

Articles of the ITI

Revised ITI Annual General Meeting Aug 30, 2003

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I. Name, domicile, purpose.

Article 1

Name, domicile

Under the name of ITI, "International Team for Implantology (Internationales Team für Implantologie)" (for short ITI) there is an Association pursuant to these Articles of Association and Art. 60 et seq. of the Swiss Civil Code. The domicile of the Association is in Basel, Switzerland.

Article 2

Purpose

The objectives of the ITI are the promotion and dissemination of knowledge about implant dentistry and its related fields, including research, technical development as well as education and training.

The Association has solely charitable objectives and is politically and denominationally neutral. The official language of the ITI is English.

II. Membership.

Article 3

General prerequisite

Natural persons with relevant qualifications and with interest in participating in all aspects of the ITI Community can be admitted as members or fellows of the ITI.

Article 4

Categories of membership

The following categories of membership are distinguished:

- a. Members
- b. Fellows
- c. Senior fellows
- d. Honorary fellows

Article 5

Requirements for ITI membership

Membership is open to professionals with an expressed interest in any facet of implant dentistry and its related fields and who wish to participate in the ITI and abide by its principles and obligations. Membership, while registered internationally with the ITI Center in Basel, is primarily based upon local and/or regional participation in ITI activities.

The ITI bases membership applications upon the professional qualifications of the candidate. An applicant must be a dentist, physician, PhD scientist or certified dental technician.

Article 6

Requirements for ITI fellowship

To be nominated to the category of fellow in the ITI a candidate must demonstrate a high level of activity in the areas of leadership, research, education or development. Maintenance of fellowship requires documentation of ongoing excellence in one or more of these areas. Fellowship is conferred for a period of four years and will be reviewed at the end of that period. Fellows who continue to demonstrate excellence in one or more of the categories of leadership, research, education and/or development will be maintained at fellowship level. Those who have not remained actively involved with furthering the goals and principles of the organization will return to regular membership. Fellowship, once granted, is not a permanent right or entitlement, but rather must be maintained and reinforced in an ongoing manner.

Initial consideration for fellowship must come from three current ITI fellows with at least four years seniority as fellows. One fellow will be the nominator and two will be the supporters. All three will write letters of nomination and/or support to the Board of Directors through the ITI Center. A current curriculum vitae of the candidate must accompany the nomination letter. The Board of Directors of the ITI will review and request comments from local sections on all nominations at least once annually and will determine fellowship status. Nominees usually come from the membership of the ITI but nominations can be made for deserving individuals who are not currently ITI members. Nominees for fellowship must be recognized as being supportive of the ITI, its goals and principles. The fellows are to be informed about new fellows.

Nominees must meet a set of criteria for consideration of fellowship. The nominee must demonstrate recognizable activity in at least two of the following:

Leadership: the nominee should be active in the local/regional ITI section.

Research: the nominee should have a documented record of publication in scientific/peer-reviewed journals on subjects relating to the general area of implant dentistry.

Education: the nominee should be actively engaged in dental implant education, whether institutionally based or in the area of organized continuing education.

Development: the nominee should be recognized as one who contributes valuable expertise to the innovation and further development of clinical implant dentistry.

Fellows who retire from their professional work become senior fellows upon notification of the ITI Center. Persons who have achieved particular merit in service to the ITI may be appointed honorary fellows upon nomination by a fellow and unanimity of the Board of Directors.

Article 7

Reversion, resignation and expulsion

The membership or fellowship is cancelled:

- a. Non-fulfilment of the criteria for fellowship. Fellows who no longer fulfil the criteria for fellowship return to the status of membership.

- b. By the resignation of a member or fellow. The ITI Center must be notified of this resignation in writing. Dues for the running year in which the resignation was declared remain owed.
- c. By expulsion. Members or fellows who act against the interests of the ITI or demonstrate behaviour unbefitting a colleague or violate the Articles of the Association can be expelled by the Board of Directors upon the motion of a fellow. The expulsion can take place without disclosure of the reason therefore. If dues have not been paid for two consecutive years, the member- or fellowship is automatically cancelled. Non-payment of dues is sufficient grounds for expulsion.

