



# Articles of Association

# 2018

Eurotransplant International Foundation



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## General information

### Article 1. Name. Seat.

- 1.1. The name of the Foundation is: Stichting Eurotransplant International Foundation.
- 1.2. The Foundation has its registered seat in Leiden.

### Article 2. Definitions.

Articles of Association:	the by this deed established Articles of Association of the Foundation;
Assembly:	the meeting of Delegates;
Board:	the Board of the Foundation as provided in article 7 of the Articles of Association;
Centre:	an institution or establishment which is entitled to a Eurotransplant Centre Code and in which Programs are established under recognition of the competent and relevant authorities performing transplantations of Kidney, Thoracic Organs, Liver, Intestine, Pancreas and any part of a specific Organ and/or where a Tissue Typing Centre exists;
Centers:	the institutions or establishments which are entitled to a Eurotransplant Centre Code and in which Programs are established under recognition of the competent and relevant authorities performing transplantations of Kidney, Thoracic Organs, Liver, Intestine, Pancreas and any part of a specific Organ and/or where a Tissue Typing Centre exists;
Centre Code:	a computer code provided by the Foundation to a Centre;
Committee:	an organ advisory committee, as defined in article 17, paragraph 1;
Committees:	the committees as defined in article 17.1 and 17.4 up to 17.6 of the Articles of Association;
Council:	the meeting of the representatives of the National Competent Authorities of the Eurotransplant member states and representatives of the Board of the Foundation as defined in article 15 of the Articles of Association;
Delegates:	the persons defined in article 5.1 of the Articles of Association;
Ethics Committee:	the ethics committee as defined in article 17, paragraph 6 of the Articles of Association;
Eurotransplant member states:	the countries that are cooperating within Eurotransplant;
Eurotransplant Reference Laboratory:	a laboratory performing the Foundation's reference tasks;
Financial Committee:	the financial committee as defined in article 17, paragraph 4, of the Articles of Association;
Foundation:	Stichting Eurotransplant International Foundation;
Management Team:	the members of the Management team as defined in article 12 of the Articles of Association;
Nationality:	nationality of a Centre;
National Competent Authority:	the organization(s) that has the legally delegated authority for the national and cross border organ exchange in a Eurotransplant member state;
National Transplant Societies:	the transplant societies established in the Eurotransplant member states which pursue the interests of the transplantation institutions in that particular country;
Organ:	a differentiated part of the human body, formed by different tissues, that maintains its structure, vascularisation, and capacity to develop physiological functions with a significant level of autonomy. A part of an organ is also considered to be an organ if its function is to be used for the same purpose as the entire organ in the human body, maintaining the requirements of structure and vascularisation;
Organ Procurement Committee:	the committee as defined in article 17, paragraph 5 of the Articles of Association;

Program:	any of the following transplantation areas: Kidney, Heart, Lungs, Liver, Intestine, Pancreas or any part of a specific Organ and/or Tissue Typing, which have the approval of the competent and relevant authorities;
Program Director:	head of a transplant program appointed by the medical director of a Centre/hospital;
Reference Date:	the thirty-first day of March of any year; on this day it shall be established how many transplantations per Program a Centre has performed in the Year preceding to the Reference Date in question;
Section:	meeting of the Delegates representing a particular Program, which meeting shall be held during a meeting of the Assembly;
Tissue Typing Centre:	an institution or establishment which is entitled to a TT code which under recognition of the competent and relevant authorities performs tissue typing;
TT code:	a computer code provided by the Foundation to a Tissue Typing Centre;
Year:	the first day of January up to and including the thirty-first day of December.

### Article 3. Objectives.

- 3.1. The objectives of the Foundation are:
- to achieve an optimal use of available donor organs and tissues;
  - to secure a transparent, objective and fair allocation system, in compliance with national rules and regulations, based upon medical and ethical criteria;
  - to support donor procurement to increase the supply of donor organs and tissues;
  - to further improve the results of transplantation through collection and evaluation of donor, recipient, allocation, transplantation and follow-up data, scientific research and to publish and present these results;  
as well as the promotion, support and coordination of organ donation and transplantation in the broadest sense of terms.
- 3.2. The Foundation is a non-profit organization and does not have the intention to make profit as defined in the "Wet op de vennootschapsbelasting 1969".

### Article 4. Capital.

The capital of the Foundation consists of the amount set aside by the founders at the time when the Foundation was incorporated, and furthermore of contributions, subsidies, as well as amounts which will be obtained through donations, testamentary dispositions or bequests and all other income accruing to it.

