



Articles of Association

2020

Eurotransplant International Foundation



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General information

Article 1. Name. Registered office.

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

Article 2. Definitions.

In these Articles of Association and/or regulations of the Foundation, the following terms shall have the meaning assigned to them below:

Articles of Association:	The Articles of Association of the Foundation adopted by this deed;
Assembly:	the meeting of Delegates;
Board of Management:	The Board of Management of the Foundation as provided in article 5 of these Articles of Association;
Centre:	an institution or establishment which is entitled to a Eurotransplant Centre Code and in which Programs are established and which performs transplantations of Kidney, Thoracic Organs, Liver, Intestine, Pancreas or any part of a specific Organ under the accreditation of the competent and relevant authorities and/or which has an affiliated Tissue Typing Centre;
Centres:	the institutions or establishments which are entitled to a Eurotransplant Centre Code and in which Programs are established and which performs transplantations of Kidney, Thoracic Organs, Liver, Intestine, Pancreas or any part of a specific Organ under the accreditation of the competent and relevant authorities and/or which has an affiliated Tissue Typing Centre;
Centre Code:	a computer code provided by the Foundation to a Centre;
Code of Conduct:	a set of mandatory rules, that aim to promote and protect the impartiality and integrity of all officials of the Foundation (i.e. individual members of the Boards, the Councils and the Advisory Committees), and of the organization as a whole.
Committee:	an advisory committee, as referred to in article 22 of the Articles of Association;
Committees:	the committees referred to in article 22 of the Articles of Association;
Council of Administration:	the council as defined in article 15 of the Articles of Association;
Council of Medicine and Science:	the council as defined in article 11 of the Articles of Association;
Delegates:	the persons defined in article 20 of the Articles of Association;
Eurotransplant member states:	the countries that cooperate within Eurotransplant;
Eurotransplant Reference Laboratory:	a laboratory performing the Foundation's reference tasks;
Foundation:	Stichting Eurotransplant International Foundation;
Member A:	a member of the Assembly who, according to the provisions of article 11.1.a of these Articles of Association, is elected as a member of the Council of Medicine and Science;
Members A:	the members of the Council of Medicine and Science as referred to in Articles 11.1.a of these Articles of Association;
Nationality:	nationality of a Centre;
National Competent Authority:	the organization(s) that has/have 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, vascularization, 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

Program:	its function is to be used for the same purpose as the entire organ in the human body, maintaining the requirements of structure and vascularization; 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;
Head:	head of a transplant program;
Reference Date:	the thirty-first day of March of any year; the day on which it is established how many transplantations per Program a Centre performed in the Year preceding the Reference Date in question;
Section:	meeting of the Delegates representing a Program, which meeting is held during a meeting of the Assembly;
Supervisory Board:	the supervisory board as defined in article 8 of the Articles of Association;
Tissue Typing Centre:	an institution or establishment which is entitled to a TT code and which performs tissue typing under the accreditation of the competent and relevant authorities;
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:
 - a) achieve optimal use of available donor organs and tissues;
 - b) secure a transparent, objective and fair allocation system, in compliance with national rules and regulations, based upon medical and ethical criteria;
 - c) support donor procurement to increase the supply of donor organs and tissues;
 - d) further improve the results of transplantation through collection and evaluation of donor, recipient, allocation, transplantation and follow-up data, as well as scientific research, and to publish and present these results;
 - e) as well as to promote, support and coordinate organ donation and transplantation in the broadest sense of the terms.
- 3.2. The Foundation is a non-profit organization and does not intend to generate a profit as meant in the Dutch Corporate Income Tax Act 1969 [*Wet op de vennootschapsbelasting 1969*].
- 3.3. English is the official language for all communication between the Eurotransplant member states.
- 3.4. All officials of the Foundation (i.e. individual members of the Boards, the Councils and the Advisory Committees) shall be guided and bound by the Code of Conduct.

Article 4. Capital.

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

Board of Management

Article 5. Composition, duties and responsibilities of the Board of Management.