Article 8

Rights and obligations of members and fellows

Members and fellows, including honorary and senior fellows, have the following rights and obligations:

- a. The principles of treatment established by the ITI are to be respected by members and fellows.
- b. Members and fellows commit themselves to a friendly and loyal spirit among colleagues.
- c. The progress achieved in implant dentistry by individual members or fellows in practical or scientific fields should be made available to all members and fellows of the ITI. The fellows must endeavour to support one another as much as possible.
- d. Members and fellows are to pay the agreed dues within the time period set by the Board of Directors. Honorary fellows are exempted from due contributions; senior fellows are exempted upon written application.
- e. Members and fellows are to attend Section Meetings and World Symposia whenever possible. In addition, fellows are to attend the ITI Annual Meetings whenever possible.
- f. Fellows, including senior and honorary fellows, possess voting rights and have the right to submit motions at the General Assembly. Members have no right to submit motions nor to vote at the General Assembly.
- g. Only fellows are eligible for appointment as members of the Association's organs, committees and subcommittees. Exceptions can be made if unique qualifications for a given office are required.
- h. Fellows who are active in the Board of Directors, a committee or subcommittee must agree that the intellectual property rights relating to ideas exchanged at meetings of such committees belong to the ITI.

III. Organisation of the Association.

Article 9

Executive organs

The executive organs of the Association are:

- a. The General Assembly
- b. The Board of Directors
- c. The Auditors

a) The General Assembly

Article 10

Powers of the General Assembly

The General Assembly is the highest body of the Association. The General Assembly is constituted of fellows, senior fellows and honorary fellows. The General Assembly has the following powers:

1. to approve the Annual Report of the president and the annual financial statements (including profit and loss statement as well as balance sheet);
2. to discharge the members of the Board of Directors;
3. to fix the annual dues and admission fees for members and fellows;
4. to elect and recall the President nominated by the Board of Directors;
5. to elect and recall the President-elect and up to three Board members nominated by the Board of Directors;
6. to elect and recall the Auditors;
7. to adopt and amend the Articles of the Association;
8. to pass resolutions regarding issues which are reserved for the General Assembly by law or the Articles of Association or submitted by the Board of Directors;
9. to dissolve the Association.

Article 11

Ordinary and extraordinary General Assembly

The ordinary General Assembly convenes every year on the occasion of the annual meeting of the fellows of the ITI. An extraordinary General Assembly is summoned either by the Board of Directors or based upon a motion submitted by one fifth of the fellows or based upon a motion submitted by the Auditors.

The Board of Directors is required to convene an extraordinary General Assembly within 60 days after such a motion has been submitted.

Article 12

Convening of the General Assembly

To convene the General Assembly a written notification including the agenda is sent out by the Board of Directors with an advance notice of at least 28 days.

Article 13

Organisation of the General Assembly

The General Assembly is presided by the President, and in his absence, by the Past President or President-elect or another member of the Board of Directors. Minutes must be kept on the sessions of the General Assembly, which shall be signed by the President and the author of the minutes.

Article 14

Resolutions of the General Assembly

The ordinary and extraordinary General Assemblies are deemed duly constituted regardless of the number of fellows present. Decisions and elections at the General Assembly are determined by a simple majority of the votes recorded. In the case of a tie vote, the vote of the President decides. To adopt and amend the Articles of the Association and for the dissolution of the Association a two-thirds majority of the cast votes is required.

Decisions and elections are generally taken by a show of hands. A secret ballot can be requested by a single fellow.

b) The Board of Directors

Article 15

Composition of the Board of Directors

The Board of Directors consists of:

- a. the President
- b. the Past President
- c. the President-elect, being one of the fellows (let. d) or chairmen (let. e)
- d. 3 fellows at large
- e. the 3 chairmen of the Education, Research and Development Committees
- f. 1 person representing the Board of Directors of the Institut Straumann AG (hereinafter "Straumann")
- g. 1 person representing the Management of Straumann

Article 16

Election and appointment of the Board of Directors

The President, the President-elect and up to three fellows are nominated by the Board of Directors and elected by the General Assembly. The three chairmen are appointed by the Board of Directors as chairmen of the respective committees and are in their capacity as chairmen members of the Board of Directors. The two members representing the Board of Directors and the Management of Straumann are appointed by Straumann. Only fellows can be members of the Board of Directors, with the exception of the appointees of Straumann. All members have the right to vote.

The members of the Board of Directors are elected for a term of four years; they may be re-elected for one additional term of office (max eight years); no term limitation applies to the representatives of Straumann. The President continues after four years of office for two years as Past President.

