee.

3.5 Resignation

A member may resign at any time by submitting his resignation to the General Secretary, or if he fails to pay his membership fee within six months of the date on which it became due.

3.6 Exclusion

After being heard by the Governing Board, a member may be expelled by a secret ballot of the International Council specially convened for this purpose, by a majority of 4/5ths of the votes cast.

ARTICLE 4 - Subscriptions and obligations

4.1. The Executive Committee shall draw up the range of subscription fees for the Association's publications. This range is submitted to the Executive Board for approval.

4.2. A member is not in default of payment if the membership fee is paid within six months of the date on which it is due.

4.3. Excluded or resigning members and the heirs of deceased members have no right to the benefits of the Company. They may not claim a distribution of the Company's assets, nor a reimbursement of membership fees or any other payment.

ARTICLE 5 - Organisation and administration

5.1. Management Board

5.1.1. Composition

The administrative body ("the Board of Directors") is composed of eleven (11) directors, being official elected members of the association: the President, the President-Elect, the Immediate Past President, five (5) Vice-Presidents including the First Vice-President, the General Secretary, the Treasurer and the Publications Secretary. Members are elected by the International Council. The quorum required is seven (7) members present.

5.1.2. Powers

The Executive Board is the body responsible for the association's policy decisions within the limits of the powers conferred on it by the International Council.

5.2. Office

5.2.1. Composition

The Bureau is normally composed of six (6) members of the Board: the President, the President-Elect, the Immediate Past President, the General Secretary, the Treasurer and the First Vice-President. The quorum required is four (4) members present.

5.2.2. Powers

5.2.2.1. The Executive Committee is responsible for the general administration and management of the association, the implementation of decisions taken by the Governing Board and the International Council, the preparation of meetings of the Governing Board and statutorily mandated Committees and the publication of selected documents and contributions.

5.2.2.2. For urgent matters, the Executive Committee is authorised to take all necessary decisions on behalf of the Association. Such decisions are subject to ratification by the Executive Committee.

5.2.2.3. The Secretary General, the Treasurer and the Executive Director, acting separately, receive from the Management Board, the Bureau or the International Council all powers deemed appropriate for all acts of day-to-day management relating to the day-to-day administration, financial management and handling of the Association's funds. Day-to-day management includes both acts and decisions which do not exceed the needs of the day-to-day life of the association and acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the administrative body.

5.2.2.4. For day-to-day administration and dealings with public services or banks, the Company Secretary and the Treasurer may, under their responsibility, delegate their powers and give power of attorney to a member or employee of the Company.

5.3. National Sections

5.3.1. Composition

A National Section may be formed in any country which has at least five active Members. Each National Section, approved by the International Council, elects one of its members as National Delegate.

5.3.2. Powers

Each National Section has one or more votes on the International Council. National Sections with between one hundred (100) and two hundred (200) active members may have two (2) votes. National Sections with more than two hundred (200) active members may have three (3) votes, cast by the National Delegate on the International Council.

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MEMBER



5.4. Conseil International

5.4.1. Composition

The International Council is made up of all the National Delegates, the Executive Board, the past presidents of SICOT, the (past and future) Presidents of the Congresses, the National Secretaries, the Presidents of the Association's Committees and Commissions, the Editor and the Chairman of the Editorial Board of International Orthopaedics.

The President may invite any member of the association or any official member of another association to take part in the deliberations of any meeting in an advisory capacity. Only the National Delegates have the right to vote on matters submitted to the International Council. No member of the International Council may hold more than two (2) proxies.

5.4.2. Powers

The International Council defines the general policy of the association.

It elects the President-Elect, the General Secretary, the Treasurer and the Secretary of SICOT publications on the recommendation of the Nominating Committee.

It approves the sites and their local officials on the recommendation of the Congress Sites Committee.

It is informed of all activities and proposals of the Executive Board, the Executive Committee or any other Committee that require its approval.

It approves the election of new Active Members, Honorary Members and Honorary Members on the recommendation of the Executive Board. It excludes members in accordance with the procedure set out in Article 3.6.

It approves any amendments to the Internal Regulations. It also approves any amendments to the Articles of Association with a view to the Annual General Meeting.

It approves the association's accounts and budget. The International Council delegates representation of the Association to the Secretary General and the Treasurer to sign documents binding on the Association and to monitor legal proceedings, both as plaintiff and defendant.