- 5.1. The Foundation has a Board of Management, consisting of two (2) persons, being a general and a medical director.
- 5.2. The members of the Board of Management are appointed by the Supervisory Board.
- 5.3. The Board of Management is responsible for the general management of the Foundation under the supervision of the Supervisory Board.
- 5.4. The duties of the Board of Management include:
 - a) managing the Foundation's movable and immovable property;
 - b) managing the Foundation's financial and other resources;
 - c) ensuring that the organization functions efficiently;
 - d) maintaining external contacts;
 - e) providing accommodation for the Foundation;

- f) preparing and drawing up the budget, the annual accounts and the annual report;
 - g) drawing up a proposal for and implementing approved medium- and long-term policy plans;
 - h) instituting preliminary relief proceedings – as both plaintiff and defendant – and in general taking those legal measures which do not brook delay or are purely conservatory in nature;
 - i) handling, in general, all matters that can reasonably be deemed as being part of day-to-day management;
 - j) implementing a strategy for day-to-day communication.
- 5.5. The decisions of the Board of Management are taken by consensus. If no consensus can be reached regarding a day-to-day management issue, the general director casts the deciding vote. If no consensus can be reached regarding an important strategic matter, the general director informs the chairman of the Supervisory Board in good time and consults with him.
- 5.6. The Board of Management is not entitled to conclude agreements for the acquisition, disposal or encumbrance of registered property unless the decision is taken with the prior written approval of the Supervisory Board.
- 5.7. The Board of Management is not entitled to conclude agreements in which the Foundation binds itself as surety or guarantor or as joint and several debtor, warrants performance by a third party or binds itself by providing security for the debt of a third party, unless the decision is taken with the prior written approval of the Supervisory Board.
- 5.8. The Board of Management requires the prior written approval of the Supervisory Board for resolutions to adopt the budget, annual report, and annual accounts, to appropriate the profit or loss, to adopt strategic or other policy plans for the Foundation, to establish preconditions and ensure that stakeholders can exercise adequate influence, the accession of new member states, to enter into or terminate a long-term Foundation cooperation with other legal entities or companies if this cooperation or termination is of major importance to the Foundation, to propose dissolving the Foundation, to file for bankruptcy and apply for a suspension of payment, to terminate the employment contracts of a considerable number of employees simultaneously or within a short period of time or to terminate an agreement with a considerable number of persons working for the Foundation as self-employed persons or as part of a joint venture.
- 5.9. The Supervisory Board is authorized to subject resolutions other than those mentioned in the preceding paragraphs to its approval. These other decisions must be clearly described and communicated to the Board of Management in writing.
- 5.10. Resolutions regarding the accession of new member states to Eurotransplant, changes in the Articles of Association and changes in the annual budget relating to major investments also require the approval of the Ministries of Health or their delegated bodies under national law of the Eurotransplant member states.
- 5.11. In case two (2) or more Eurotransplant member states withhold their approval as mentioned in article 5.10, the proposed resolution is deemed to be rejected. If no more than one (1) member states withhold their approval the proposed resolution is returned to the Board of Management for revision and adaptation. In case the Supervisory Board deems it necessary to deviate from the opinion of the non-approving member state after considering the circumstances of the case thoroughly, the Supervisory Board can overrule the veto of the ministry or its delegated bodies under national law by unanimous vote only.
- 5.12. The procedures of the Board of Management, as well as its duties and the extent of its powers, are laid down in the Bylaws for the Board of Management drawn up for this purpose and approved by the Supervisory Board. A provision in the bylaws that conflicts with these Articles of Association is void.

Article 6. Resignation and suspension of a member of the Board of Management

- 6.1. A member of the Board of Management ceases to be a member of the Board of Management:
- a) upon his death;
 - b) upon his voluntary resignation;
 - c) as a result of a judgment of bankruptcy becoming irrevocable or his loss of right to dispose of his property in any way other than as a result of a suspension of payments granted to him;
 - d) upon his dismissal by the Supervisory Board;
 - e) upon the termination of the employment contract existing between the Foundation and the relevant Board member;
- 6.2. The Supervisory Board has the authority to suspend a member of the Board of Management, with due observance of the relevant provisions of law.

Article 7. Representation

- 7.1. The Board of Management represents the Foundation.
- 7.2. Action may be taken against third parties if the Board of Management acts in contravention of article 5.6 and/or article 5.7.
- 7.3. The Board of Management is entitled, after having obtained approval from the Supervisory Board, to grant powers of attorney to third parties to represent the Foundation within the limits of such powers of attorney.

