

# Bylaws of the Eurotransplant Ethics Committee (ETEC)

## Eurotransplant International Foundation

### Preamble

Additional to the Articles of Association of Stichting Eurotransplant International Foundation (art. 22, 23, and 24) and as stated in art. 23.1, each Committee shall adopt by-laws.

These bylaws set out the composition, duties, procedures, manner of voting and nomination and appointment of the members of the Ethics Advisory Committee in relation to its role, composition and functioning.

The Eurotransplant network organization exists through the voluntary cooperation of all Eurotransplant users. This voluntary cooperation is supported by the involvement of the Eurotransplant users in important decision-making procedures through the establishment of specific advisory committees.

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

### 1. Purpose and duties

- 1.1. The ETEC shall advise the Board of Management on any ethical matter involving the Foundation. The Board may also request advice from the Committee for any ethical matter.
- 1.2. The ETEC shall document the advices referred to in paragraph 1.1. in a report to the Assembly and Board of Management at least once a year.

### 2. Composition of the Committee

- 2.1. This committee will consist of the following members;
  - One (1) representative on behalf of and appointed by the National Transplant Society of Austria
  - One (1) representative on behalf of and appointed by the National Transplant Society of Belgium
  - One (1) representative on behalf of and appointed by the National Transplant Society of Croatia
  - One (1) representative on behalf of and appointed by the National Transplant Society of Germany
  - One (1) representative on behalf of and appointed by the National Transplant Society of Hungary
  - One (1) representative on behalf of and appointed by the National Transplant Society of the Netherlands
  - One (1) representative on behalf of and appointed by the National Transplant Society of Slovenia
  - The chairman of the Ethics Advisory Committee shall be, ex officio, the member D of the Council of Medicine and Science, being an ethicist familiar with the field of organ transplantation.
- 2.2. The National Transplant Societies shall also appoint a substitute member for each of its members.
- 2.3. Should the ETEC wish to add a new member to the ETEC for a specific topic a motivated request will be sent to the Board of Management. After approval of the Board of Management, all National Transplant Societies will be informed of the vacancy and the timeline to send applications. After the passing of the deadline, all applications will be brought to the ETEC for voting. The new member will be appointed by the ETEC with an absolute majority of votes cast.

- 2.4. Every member of the ETEC may propose to invite an external expert, either to support the ETEC for a fixed period (two years) or per issue. The external expert should be appointed by the ETEC by an absolute majority of votes cast and after approval of the Board of Management.
- 2.5. Every member of the ETEC may propose to set-up a working group for a specific task or issue. Requests for such working groups must be motivated and approved by the ETEC and the Board of Management.
- 2.6. In case of unethical behavior or behavior which impairs a proper functioning of the committee, the Board of Management may suspend and dismiss a member of the ETEC. In such cases written motivation must be provided to the member in question, as well as the National Transplant Society which appointed the member in question.
- 2.7. The appointment of all members has to be re-confirmed every two years.
- 2.8. The membership of the ETEC is personal. A member of the ETEC may be represented at a meeting by, and may delegate their vote to his substitute or a fellow member of the ETEC. In this case, the member will inform the secretary prior to the meeting.
- 2.9. The members of the ETEC will retire in accordance with a schedule to be drawn up by the ETEC.
- 2.10. In the event of a vacancy the chairman shall be immediately notify the chairman of the Board of Management. The chairman of the Board of Management shall, in writing, inform the National Transplant Society which appointed the resigning member initially, to request them to appoint a new member.

If the resigning member is the chairman of the Committee. The Vice-chair will take over the responsibilities and tasks of the chairman immediately. At the first next mtg of the Council of Medicine and Science the vacancy will be discussed. If the Committee has available members to take the position, then an appointment will be made by the Council of Medicine and Science. If this is not the case, the issue will be discussed and a new chairman will be elected at the next Assembly.