5.5. Annual General Meeting

5.5.1. Composition

A General Meeting of the association's members is held at each SICOT congress. All members have the right to vote, except honorary members, inactive members and corresponding members. It is chaired by the President of the association.

5.5.2. Powers

The General Meeting ratifies or rejects the reports of the Society's officers, the number of subscriptions, the election of the Society's officers, the location of congresses and the election of their Presidents. It votes on amendments to the Articles of Association and the dissolution of the Association.

5.6. Voting procedures

In all matters where a vote is required, the result is decided by a simple majority of the members present.

No decision shall be taken unless passed by a simple majority of half of the members entitled to vote. However, if this quorum is not reached, a new meeting will be called immediately with the same agenda. This meeting will decide by a simple majority of the members present.

If more than two proposals are put to the vote, the proposal receiving the fewest votes will be eliminated successively. In the event of a tie, the Chairman's vote will decide.

ARTICLE 6 - Officers - Election - Terms of office and duties

6.1. Officers

The officers of the association are the President, the President-Elect, the Immediate Past President, the five Vice-Presidents, the General Secretary, the Treasurer and the Publications Secretary. They constitute the Management Board.

6.2. Election, procedure and term of office

The International Council shall elect the officers on the recommendation of the Nominating Committee (the President-Elect, the Secretary General, the Treasurer and three (3) National Delegates appointed as Members of this Committee). The term of office of the officers is three (3) years renewable, with the exception of the President-Elect, the President and the Immediate Past President.

6.3. The Chairman

The President is the supreme head of SICOT and presides over all meetings of the association and assumes these functions in accordance with parliamentary custom and practice. The President chairs the Executive Board, the Bureau, the International Council and the General Meeting; he is an ex-officio member of all Committees and Commissions as provided for in the Internal Regulations.

6.4. The Immediate Past Chairman

On expiry of his two (2) year term as President, the President automatically becomes the Association's Immediate Past President and, in that capacity, is a member of the Executive Board and the Bureau for a further two (2) year term; he chairs the Appointments Committee and the Statutes and Internal Regulations Committee.

6.5. The elected Chairman

6.5.1. The President-Elect is elected every two (2) years by the International Council.

6.5.2. The Chairman-Elect assists the Chairman in his duties and chairs the Association's meetings in the Chairman's absence. The Chairman-Elect is a member of the Executive Board, the Bureau, the Management Committee and the Board of Directors.

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MEMBER



6.5.3.

Appointment of Officers and is an ex-officio member of all other Committees and Commissions. The President-Elect chairs the Congress Scientific Advisory Committee and the Planning and Development/Pro motion Committee.

6.5.4. The Chairman-Elect replaces the Chairman in the event of the Chairman's death or incapacity, or at the Chairman's request.

6.5.5. On expiry of the Chairman's term of office, the Chairman-Elect becomes the Chairman of the Company.

6.6. The Vice-Chairmen

6.6.1. Five (5) Vice-Presidents, each representing one of the five geographical sections (Europe, North America, Latin America, Africa-Pacific, Middle East and Asia-Pacific) are elected by and from among the Delegates of the said sections for a term of three (3) years, renewable once only.

6.6.2. The Vice-Chairmen elect one of their number as First Vice-Chairman to be a member of the Executive Committee for a term of three (3) years.

6.7. The General Secretary

6.7.1. The Secretary General is elected by the International Council for a term of three (3) years, normally renewable once at the most. In exceptional circumstances, the International Council may renew the Secretary General's term of office for a further three (3) years.

6.7.2. The General Secretary is responsible for the minutes of all meetings and deliberations of the Association and the Standing Committees, which are kept at the Association's headquarters. He receives and processes applications from members and forwards the list of candidate-members to their respective national delegates for approval. It is responsible for keeping an accurate register of members. The Secretary General sends timely notices of meetings and agendas to the Executive Board, the Bureau, the International Council and the General Meeting. The General Secretary places on the agenda of these meetings any item supported by a written request from at least twelve (12) active members of the Association.

6.7.3. The General Secretary is a member of the Members' Committee and the Finance Committee.

6.8. The Treasurer

6.8.1. The Treasurer is elected by the International Council for a term of three (3) years, renewable once.

6.8.2. The Treasurer is a member of the Publications and Communications Committee and the Finance Committee.

6.9. Publications Secretary

6.9.1. The Publications Secretary is elected by the International Council for a term of three (3) years, renewable once.

6.9.2. The Publications Secretary is a member of the Publications and Communications Committee, the Finance Committee and (ex-officio) the Editorial Board.