Supervisory Board

Article 8. Supervisory Board

- 8.1. The Foundation has a Supervisory Board. The task of the Supervisory Board is to supervise the policy of the Board of Management and the general course of affairs of the Foundation, as well as to perform those tasks and exercise those powers assigned to the Supervisory Board under these Articles of Association.
- 8.2. The Supervisory Board consists of five (5) members, including:
 - two (2) members with experience in the field of transplantation medicine;
 - one (1) member, being a financial expert with experience and knowledge of monitoring financial budgets;
 - one (1) member with proven experience and knowledge of business administration;
 - one (1) member with a background in IT technology, IT applications and IT systems;Candidates for the Supervisory Board can be nominated by the Supervisory Board, the Council of Administration, or the Council of Medicine and Science. All nominations must be approved by both Councils with at least a two-third majority of votes cast in each Council. The members of the Supervisory Board are appointed from the nominated candidates by the Supervisory Board with a majority of votes cast. Vacancies must be filled as soon as possible.
- 8.3. The Supervisory Board, with due observance of the provisions of paragraph 2 of this article, draws up a profile for its composition. In its profile and composition, the Supervisory Board strives for diversity in terms of the members' gender, social background, expertise, age and role in the team. With due observance of the provisions of paragraph 2 of this article, the Supervisory Board must offer the Board of Management the opportunity to issue a prior formal opinion on the profiles and the appointment of persons as members of the Supervisory Board.
- 8.4. Members of the Supervisory Board cannot be members of the Board of Management and/or members of the Council of Medicine and Science and/or the Council of Administration. The Supervisory Board is composed in such a way that the members can operate independently and critically in relation to each other, the day-to-day and general management of the Foundation and any special interests.
- 8.5. A member of the Supervisory Board is appointed for a maximum term of four (4) years and may serve on the Supervisory Board for a maximum of eight years (8), including reappointments.
- 8.6. Re-appointments are affected by means of a meticulous procedure in which consideration is given as to whether the member is still adequately equipped to perform the supervisory tasks for another term.
- 8.7. The Board of Management will provide the Supervisory Board with the information necessary for the performance of its duties and powers in good time and will also provide any member of the Supervisory Board with all information he requests concerning the affairs of the Foundation. The Supervisory Board is authorized to inspect (or order the inspection of) all the Foundation's books, documents and other data carriers.
- 8.8. The Supervisory Board may, at the Foundation's expense, engage the assistance of one or more experts in the performance of its duties.
- 8.9. The Supervisory Board may invite the chairmen of the Council of Administration and the Council of Medicine and Science to attend its meetings and report on specific issues. The chairmen of both Councils may also request the Supervisory Board to be invited to a meeting to discuss specific issues.
- 8.10. The procedures of the Supervisory Board, as well as its duties and the extent of its powers, are laid down in the bylaws for the Supervisory Board drawn up for that purpose by the Supervisory Board. A provision in these bylaws that conflicts with these Articles of Association is void.
- 8.11. A member of the Supervisory Board shall cease to hold office:
 - a) upon his death;
 - b) upon the loss of his right to dispose of his property;
 - c) upon his resignation;

- d) upon his dismissal by the Supervisory Board;
 - e) due to the loss of the qualities or positions based upon which he was appointed as a member of the Supervisory Board;
 - f) upon the expiry of the term for which he was appointed as a member of the Supervisory Board.
- 8.12. The Supervisory Board is authorized to suspend, dismiss and discharge the members of the Supervisory Board. A member of the Supervisory Board is suspended and dismissed for:
- neglecting his duties or poor performance, as evidenced by a negative performance review;
 - conflicts or irreconcilability of positions or interests;
 - a change of circumstances or other compelling reasons based on which the Supervisory Board finds, in the interests of the Foundation, that the Foundation cannot reasonably be required to allow the member in question to continue to serve as a member of the Supervisory Board.
- 8.13. A dismissal resolution as referred to in this paragraph may only be passed at a meeting of the Supervisory Board at which all members of the Supervisory Board, except for the member whose dismissal is at issue, are present or represented.

Article 9. Chairman of the Supervisory Board

- 9.1. The Supervisory Board shall appoint a chairman from its members with experience in the field of transplantation medicine.
- 9.2. The rules for appointment of the chairman are laid down in the bylaws for the Supervisory Board. A provision in the bylaws that conflicts with these Articles of Association is void.
- 9.3. The chairman of the Supervisory Board represents the Foundation in dealings with parties outside the Foundation as titular Chairman.
- 9.4. The chairman represents the Foundation extrajudicially in his capacity as chairman of the Foundation in dealings with parties inside and outside the Foundation.