## Assembly

### Article 5. Composition. Appointment.Term.

- 5.1. Each Program Director shall have the right to delegate up to two natural persons in the Assembly for each Program in which transplantations were performed during the preceding Year. The number of delegates that may be assigned per Program shall depend on the number of votes: Programs with one vote shall send one delegate, Programs with two votes may either send one delegate having two votes or two delegates having one vote each. The number of votes per Program shall be determined on the basis of the number of transplantations performed by that Program during the preceding Year as provided hereinafter: For the purpose of this article, the term transplantation shall also include living donor transplants.
- with respect to the Kidneys:
    - one vote may be cast if the number of transplantations is less than fifty;
    - two votes may be cast if the number of transplantations is fifty or more;
  - with respect to the Thoracic Organs:
    - one vote may be cast if the number of heart transplantations is less than twenty;

- two votes may be cast if the number of heart transplantations is twenty or more;
  - one vote may be cast if the number of lung transplantations is less than twelve;
  - two votes may be cast if the number of lung transplantations is twelve or more;
  - c) with respect to Livers:
    - one vote may be cast if the number of transplantations is less than twenty-five;
    - two votes may be cast if the number of transplantations is twenty-five or more;
  - d) with respect to Pancreas and Islets:
    - one vote may be cast if the number of transplantations is less than twelve;
    - two votes may be cast if the number of transplantations is twelve or more;
  - e) with respect to Tissue Typing:
    - one vote may be cast irrespective the number of tissue typing;
  - f) with respect to other organs allocated by the Foundation:
    - one vote may be cast irrespective the number of transplantations.
- 5.2 On each Reference Date, in accordance with the previously mentioned, the number of persons delegated by a Centre in the Assembly shall be re-determined.
- 5.3. The Assembly shall meet at least once a Year in a place and at such date to be established at the meeting of the Assembly in the previous Year.
- 5.4. The Assembly shall adopt and amend by-laws in which the organization of the Assembly shall be regulated.  
Any provision of by-laws which is contrary to the Articles of Association is null and void. The Assembly shall adopt special by-laws in which the guidelines for the Committees will be laid down.
- 5.5. The Assembly appoints one of its members as its chairperson for the period of three years.
- 5.6. Unless explicitly provided differently in these Articles of Association the Assembly shall adopt its resolutions with an absolute majority of votes cast. The chairperson shall decide on the method of voting and on the possibility of voting by acclamation, provided, however, that voting with respect to appointment and dismissal of persons shall take place by means of sealed, unsigned, ballots. In a tie vote, the proposal shall have been rejected.
- 5.7. The Board shall attend the meetings of the Assembly and shall provide in such meetings all information required by the Assembly.
- 5.8. The chairperson of the Assembly shall send the agenda of a meeting of the Assembly to each Program Director of a Centre at least thirty days prior to such meeting. In a meeting of the Assembly only such subjects may be discussed as described on the agenda referred to in the first sentence of this paragraph, unless it is decided in the meeting to put a subject on the agenda during the meeting, provided that at such meeting at least fifty percent of the votes which could be cast pursuant to paragraph 1 of this article is present or represented and at least two thirds of the votes cast was in favor of the proposal to add this subject on the agenda during the meeting.
- 5.9. Minutes shall be kept of the business transacted at a meeting of the Assembly. Minutes shall be adopted.
- 5.10. Meetings of the Assembly may also be attended by other persons than the Delegates, provided however that only Delegates shall be entitled to vote at such a meeting.

### Article 6. Duties of the Assembly.

The duties of the Assembly are:

- a) pursuant to article 7, paragraph 3, to meet in order to enable the appointment of ten members A of the Board as provided for in article 7, paragraph 1, under a;
- b) to approve certain resolutions of the Board as provided for in article 10, paragraph 13;
- c) to discuss the reports of the various Committees;
- d) to evaluate and discuss any subjects concerning the Foundation and its objectives, not being a management subject as may be determined by the Assembly from time to time.

## Board

### Article 7. Composition.Appointment.Term

- 7.1. The Board will be constituted as follows:

- a) with due observance of the provision of article 7, paragraph 3, eleven members will be elected from the Assembly of which:
    - i. three members of different nationality shall be involved with Kidney transplantations;
    - ii. one member shall be involved with Pancreas transplantations or any other part of a specific Organ;
    - iii. two members of different nationality shall be involved with Liver transplantations;
    - iv. three members of different nationality shall be involved with Thoracic Organ transplantations, of which at least one member shall be involved in Lung transplantations;
    - v. one member with another nationality than the head of the Eurotransplant Reference Laboratory shall be involved with Tissue Typing,
    - vi. one member shall be involved with Organ procurement;provided that these persons are working in a Centre, hereinafter collectively referred to as: members A;
  - b) from each Eurotransplant member state one member (casu quo its deputy) shall be appointed from the members of the respective Boards of Management of the National Transplant Societies, or – in absence of such an organization in the Eurotransplant member state – by the respective National Competent Authority.

