

AMENDMENT OF THE ARTICLES OF ASSOCIATION  
FOUNDATION 'STICHTING' NORDIC ORTHOPAEDIC FEDERATION (NOF)

**Amendments agreed upon in the NOF Joint Meeting/Board Meeting  
on Tuesday June 12th 2018 and in GA Thursday June 14<sup>th</sup> 2018**

ARTICLES:

DEFINITIONS

- a. Acta: the journal with the name Acta Orthopaedica, distributed by Taylor & Francis (or an equivalent party);
- b. Executive Committee: the executive committee of the NOF, consisting of the President, Vice President and Secretary General of the NOF, the (upcoming) Congress President, The Editor and The Deputy Editor;
- c. Foundation: 'Stichting' Nordic Orthopaedic Federation (NOF), a foundation under Dutch law, having its registered office in Rosmalen, municipality of 's-Hertogenbosch;
- d. Foundation Board: the board of the Foundation (The president, vice president and secretary general of NOF and the Editor and Deputy Editor of Acta);
- e. General Assembly: the general assembly of the NOF;
- f. General Board: the board of the NOF: the executive committee and the presidents of the national orthopaedic societies
- g. NOF: the Nordic Orthopaedic Federation, being the federation of the national orthopaedic societies of currently Denmark, Estonia, Finland, Iceland, Lithuania, The Netherlands, Norway and Sweden, which federation is not legally defined or instituted, but acts in accordance with the Regulations as adopted on the thirteenth day of June two thousand and eight and as further amended;
- h. The Deputy editor: the deputy editor of Acta Orthopaedica;
- i. The Editor: the editor of Acta Orthopaedica.

NAME, REGISTERED OFFICE AND DURATION

Article 1

The name of the Foundation is: **Stichting Nordic Orthopaedic Federation (NOF).**

The Foundation will have its registered office in Rosmalen, municipality of 's-Hertogenbosch.

The Foundation shall exist for an indefinite period of time.

OBJECTS

Article 2

1. The main object of the Foundation is:

To be a forum for the 8 National Societies for exchange of common Nordic orthopaedic issues. These Nordic issues are Evidence Based Medicine, Education and Research.

The specific objects of the Foundation are:

- a. To develop NOF policy statements on relevant societal topics
- b. To publish Acta Orthopaedica

- c. To organise NOF congresses and fora
  - d. To facilitate NOF Educational initiatives
  - e. To develop new registries (as a blue print)
2. The Foundation shall act in accordance with the Nordic Orthopaedic Federation Statutes as adopted on the eleventh day of June two thousand and eight and as further amended, and the Foundation shall act in accordance with the activities of NOF being:
- a. The Secretary General of the NOF is responsible for the management of the NOF and the daily handling of NOF's economy.
  - b. Under the supervision of the Secretary General a managing director carries out these activities.
  - c. The managing director of the NOF is appointed by the General Board. The managing director is appointed for two years.
  - d. Within the approved budget the Secretary General of the NOF, or to whom he/she might delegate the daily running of the finances, is responsible for the accounts.
  - e. The Secretary General of the NOF reports to the General Board.
  - f. The managing director of the NOF reports to the Secretary General.
  - g. The account of the NOF shall be audited by a public accountant and on approval of the Secretary General sent to the General Board and Foundation Board no later than the following month of May. The Foundation appoints a layman accountant for two years at the time.
3. The Foundation shall act in accordance with the aim of Acta being to publish scientific work concerning orthopedics, and the Foundation shall act in accordance with the activities of Acta being:
- a. The Editor is responsible for the editing and administration of Acta.
  - b. Within the approved budget The Editor, or to whom he/she might delegate the daily running of the finances, is responsible for the accounts.
  - c. The Editor reports to the General Board.
  - d. The Editor and The Deputy Editor are elected at the General Assembly of The Federation for a period of two (2) years with re-election permitted four (4) times. The Editor and The Deputy Editor cannot be elected from the same country for the same mandate period.
  - e. The Editor suggests (or selects) candidates for new co-editors, who are to be approved by the Foundation Board (i. e. prior to taking office).
  - f. Acta shall have a separate point on the yearly board meetings of the Federation (during the Spring Meeting and during the NOF Congress). At this meeting The Editor and The Deputy Editor report the activity of the past year, the financial situation including the financial report of the past year and any planned amendments for Acta to the the General Board. The Executive Committee shall yearly have at least one seperate meeting. It should - if possible - be placed in connection with an Editorial meeting of Acta. Further meetings for the Foundation Board can be called by the request of the Chairperson of the Foundation Board (i.e. president of the NOF) or by The Editor.
  - g. The Chairperson of the Foundation Board (i.e. president of the NOF) is responsible for sending out an agenda at least two (2) weeks prior to the meeting.