Article 10. Joint meeting of the Board of Management and the Supervisory Board

- 10.1. At least three (3) times a year, the Board of Management and the Supervisory Board meet to discuss the general lines of the policy pursued and to be conducted in the future.
- 10.2. The Board of Management and the Supervisory Board are equally authorized to convene a joint meeting.
- 10.3. The joint meetings are led by the chairman of the Supervisory Board. If he is absent, the meeting will be led by the oldest member in age of the Supervisory Board present.

Council of Medicine and Science

Article 11. Composition. Appointment. Term.

- 11.1. The Foundation has a Council of Medicine and Science which is composed as follows:
- a) (i) three (3) members of different nationalities who are involved with kidney transplantations;
 - (ii) one (1) member who is involved with pancreas transplantations;
 - (iii) two (2) members of different nationalities who are involved with liver transplantations;
 - (iv) three (3) members of different nationalities who are involved with thoracic organ transplantations, of whom at least one (1) member is involved in lung and at least one (1) in heart transplantations;
 - (v) one (1) member with a nationality different than that of the head of the Eurotransplant Reference laboratory who is involved with tissue typing;
 - (vi) one member who is involved in organ procurement and processing.
- These members are appointed from among the Delegates by the Assembly, after the Council of Medicine and Science's approval, on condition that these persons work in a Centre. The members referred to in (i) to (vi) above are referred to collectively hereinafter as: members A;
- b) one (1) member (or, alternatively, their substitute) per Eurotransplant member state, which members are nominated from among the members of the respective National Transplant Societies. The appointment of the members referred to in this paragraph requires the prior approval of the Council of Medicine and Science. The members referred to in this subsection are referred to collectively hereinafter as members B;

- c) one (1) member nominated as such by the Eurotransplant Reference Laboratory and appointed as such by the Council of Medicine and Science, referred to hereinafter as member C;
 - d) one (1) member, being an ethicist with knowledge of the field of organ transplantation, appointed as such by the Council of Medicine and Science, referred to hereinafter as member D;
 - e) one (1) member, being the chairman of the Council of Medicine and Science;
 - f) one (1) person, being an observer without voting rights, nominated and appointed for that purpose by the Council of Administration;
 - g) The chairman of the Supervisory Board has the right to attend the meetings of the Council of Medicine and Science and must be invited to those meetings in the same way as the members of the Council of Medicine and Science. The chairman of the Supervisory Board has no voting rights in the Council of Medicine and Science.
- 11.2. The Council of Medicine and Science must always be composed such that no nationality holds more than half the number of available seats on Council.
- 11.3. A member of the Council of Medicine and Science is appointed for a maximum term of four (4) years and may serve on the Council of Medicine and Science for a maximum of eight (8) years, including re-appointments.

Article 12. Chairman of the Council of Medicine and Science

- 12.1. The chairman of the Council of Medicine and Science is appointed by the Council of Medicine and Science from the current or former members A to serve for a term of four (4) years.
- 12.2. If and as soon as the Council of Medicine and Science appoints a current member A as chairman, this person loses his status as a member A and, with due observance of the provisions of Article 20, a new member A will be elected from among the Assembly to take his place.
- 12.3. The chairman of the Council of Medicine and Science resigns according to a rotation schedule to be drawn up by the Council. A chairman resigning in accordance with the rotation schedule is immediately eligible for re-appointment, subject to the proviso that this chairman may only serve as such for a maximum of eight (8) years, including re-appointments.
- 12.4. The chairman of the Council of Medicine and Science has no voting rights in the meetings of this Council.
- 12.5. The rules for appointing the chairman and his vice-chairman shall be recorded in the bylaws of the Council of Medicine and Science, which are drawn up by the Council of Medicine and Science and which require the prior approval of the Supervisory Board. Any provision in these bylaws which conflicts with the Articles of Association is null and void.