Each of these organizations shall be authorized to appoint the member in question, after the Board's prior approval, hereinafter collectively referred to as: members B;
  - c) the head of the Eurotransplant Reference Laboratory is an ex-officio member of the Board, and as such appointed by the Board, hereinafter referred to as: member C;
  - d) one member shall be a financial expert in the area related to health care and one member shall be an ethicist familiar with the field of organ transplantation, and as such nominated and appointed by the Board, hereinafter collectively referred to as: members D;
  - e) a chairperson chosen by the Board from the current or former members A, hereinafter referred to as: president.
- 7.2. The Board shall at all times be composed as such that no nationality shall be represented in the Board for more than half the number of available seats.
- 7.3.
- a) The members A and D of the Board shall be appointed for a period of three years, with due observance of the provisions set out below in this respect, and shall retire in accordance with a schedule to be drawn up by the Board. Retiring members A and D are immediately eligible for reappointment.
  - b) In the event of a vacancy on the Board with respect to a member A, the Board shall notify the Program Directors of the Centers thereof at least three months prior to the meeting of the Assembly at which the vacancy shall be filled, mentioning the kind of vacancy with due regard for the provision in article 7, paragraph 1 under a, and inviting the Centers to nominate a candidate.

Until one month prior to the meeting of the Assembly referred to in the preceding sentence, each person qualifying for the position of member A as provided in paragraph 1 under a. of article 7, may by a notice in writing, or by e-mail, put himself up for candidate, mentioning his name, his date of birth and his present profession.

On the agenda for the meeting of the Assembly during which the vacancy for the member A shall be filled, a list of the names and information of the candidates referred to in the preceding sentence shall be attached. Only the candidates mentioned on this list are available for election as member A. The members A shall be elected, after the Board's prior approval, in a Section by the Delegates of the Program in which the vacancy occurs, as provided in article 7, paragraph 1 under a.
  - c) With respect to the election, only the Delegates of the Program concerned shall vote on the proposal to appoint a person as referred to under article 7, paragraph 1 under a as a member A of the Board. Article 5, paragraph 1 shall apply mutatis mutandis on the number of votes a Delegate may cast in the Section with respect to the appointment of a member A.
  - d) A member A for a Program shall be elected by an absolute majority of the votes cast at the Section of the Delegates representing the Program for which the vacancy for a member A exists.

A Delegate representing a particular Program may have himself represented at a Section by a fellow Delegate also representing that Program.

If at a vote regarding the appointment of a member A no absolute majority is obtained in the first vote of such Section, a new free vote shall be held.

If no absolute majority is then obtained either, a re-vote shall take place between the two persons who in the second free vote:

    - obtained the highest number and the highest number but one; or

- obtained an equal number of votes, while no votes were cast on any other persons.

If in the second free vote more than two persons meet the criterion referred to in paragraph a, a re-vote shall take place in the Section between the persons who obtained the highest number but one, but an equal number of votes. If after the second free vote more than two - but not all - persons meet the criterion referred to in paragraph b, a vote shall be held between those persons.

If an interim vote or a re-vote leads to an equality of the number of votes cast, then the election shall be determined by lottery, which shall be performed by the chairman of the meeting.

- 7.4. The members B and their substitutes, will be appointed in the capacity as described in article 7, paragraph 1 for a period of two years after which he or she may be re-appointed for an unlimited number of terms. The nominating organizations may appoint a new member B at any time.

### Article 8. President of the Board

- 8.1 The president shall be appointed by the Board from the current or former members A for a period of three (3) years. If and when the Board appoints a member A as the president, this member A shall no longer serve in the capacity as a member A, and a new member A shall be elected from the Assembly with due observance of the provisions of article 7, paragraph 3 under a. The president shall resign in accordance with a schedule to be drawn up by the Board. A president resigning in accordance with the schedule shall be immediately eligible for re-appointment.
- 8.2 Prior to the final year of the president's term commences, the Board shall appoint a president-elect from the members A, who will prepare for the position of president in that final year of the president's term. If and when the Board appoints a member A as the president-elect, the term of office for this member of the Board shall be extended for one year automatically and without the Assembly's intervention.
- 8.3 Upon resignation of the president, the president-elect will become the new president.
- 8.4 A member or former member of the Board shall start a new term of three years following appointment as president.
- 8.5 The Board shall appoint a vice-president from the current or former members A for a period of three (3) years. If and when the Board appoints a member A as the vice-president, this member A shall no longer serve in the capacity as a member A and a new member A shall be elected from the Assembly with due observance of the provisions of article 7, paragraph 3 under a.
- 8.6 If the president, president-elect or vice-president should retire for any reason whatsoever, the Board shall immediately fill the vacancy. Until that time, the respective position shall be taken over by one of the remaining 'presidents'.  
Upon final resignation without reappointment as a president, president-elect or vice-president, a person shall not be eligible for the position of president, president-elect or vice-president for a period of three (3) years. The Board can adopt a resolution to the extent that contrary to the aforementioned the retiring president, president-elect or vice-president is immediately eligible for reappointment, provided that such a resolution is adopted unanimously in a meeting in which all Board members are present or represented.
- 8.7 The Board can appoint a president who has completed his term as past-president. The past-president will render advice to the president-elect and the president. The appointment as past-president will be for a period of three years.  
The past-president is the third member D of the Board.

