



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

ARTICLES OF CONSTITUTION & HOUSE RULES

ARTICLES OF CONSTITUTION

NAME AND SEAT

Article 1.

1. The Foundation shall be called "European Foundation for Transplant Coordinators"(ETCO), hereinafter also to be named "ETCO".
2. The seat of the Foundation shall be Amsterdam, in the Netherlands.

AIM AND PROCEEDINGS

Article 2.

1. The aim of the Foundation is to provide information on an international level to medical personnel, technicians and the general public concerning the benefits of organ transplantation. The Foundation will attempt to positively influence the increased procurement and utilization of transplantable tissue. The Foundation will disseminate information concerning advancements in the field of organ and tissue transplantation. This will be done through symposia and other avenues to be held periodically. In no instance will activities of this Foundation jeopardize the work association between individual coordinators and their employers.
2. As participants in this Foundation those persons will be eligible whose primary function is the work of a coordinator in the field of organ/tissue procurement and transplantation as well as those persons who are involved in facilitating organ/tissue recovery and transplantation or are associated with this field.

Article 3.

The Foundation acknowledges beyond the Council no individuals who as a member or under any other name shall have control of or any say in the activities of the Foundation or its control. The Foundation shall endeavour however to find natural and juristic persons that are prepared to bind themselves to pay periodical financial contributions.

COUNCIL

Article 4.

1. The Foundation shall be governed by the Council, that shall be composed of such a number of members as may be determined by the Council observing a minimum of three, and a maximum of seven members. The Council shall elect the Chairman and, from among themselves or out of their own body, a Secretary.
2. The Members of Council shall be elected by way of cooption by the Council.
The Council shall determine an order of rotation that shall imply that no Member of Council shall hold seat uninterruptedly for more than three years. Up to a maximum of a half of the Members of Council can circulate per appointment period.
Any Member of Council who steps down according to the rotation, shall immediately be eligible for reelection.
The Member of Council who has been elected in a casual vacancy, shall take the place of his predecessor.
3. Only natural persons can be elected as Members of the Council.
4. Every participating coordinator in Europe is entitled to propose a non-binding proposal for nomination of a Council Member.
To that end the Secretary communicates in writing every vacancy in the Council to the respective coordinators and no election shall take place within thirty days after said communication.
5. The Council is entitled to determine that a Member of Council retires if he loses the qualifications that justified his election.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

Article 5

1. The power to represent the Foundation before the courts and otherwise shall be vested in two Members of Council, President, Vice-President, Secretary or Treasurer.
2. The Council is entitled to install a permanent Secretariat, to determine its competency and its seat. The Council determines the remuneration and other conditions of employment and/or reimbursements for those connected to the Secretariat.
The Council appoints up to a maximum of three of their Members to be the Executive Council.

Article 6

1. The Council sees to the interests of the Foundation in the widest meaning of the word and is within the limitations set by this Constitution entitled to all acts of management and disposition that the Council deems necessary or desirable; the limitation of competency of article 2.291 of the Dutch Civil Code does not apply.
2. As far as the Constitution does not diverge, all resolutions must be passed by an absolute majority of the votes of the Members present at the meeting. In a meeting where all Members are present resolutions can be passed, only with unanimous consent, without notice having taken place.
3. The Council convenes as often as the President or any other Member of the Council deems necessary. Notice of a meeting shall be given at least thirty days prior to the meeting. The notice shall indicate the business of the meeting. The minutes of the proceedings shall be signed and established by the President and the Secretary.
4. Resolution otherwise than at meetings can only be passed by unanimous written consent of all Members of Council; these resolutions shall be inscribed in the register of minutes of proceedings.

Article 7

1. The Foundation is entitled to install specific committees. The composition and the election of the Members of the Committee shall be determined by a special set of regulations; for the first time the Council shall be entitled to determine the regulations, thereafter the Council and the specific committees shall have that right jointly.
2. The meetings of the Council shall be attended preferably by one representative of the specific committees who does not hold seat in the Council. At least one member of the Council holds a seat in every specific committee.