Article 13. Duties and responsibilities of the Council of Medicine and Science

- 13.1. The Council of Medicine and Science fulfils an advisory role for the Board of Management regarding allocation and allocation development.
- 13.2. The Council of Medicine and Science appoints the chairmen of the Committees from its midst. The chairmen of the advisory committees are appointed as follows;
- a) With respect to the Committee instituted for Kidneys, one member shall be appointed from and by the Council of Medicine and Science who will be a member A from the kidney section.
 - b) With respect to the Committee instituted for Liver, one member shall be appointed from and by the Council of Medicine and Science who will be a member A from the liver section.
 - c) For the Advisory Committee installed for pancreas, the chairman shall be, ex officio, the member A of the Council of Medicine and Science from the pancreas section.
 - d) With respect to the Committee instituted for Thoracic, one member shall be appointed from and by the Council of Medicine and Science who will be a member A from the thoracic section.
 - e) With respect to the Committee instituted for Tissue Typing, the chairman shall be, ex officio, member C of the Council of Medicine and Science, being the head of the Eurotransplant Reference Laboratory.
 - f) With respect to the Committee instituted for Organ Procurement, the chairman shall be, ex officio, the member A of the Council of Medicine and Science in the section of organ procurement.
 - g) With respect to the Committee instituted for ethics, the chairman shall be, ex officio, the member D of the Council of Medicine and Science, being the ethicist familiar with the field of organ transplantation.
 - h) With respect to the Committee instituted for Registry, the chairman shall be a member A of the Council of Medicine and Science.
- 13.3. No member can be appointed as chairperson for more than one (1) committee.

- 13.4. The duties of the Council of Medicine and Science, its powers, the manner of voting and nomination and appointment and term of appointment of its members shall be recorded in the bylaws of the Council of Medicine and Science, which regulations require the prior approval of the Supervisory Board. Any provision in these bylaws which conflicts with the Articles of Association is void.

Article 14. Termination of membership of the Council of Medicine and Science

- 14.1. Without prejudice to the provisions of Section 2: 298 of the Dutch Civil Code, a member of the Council of Medicine and Science ceases to be a member of the Council:
- a) upon his death;
 - b) upon his voluntary resignation, or rotation;
 - c) as a result of a judgment of bankruptcy becoming irrevocable or his loss of right to dispose of his property in any way other than as a result of a suspension of payments granted to him;
 - d) with respect to an A member, if the A member no longer meets the requirements stated in Article 11.1.a;
 - e) upon reaching the age of seventy;
 - f) upon the expiry of the term for which he was appointed.
- 14.2. A member of the Council of Medicine and Science may be suspended or dismissed by a resolution of the Council of Medicine and Science that is passed by a two-thirds majority of the votes cast at a meeting at which at least two thirds of the members of the Council of Medicine and Science are present. A member of the Council of Medicine and Science whose suspension or dismissal is the subject of such motion shall be afforded the opportunity to respond to the proposed resolution, either in person or in writing, before the vote. The reasons for the suspension or dismissal must be recorded in writing.
- 14.3. If a member of the Council of Medicine and Science ceases to be a member of the Council as a result of the provisions of paragraph 1 of this article, his successor will serve in that capacity for the rest of his predecessor's term.

Council of Administration

Article 15. Composition. Appointment. Term.

- 15.1. The Foundation has a Council of Administration, consisting of:
- a) up to three (3) representatives per country, nominated and appointed by the National Competent Authorities of the respective Eurotransplant member states with a maximum of one (1) vote per country; including a chairman elected by the Council of Administration from among the current members of this Council;
 - b) One (1) person, being an observer nominated by the Council of Medicine and Science.
- 15.2. A member of the Council of Administration is appointed for a maximum term of four (4) years and is immediately eligible for re-appointment.
- 15.3. The chairman of the Supervisory Board has the right to attend the meetings of the Council of Administration and must be invited to those meetings in the same way as the members of the Council of Administration. The chairman of the Supervisory Board has no voting rights in the Council of Administration.

Article 16. Chairman of the Council of Administration

- 16.1. The chairman of the Council of Administration is appointed by the Council of Administration for a term of four (4) years.
- 16.2. The chairman resigns according to a rotation schedule to be drawn up by the Council.
- 16.3. A chairman resigning in accordance with the schedule is immediately eligible for reappointment, subject to the proviso that this chairman may only serve as such for a maximum of eight (8) years, including reappointments.
- 16.4. The chairman of the Council of Administration has no voting rights at the meetings of this Council.
- 16.5. The rules for appointing the chairman and his deputy are recorded in the bylaws of the Council of Administration, which are drawn up by the Council of Administration and which require the prior approval of the Supervisory Board. Any provision in these bylaws which conflicts with the Articles of Association is void.