### Article 9. Termination of a membership of the Board.

- 9.1. Without prejudice to the provisions of article 298 of Book 2 of the Civil Code, a member of the Board ceases to be a member of the Board:
- upon his death;
  - through voluntary resignation, or by rotation;
  - as a result of his bankruptcy becoming irrevocable or his losing free control of his estate in any way other than as a result of a suspension of payments granted to him;
  - with respect to a member A in the event that such member A does no longer satisfy the requirements as provided in article 7, paragraph 1 under a;
  - by reaching the age of seventy;
- with respect to members B and C in the event as described in article 7, paragraph 4.

- 9.2 A Board member can be suspended or dismissed by the Board upon a resolution adopted by a majority of two-thirds of the votes cast in a meeting at which at least two-thirds of the Board members are present.  
The Board member whose suspension or dismissal is being proposed will be given the opportunity to respond to the resolution personally or in writing before the vote.  
The reasons for suspension or dismissal will have to be laid down in writing.
- 9.3 When a member of the Board ceases to be a member of the Board as a consequence of paragraph 1 of this article, his successor shall be in office for the time unfulfilled by his predecessor.

### Article 10. Decisionmaking process of the Board.

- 10.1. Every member of the Board shall have the right to cast one vote at meetings of the Board.
- 10.2. No valid resolutions can be taken unless at least an absolute majority of members are present or represented.  
If, at a meeting in respect of which members of the Board have been timely invited, not at least an absolute majority of members are present or represented, a second meeting shall be called, at which meeting valid resolutions can be taken regardless of the number of members of the Board present or represented.  
A member of the Board can be represented at a meeting by a fellow member of the Board authorized in writing.
- 10.3. A resolution on a cooperation as mentioned in article 11.3, paragraph n. may only be taken in a meeting where two-thirds of the Board members are present or represented with a majority of two-thirds of the votes.
- 10.4 Meetings of the Board shall be chaired by the president, in his absence; the vice president shall serve as the chairperson of the meeting.
- 10.5. Unless otherwise provided in these Articles of Association, resolutions of the Board, with due regard to the provision in paragraph 2 of this article, are taken by an absolute majority of votes of the members of the Board present or represented at the meeting. In a tie vote, the proposal shall be deemed to be rejected. A meeting attended by all the members of the Board can take legally valid resolutions, but only unanimously, even if no notice has been given.
- 10.6. Board meetings are held at least twice a year and additionally as often as required by three members of the Board.
- 10.7. Notice of the meeting shall be given in writing by the secretary of the Board or by the member of the Board who has requested to hold the meeting, to each of the members of the Board with a notice period of at least fifteen days; the items on the agenda shall be specified in the notice of meeting.
- 10.8. The Board may invite all or selected members of the Management Team to attend the meetings of the Board. If so invited, the members of the Management Team shall attend such meetings and provide all information requested by the Board.
- 10.9. The minutes of a meeting of the Board shall be adopted by the Board in the next meeting.
- 10.10. The Board may also take resolutions without holding a meeting, provided that all members express themselves in favor of the proposal in question in writing, by e-mail, or telefax. The documents evidencing such resolution shall be included in the minute book.
- 10.11. The Board may also meet by telephone provided that at least two thirds of the sitting Board members are present during such meeting and that each member of the Board can hear and be heard. The secretary/treasurer shall ensure that what is discussed will be recorded in writing and sent to all the members of the Board and kept with the minute book.
- 10.12. Providing the number of members of the Board is at least half of its current members (excluding the past-president), -, the Board is deemed to be fully competent during the existence of one or more vacancies to carry out its duties.
- 10.13. The approval and authorization of the Assembly shall be required for resolutions of the Board:
- a) to amend the articles 5, 6, 10.2, 10.13 and 24 of the Articles of Association of the Foundation;
  - b) to dissolve the Foundation;
  - c) to have the Foundation merge or division.

