

Charter

Article 1 Name and Registered Office of the Foundation

¹ We establish, by this Deed, an independent foundation as defined in Article 80 et seq. Swiss Civil Code, under the name of **EuroSpine Foundation ("ESF" or "the Foundation")**.

² The registered office of the Foundation is in Lausanne. Relocation of the registered office to another site in Switzerland requires the prior approval of the Supervisory Authority.

Article 2 Objects of the Foundation

¹ The objects of the Foundation are to improve, promote and optimise spinal medicine and surgery at all levels, particularly in the areas of

- postgraduate training;
- vocational training generally;
- research ("clinical outcomes research");
- patient care and posture.

The Foundation also aims to establish the best professional specialisation possible and to achieve a high level of recognition by the European authorities and by healthcare suppliers throughout Europe.

² In order to achieve this objective, the Foundation must in particular

- devise standards and/or European certificates / qualifications in the areas of postgraduate training and vocational training generally to ensure that the basic training and vocational training as well as the standards that are devised receive widespread recognition due to their innovative design. The Foundation may support or develop basic training and vocational training programmes for this purpose and provide financial support to persons who attend them or lend its support in any other manner;
- establish quality standards in practice that enable regular quality control and improvement in the areas of medicine and surgery. In this context, it will notably perform the following tasks:
 - support and establish platforms for the exchange of knowledge and ideas relating to research, prevention and treatment of patients with spinal cord problems;
 - support and establish measurement and monitoring techniques for spinal medicine and surgery so that these standards are recognised throughout Europe and the devices used in medicine and surgery are certified, registered and well known. The standards that are devised at national level will be included in a European network on a level with the standards that are supported or established by the Foundation.

- In the field of research
 - support or undertake basic research and/or clinical research in the area of spinal cord disorders and lesions as well as associated pain;
 - support or establish a research and interdisciplinary application network at European level;
 - support and implement measures and procedures that more specifically meet the needs and expectations **of patients**;
 - support or establish scientific and/or specialised **publications** for basic training and vocational training as well as for patients.

³ The Foundation may carry on all activities that are likely to promote the objects of the Foundation. It may also acquire and manage real estate, hire staff and/or delegate tasks to third parties.

⁴ The Foundation is not driven by profit and does not offer self-help activities. It may provide financial support to people in need and charity organisations that work in the area of spinal cord diseases and injury and their treatment.

Article 3 Regulations

¹ The Board of Trustees may enact regulations that govern the organisation and attainment of the objects of the Foundation. The Regulations of the Foundation and any amendments thereto must be submitted to the Supervisory Authority for approval.

² In the absence of regulations, the Board of Trustees determines the judicious use of the resources of the Foundation in accordance with its objects.

Article 4 Assets

¹ The founding company contributes initial capital of CHF 50,000 to the Foundation.

² The capital may be increased at any time by other contributions from the founding company or from other people. The Board of Trustees undertakes to increase the assets of the Foundation by means of private or public donations.

³ The European Spine Journal (magazine of the association) wishes to contribute an appropriate amount of at least CHF 150,000 to the Foundation after its inception.

⁴ The assets of the Foundation will be managed in accordance with general business principles. The risks will be diversified. However, the assets must not be jeopardised by speculative investments, neither must they be managed too cautiously.

Article 5 Board of Trustees

¹ The Board of Trustees is composed of a minimum of three and a maximum of seven members. The first members of the Board of Trustees are appointed by the founding company. Subsequent members or additional members are, if necessary, elected by the Board of Trustees. Their term of office must not exceed 4 years. Members may only be re-elected once.

² During the election of Board members, it is advisable to retain as many candidates as possible who have the professional skills and/or qualifications that best serve the objects of the Foundation.

³ The founding company is entitled to four seats (including a seat for the European Spine Journal, subject to authorisation in the paragraph below) on the Board. The members concerned are nominated by the committee of the founding company. One of the four members must not sit on the committee but must be a member of the founding company.

⁴ The donation specified in Article 4 par. 3, entitles the European Spine Journal to a seat on the Board of Trustees. The member concerned will either be the editor in chief of the Journal (the managing editor of the magazine of the association) or his deputy.