- h. If a major and/or persistent disagreement regarding the running of Acta should arise between the General Board and The Editor or Deputy Editor, it is the obligation of the General Board to seek a solution at the next ordinary General Assembly of The NOF, or if necessary to call for an extraordinary General Assembly. Calling for an extra ordinary General Assembly can be done at the request of the NOF president or at least four members of the NOF board.
- i. The account of the Acta shall be audited by a public accountant and on approval of the Secretary General sent to the General Board and Foundation Board no later than the following month of May. The Federation appoints a layman accountant for two years at the time.
- j. The Foundation Board decides on the annual subscription rates, price of reprints, advertisements, etcetera.

#### CAPITAL

##### Article 3

The capital of the Foundation will be formed by:

- contributions from national associations of orthopaedic surgeons;
- grants and donations;
- gifts, testamentary dispositions and legacies;
- all other acquisitions and revenues;
- the capital of Acta

#### FOUNDATION BOARD

##### Article 4

The Foundation Board consists of five (5) members.

1. The number of Foundation Board members will be determined unanimously by the General Board with due observance of the provision in the previous sentence.
2. The Foundation Board will be appointed by the General Board. Should the General Board not exercise its power to appoint the Foundation Board, the Foundation Board is authorised to appoint its members.  
The President, Vice-President and Secretary-General of the NOF will have seats on the Foundation Board, as well as The Editor and The Deputy-editor. The Secretary-General holds the positions of secretary and treasurer.
3. The term of office of a Foundation Board member shall be equal to that of the functionary concerned on the General Board.
4. If one or more vacancies arise, these shall be filled by the appointment of one or more successors by unanimous vote by the remaining board members (or by the remaining board member).
5. If, for whatever reason, one or more members are lacking, the remaining board member(s) shall nonetheless constitute a quorum (a minimum of three).
6. Neither the Foundation Board nor the General Board members shall receive any remuneration for the work they carry out, but they are entitled to reimbursement of the expenses they incur in the execution of their duties.

#### FOUNDATION BOARD MEETINGS AND DECISIONS

##### Article 5

1. The board meetings will be held in the place where the Foundation has its registered office, but may also be held elsewhere.
2. The Foundation Board will meet at least once year.

3. Furthermore, the Foundation Board will meet whenever the President deems it necessary or when one of the other board members requests the President in writing to call a meeting, specifying the matters to be dealt with. If the President does not grant this request in such a manner that a meeting can be held within three weeks of the date of the request, the board member making the request shall be authorized to call a meeting themselves with due observance of the required formalities.
4. Subject to the provisions of paragraph 3, the Foundation Board shall be called to the meeting by the President by means of convocation notices at least seven days in advance, counting neither the day on which the convocation notice is sent nor the day on which the meeting is to be held. The convocation notices may also be sent by a means of telecommunication such as e-mail or fax.
5. The convocation notices will state the date and venue of the meeting and the matters to be dealt with.
6. If all board members in office are present at a board meeting, resolutions may be adopted on all matters coming up for discussion, provided they are passed unanimously, even if the provisions in these Articles for convening and holding meetings have not been observed.
7. The meetings will be presided over by the President. If the President is absent, the meeting will designate a chairperson.
8. The Managing Director or a person designated by the President will take minutes of the proceedings at the meeting. The minutes will be adopted and signed by the Chair and Secretary of the meeting.
9. No legally valid resolutions can be passed unless at least a majority of the number of board members in office are present or represented at a meeting. A board member can ask to be represented at a meeting by another board member by means of written proxy, the adequacy of which proxy shall be decided by the President. A board member can act as proxy for one fellow board member only.
10. The Foundation Board is also competent to adopt a resolution outside a meeting, provided that:
  - all board members have been given an opportunity to express their written opinions (including all forms of text communication) and have cast their vote in one of the aforementioned ways, and
  - the resolution has been passed unanimously.The Secretary-General must make a record of any such resolution thus adopted outside a meeting, to be co-signed by the Chair and attached to the minutes, together with the responses received.
11. Each board member shall have the right to cast one vote. Insofar as the present Articles do not prescribe a larger majority, all resolutions adopted by the Foundation Board shall be by absolute majority of the valid votes casts.
12. All voting in a meeting is decided orally unless the Chair deems a vote by ballot desirable or one or more board members expresses the wish for a vote by ballot. Voting by ballot shall be by sealed and unsigned ballots.
13. Blank and invalid votes will be considered as not having been cast.
14. All disputes concerning voting not provided for in these Articles will be decided by the Chair.

