

Bylaws Council of Medicine and Science

Eurotransplant International Foundation

Preamble

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

Chapter I: Purpose

Article 1: Purpose and duties

- 1.1. The purpose of the Council of Medicine and Science is to advise and render support to the Board of Management of Eurotransplant and to prepare for the Board of Management's decision-making concerning issues of allocation and allocation development.
- 1.2. The duties and responsibilities of the Council shall be, but are not limited to:
 - developing new and evaluating existing recommendations for allocation procedures;
 - rendering advice on the proper functioning of the allocation procedures;
 - preparing opinions regarding specific allocation matters;
 - suspension and dismissal of the members of the advisory committees of Eurotransplant according to article 22.1 of the Articles of Association;
 - appointment of the chairmen of the advisory committees of Eurotransplant according to article 22.1 of the Articles of Association;
 - rendering advice on data collection and scientific research;
 - rendering advice on accession of new Eurotransplant member states and termination of cooperation agreements with Eurotransplant member states;
 - drawing up and changing the bylaws of the advisory committees;
 - undertaking projects as may be assigned to by the Board of Management;
 - addressing other related issues as deemed appropriate.

Section II: Composition

2. Article 2: Composition of the Council

- 2.1 The Council of Medicine and Science shall consist of:

a. members A:

- (i) three (3) members of different nationality shall be involved with kidney transplantations;
- (ii) one (1) member shall be involved with pancreas transplantations or any part of a specific organ;
- (iii) two (2) members of different nationality shall be involved with liver transplantations;
- (iv) three (3) members of different nationality shall be involved with thoracic organ transplantations, of which at least one (1) member shall be involved in lung and one (1) in heart transplantations;
- (v) one (1) member with another nationality than the head of the Eurotransplant Reference laboratory shall be involved with tissue typing;
- (vi) one (1) member shall be involved in organ procurement and processing.

All A-members are appointed by the Council of Medicine and Science on the nomination of the Assembly from the delegates, on condition that these persons work in a center.

b. Members B:

One (1) member, and a substitute, per Eurotransplant member state, which members are nominated from the members of the respective boards of the National Transplant Societies.

The appointment of the members referred to in this paragraph requires the prior approval of the

Council of Medicine and Science.

c. Member C:

One (1) member nominated as such by the Eurotransplant Reference Laboratory and appointed as such by the Council of Medicine and Science.

d. Member D:

One (1) member, being an ethicist with knowledge in the field of organ transplantation, appointed as such by the Council of Medicine and Science;

e. Chairman:

The chairman is appointed by the Council of Medicine and Science from the current or former members of the Council of Medicine and Science according to article 12 of the Articles of Association.

- 2.1. One (1) observer nominated by and from the Council of Administration shall be invited to attend the meetings of the Council of Medicine and Science.
- 2.2. According to article 11.1 paragraph g. of the Articles of Association, the chairman of the Supervisory Board has the right to attend the meetings of the Council. The chairman has no voting rights.
- 2.3. The Council shall always be composed as such that no nationality shall be represented in the Council for more than half the number of available seats.

Article 3: Term of offices. (Re)appointment.

- 3.1 The members of the Council of Medicine and Science, except for the member C who is eligible for re-appointment immediately, shall be appointed for a maximum period of four (4) years and shall thereafter be eligible for re-appointment for one maximum period of four (4) years.
- 3.2 In the event of a vacancy on the Council with respect to a member A, the Council shall notify the Heads of the Programs thereof at least three (3) 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 11.1 under a of the Articles of Association, and inviting the Centers to nominate a candidate.
- 3.3 Until one (1) month prior to the meeting of the Assembly referred to in the preceding sentence, each person qualifying for the position of member A as may be by a notice in writing, or by email, put himself up for candidate, mentioning his name, his date of birth, his present profession and his motivation.
- 3.4 On the agenda of the meeting of the Assembly during which the vacancy for a member A shall be filled, a list of the names and information of the candidates referred to in article 3.3 shall be attached. Only the candidates mentioned on this list are available for election as member A.
- 3.5 The members A shall be elected, in a section by the delegates of the transplant Program in which the vacancy occurs, as provided in article 11, paragraph 1 under a of the Articles of Association.
- 3.6 With respect to the election, only the delegates of the transplant Program concerned shall vote on the proposal to appoint a person as referred to under article 11, paragraph 1 under a, as a member A of the Council. Article 20 paragraph 1 of the Articles of Association 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.
- 3.7 A Delegate representing a particular Program may have himself represented at a section by a fellow Delegate also representing that Program.
- 3.8 A member A for a transplant 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.
- 3.9 If a candidate runs unopposed, the candidate may be elected by acclamation. The motion to be elected by acclamation must be approved by the section concerned of the Assembly.
- 3.10 If there is more than one candidate for a position the electoral procedure will be as follows:
If at the first free vote of a section no absolute majority is obtained by a candidate, a re-vote shall take place between the two candidates who in the first free vote:

- a. obtained the highest number and the highest number but one; or
 - b. obtained an equal number of votes, while no votes were cast on any other persons.
- 3.11 The candidate receiving the most votes in the re-vote shall be elected A-member.
- 3.12 If the re-vote leads to an equality of the number of votes cast for the two candidates then the election shall be determined by lottery, which shall be performed by the chairman of the Assembly.
- 3.13 The Council shall adopt a retirement schedule to prevent, as far as possible, re-appointments occurring simultaneously. Members of the Council shall resign in accordance with the retirement schedule.
- 3.14 Members of the Council shall retire early in the event of inadequate performance, structural incompatibility of interests or in other instances where retirement is deemed necessary in the judgment of the Council.
- 3.15 In case of a vacancy, the Council shall take measures within a reasonable time to fill the vacant places on the Council.
- 3.16 The termination of the membership of the Council shall take place in accordance with legal provisions and the provisions of article 14 of the Articles of Association.

