

Statutes

European Society for Ceramic Implantology

Europäische Gesellschaft für Keramik Implantologie
Société européenne pour l'implantation en céramique
Società europea per l'implantologia ceramica

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Statutes

Art. 1 Name and Domicile

a, The Society shall have the name

“ESCI - European Society for Ceramic Implantology”

(hereinafter: “The Society” or “ESCI”)

It shall be domiciled in Kilchberg/ZH and is an association as laid down in articles 60 et seqq. of the Swiss Civil Code (ZGB).

b, The financial year of the Society is co-incident with the calendar year.

c, The Society is neutral in terms of politics and confession.

Art. 2 Objectives

a, The objectives of the Society are the independent and evidence-based scientific promotion, development and qualification of

- implantology with dental bioceramic implants (ceramic implantology),
- science and research concerning ceramic implantology,
- education and training in ceramic implantology

in Europe, with the particular purpose of developing, promoting, and qualifying approaches in ceramic implantology.

b, These statutory objectives shall be accomplished specifically by means of a neutral, independent and non-marketing, sales or product-oriented platform through

- holding scientific events and promoting research projects
- continuing advanced and supplementary vocational training
- awarding research contracts
- advising institutions and organizations of the healthcare system and members of the corresponding professions, particularly dental physicians
- publications and public relations activities

c, The Society has the possibility to create country and specialist departments (sections) if it is needed or wished.

d, The Society's objectives are to solely serve the public good and shall exclusively and directly pursue public-minded and non-profit-making objectives in accordance with the “Tax Privileged Objects” section of the Swiss tax code.

e, The Society operates altruistically. It does not primarily pursue profit-oriented commercial objectives. The resources of the Society may only be used for statutory objectives. On demand, members may claim reimbursement for expenses incurred during their activities for the Society. As far as lump-sum and marginal tax rates are applicable, reimbursements shall be limited to the size of these amounts. No individual person may unduly benefit from expenses foreign to the object of the Society, or from disproportionately high remuneration.

Art. 3 Membership

Membership is divided into

- a, Full personnel members possessing voting rights and eligibility, as dentists, medical doctors, dental technicians and similar.
- b, Non-full members and supporting members with the right to attend meetings and to voice their opinions, however without eligibility and no right to vote, as dental students, dental nurses, non medical Sponsors and similar.
- c, Full institutional members such as company`s, institutions, medical associations, and other organizations whose own purpose and functions resemble those of the Society and who support the Society`s fulfilment of its functions and objectives. With admission as a full member, these associations or organizations shall obtain one vote analogous members Art. 3a.
- d, Membership applications shall be made in writing to the Board of Directors, which will decide on acceptance. In the event of a rejection of the application, the Board shall not be obliged to offer any reasons.
- e, The Board may also appoint honorary members.

Art. 4 Termination of Membership

Membership terminates on the death of a member, through resignation, expulsion, or loss of status of a legal entity.

Resignation is effected by means of a written declaration addressed to the committee office. It shall only be permissible by the close of a calendar year and subject to three months' notice. There shall be a confirmation of the resignation by the committee's office. In the event of termination of membership, the full membership fee is due for the relevant calendar year.

A member may be expelled by resolution of the General Meeting with a majority of $\frac{3}{4}$ of the valid votes of the members present and eligible to vote, if he/she is in gross violation of these Statutes, the objectives or the interests of the Society.

In case of gross violation, or violation of the professional ethics or law the Board of Directors has the right to exclude this member with a majority of $\frac{3}{4}$ of the valid votes of the Board of directors.

The Board of Directors may expel a member if the member fails to pay the full membership fee by 1st October of the relevant calendar year after two written reminders.

Art. 5 Membership Fees

a, The members shall contribute membership fees to the Society. The amount of the annual fee shall be determined by the General Meeting according to proposals from the Board of Directors. Fees may be determined in varying amounts according to membership groups. The membership fees are annual subscriptions. They shall become due on 1st March of each calendar year. New members, having joined the Society after 30th June, shall pay half of the annual fee during the first year of their membership.

b, The ESCI is liable for its obligations exclusively with its assets. Departing members have no claim on the Association's assets.

Art. 6 Bodies and Committees of the Society

The bodies of the Society shall be the Board of Directors, the Scientific Advisory Board and the General Meeting. The Society is not obliged to appoint external auditors (art. 69b of the Swiss Civil Code).

The Board may appoint working groups as well as a committees, which will serve to advise the Board on the management of the Society, particularly with regard to scientific and social demands. Such working groups and the committee are realizing projects and do not form bodies of the Society. Appointment to and service in the Society's bodies, working groups and committees are not limited to members. They are reporting to the Board of Directors.

Art. 7 Board of Directors

a, The Board of Directors consists of up to 7 members, but at least 3 members.

b, The Board of Directors elects the President and up to 6 board members from among the full members every 4 years. The Board constitutes itself and consists of the President, the Vice-President and the assessors. If no treasurer is elected, the president will be in the position of the treasurer. The election is made by a simple majority of members present and eligible to vote. The Board members shall be elected for four years and may be re-elected. The Board determines the signatory powers of its members.

c, The Board is responsible for pursuing the interests of the Society in line with its target and objectives. It manages the affairs of the Society and shall represent it towards third parties.