6.9.3. The Publications Secretary is invited to attend Board meetings whenever necessary.

6.9.4. The Publications Secretary is responsible for the Society's Newsletter and electronic communications, and may be asked to contribute to the Society's Journal "International Orthopaedics".

ARTICLE 7 - Standing committees

The Standing Committees, set up in an advisory capacity, have only the power to give opinions or make recommendations. Their composition is approved by the Executive Board. All members in good administrative order may be members. Committee chairmanships are limited to six (6) years.

7.1. Members' Committee

The composition and chairmanship of the Members' Committee are proposed by the President-Elect and approved by the Executive Board. The number of members and their term of office are specified in the Internal Regulations. The Committee forwards the names of candidate-members to the Governing Board for presentation to the International Council with a view to their election to the Association.

7.2. Publications and Communications Committee

The members and the Chairman of the Publications and Communications Committee are appointed by the President-Elect and the appointments are approved by the Executive Board. The number of members and their terms of office are specified in the Internal Regulations. The Committee advises the Governing Board and the International Council on all publications and communications of the association.

7.3. Appointments Committee

The Appointments Committee is chaired by the Company's Immediate Past Chairman. The President-Elect is a member of this Committee. The other three (3) members are specified in the Internal Regulations. The Committee prepares the list of nominations for Statutory Officers to be presented to the International Council.

7.4. Scientific Advisory Committee

The Scientific Advisory Committee of the Congress is chaired by the SICOT President-Elect. Its composition is determined by the President and submitted to the Executive Board for approval. The President of the Congress, accompanied by a member of its organising committee, the President of the previous Congress and the President of the next Congress are members of this Committee. Other members and their terms of office are specified in the Internal Regulations. This Committee issues all useful opinions to the Executive Council and the International Council on the scientific activities of SICOT congresses.

7.5. Finance Committee

The composition and chairmanship of the Finance Committee are proposed by the President-Elect and approved by the Executive Board. The number of members and their terms of office are specified in the Internal Regulations. This Committee monitors the financial implications and consequences for the treasury of all SICOT activities and projects. It controls the budgets of the association, the SICOT Foundation and

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MEMBER

CIOL Chartered
Institute of
Linguists

Bijlagen bij het Belgisch Staatsblad - 31/08/2023 - Annexes to the Moniteur

Congresses, the use of funds, investments and transactions of the association and advises the Executive Board and the International Council.

7.6. Committee of the Articles of Association and Internal Regulations

The Statutes and Internal Regulations Committee is chaired by the Immediate Past Chairman. Its composition is determined by the Chairman and submitted to the Executive Board for approval. The Committee studies all future activities of the association, revises its Statutes and Internal Regulations and communicates its opinions to the Governing Board and the International Council.

7.7 Education Committee

Its Chairman and members are appointed by the President-Elect. Appointments are subject to the approval of the Management Board. The number of members and their terms of office are specified in the Internal Regulations. The Committee advises the Governing Board and the International Council on all aspects of the education, training and promotion of orthopaedics throughout the world, the sponsorship by the Association of scientific participation in local and regional events between congresses and on the means of achieving the educational objectives of the Society.

7.8 Planning and Development/Promotion Committee

The Planning and Development/Promotion Committee is chaired by the Chairman-Elect. Its composition is defined by the Chairman and submitted to the Executive Board for approval. The Senior Vice-President is a member of this Committee. The other members and their terms of office are specified in the Internal Regulations. This Committee examines all initiatives for the development of the Company and advises the Executive Board and the International Board.

7.9. Congress Venue Committee

The Congress Venues Committee is chaired by the Immediate Past President. The President-Elect, the First Vice President, the President of the previous Congress and the President of the next Congress are members of the Committee. The Committee compares the merits of invitations to hold future congresses and issues opinions to the Executive Board and the International Council, which selects the most suitable site by secret ballot.

7.10. Trauma Committee

The Chairman of the Trauma Committee is appointed by the President of SICOT. The members of the Committee are appointed by the Chairman of the Committee to reflect the international situation of the association. The Committee studies all questions relating to the prevention, causes and treatment of trauma, and reports to the International Council.