Article 17

Powers of the Board of Directors

The Board of Directors is entrusted with the direction of the Association as well as with the supervision of the ITI Center and its management. The duties of the Board of Directors include in particular:

1. to ultimately manage the Association and issue the necessary directives and regulations;
2. to determine the organisation of the Association, in particular the organisation of the ITI Center, within the framework as defined by the Articles of Association;
3. to define and formulate the strategies for research, education and development;
4. to approve the annual financial statements and budget;
5. to approve new fellows and renew current fellowships;
6. to recruit and elect the committee members and nominate the different officers of the ITI, including President and President-Elect, as provided by the Articles of Association;
7. to appoint and recall the persons entrusted with the management of the ITI Center and to grant signatory power;
8. to allocate funds to the Research, Education and Development Committees;
9. to approve the annual budgets of the committees and the ITI Center;
10. the overall handling of all matters of the Association as far as they do not fall into the competence of the General Assembly.

The President, the Past President or the President-elect have signatory power collectively with another member of the Board of Directors.

The Board of Directors is empowered to delegate certain powers and responsibilities to its president, to one or several members of the Board of Directors, to ad-hoc committees or to the management of the ITI Center by enacting appropriate regulations and/or directives. All regulations, guidelines, handbooks and so forth issued and/or amended by committees are to be approved by the Board of Directors.

Article 18

Organisation of the Board of Directors

The Board of Directors meets as often as business requires, called by invitation of the President and in his absence of the Past President or President-elect, or when one member of the Board asks for a meeting. The agenda for the meeting is to be announced in writing at least 10 days before the meeting. All necessary supplementary material to the agenda should be submitted at the same time.

Decisions of the Board of Directors are taken by the absolute majority of the members present. It is duly constituted when the majority of its members are present. In case of a tie, the President shall vote. The Board of Directors can pass decisions and resolutions by means of circulation (letter, fax, telegram, email, etc) by a majority of its members, unless a member demands an oral discussion. Minutes of the decisions and resolutions of the Board of Directors are to be kept.

The management of the ITI Center as well as the necessary secretarial assistance participate in the meetings of the Board of Directors without the right to vote.

Article 19

Remuneration of the members of the Board of Directors

The members of the Board of Directors are entitled to reimbursement of their expenses incurred in the interest of the Association and to compensation corresponding to their activities, as determined by the Board of Directors itself.

Article 20

Officers

The officers of the ITI include the President, the Past President and the President-elect. The office of President-elect is nominated by the Board of Directors and voted on by the General Assembly. Upon approval by the General Assembly, the President-elect assumes the position of President. The President assumes the position of Past President following his/her term of office. The Past President serves for another two years on the Board of Directors. The Past President and President-elect cannot serve at the same time. In the absence of the President, he/she is replaced by the Past President or the President-elect, as the case may be.

Article 21

Powers and duties of the President

The President has the following duties and powers:

1. to call meetings of the General Assembly and Board of Directors;
2. to set the agenda and request reports for all meetings of the General Assembly and Board of Directors;
3. to preside all meetings of the General Assembly and Board of Directors;
4. to cast a vote on resolutions of the General Assembly and Board of Directors only in case of a tie vote (tiebreaker);
5. to charge tasks to committees through their chairpersons;
6. to serve as official ITI spokesperson to external persons/groups;
7. to serve as official ITI spokesperson at ITI Congresses if appropriate.

c) The Auditors

Article 22

Election of the Auditors and their duties

The General Assembly shall elect one or several independent persons as Auditors. Legal entities and auditing companies may be elected as Auditors. The tenure shall be one year; re-election is possible.

The Auditors shall examine the books of account and the financial statements in accordance with the law and present a written report and motion to the attention of the General Assembly on the result of their examination.

IV. Committees.

a) Research Committee

Article 23

Composition of the Research Committee

The Research Committee consists of ten members: one chairman and eight members, all of whom are fellows, and one person representing Straumann. The chairman and seven committee members are appointed by the Board of Directors and one committee member is appointed by Straumann. They are elected for a four-year period and may be re-elected for one additional term of office (maximum eight years; no term limitation applies to the representative of Straumann). In exceptional circumstances, the term of office may be prolonged.

Article 24

Tasks of the Research Committee

The tasks of the Research Committee are:

- a. to define the research priorities and the scope of the activities;
- b. to evaluate grant applications and allocate grants;
- c. to supervise research awards and prizes;
- d. to submit an annual report and budget to the Board of Directors;
- e. to handle the regulations concerning intellectual property rights of research results.

b) Education Committee

Article 25

Composition of the Education Committee

The Education Committee consists of the Chairman, all the ITI Section Education Delegates, the Area Coordinators and up to three representatives of Straumann. Additional members can be added at the discretion of the Board of Directors. All members are elected by the Board of Directors, except for the Straumann representatives and the Area Coordinators which are both appointed by Straumann, and the ITI Section Education Delegates which are appointed by the ITI Sections.