Section III: Operation of the Council

Article 4: Role of the Council

- 4.1 The Council of Medicine and Science prepares for and initiates decision-making for the Board of Management concerning issues on allocation and allocation development. Council recommendations are advisory to the Board of Management. The Council has no independent decision-making power: full responsibility lies with the Board of Management.
- 4.2 The Board of Management is responsible for the provision of timely, correct and complete information to the Council of Medicine and Science. The Council is authorized, within its area of responsibility, to request any information, from within or without Eurotransplant, which it considers necessary. If necessary, it shall seek legal or other professional advice.
- 4.3 The Council shall report to the Board of Management based on its evaluations. It shall inform the Board of Management of its most important deliberations and findings, as well as circumstances and issues which are of vital importance for decision-making by the Board of Management.
- 4.4 The Council shall approve the proposals and recommendations on allocation and allocation development by the advisory committees to increase the efficiency of the Council's work and the handling of complex issues.

Article 5: Meetings

- 5.1 The Council of Medicine and Science shall at least meet twice a year including a combined meeting with the Council of Administration. Meetings can also take place when the chairman of the Council of Medicine and Science deems it necessary or upon request of the Board of Management.
- 5.2 Notice of each Council meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Council and any other person required to attend no later than five working days before the date of the meeting.
- 5.3 Meetings of the Council shall be chaired by the chairman and in his absence the vice-chairman.
- 5.4 Meetings may also be held by telephone or by means of video conferencing, provided that all participating members can hear one another simultaneously.
- 5.5 The chairman may also ask the Council to take decisions regarding certain documents through the exchange of e-mails, faxes or letters.
- 5.6 Minutes shall be taken of the meetings by the secretary to the Council within a period of 4 weeks.
- 5.7 The joint meeting with the Council of Administration shall be held at least once a year and shall be presided over by the chairman of the Supervisory Board as mentioned in article 19.2 of the Articles of Association.

- 5.8 The observer from the Council of Administration shall attend all meetings without voting right.
- 5.9 The chairman of the Supervisory Board has the right to attend the meetings of the Council after consulting the Board of Management and must be invited to attend meetings in the same way as the members of the Council of Medicine and Science are invited to meetings. The chairman of the Supervisory Board has no voting rights in the Council.

Article 6: Voting

- 6.1 Every member of the Council shall have the right to cast one vote at meetings of the Council. The chairman shall have no voting rights.
- 6.2 Unless otherwise provided for in the Articles of Association, resolutions of the Council are taken by an absolute majority of votes of the members of the Council present or represented at the meeting. In a tie vote the proposal shall be deemed to be rejected.
- 6.3 Withheld or invalid votes shall not count. The chairman determines the method of voting.
- 6.4 The Council may also adopt resolutions without a meeting, provided the proposal concerned is submitted to all Council members and none of them object to this manner of adopting resolution. The secretary to the Council shall draw up a report regarding a resolution thus adopted and shall attach the replies received to the report, which shall be signed by the chairman and the secretary.

Article 7: Quorum

No valid resolutions can be taken unless at least an absolute majority of members are present or represented. A member can be represented at a meeting by a fellow member of the Council authorized in writing.

A member's participation in a meeting by video link or audio link shall be regarded as valid for these purposes.

Section IV: Officials

Article 8: Role of Council officials

The Council shall have the following officials:

- a chairman;
- a vice-chairman;

Article 9: Chairman

- 9.1 In compliance with article 12 of the Articles of Association the Council of Medicine and Science shall appoint one current or former Council member as chairman for a period of four (4) years. The chairman is eligible for reappointment with the provision that he can be in office, including reappointments, for a maximum period of eight (8) years.
- 9.2 The chairman is responsible for the proper functioning of the Council of Medicine and Science. He shall act as spokesman for the Council and he is the primary point of contact with the Board of Management and the Supervisory Board.

Article 10: Deputy

- 10.1 In compliance with article 12.5 of the Articles of Association the Council of Medicine and Science shall appoint one current Council member as vice-chairman.
- 10.2 The vice-chairman shall have a different nationality than the chairman.
- 10.3 The vice-chairman replaces and assumes the powers and duties of the chairman in the latter's absence.

Article 11: Administrative support

- 11.1 Eurotransplant shall make a secretary available to the Council of Medicine and Science, who among other things will take minutes of every meeting.

- 11.2 The secretary to the Council shall prepare the agenda for the meetings of the Council in good time, in consultation with the chairman and shall provide the minutes of each meeting. These minutes shall be made available to the Council members for approval review approximately 4 weeks after the meeting. Council members shall have two weeks to review the summary and make suggested changes.

Article 12: Expenses and reimbursement

Members of the Council shall serve without compensation. Members shall receive reimbursement for expenses incurred according to the Eurotransplant financial policy.

Article 13: Code of Conduct

Any person who is appointed as a member of the Council of Medicine and Science shall, upon assuming office, declare (in writing) that he accepts and agrees to the contents of these bylaws and of the Eurotransplant Code of Conduct.

Section V: Bylaws

Article 14: Amendment to bylaws

The Council shall adopt bylaws to govern its procedures, rules and regulations. The bylaws may be changed by an absolute majority of votes at any regular meeting, provided that the proposed changes have been distributed one week in advance of the meeting to all members. All bylaws and bylaw changes must be approved prior by the Supervisory Board.

Provisions in the bylaws which are contrary to the Articles of Association are null and void.

Article 15.

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

Article 16: Establishment and publication of these regulations

These bylaws were established at the meeting of the Supervisory Board held on2019. These bylaws come into force on