### 3. Chair

- 3.1. In compliance with article 13.2 of the Articles of Association the Council of Medicine shall appoint a member D – ethicist as the chairman of the ETEC for a period of four (4) years. The chairman is eligible for re-appointment with the provision that he can be in office, including reappointments, for a maximum period of eight (8) years.
- 3.2. The chairman is responsible for the proper functioning of the ETEC. He shall act as spokesman for the ETEC and he is the primary point of contact with the Council of Medicine and Science and the Board of Management.

### 4. Vice-chair

- 4.1. The Committee shall appoint one current Committee member as vice-chairman.
- 4.2. The vice-chairman shall have a different nationality than the chairman.
- 4.3. The vice-chairman replaces and assumes the powers and duties of the chairman in the latter's absence.
- 4.4. A member that is already chair of another Eurotransplant Advisory Committee cannot be appointed as vice-chair of the ETEC.

### 5. Voting

- 5.1. Resolutions can only be taken if a quorum is met. A quorum shall consist of half plus one of the members with voting rights present or represented.
- 5.2. Each member of the Committee shall have the right to cast one vote.
- 5.3. A member can only vote on behalf of or represent a maximum of two other members.
- 5.4. Resolutions shall be adopted with an absolute majority (half plus one) of votes cast. The chairman will have no voting rights.
- 5.5. Resolutions are preferably taken during a physical meeting, or during an online meeting using one of the available digital meeting platforms. In addition, the Committee may take valid resolutions via

e-voting in matters of urgency or if no quorum was met during a physical or online meeting. In such cases;

- a) The same regulations that apply to voting during physical or online meetings also apply to e-voting (articles 5.1-5.4);
- b) A proposal on which e-voting is required will be sent to the members of the Committee. In case it is known that a member is unable to vote, his substitute member will be asked to vote;
- c) All members will be given three weeks' time to vote on a proposal. Members that do not reply within this timeframe will be considered as members that abstain from voting;
- d) Within the three-week timeframe, members have one week to announce that their vote will be represented by another member of the Committee;
- e) Should 2 or more members of the Committee object to the e-voting procedure the e-vote is cancelled, and the topic will be brought to the next physical or online meeting of the Committee;
- f) Members can abstain from voting. These votes will be removed from the number of votes cast. If this means that a quorum to vote is not met, the proposal will be deemed rejected;
- g) The results of the voting will be reported to the Committee members and documented in the Committee archive by the secretary;
- h) Eurotransplant has laid down the details of e-voting in the document "Procedure e-voting".

## 6. Meetings

- 6.1. The ETEC shall have at least one physical meeting a year, and furthermore as often as required by the chairman of the ETEC.
- 6.2. Members shall receive at least thirty (30) days' notice of the meeting.
- 6.3. The agenda and enclosures for each meeting will be distributed to all members and substitute members at least five working days prior to the meeting.
- 6.4. Every member of the ETEC shall at all times keep the secretary of the ETEC informed about any changes in his address.

## 7. Administrative support

- 7.1. Eurotransplant shall make a secretary available to the ETEC, who among other things will take minutes of every meeting.
- 7.2. The secretary to the ETEC shall prepare the agenda for the meetings of the ETEC in good time in consultation with the chairman and shall provide the minutes of each meeting. These minutes shall be made available to the ETEC members for approval preferably within two months after the meeting. ETEC members shall have two weeks to review the minutes and make suggested changes.

## 8. Expenses and reimbursement

Members of the ETEC shall serve without compensation. Members shall receive reimbursement for expenses incurred in line with the Eurotransplant financial policy.

## 9. Amendment to bylaws

The ETEC 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 fourteen (14) days in advance of the meeting to all members. All bylaws and bylaw changes must be approved by the Board of Management and the Supervisory Board.

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

## 10. Establishment and publication of these regulations

These bylaws were established at the meeting of the Supervisory Board held on March 31, 2021. These bylaws come into force on March 31, 2021.