

Bylaws Council of Administration

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 Administration is to advise and render support to the Board of Management and to prepare for the Board of Management's decision-making concerning financial, organizational, administrative and information services issues.
- 1.2. The duties and responsibilities of the Council shall be but are not limited to:
 - rendering advice concerning the development of the yearly budget of Eurotransplant;
 - preparing opinions regarding specific budgetary matters;
 - rendering advice on planning and maintenance of Information systems and technology;
 - rendering advice on accession of new Eurotransplant member states and termination of cooperation agreements with Eurotransplant member states;
 - undertaking projects as may be assigned to by the Board of Management;
 - addressing other related issues as deemed appropriate.
- 1.3. All members of the Council of Administration and guided and bound by the Eurotransplant Code of Conduct.

Section II: Composition

Article 2: Composition of the Council

- 2.1 The Council of Administration shall consist of:
 - a) Up to three (3) representatives per Eurotransplant member state nominated and appointed by the National Competent Authority(ies) of the respective member state, including a chairman appointed by the Council of Administration from the current members of the Council of Administration according to article 16.2 of the Articles of Association;
- 2.2 One observer nominated by and from the Council of Medicine and Science shall be invited to attend the meetings of the Council of Administration.
- 2.3 According to article 15.3 of the Articles of Association, the chairman of the Supervisory Board has the right to attend the meetings of the Council after consulting the Board of Management. The chairman of the Supervisory Board has no voting rights.

Article 3: Terms. (Re)appointment

- 3.1 The members of the Council of Administration shall be appointed for a period of four (4) years and shall be thereafter immediately eligible for re-appointment.
- 3.2 The National Competent Authority(ies) of all Eurotransplant member states shall make a binding nomination of up to three (3) persons to be their representative member in the Council.
- 3.3 The Council shall elect from its current or former members a chairman and a vice-chairman.
- 3.4 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.
- 3.5 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 judgement of the Council.



- 3.6 In case of a vacancy, the Council shall take measures within a reasonable time to fill the vacant places on the Council.
- 3.7 The termination of the membership of the Council shall take place in accordance with legal provisions and the provisions of article 18 of the Articles of Association.

Section III: Operation of the Council

Article 4: Role of the Council

- 4.1 The Council prepares and initiates decision-making for the Board of Management. 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 Administration. 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.

5 Article 5: Voting

- 5.1 Every member state represented within the Council shall have the right to cast one vote at meetings of the Council.
- 5.2 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.
- 5.3 Withheld or invalid votes shall not count. The chairman determines the method of voting.
- 5.4 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 Chairperson and the secretary.

Article 6: Quorum

For every meeting of the Council of Administration at least five (5) members with voting rights need to be present to constitute a valid quorum. 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.

Article 7: Meetings

- 7.1 The Council shall at least meet twice a year including a combined meeting the Council of Medicine and Science. At least one meeting will be held shortly prior to the meeting of the Board of Management where the annual budget will be determined. Meetings can also take place when the chairman of the Council of Administration deems it necessary or upon request of the Board of Management.
- 7.2 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 two weeks before the date of the meeting.
- 7.3 The Council can meet by video or conference call if its chairman so decides. The chairman may also ask the Council to take decisions regarding certain documents through the exchange of e-mails, faxes or letters.
- 7.4 The joint meeting with the Council of Medicine and Science 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.

- 7.5 The observer from the Council of Medicine and Science may participate in all meetings without voting right.
- 7.6 The Council receives administrative support from a company secretary to be appointed and dismissed by the Board of Management.
- 7.8. 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 four (4) weeks after the meeting. Council members shall have two (2) weeks to review the summary and make suggested changes.

Section IV: Officials

8 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 16 of the Articles of Association the Council of Administration shall appoint one current 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 Administration. 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: Vice-chairman

- 10.1 In compliance with article 16.5 of the Articles of Association the Council of Administration 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 12: Expenses and reimbursement

Members of the Council shall serve without compensation. Members may be reimbursed for expenses incurred according to Eurotransplant financial policy.

Article 13: Code of Conduct

Any person who is appointed as a member of the Council of Administration 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 13: Amendment to bylaws

- 13.1 The Council 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 one week in advance of the meeting to all members. All bylaws and bylaw changes must be approved by the Supervisory Board.
- 13.2 Provisions in the bylaws which are contrary to the Articles of Association are null and void.

Article 14.

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



Article 15: Establishment and publication of these regulations

These bylaws were established at the meeting of the Supervisory Board held on 10-12-2020. These bylaws come into force on 10-12-2020