

## **Organisation and Competence Regulation of the Osteosynthesis and Trauma Care Foundation (OTC Foundation, OTCF)**

### **1 Scope of these regulations**

1.1 The Board of Trustees of OTC Foundation based on art. 4 and 9 of the Articles of Incorporation enacts the following organisational regulations:

1.2 These regulations determine

- the structure, organization and functioning of OTC Foundation
- the (internal) competence regulations

### **2 Structure of OTC Foundation**

The OTC Foundation shall have the following Corporate Bodies:

- a) Board of Trustees
- b) Nominating Committee
- c) Executive Committee
- d) Education Committee
- e) Research Committee
- f) Executive Director
- g) Auditors

### **3 General Organization of the Boards and Committees (Corporate Bodies)**

#### **3.1 Meetings**

The Corporate Bodies convene at least once annually. Meetings shall be called at least 10 days before the date of the meeting (except for urgent matters) by the Chairman, who determines the place and the date of the meetings. Each member is entitled to propose additional agenda items to be discussed at the next meeting.

Extraordinary meetings can be called in by one fourth of the members of the Corporate Body.

Meetings shall be presided by the Chairman. In absence of the Chairman they shall be presided by another member of the Corporate Body.

The meetings can be held by way of telephone or video conference.

#### **3.2 Resolutions**

The presence of the absolute majority of the elected members of the Bodies shall constitute a quorum. Resolutions shall be adopted by a majority of the elected members. In case of a tie, the chairman or, in his absence, the member of the Corporate Body presiding the meeting shall have the deciding vote. Proxy votes are not allowed.

#### **3.3 Circular Resolutions**

Elections and the adoption of resolutions may be conducted by way of circular resolutions in writing, provided that no member of the Corporate Body requests oral deliberation in a physical meeting of the Corporate Body. Circular written resolutions shall be adopted unanimously. Said circular written resolutions need to be taken note of at the next meeting.

#### **3.4 Minutes and keeping the records**

The resolutions adopted by the Corporate Bodies shall be recorded in minutes. The records of the Corporate Bodies shall be kept at the Foundation office.

#### **3.5 Compensation**

The members of the Corporate Bodies may be compensated for the performance of their services according to the Per Diem and Reimbursement Policy of OTCF.

#### **4 The Board of Trustees (BOT)**

4.1 The Board of Trustees (BOT) consists of at least three trustees. The BOT elects new members unanimously.  
The members of the BOT are appointed for a period of three years, reelection is possible.

#### **4.2 Functions of the BOT**

The Board of Trustees shall, in accordance with article 9 of the Articles of Incorporation stating its duty of ultimate supervision of the Foundation's activities, in particular and without limitation have the duty to assure that the following functions and duties are performed:

- a) Ensure all OTC Foundation Corporate Bodies and activities follow the mission of the Foundation and are compliant to the OTCF charters, bylaws and signed agreements
- b) Review on a regular basis, if the organisation is using the funds with respect to the grantors donation
- c) Approve work plans and budgets and annual accounting statements
- d) Report yearly the foundations' activities to the cantonal authority
- e) Report on inappropriate or excessive expenditures. Said report is to be attached to the annual financial statements
- f) Confirm decisions of the Executive Committee (EXCO)
- g) Elect the Members of the Nominating Committee
- h) Accept and exclude Local Chapters on request of the EXCO

#### **4.3 Chairman of BOT shall:**

- a) Set up and control the information flow with the other members of the BOT
- b) Prepare the Meetings of the BOT and invite the other members according the Articles of Incorporations
- c) Ensure that the board's meetings and activities are conducted in the spirit of the OTCF and conform to the Art. of Incorporation, bylaws and signed agreements of the OTC Foundation
- d) Is responsible, that the meeting minutes are delivered correctly
- e) Assure the proper functioning of the Corporate Bodies
- f) Define the contact person with the cantonal authority; the chairman is responsible for the correct delivery of the Reporting to the Cantonal Authority

4.4 Chairman of BOT shall in coordination with the Executive Director set up and control the reporting systems

## 5 The Committees

5.1 The committees define and execute the scientific activities of OTC Foundation in their respective field. They are supported in their task by the OTCF administration.