### Article 11. Duties and responsibilities of the Board

- 11.1 The Board serves the interest of the Foundation in the broadest sense of the term.



- 11.2 Without prejudice to the other provisions of these Articles of Association, the Board is responsible for managing the Foundation and supervising the day-to-day management.
- 11.3 The duties of the Board include the taking of resolutions to:
- a) determine the nature, extent and function of the work of the Foundation;
  - b) supervise the work of the Management team
  - c) discuss and if applicable, accept recommendations/resolutions either proposed by the Advisory Committees, the Management team, the Council or developed by the Board itself;
  - d) appoint the members of the Management team;
  - e) determine the budget of the Foundation;
  - f) adopt and approve the annual accounts of the Foundation;
  - g) granting the approval for the mid- and long-term policy plans drawn up by the Management team;
  - h) enter into, amend or terminate - other than within the framework of the normal business of the Foundation - agreements on cooperation with other institutions performing work similar to that of the Foundation;
  - i) reach settlements or appearances in court, including arbitration and binding recommendation procedures;
  - j) file for bankruptcy and suspension of payments;
  - k) appoint a person as referred to in article 22, paragraph 3;
  - l) take on long-term debts;
  - m) grant approval for agreements to buy, dispose of or encumber registered property and the conclusion of agreements whereby the Foundation undertakes to stand surety as main co-debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party and to conclude financing and other agreements to promote the objectives of the Foundation, including agreements with national health services and insurance companies;
  - n) grant approval as referred to in article 24, paragraph 4;
  - o) issue rules with regard to the implementation of the objectives of the Foundation on the basis of scientific development in the field of organ transplantation;
  - p) grant approval for the accession of a new member state or ending the cooperation with an Eurotransplant member state.
- 11.4 The Board is empowered to adopt by-laws with regard to subjects to be determined by the Board. Provisions in these by-laws conflicting with the Articles of Association are null and void.
- 11.5. Without prejudice to the provisions of article 11, the Board may delegate powers to the Management team.
- 11.6. The Board can obtain assistance in the fulfillment of its duties and charge the assistance to the Foundation.  
This assistance may consist of incidental advice, but may also be of a more permanent nature; in the latter case the Board is under an obligation to file the agreement in question in writing.  
This assistance may also be rendered, for the purposes of specific expertise, by one or more members of the Board.

## Management team

### Article 12. Composition. Appointment.Term.

- 12.1. The day-to-day management within the Foundation, such under supervision of the Board, is the responsibility of the Management team.
- 12.2. The members of the Management team are appointed by the Board.
- 12.3 The Management team consists of two or more natural persons to be to be determined by the Board.
- 12.4. The Board appoints one member of the Management team who shall be a medical doctor with experience on organ transplantation in the position of the medical director of the Foundation.
- 12.5. The Board appoints one member of the Management team to be the chairperson of the team. The Board can replace the chairperson of the Management team by another member of the Management team by written notice for exceptional reason.
- 12.6 The duties and the extent of the authority of the Management team shall be determined by the Board by way of an instruction to the Management team.
- 12.7 The responsibilities for the organization and its processes are divided among the members of the Management team with clear rules for reporting and division of authority. The division of tasks and responsibilities has to be approved by the Board.

- 12.8. The Management team shall deliberate with the president, the vice-president and the secretary/treasurer of the Board at least four times a Year and furthermore whenever a member of the Management team or the president of the Board so wishes.

### Article 13. Resignation and suspension of a member of the Management team.

- 13.1. A natural person ceases to be a member of the Management team:
- upon his death;
  - through voluntary resignation;
  - through his having been declared in a state of bankruptcy in an irrevocable finding of a court of law, his losing control of his estate in any way, other than as a result of a suspension of payments granted to him, and through being placed under legal restraint;
  - through dismissal by the Board;
  - upon retirement.
- 13.2. The Board is authorized to suspend a member of the Management team, in compliance with statutory provisions on this matter.