Art. 8 Functions and Responsibilities of the Board

The Board of Directors shall be responsible for dealing with all affairs of the Society, provided they are not assigned to another of its bodies by these Statutes. Its responsibilities specifically include

- management of the Society and its day-to-day activities and transactions
- acting upon and executing the resolutions of the General Meeting
- preparation and summoning of the General Meeting and setting the agenda
- preparation of the financial statement, the budget and drawing up of the annual report
- presentation of the annual planning
- decisions on membership applications and the expulsion of members.

Art. 9 Election of the Board

a, The members of the Board of Directors shall be elected by the Board of Directors. Elections may be conducted en bloc. Elections may also be possible by circular resolution. Members of the board shall remain in office until their responsibilities have been transferred to their successors.

b, If a member of the Board resigns during the period for which he or she was elected, or permanently ceases to perform his or her function, the Board may appoint a substitute member of the board.

c, This appointment shall be voted on for approval by the members in the next General Meeting.

d, Termination of membership of the Society shall also terminate the office of member of the Board. A member of the board of directors has to be a member of the society.

e, Full or non-full institutional / supporting members can hold no position on the board and are in no case entitled to vote on the board. An influence is excluded.

Art. 10 Meetings and decision-taking of the Board

The Board shall pass its resolutions in meetings convened by the President. The President shall have a representative role.

A quorum is constituted when the majority of the members of the Board are in attendance after having been duly and properly summoned by the President.

Board resolutions shall be passed by a simple majority of votes of the present Board members. A circular resolution is also permissible. Each Board member has one vote. Whenever votes are equal, the President shall have a casting vote. In the event of his/her absence, the Vice-President shall have the casting vote.

Art. 11 General Meeting

Every full member has one vote in the General Meeting.

Any full member may transfer the right to exercise his or her vote to another full member for a specific General Meeting. A written statement to this effect shall be submitted to the Meeting's Chair before the Meeting is opened. Every full member in attendance may be transferred up to two additional votes.

The General Meeting is responsible for the following matters:

1. Confirmation and dismissal of Board members, and approval of the Board's acts where applicable
2. Appointment of up to two internal auditors
3. Passing of the annual planning, the financial statement and the budget
4. Decisions on amendments of the Statutes and the Society's dissolution
5. Further responsibilities, insofar as they arise from the Statutes or from relevant legislation

Ordinary General Meetings shall be convened annually by the Board of Directors, with a written notice of four weeks, including the relevant agenda.

Extraordinary General Meetings may be convened by the Board of Directors at any time.

The General Meeting constitutes a quorum if it has been duly and properly summoned. Resolutions of the General Meeting shall be passed with the simple majority of the votes of the members present and eligible to vote. Proposals for amendments of the Statutes shall be included in the agenda and be adopted by a $\frac{3}{4}$ majority of the votes of the members present and eligible to vote. Invalid votes shall be disregarded for the quorum. Changing the statutory objectives of the Society shall be adopted by a $\frac{3}{4}$ majority of the votes of the members present and eligible to vote.

The written consent of all members which are allowed to vote to a proposal shall be equivalent to a resolution of the General Meeting. The proceedings of the General Meeting shall be entered into meeting minutes, which shall be signed by the President and the recording clerk.

Art. 12 Scientific Advisory Board

The Scientific Advisory Board is an advisory body of the ESCI. It supports and advises the ESCI in medical and scientific matters.

The members of the Advisory Board are appointed by the Board of Directors for a term of three years. The Advisory Board consists of proven experts in the fields of interest of the ESCI, membership of the Advisory Board is a personal honorary post.

The tasks and competences of the Scientific Advisory Board are regulated separately in the regulations of the Advisory Council of the ESCI.

Art. 13 Invoice Audit

The financial statements shall be prepared by the Board of Directors and be checked before submission to the General Assembly by at least one internal auditor, who shall be elected by the General Meeting. The auditor(s) shall report to the General Meeting. The auditor(s) shall be entitled to insight at any time in the cash transactions and books of the Society.

Art. 14 Dissolution

The dissolution of the ESCI shall be adopted by a resolution of the General Meeting with a 4/5 majority of the votes of the members present and eligible to vote.

In the event of the dissolution of the ESCI or the forfeiture of tax-privileged objects, the Society's assets shall be transferred to WWF Section Germany. WWF shall then use these assets exclusively and directly for public-minded or charitable purposes.

If the ESCI is dissolved merely with a view to changing the relevant legal status or to facilitating a merging with a similar association, thereby warranting the continuing exclusive and direct pursuit of the object of the previous Society by the new legal entity, then the Society's assets shall pass into the possession of this new legal entity.

If the liquidation of the Society's assets is required due to dissolution of the Society or forfeiture of legal capability, then the President and the Vice-President in office at this moment shall act as liquidating agents, provided that the General Meeting does not appoint another liquidator, with a majority of ¾ of the votes of the members present and eligible to vote.

Art. 15 Final provisions

These Statutes were adopted by the General Meeting at its meeting of 08.01.2018 in Zürich. They enter into force with immediate effect.

Zürich, 08.01.2018



Dr. Jens Tartsch
President



Dr. Stefan Röhling
Vice-President