5.2 General Terms for Committees:

- a) Time term for members is limited to maximum 5 years, including presidency
- b) Immediate re-election is not possible, none at the EXCO
- c) Every global region is represented by at least one member per committee
- d) A specific Committee shall encompass no more than one member per country
- e) The overall Committees shall encompass no more than one member per institution
- f) A person can be member of one committee only
- g) The committee members are elected by their region or specialty if applicable, if not by cooptation. The outgoing members have election rights
- h) Successive representatives of global regions are not from the same country, successive chairmen not from the same global region
- i) Members of the Committees are obliged to participate in meetings. Any absence shall be indicated to the Chairperson in advance
- j) Every fully registered member of any OTC Chapter (except OTC International) has one vote if his Chapter adheres to the general conditions as per Art. 11

5.3 Impossibility of performance:

The "General Terms for Committees" may be overruled if no candidate is found. Overruling is to be confirmed by the higher governing Corporate Body of OTCF. In case of conflict of interest, Art. 11 of the Articles of Incorporation apply.

5.4 Termination

A Chairman or member will be asked to step down from office if he:

- a) Fails to adhere to the Code Of Conduct
- b) Fails to adhere to the governance of the OTC Foundation
- c) Is unable to fulfill his responsibilities for time or quality
- d) Establishes a relationship with any organization deemed by peers to create a conflict of interest

## **6 Nominating Committee**

- 6.1 The Nominating Committee consists of three personalities of medical or scientific background. It reports to the BOT.

The members of the Nominating Committee are fully independent of, and cannot be elected into other Corporate Bodies. They are proposed by the EXCO and confirmed by the BOT.

- 6.2 The members of the Nominating Committee serve for three years.

- 6.3 The Nominating Committee is chaired by the immediate past Chairman of the EXCO, who enters the Committee as soon as a seat gets available (independent of his region of origin). The following available seats will be attributed to the two other global regions (Americas, EMEA, Asia Pacific).

- 6.4 Functions of the Nominating Committee

The Nominating Committee shall:

- a) Assure the required scientific and managerial level of candidates to serve as members of the EXCO, EDCO and RECO
- b) Propose these candidates to the electorate entitled to vote, as defined in this document

## **7 Executive Committee (EXCO)**

- 7.1 The OTC Foundation Executive Committee (EXCO) is the international coordination body for all activities of the OTC Foundation (OTCF). Its mission is to foster, strengthen and support the worldwide OTCF network in order to achieve the goals set in the Articles of Incorporation of the OTC Foundation.

- 7.2 The EXCO consists of five members: one of every global region, plus one each representing the RECO and EDCO.

- 7.3 Candidates are to be specially qualified in the field of osteosynthesis and trauma care. They shall be recognized members of key associations in trauma surgery or of their scientific specialty. They shall have a first class national network and strong personal recognition within their international community and OTC network.

- 7.4 The members of the EXCO are elected by the group (Region or Committee) they represent and are confirmed by the BOT. They serve for five years.

- 7.5 The members of the EXCO elect one of their peers as Chairman. Eligible are members as of their third year serving the EXCO. The term ends with the fifth year as EXCO member.

The Chairman shall lead the EXCO. He shall ensure that the members represent their different functional responsibilities (education, research, global regions). Humanitarian activities are represented by the EXCO Chairman.

7.6 Functions of the EXCO:

The EXCO shall:

- a) Set the overall scope and focus of education, research and other related activities of the organization, provide advice and assure proper execution of these activities
- b) Foster and strengthen the OTC Foundation network and ensure the engagement worldwide. Supervise the international educational and research activities and programs of the OTC Foundation
- c) Work closely together with the OTC Chapters to establish a cohesive global vision and strategy for OTC worldwide. It will build the bridge and support the coordination between the different Chapters and the Foundation
- d) Propose new chapters or chapters to be excluded to the BOT
- e) Keep in contact with the Grantor(s) and through its representative with the RECO, EDCO
- f) Review work plans and budgets and approve for submission to the BOT
- g) Propose the Executive Director to the BOT

7.7 The EXCO shall not have the right to legally represent the Foundation, nor to incur any cost, liabilities or obligations for the Foundation.

## 8 Education Committee (EDCO)

8.1 The Education Committee (EDCO) consists of five members, at least one per global region. Candidates are to be specially qualified in the field of osteosynthesis and trauma care.

The members of the Education Committee serve for maximum five years and are elected by their region if applicable, otherwise by cooptation. They are to be confirmed by the EXCO.

8.2 Each member is Chair of one of the following programs, and co-chair of a second one:

- a) Education Fellowships
- b) Courses & Symposia
- c) E-Learning
- d) Humanitarian & Import the Expert
- e) Best Clinical Practice

8.3 The members elect their EDCO Chairman. Term is two years. One re-election is possible, but overall membership may not exceed 5 years.

The Chairman shall lead the EDCO. He shall ensure that the members represent and execute their different functional responsibilities.

#### 8.4 Functions of the EDCO:

The EDCO shall:

- a) Design, implement and deliver educational programs to advance the aims of the OTC Foundation
- b) Provide to the EXCO advice and direction regarding education in general
- c) Elaborate work plans and budgets about education for submission to the EXCO

### 9 Research Committee (RECO)

9.1 The Research Committee (RECO) consists of five to seven members. Candidates are to be specially qualified in the field of osteosynthesis and trauma care.