⁵ Each member of the Board of Trustees is entitled to one vote. The Board elects its chairman from among its members. Furthermore, it constitutes itself and elects its own members.

⁶ The Board of Trustees achieves a quorum when the majority of its members are present. Unless specified otherwise, resolutions are passed by a simple majority of the votes cast. In the event of an equally divided vote, the chairman has the casting vote. The deliberations and resolutions will be recorded in minutes.

⁷ A member of the Board of Trustees may be dismissed at any time on just and proper grounds. Just and proper grounds are in particular considered to be failure by a member to fulfil his obligations towards the Foundation or his inability to duly perform his duties. The Board of Trustees passes a resolution to dismiss a member on the basis of a 2/3 majority.

⁸ Resolutions may be passed in the form of a written approval of a proposal unless a member requests a debate.

⁹ The Board of Trustees is the supreme governing body of the Foundation. It has all the powers that are not expressly entrusted to another governing body by this Charter (Deed and subsequent Regulation(s) of the Foundation). It has the following non-transferable tasks:

- regulation of the authority to sign and represent the Foundation;
- election of the Board members and the auditors;
- approval of the annual accounts.

¹⁰ The Board of Trustees manages the Foundation judiciously on the basis of the law, the Deed of Foundation and the Regulations. It represents the Foundation outwardly.

¹¹ A by-law permits the Board of Trustees to delegate all or part of the management to some members of the Board or to third parties.

¹² The Board of Trustees appoints the persons who have the authority to represent and legally bind the Foundation. Signing authority is in principle conferred solely in the form of two joint signatures.

¹³ The members of the Board perform their duties on an honorary basis in principle. Their expenses are reimbursed on the basis of the expenditure incurred. Appropriate remuneration may be paid for specific services provided by individual members. The Board of Trustees may decide to pay attendance fees or allowances to members or persons to whom specific duties are entrusted or for their presence at meetings.

Article 6 Liability of the Governing Bodies

¹ Everyone who is responsible for the administration, management or audit of the Foundation is liable for any loss that they cause as a result of wilfully or negligently breaching their obligations.

² If several people are obliged to compensate the Foundation for loss suffered, each person is jointly and severally liable with the others insofar as he is personally to blame for the loss and having regard to the circumstances.

Article 7 End of the Financial Year

¹ The financial year ends on 31 December of each year.

² If the circumstances so require, it may be moved to another date, subject to approval by the Supervisory Authority.

Article 8 Auditors

¹ The Board of Trustees appoints independent and external auditors to conduct an annual audit of the Financial statement of the Foundation and present their findings to the Board of Trustees in a detailed audit report accompanied by a request for approval. The auditors also ensure compliance with the provisions of the Charter (Deed and Regulation(s) of the Foundation) and the objects of the Foundation.

² The auditors have a duty to inform the Board of Trustees of any omissions ascertained in the performance of their tasks. If these omissions are not remedied within a reasonable period of time, they must inform the Supervisory Authority if necessary.

Article 9 Entry in the Commercial Register

The Foundation is entered in the Commercial Register of the Canton of Vaud. The notary and the Board of Trustees are responsible for and are authorised to enter the Foundation in the aforementioned Register and to make any amendments of a formal nature themselves.

Article 10 Amendment to the Deed of Foundation, Dissolution of the Foundation

¹ The Board of Trustees is authorised to apply to the Supervisory Authority for permission to amend the Deed of Foundation as defined in Articles 85 and 86 SCC. Its resolution requires a 2/3 majority.

² The Foundation is established for an indefinite period. The Foundation may only be dissolved early on the grounds established by law (Article 88 SCC) and solely with the approval of the Supervisory Authority. This resolution requires a 2/3 majority.

³ In the event of dissolution, the Board of Trustees will transfer the available assets to organisations and/or public interest foundations that have similar objects and are based in Switzerland. Under no circumstances will the resources of the Foundation revert to the founding company.

The Charter was updated on 4 December 2015.