Article 17. Duties and responsibilities of the Council of Administration

- 17.1. The Council of Administration fulfils an advisory role for the Board of Management, with an emphasis on financial and administrative issues.
- 17.2. The duties of the Council of Administration, its powers, manner of voting and nomination and appointment and term of appointment of its members shall be recorded in the bylaws of the Council of Administration, which regulations require the prior approval of the Supervisory Board. Any provision of the bylaws which conflicts with the Articles of Association is void.

Article 18. Termination of membership of the Council of Administration

- 18.1. Without prejudice to the provisions of Section 2: 298 of the Dutch Civil Code, a member of the Council of Administration ceases to be a member of the Council:
 - a) upon his death;
 - b) upon his voluntary resignation, or rotation;
 - c) as a result of a judgment of bankruptcy becoming irrevocable or his loss of right to dispose of his property in any way other than as a result of a suspension of payments granted to him;
 - d) due to the loss of the position based upon which he was appointed a member of the Council of Administration;
 - e) upon the expiry of the term for which he was appointed as a member of the Council of Administration;
 - f) upon reaching the age of seventy.
- 18.2. A member of the Council of Administration may be suspended or dismissed by a resolution of the Council of Administration, passed by at least a two-thirds majority of the votes cast at a meeting at which at least two thirds of the members of the Council of Administration are present. A member of the Council of Administration whose suspension or dismissal is the subject of the motion shall be afforded the opportunity to respond to the proposed resolution, either in person or in writing, before the vote. The reasons for the suspension or dismissal must be recorded in writing.
- 18.3. If a member of the Council of Administration ceases to be a member of the Council as a result of the provisions of paragraph 1 of this article, his successor will serve in that capacity for the rest of his predecessor's term.

Article 19. Joint meeting of the Council of Medicine and Science and the Council of Administration

- 19.1. At least once a year the Council of Medicine and Science and the Council of Administration shall hold a joint meeting to discuss strategic issues, including the accession of new member states and the termination of cooperation agreements with member states.
- 19.2. The joint meetings shall be chaired by the chairman of the Supervisory Board.

Assembly

Article 20. Composition. Appointment. Term.

- 20.1. The Foundation has a meeting of delegates, the Assembly. Each Program Head shall have the right to delegate up to two (2) natural persons to 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 (1) vote shall send one (1) delegate, Programs with two (2) votes may either send one (1) delegate having two (2) votes or two (2) delegates having one (1) vote each. The number of votes per Program shall be determined based on the number of transplantations performed by that Program during the preceding Year as provided in the bylaws of the Assembly.
- 20.2. On each Reference Date, in accordance with the foregoing, the number of persons delegated by a Program to the Assembly shall be re-determined.
- 20.3. The Assembly shall meet at least once a Year in a place and on a date to be established at the meeting of the Assembly in the previous Year.
- 20.4. The Assembly shall adopt and amend bylaws in which the organization of the Assembly shall be regulated. Any provision of bylaws which conflicts with the Articles of Association is null and void.
- 20.5. The Assembly appoints one of its members as its chairman for a term of three years.

- 20.6. Unless explicitly provided otherwise in these Articles of Association, the Assembly shall adopt its resolutions by an absolute majority of votes cast. The chairman 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 be deemed as having been rejected.
- 20.7. Members of the Council of Medicine and Science, the Council of Administration and the Board of Management shall attend the meetings of the Assembly and shall provide all information required by the Assembly at such meetings.
- 20.8. The chairman of the Assembly shall send the agenda for a meeting of the Assembly to each Delegate at least thirty days prior to such meeting. Only items on the agenda referred to in the first sentence of this paragraph may be discussed at a meeting, unless the meeting decides to put an item 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 are present or represented and at least two thirds of the votes cast are cast in favor of the proposal to add the item to the agenda during the meeting.
- 20.9. Minutes shall be kept of the meeting of the Assembly. Minutes shall be adopted.
- 20.10. Meetings of the Assembly may also be attended by other persons than the Delegates, subject to the proviso that only Delegates are entitled to vote at such meetings.

Article 21. Duties of the Assembly.