### Article 14. Duties of the Management team.

- 14.1. Execution of day-to-day management of the Foundation is the responsibility of the Management team.
- 14.2. The duties of the Management team include in particular:
- the preparation and execution of resolutions of the Board;
  - the day-to-day management of movable and immovable property of the Foundation;
  - the day-to-day management of the financial funds;
  - the effective operation of the organization;
  - the maintenance of external contacts;
  - the care for the accommodation;
  - the preparation and drawing up of the budget, the annual accounts and the annual report;
  - the drawing up of a proposal for and implementation of an approved mid and long term policy plans;
  - the conducting of summary proceedings - both as claimant and as defendant - and in general the taking of legal actions which admit of no delay or are purely of a dstraint nature;
  - in general all matters which may reasonably be considered to belong to the day-to-day management, or have been passed to the Management team by the Board, as the case may be;
  - maintenance of a day-to-day communication strategy.
- 14.3. The decisions of the Management team are made by consensus. If in a day-to-day management issue no consensus can be reached, the chairperson of the Management team had the decisive vote. If no consensus can be reached about an important strategic matter, the chairperson shall inform the president about the dissent in due time and consult with him.
- 14.4. The Board may request the Management team to provide additional information with respect to one or more of the subjects mentioned in paragraph 2 of this article, incidental as well as on a continuing basis.

## The Eurotransplant Council

### Article 15. Composition. Appointment. Term

- 15.1. The Eurotransplant Council shall consist of
- the president of the Board;
  - the chairperson of the Management team and/or the medical director;
  - up to three representatives per country appointed by the National Competent Authorities of the Eurotransplant member states.
- 15.2. The Council meetings shall be chaired by the president of the Board.
- 15.3. The chairperson of the Council can ask the chairmen of the Advisory Committees and members of the Management team or external experts to be present at the meetings.

- 15.4 The Council shall meet at least twice a year upon agreement by its members.
- 15.5 Each Council member can ask for additional meetings if necessary.

### Article 16. The Eurotransplant Council. Purpose. Duties

- 16.1 The Council has a role of sounding board for the National Competent Authorities and an advisory role towards the Board with an emphasis on societal, financial, political and ethical issues. Resolutions of the Council are automatically put on the agenda of the next Board meeting.
- 16.2 The president and the chairperson of the Management team and/or the medical director as well as other representatives of the Foundation
  - inform the Council about developments within the organization especially with regard to organizational aspects, allocation and allocation development, information services, financial issues, international cooperation including cross border exchange of organs.
- 16.3. The representatives of the National Competent Authorities in the Council:
  - inform the other Council members about relevant development within their home countries particularly with regard to organ donation, allocation and transplantation;
  - discuss developments with each other and give advice to the Board on the topics mentioned under 16.1;
  - support the Board in its aim to harmonize transplant related activities within the Eurotransplant member states;
  - support the Foundation in all its tasks.

## Committees and working groups

### Article 17. The Committees and working groups

- 17.1 With due observance of the provisions mentioned hereinafter, the Board shall institute with respect to each Program an organ advisory committee (the "Committee(s)"). Each Committee shall at all times be composed as such that:
  - a) no nationality shall have the majority of seats in a Committee;
  - b) no Program shall have more than one representative in a Committee;
  - c) a member of a specific Committee should have sufficient expertise in that specific Program;
  - d) a member of a specific Committee can only be appointed if the Eurotransplant member state has established one or more Programs for that specific Organ.The appointment of the member who will be the chairperson of a Committee does not affect the composition of such Committee.
- 17.2. The members of the Committees shall be appointed as follows:
  - 1. with respect to the Committee instituted for Kidneys the members are appointed by the National Transplant Societies of the Eurotransplant member states, or –in absence of such an organization-, by the respective National Competent Authority, as well as one member by the Section Tissue Typing in the Assembly,
    - one member shall be appointed from and by the Board, who will be the chairperson of the Committee instituted for Kidneys;
  - 2. with respect to the Committee instituted for Thoracic Organs the members are appointed by the National Transplant Societies of the Eurotransplant member states, or –in absence of such an organization-, by the respective National Competent Authority,
    - one member shall be appointed from and by the Board, who will be the chairperson of the Committee instituted for Thoracic Organs;
  - 3. with respect to the Committee instituted for Livers the members are appointed by the National Transplant Societies of the Eurotransplant member states, or –in absence of such an organization-, by the respective National Competent Authority, one member shall be appointed from and by the Board, who will be the chairperson of the Committee instituted for Livers;
  - 4. with respect to the Committee instituted for Pancreas and Islets the members are appointed by the National Transplant Societies of the Eurotransplant member states, or –in absence of such an organization-, by the respective National Competent Authority, as well as one member by the Section Tissue Typing in the Assembly,

- one member shall be appointed from and by the Board, who will be the chairperson of the Committee instituted for Pancreas and Islets;
- 5. with respect to the Committee instituted for Tissue Typing the members are appointed by the National Transplant Societies of the Eurotransplant member states, or –in absence of such an organization-, by the respective National Competent Authority,
  - one member shall be appointed from and by the Board, who will be the chairperson of the Committee instituted for Tissue Typing.
- 17.3 The Board decides, at its own discretion or at the request of a National Transplant Society, bearing in mind that the transplant numbers of a country should be in balance with the assigned number of members of a respective Committee, on the number of members that a National Transplant Society may appoint in the respective Committee.
- 17.4 The Board shall institute – in addition to the Committees as mentioned in the previous paragraph- a Financial Committee. From every Eurotransplant member state the respective National Transplant Society or, - in absence of such an organization- the respective National Competent Authority, has the right to nominate a member from its midst, to be appointed by the Board. The chairperson of the Financial Committee shall be, ex officio, member D of the Board, being the financial expert, and as such appointed by the Board.

