

## Bylaws Assembly

### Eurotransplant International Foundation

#### Preamble

These bylaws set out the principles, rules and practices adopted by this Assembly in relation to its role, composition and functioning.

#### Article 1: Purpose and duties

The Assembly is responsible for:

- appointing the members A of the Council of Medicine and Science according to article 11.1. under a of the Articles of Association;
- discussing the reports of the Advisory Committees;
- evaluating and discussing any matters concerning the Foundation and its objectives, not being a management matter as may be determined by the Assembly from time to time.

#### Article 2: Composition of the Assembly

2.1 The Assembly shall consist of Delegates, appointed by each Head of a Program:

On the thirty-first of March of each year the number of votes per Program shall be determined based on the number of transplantations (including living donor) performed by that Program during the preceding Year as provided hereinafter:

- a. With respect to *kidneys*:
  - one vote may be cast if the number of transplantations is less than fifty (50);
  - two votes may be cast if the number of transplantations is fifty (50) or more.
- b. With respect to the *thoracic organs*:
  - one vote may be cast if the number of heart transplantations is less than twenty (20);
  - two votes may be cast if the number of heart transplantations is twenty (20) or more;
  - one vote may be cast if the number of lung transplantations is less than twelve (12);
  - two votes may be cast if the number of lung transplantations is twelve (12) or more.
- c. With respect to *livers*:
  - one vote may be cast if the number of transplantations is less than twenty-five (25);
  - two votes may be cast if the number of transplantations is twenty-five (25) or more.
- d. With respect to *pancreas and islets*:
  - one vote may be cast if the number of transplantations is less than twelve (12);
  - two votes may be cast if the number of transplantations is twelve (12) 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.

2.2 Programs with one (1) vote can send one Delegate to the Assembly. Programs with two (2) votes either send one (1) Delegate with two (2) votes or two (2) Delegates with both one (1) vote to the Assembly.

#### Article 3: Terms. (Re)appointment

Each year the number of Delegates for each Program is re-determined according to article 20 of the Articles of Association.

#### Article 4: Voting

4.1 Every Delegate shall have the right to one vote each or two votes based on the number of transplantations performed by their Program according to article 20 of the Articles of Association.

They are permitted to allow their vote(s) to be cast by another Delegate with written power of attorney. The chairman shall have no voting rights.

- 4.2 Unless otherwise provided for in the Articles of Association, resolutions of the Assembly are taken by an absolute majority of votes cast. In a tie vote, the proposal shall be deemed to be rejected.
- 4.3 Withheld or invalid votes shall not count. The chairman determines the method of voting.

#### Article 5: Quorum

A quorum shall consist if a majority of Delegates is present or represented. The appointment of an A member of the Council of Medicine and Science is valid if a simple majority of the Delegates in the respective Section is present or represented.

#### Article 6: Meetings

- 6.1 The Assembly will be convened during the Eurotransplant Annual Meeting.
- 6.2 The Annual meeting shall be convoked by the Board of Management in consultation with the chairman of the Assembly. Convening shall be accomplished by the written notification to each Delegate.
- 6.3 Members shall receive thirty (30) days' notice of the meeting that shall include an agenda, a list of candidates in case of election of members A of the Council of Medicine and Science and other relevant documents.
- 6.4 The Chairman of the Assembly shall, when performing his duties in that capacity, act in accordance with the Eurotransplant Code of Conduct.

#### Article 7: Chairman

- 7.1 In compliance with article 20.5 of the Articles of Association the Assembly shall appoint one of its members as its chairman for a period of three (3) years. The chairman is eligible for reappointment with the provision that he can be in office, including reappointments, for a maximum period of six (6) years.
- 7.2 The chairman is responsible for the proper functioning of the Assembly. He shall act as spokesman for the Assembly and he is the primary point of contact with the Board of Management.
- 7.3 If the chairman is unavailable or incapacitated the chairman of the Board of Management shall preside over the Assembly.

#### Article 8: Expenses and reimbursement

Members of the Assembly shall serve without compensation.

#### Article 9: Amendment to bylaws

- 9.1 The Assembly shall adopt bylaws to govern its procedures, rules and regulations. The bylaws may be amended by two-thirds vote of a quorum at any regular meeting, provided that the proposed changes have been distributed thirty (30) days in advance of the meeting to all members. All bylaws and bylaw changes must be approved by the Supervisory Board.
- 9.2. Provisions in the bylaws which are contrary to the Articles of Association are null and void.

#### Article 10.

The masculine pronouns used in these bylaws should be read as including the feminine.

#### Article 11: Establishment and publication of these regulations

These bylaws were established at the meeting of the Supervisory Board held on .....2020. These bylaws come into force on .....