## FOUNDATION BOARD'S POWERS AND REPRESENTATION

### Article 6

1. The Foundation Board is charged with the management of the Foundation and, notwithstanding its own management responsibilities, it will be guided by the policy as adopted by the General Board of the NOF.
2. The operational responsibility of all NOF and Acta activities is delegated by the General Board to the Foundation Board.
3. The Foundation Board is authorized to enter into agreements pertaining to the acquisition, alienation, or encumbrance of property subject to registration.
4. It does not, however, have the power to enter into agreements under which the Foundation binds itself as surety or as joint and several debtor, under which it warrants the performance of a third party or under which it binds itself to furnish security for the debt of a third party.
5. Testamentary dispositions may only be accepted with the benefit of inventory.

### Article 7

1. The Foundation is represented by the Foundation Board.
2. The Foundation Board may appoint one or more board members, or third parties, with powers of attorney to represent the Foundation within the limits of such power of attorney.

### Managing Director

3. The Managing Director may be appointed and charged with the day-to-day management of the NOF and the preparation and execution of the resolutions adopted by the General Board.  
The General Board will specify the tasks and powers of the Managing Director in the management regulations.  
The General Board is authorized to appoint, suspend and dismiss the Managing Director, and will also determine the employment conditions for the Managing Director. The Managing Director will be accountable to the Foundation Board.

## END OF FOUNDATION BOARD MEMBERSHIP

### Article 8

A Foundation Board member shall cease to be a member:

- on their death;
- if they lose the right to freely dispose of their property;
- on resignation in writing;
- if a resolution for their dismissal has been adopted by the Foundation Board by an absolute majority of votes; and
- on dismissal based on Article 298, Book 2, of the Dutch Civil Code.

## FINANCIAL YEAR AND ANNUAL REPORT AND ACCOUNTS

### Article 9

1. The financial year of the Foundation coincides with the calendar year.
2. The books of the Foundation will be balanced at the end of each financial year. On the basis of the balanced books, the secretary general will draw up a balance sheet and a statement of assets and liabilities for the past financial year, which annual accounts will be offered to the Foundation Board within six months after the end of the financial year. If so desired by the Foundation Board, the annual report and accounts must be accompanied by a report drawn up by a registered accountant, accounting consultant or financial expert.
3. The Foundation Board will adopt the annual report and accounts and may, on the basis thereof, also decide to discharge the Secretary-General of his

obligations for the financial year in question.

BY LAWS

Article 10

1. The Foundation Board is entitled to adopt one or more standing orders providing for matters which are not included in these Articles.
2. These standing orders may not be in conflict with the law and these Articles.
3. The Foundation Board shall at all times be authorized to amend or cancel these standing orders.
4. The provisions of Article 11, paragraph 1, apply to the adoption, amendment and cancellation of standing orders.

AMENDMENT OF THE ARTICLES

Article 11

1. Solely on proposal of the General Assembly the Foundation Board is authorized to amend these Articles.
2. Furthermore, a resolution to that effect may only be adopted at a meeting of the Foundation Board where all board members are present or represented and where there are no vacancies.
3. An amendment to the Articles must be effected by notarial instrument on pain of nullity.
4. The foundation board members are obliged to file a true copy of the amendment as well as the amended Articles at the office of the Commercial Register where the Foundation is registered.

DISSOLUTION AND LIQUIDATION

Article 12

1. Solely on proposal of the Generals Assembly the Foundation Board is authorized to dissolve the Foundation. The provisions of Article 11, paragraph 1, apply *mutatis mutandis* to a board resolution to dissolve the Foundation.
2. The Foundation will continue to exist after dissolution to the extent necessary for the liquidation of its assets.
3. The Foundation Board will be responsible for the liquidation.
4. The liquidators shall ensure that the dissolution of the Foundation is registered in the Commercial Register as referred to in Article 11, paragraph 3.
5. The provisions of these Articles will remain in force during liquidation insofar as possible.
6. Any credit balance after liquidation will be used for those purposes which are most in keeping with the objects of the Foundation.
7. After the liquidation, the books and records of the Foundation must be kept for a period of seven years by the youngest liquidator.

Article 13

The Foundation Board shall decide on all matters for which the law or these Articles make no provision.