7.11. Young Surgeons Committee

The aim of the Young Surgeons' Committee is to intensify contacts with Associate Members in each country and to advise the Executive Board and the International Council, in particular on the development of strategies to make the association more attractive to young members. The Chairman of the Committee is chosen by the President of the association and the members represent each geographical region, with two (2) representatives per region.

7.12. Other committees

Committees other than those provided for in the Articles of Association may be set up by the Executive Board for a specific purpose.

7.12.1 Sub-specialty sections

7.12.1.1 To meet the growing demand for teaching and practice in the sub-specialties of orthopaedics, SICOT, in addition to the Trauma Committee, has created the following sub-specialty sections: Paediatrics, Spine, Shoulder and Elbow, Hand, Hip and Knee Arthroplasty, Foot and Ankle, Tumour, Trauma and Sports Arthroscopy and Orthopaedics-Traumatology Research.

7.12.1.2 An interim President appointed by the Board shall head each Section until elected by ballot within each Subspecialty Section.

7.12.1.3 The term of office for the President of sub-specialty sections is two (2) years, after which a new election must be held. A Section Chair may not be elected to more than two (2) consecutive two (2)-year terms.

7.12.1.4 Sub-specialty sections collaborate with the Congress Scientific Advisory Committee in the selection of topics and the evaluation of abstracts submitted for participation in scientific sessions, the selection of invited speakers and the organisation of workshops, symposia and scientific programme sessions at SICOT congresses, young orthopaedic surgeons in training meetings and other educational activities. The sub-specialty sections are also responsible for the selection of awards for the best presentations and training grants in each sub-specialty.

ARTICLE 8 - Publications

There may be one or more SICOT newspapers and an official publication of the association's news, as specified in the Internal Regulations. Other publications may be introduced by the Executive Board. The Publications and Communications Committee recommends a policy for each association publication and advises the Executive Board on the appointment and selection of editors for the various publications on the advice of the Editorial Board, as specified in the Internal Regulations.

ARTICLE 9 - General meetings

9.1. An annual meeting of the International Council is held as specified in the Internal Regulations.

9.2. A congress open to all members is held every year, as specified in the Internal Regulations.

9.3. A General Meeting is convened on the occasion of each congress in accordance with Article 5.5.

10.

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ARTICLE 10 - Languages

The legal language of your SICOT is French; the usual language is English.

ARTICLE 11 - Internal Regulations

11.1. On a proposal from the Executive Board, the International Council may adopt Internal Regulations which shall supplement the Articles of Association and shall in no way contravene the provisions thereof. The Internal Regulations are prepared by the Statutes and Internal Regulations Committee. The Internal Regulations are submitted to the Executive Board and the International Council for approval. Approval of the Internal Regulations requires a majority vote of the International Council.

11.2. Amendments to the Internal Regulations may be proposed by the Executive Board, the International Council or by at least twelve (12) members of SICOT.

ARTICLE 12 - Revision of the Articles of Association

12.1. Proposals to amend the Articles of Association may be presented by the International Council or by a petition addressed to the Secretary General and signed by at least five (5) per cent of the members of the Association.

12.2. Proposed amendments must be communicated to all members at least forty-five (45) days before the General Meeting.

ARTICLE 13 - Approval

Amendments to the Articles of Association proposed and put to the vote of a properly convened General Meeting must be approved by at least two-thirds (2/3) of the members present forming a quorum and casting a valid vote.

Any change to the disinterested purpose that the international non-profit association pursues and to the activities that constitute its object must be approved by the King.

Amendments to the articles of association relating to the items referred to in article 2:10, § 2, 6°, 8° and 9° of the Companies and Associations Code must be recorded in a notarial deed.

These amendments will take effect on the tenth day following their publication in the Annexes to the Moniteur Belge.

ARTICLE 14 - Dissolution

14.1. The General Meeting decides on the dissolution of the association, its liquidation and the distribution of its assets.

14.2. The net assets after liquidation of the association will be allocated to a disinterested purpose.

ARTICLE 15 - Legal provisions

All matters not covered by these Articles of Association are governed by the Companies and Associations Code.

FOR CERTIFIED EXTRACT.

Gérard INDEKEU, Notary

Filed at the same time: certified copy of the deed, powers of attorney, coordinated articles of association.

Indicate on the last page of Part B On the front Name and capacity of the executing notary or of the person or persons empowered to represent the legal entity in relation to third parties

On the reverse: Name and signature (not applicable to "Mention" type deeds).

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MEMBER