For conceptual work a Core Group is established; it consists of seven members (the chairman, five fellows, one representative of Straumann), all of whom are fellows and elected by the Board of Directors (except for the representative of Straumann). They are elected for a four-year period and may be re-elected for one additional term of office (maximum eight years; no term limitation applies to the representative of Straumann). In exceptional circumstances, the term of office may be prolonged.

Article 26

Tasks of the Education Committee

The purpose of the Education Committee is to coordinate education and to spread the knowledge about the fundamental principles and the latest knowledge from research and development on the dental implant system developed by ITI and in implant dentistry in general.

The Education Committee works very closely with Straumann. This collaboration is based upon a detailed agreement between both partners.

Each ITI Section proposes an ITI Section Education Delegate who is responsible for education in the section together with the local Straumann management. This delegate must be a fellow of the ITI. In areas where no ITI Section has been established yet, Straumann proposes an Area Coordinator, who must be a fellow of the ITI.

The Education Committee annually submits a report and budget to the Board of Directors.

c) Development Committee

Article 27

Composition of the Development Committee

The Development Committee consists of nine members, one chairman, six clinicians, one dental technician and one person representing Straumann. The person representing Straumann is appointed by Straumann and assumes the position of vice chairman. All other eight members are fellows and elected by the Board of Directors for staggered terms of four years and may be re-elected.

Article 28

Tasks of the Development Committee

The tasks of the Development Committee are:

- a. to incorporate ideas from clinical practice;
- b. to provide an impetus to development work;
- c. to participate in project and development plans;
- d. to recommend sites for carrying out clinical trials;
- e. to approve and release ITI products;
- f. to submit an annual report and budget to the Board of Directors.

The Development Committee, together with Straumann, may establish project groups whenever necessary.

The Development Committee will closely collaborate with the Development group of Straumann.

V. ITI Center.

Article 29

ITI Center and its duties

The ITI Center is a service and coordination office for the ITI and its bodies.

The Board of Directors appoints the members of the management of the ITI Center and grants the signatory power. Their task is to assure the effective organisation and administration of all ITI activities in order to support the implementation of the goals, objectives, policies and procedures of the ITI. The ITI Center also acts as the interface to Straumann.

The Board of Directors defines the organisation and competences of the ITI Center by enacting an ITI Center Regulations Handbook.

VI. National and Regional Sections.

Article 30

Purpose and composition of national and regional sections

For purposes of educational training and exchange of knowledge the Board of Directors takes the initiative to establish national or regional sections, provided that the market activity in the country or region in question warrants such.

These national and regional sections comprise members and fellows. The appointed chairman, who is a fellow and responsible for upholding the goals, purposes and constitution of the ITI, reports regularly to the Board of Directors regarding the section's activities. The ITI Center acts as liaison office between the sections and the Board of Directors. The sections may, upon approval of the Board of Directors enact their own constitution, and may according to the size of the section form their own local education committee. Each section appoints an ITI Education Delegate for educational affairs.

The chairman is responsible for stimulating local professionals with an expressed interest in any facet of implant dentistry and its related fields to become members and is responsible for the local acceptance of such professionals as members.

The sections are together with the local Straumann representative responsible for educational activities. They are to be arranged in agreement with the central Education Committee and its guidelines. The sections are to receive financial support from the Association. The size of the support is decided by the Board of Directors on an annually basis and based upon application from the section.

VII. Finances.

Article 31

ITI Foundation for Implantology and Related Fields

In order to achieve its goals the ITI closely cooperates with the ITI Foundation for Implantology and Related Fields.

Article 32

Assets

All personal liability of the members and fellows for obligations of the ITI is excluded. Only the assets of the ITI are liable for its obligations.

The funds of the ITI is based upon membership dues, donations, income from ITI activities, the transfer of funds from the ITI Foundation for Implantology and Related Fields for specific purposes, and yields from the Association's Assets.

Retired and expelled fellows or members have no claim to the Association assets.

VIII. Association Year.

Article 33

The association year corresponds to the calendar year.

IX. Liquidation.

Article 34

If the liquidation of the association is decided, then the members of the Board of Directors act as liquidators. A liquidation surplus is to be allocated to another non-profit organization with a similar purpose.

X. Sundries.

Article 35

Moreover, the articles 60 and following of the Swiss Civil Code are valid.

Thus decided by the General Assembly of August 30, 1987.

Waldenburg, September 1995 (Revision of articles)

Waldenburg, August 1997 (Revision of the articles)

Waldenburg, August 1998 (Revision of the articles)

Basel, August 2003 (Revision of the articles)