- 21.1. The duties of the Assembly are:
 - a) pursuant to Article 11 to meet in order to enable the appointment of eleven (11) members A of the Council of Medicine and Science as provided in Article 11.1.a;
 - b) to discuss the reports of the various Committees;
 - c) to evaluate and discuss any matters concerning the Foundation and its objectives, not being a management matter as may be determined by the Assembly from time to time.

Advisory Committees and working groups

Article 22. Advisory Committees and working groups.

- 22.1. With due observance of the provisions below, the Council of Medicine and Science shall institute, with respect to each Program, advisory committees for Livers/Intestine, Kidneys, Pancreas/Islets, Thoracic organs, Ethics, Organ Process Chain and Registry (the "Committee(s)"). Each Committee shall at all times be composed 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 has 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.
- 22.2. The appointment of the member who will serve as chairman of a Committee does not affect the composition of such Committee. The Council of Medicine and Science may suspend and dismiss members of the Committees referred to in this article.
- 22.3. After consulting with the Board of Management and with the approval of the Supervisory Board, the Council of Medicine and Science decides, at its own discretion or at the request of a National Transplant Society and 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 to the respective Committee.

Article 23. Appointment and duties and procedures Committees.

- 23.1. The composition, duties, the procedures of the respective Committee, the manner of voting and nomination and appointment of its members shall be recorded in the bylaws for the relevant Committees, which bylaws will be drawn up by the Council of Medicine and Science and which will require the prior approval of the Supervisory Board. A provision in the bylaws that conflicts with these Articles of Association is void.
- 23.2. The Supervisory Board can establish working groups for each area concerning the Foundation.

Article 24. Termination of membership of a Committee.

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

- a) with respect to a member A of the Council of Medicine and Science, if he resigns as a member from the Council as provided in article 14.1.d of these Articles of Association;
- b) upon his death;
- c) upon his resignation, voluntary or by rotation;
- d) as a result of a judgment of bankruptcy becoming irrevocable or his loss of right to dispose of his property in any way other than as a result of a suspension of payments granted to him;
- e) upon his dismissal by the Assembly, or the appointing body or organization.

Article 25. Financial year, annual accounts and financial management

- 25.1. The financial year runs concurrently with the calendar year.
- 25.2. The Board of Management is obliged to keep such records of the financial position of the Foundation that its rights and obligations may be known at any time. Before July 1, after the end of the relevant financial year, the Board of Management will adopt annual accounts for the past year, with the prior written approval of the Supervisory Board. The Board of Management is obliged to retain these documents for seven years. The annual accounts shall be signed by the Board of Management and accompanied by a report on the activities and conduct of business in the financial year in question. After approval by the Supervisory Board, the annual accounts and the annual report will be published.
- 25.3. The Board of Management appoints a member of the Netherlands Institute of Chartered Accountants [*Nederlands Instituut van Registeraccountants*] to audit the annual accounts.

Article 26. Capital of the foundation

- 26.1. Without prejudice to the provisions of 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.
- 26.2. If in any year the funds available for the accomplishment of the objectives of the Foundation are only partly used, the Board of Management will determine, with the prior approval of the Supervisory Board whether or to what extent the unused balance is added to the capital or is reserved for future accomplishment of the objectives.
- 26.3. The Board of Management is free to invest and re-invest the capital of the Foundation, provided that the prior approval of the Supervisory Board is obtained.
- 26.4. The Board of Management may only use the capital of the Foundation to accomplish the objectives of the Foundation.

Article 27. Amendment of Articles of Association; dissolution.

- 27.1. The Board of Management is entitled, to amend these Articles of Association, with due observance of these Articles of Association. A resolution to that effect may only be passed after prior written approval of the Supervisory Board with an absolute majority of votes cast. An amendment to the Articles of Association enters into effect by notarial instrument.
- 27.2. If the Board of Management 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. Prior written approval of the Supervisory Board is required in this case and a resolution to dissolve is likewise taken by a majority of the votes cast.
- 27.3. In the event of dissolution, the Foundation will be wound up by the members of the Board of Management in office at that time; the Articles of Association shall continue to apply mutatis mutandis to the winding-up of the Foundation, and also to the filling of vacancies.
- 27.4. 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 2.1, in a manner to be determined by the Supervisory Board.

Article 28. Miscellaneous

- 28.1. All cases falling within the scope of these Articles of Association but not specifically provided for herein shall be decided by a resolution of the Board of Management.
- 28.2. The masculine pronouns used in these Articles of Association should be read as including the feminine.