The Financial Committee shall advise the Board on any financial matter of the Foundation.

The Board may dismiss the members of the Financial Committee. In the event of a vacancy due to dismissal, the Board will appoint, as soon as possible, a new member of the Committee, such at the proposal of the respective National Transplant Society.
- 17.5. The Board shall institute, in addition to the Committees as mentioned in the previous paragraphs, an Organ Procurement Committee.

The members of the committee shall be appointed as follows:

  - the following committees will each appoint one representative:
    - a) the Committee instituted for Kidneys;
    - b) the Committee instituted for Thoracic Organs;
    - c) the Committee instituted for Livers;
    - d) the Committee instituted for Pancreas and Islets;
    - e) the Committee instituted for Tissue Typing;
  - the National Transplant Societies from the Eurotransplant member states or, -in absence of such an organisation-, by the respective National Competent Authority, except for Germany, will each appoint a representative (the transplant coordinator):

The National Transplant Society of Germany may appoint two representatives;
  - the in paragraph 6 of this article mentioned Ethics Committee may appoint one representative;
  - one member shall be appointed from and by the Board, who will be the chairperson of the Organ Procurement Committee.
- 17.6. The Board shall institute an Ethics Committee consisting of members from each Eurotransplant member state. The chairperson of the Ethics Committee shall be, ex officio, the member D of the Board, being the ethicist familiar with the field of organ transplantation, and shall be appointed by the Board. The other members of the Ethics Committee shall be appointed by the Board, such at the proposal of the respective National Transplant Society or, - in absence of such an organization- by the respective National Competent Authority.

The Ethics Committee shall advise the Board on any ethics matter involving the Foundation. The Board may dismiss the members of the Ethics Committee.

### Article 18. Appointment and procedures Committees

- 18.1 In the event of a vacancy in a Committee, the chairperson of that Committee shall immediately notify the president of the Board about the vacancy. With respect to a vacancy for a member of a Committee appointed by a National Transplant Society, the president of the Board shall immediately inform in writing the National Transplant Societies that appointed the resigning member of the Committee initially to appoint a new member.
- 18.2 The appointment has to be reconfirmed at least every two years.
- 18.3. The membership of a Committee shall be strictly personal and cannot be transferred to another person. A member of a Committee may have himself represented in writing at a meeting of the Program to which he is a member only by a fellow member of that Committee.
- 18.4. The nominating organization/body shall also designate a person to act as substitute delegate for that respective Committee.

- 18.5 The chairperson of each Committee shall be the member of the Committee which is appointed from and by the Board for that Committee in that position. Each Committee shall elect its vice-chairperson.
- 18.6 Each Committee shall elect either from its midst or from outside the Committee a secretary. The secretary of a Committee shall be responsible for the minutes of each meeting of a Committee.
- 18.7. Every member of a Committee shall at all times keep the secretary of the Committee in which he participates informed about any changes in his address.  
The secretary of a Committee shall give notice for a meeting and shall send the agenda of a meeting of a Committee to the members of the Committee at least fifteen days prior to such meeting.
- 18.8. A Committee shall meet at least two times a year and furthermore as often as required by the chairperson of a Committee or two members of a Committee.
- 18.9. Resolutions of a Committee shall be adopted with an absolute majority of votes cast. No valid resolutions can be taken unless at least an absolute majority of members are present or represented. Each member of a Committee shall have the right to cast one vote. The chairpersons of the Committees will have no voting rights. In a tie vote, the proposal shall be deemed to be rejected. A meeting attended by all members of a Committee can take valid resolutions, but only unanimously, even if no notice has been given.
- 18.10. A Committee may also take resolutions without holding a meeting provided that all members express themselves in favor of the proposal in question in writing, by e-mail, or by telefax. The documents evidencing such resolution shall be included in the minute book.
- 18.11. The Board may institute working groups for any area involving the Foundation as it may deem fit.