The members of the RECO serve for maximum five years and are elected by their region if applicable, otherwise by cooptation. They are to be confirmed by the EXCO.

9.2 The members elect their RECO Chairman. Term is two years. One re-election is possible, but overall membership may not exceed 5 years.

The Chairman shall lead the RECO. He shall ensure that the members execute their different functional responsibilities.

#### 9.3 Functions of the Research Committee:

- a) Design, implement and deliver research programs to advance the aims of the OTC Foundation
- b) Provide to the EXCO advice and direction regarding research in general
- c) Overseeing the Research Grants Program
- d) Implement research events (courses, symposia)
- e) Publish relevant results
- f) Elaborate work plans and budgets regarding research for submission to the EXCO

### 10 Executive Director

10.1 The Executive Director provides leadership for the Foundation. He is responsible for the overall strategic planning, revenue generation, organizational development, staff management, and program operations.

He facilitates the interface between the OTC Chapters and OTCF, and ensures best practice sharing between the different OTC Chapters.

10.2 He oversees preparation of the annual budget, provides information and justifications for BOT and EXCO in its budgetary review and submission process.

He leads the day-to-day management of the Foundation. Ensures OTCF has the appropriate resources, systems, physical space, and technology to operate efficiently and effectively. He is responsible for the contract management process.

He represents the Foundation within respect to third parties.

The Executive Director is mandated to execute the decisions of the EXCO and the BOT, to supervise the activities of the Foundation and to issue and maintain appropriate periodical information within the Foundation, also concerning important operative matters or concerning reportable extraordinary events.

10.3 The Executive Director is appointed by and reports to the BOT.

## **11 Formation of new Local Chapters**

Local Chapters can join OTC Foundation, if:

- a) The candidate makes a written request to the EXCO
- b) The draft Articles of Incorporation, By-Laws, Mission Statement, Governance, structure and members support the idea of OTC Foundation
- c) The candidate agrees by contract, to abide to the regulations and requirements of OTC Foundation
- d) The candidate makes plausible its financial independence
- e) The candidate is granted membership by the EXCO and BOT

## **12 Auditors**

12.1 Auditors are appointed by the Board of Trustees, they are appointed for one year. Auditors must be registered as specially qualified in the Commercial Register.

12.2 Auditors are completely independent and act according to the laws of Switzerland.

### 13 The internal Competence Regulation

This part defines in addition to the before mentioned various responsibilities of the operations of the OTC Foundation.

Nr.	Task	EXCO	Executive Director	BOT
<b>1</b>	<b>Leadership</b>			
	Regulations and General Terms of Conditions	Decision	Preparing	Approval
	Formulating and controlling of Strategy	Decision	Preparing	Approval
	Changes in the Organization	Decision	Preparing	Approval
	Resolution of EXCO; BOT	Decision	Preparing	Decision
<b>2</b>	<b>Finance</b>			
	Budget / Business Plans	Approval	Preparing	Decision
	Accounting, Quarterly & Annual Fin. Reports	-	Preparing	Decision
	Management of financial activities (CHF) - budgeted - non-budgeted	-	Decision < 100'000 < 25'000	Decision > 100'000 > 25'000
	Raising funds for Foundation	Decision	Preparing	Be informed
<b>3</b>	<b>Cooperation</b>			
	Cooperation with other NPOs / Grantors	Decision	Preparing	Approval
	Report to Cantonal Authority	-	Preparing	Doing
<b>4</b>	<b>HR and Organization</b>			
	Organization of administration	Information	Decision	Approval
	Hiring / Dismissal of Staff	Information	Decision	Approval
	Concluding consultancy agreements	Information	Decision	Approval
	Hiring / Dismissal of Ex Director	Approval	Be informed	Decision

#### **14 Written Form**

E-mails or faxes which clearly refer to the relevant documents are accepted as internal approvals within OTC Foundations, invoices, minutes of board meetings etc. Such E-mails and faxes are considered by OTC Foundation equal to a wet signature.  
HCP contracts require wet signature or equivalent.

#### **15 Final provisions**

This Regulation enters in force May 19, 2010

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Emanuel Zloczower  
Chairman of the Board of Trustees

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Melvin Paul Rosenwasser, MD  
Chairman of the Executive Committee

**Addendum 1: Organizational Chart**

**Addendum 2: Code of Conduct / Compliance Guidelines**

**Addendum 3: Per Diem and Reimbursement Policy**

**Addendum 4: Signature Authorisation**