### Article 19. Resignation of a member of a Committee.

A member of a Committee shall resign from such a Committee:

- a) with respect to a member A of the Board, if he resigns as a member from the Board as provided in article 9;
- b) on his death;
- c) through resignation, voluntary or by rotation;
- d) as a result of his bankruptcy becoming irrevocable, his losing free control of his estate in any way other than as a result of a suspension of payments granted to him;
- e) through dismissal by the Assembly, or the appointing body or organization.

### Article 20. Duties of the Committees.

- 20.1. Each Committee shall prepare and advice as to the following subjects:
  - a) the definition and implementation of new rules for organ procurement and sharing;
  - b) the monitoring of specific allocation procedures within the Foundation, including the Centre Codes;
  - c) the formulation of short-comings in the allocation procedures;
  - d) the draw up of adaptations and the implementation schedules;
  - e) the examination of comments on the allocation procedures;
  - f) the review of non-compliance by a Centre with allocation procedures;
  - g) the proposal and suggestion of measures and/or sanctions in the event of non-compliance of a Centre of the allocation rules;
  - h) data collection and scientific analyses.Furthermore, the Committee instituted for Tissue Typing shall prepare and advise as to the following subjects:
  - i) the introduction of new tissue typing and matching procedures;
  - j) the performance of the Tissue Typing Laboratories in relation to the standards of the Foundation.The Board may request advice from a Committee for any matter relating to the Program for which the Committee has been instituted.
- 20.2. A Committee shall document the advices referred to in paragraph 1 of article 20 in a report to the Assembly at least one time a year.  
In the event that a Committee advised the Board pursuant to a request as provided in paragraph 1 of this article 20 and with due observance of the guidelines as provided for in article 5, paragraph 4, such a Committee shall in a written report notify the chairperson of the Assembly thereof.

In the event that the guidelines as referred to in article 5, paragraph 4 require that a Committee may only render such an advice upon consultation with the Assembly, the Committee in question shall only give an preliminary advice to the Board.

- 20.3. Each Committee shall adopt by-laws in which the organization of a Committee shall be regulated. Any provision of by-laws which is contrary to the Articles of Association is null and void.

### Article 21. Representation.

- 21.1. The Foundation shall be represented in court and otherwise by the President and the vice-president or in absence of the latter, with one member of the Board, acting jointly.
- 21.2. The Board can give a member of the Management Team continuing or non-continuing proxy.

### Article 22. Financial year, annual accounts and financial management.

- 22.1. The financial year shall be the calendar year.
- 22.2. The Board is under an obligation to keep such records of the financial position of the Foundation that its rights and obligations may be known at any time. Annual accounts for the past year are adopted by the Board before the first of July following the end of the financial year. The Board is under an obligation to retain these documents for seven years. The annual accounts shall be signed by the president and secretary/treasurer of the Board and accompanied by a report on the activities and conduct of business in the financial year in question. After approval by the president the annual accounts and the annual report will be published.
- 22.3. The Board appoints a member of the Netherlands Institute of Chartered Accountants (Nederlands Instituut van Registeraccountants) to audit the annual accounts.

### Article 23.

- 23.1. Except as prescribed in paragraph 4 of this article, only the annual proceeds of the capital of the Foundation may be used for the objectives of the Foundation, plus the income received in any year, under whatever name, which is not intended to be set aside as capital.
- 23.2. If in any year the funds available for the accomplishment of the objectives of the Foundation are only partly used, the Board determines whether or to what extent the balance not used is added to the capital or is reserved for future accomplishment of the objectives.
- 23.3. The Board is free to invest and re-invest the capital of the Foundation.
- 23.4. The Board may only use the capital of the Foundation for the accomplishment of the objectives of the Foundation.

### Article 24. Amendment of Articles of Association; dissolution.

- 24.1. The Board is entitled to make amendments to these Articles of Association with due observance of these Articles of Association; a resolution to do so may only be taken by a majority of at least two-thirds of the votes.  
An amendment to the Articles of Association comes into effect by notarial instrument.
- 24.2. If the Board is of the opinion that the objects of the Foundation cannot or can no longer be accomplished, it can dissolve the Foundation with due observance of these Articles of Association; a resolution to dissolve is likewise taken by a majority of at least two-thirds of the votes.
- 24.3. In the event of dissolution, the Foundation will be wound up by the members of the Board acting at that time; the Articles of Association continue to apply accordingly to the winding up of the Foundation, and also to the filling of vacancies.

24.4. After all debts have been paid in full, the balance of the assets remaining shall be allocated, as far as possible within the meaning of article 2, paragraph 1, in a manner to be determined by the Board.

### Article 25.

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All cases falling within the limits of these Articles of Association but not regulated in them shall be provided for by a resolution of the Board.