PROCEEDINGS

Article 8

1. The Council is entitled to seek assistance with regard of the completion of its tasks, and to charge the Foundation therefore.
2. This assistance can be by way of incidental advice, but can also be of a more standing nature; in the last instance the Council shall record the agreement in writing.
3. This assistance can be given not only by outsiders, but by reason of a specific qualification by one or more Members of Council as well; in the last instance it shall be recorded in writing whether the respective remunerations are for costs or in what respect these can be earmarked as salaries.
4. More specifically the Council shall be entitled to acquire on behalf of and for the account of the Foundation immaterial goods as for instance know-how, including the circumstances that these goods originate from a person or institute that gives assistance to the Foundation as mentioned in paragraph 1 of this article.
5. The Council is also entitled to promote the aim of the Foundation by entering into agreements regarding financing or otherwise.
6. Anytime the Council deems it desirable for the realisation of the aims of the Foundation, it aspires for a maximum of cooperation on the international level with all entities and institutions that might come into consideration.

FINANCIAL MANAGEMENT

Article 9

1. The financial year is the calendar year-, the first financial year ends on the last of December nineteen hundred and eighty three.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

2. The Council shall keep such records of the financial situation that it will at all times be possible to ascertain the legal Foundation's rights and obligations from these records.
Before the month of May after the close of each financial year the Council shall prepare the balance sheet and the statement of income and outgoings for the proceeding year.
The Council shall keep those records on custody for ten years.
The financial statements shall be undersigned by all Council Members and shall be accompanied by a report regarding the proceedings and the business of the Foundation in the preceding financial year.
3. The Council appoints a "register accountant" for verification of the financial statements.

Article 10.

1. For the aim of the Foundation shall only be available the yearly income of the Foundation's capital as well as any other income in each year, under what name it might be acquired, in so far as it has not been earmarked as capital.
2. In case in any year the funds available for the realisation of the aim of the Foundation have only partially been used, the Council shall decide whether or for what part the remaining funds shall be added to the capital of the Foundation or shall be reserved for realisation in the future of the aim of the Foundation.
3. The Council shall freely decide as to investments and reinvestments.
4. The Council shall only be entitled to use the capital of the Foundation for realisation of the aim of the Foundation by way of a resolution passed with a majority vote of two/third of the total of Council Members, vacancies not included.

ALTERATION OF THE CONSTITUTION; DISSOLUTION

Article 11

1. The Council is entitled to amend the Constitution; a resolution to that end can only be passed with a vote of two/third of the total of Council Members, vacancies not included. The alteration comes into effect by way of a deed passed before a Dutch Notary-Lawyer.
The amendment shall be communicated to the participants in ETCO.
2. In case the Council holds the opinion that the aim of the Foundation can not or can not sufficiently be attained, it shall decide that the Foundation has been dissolved; this resolution shall only be passed also with a majority of two/third of the total of Council Members, vacancies not included.
3. In case of dissolution the Members of Council at the time of the resolution to dissolve the Foundation shall be liquidators; as to that liquidation the Constitution shall apply, id est inclusive of the regulations regarding the filling of vacancy.
4. The Council shall decide regarding the appropriation of the Foundation's capital, after that all debts have been paid, in such a way as the Council shall decide, in favour of an aim that shall correspond as far as possible with the intentions of article 2.

Article 12.

In all matters that do not exceed the bounds of the Constitution, but are not covered by the Constitution, the Council shall provide the rules.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

ETCO HOUSE RULES

(Final version, ETCO House Rules Committee, Chairman P.F.W. Strengers, 1984)

1. BOARD

(articles 4,5 and 6 of ETCO Articles of Constitution)

1. The Chairman shall preside over meetings of the Board. In the Chairman's absence meeting will be conducted by the Deputy Chairman.
2. The Secretary will conduct the Foundation's secretariat. He may delegate the Foundation's secretarial work to others but such delegation will be his own responsibility.
3. The Treasurer will manage the Foundation's funds. He may delegate administration of the Foundation's funds to an administrator, but such delegation will be his own responsibility.
4. The Foundation's Board will meet at least once a year as stated below (Annual Meeting) and in addition, as often as the Chairman considers it to be necessary; a meeting shall also be held if a member of the Board supported by a second member so requests, indicating the matters to be discussed (Article 6, 3 of ETCO Articles of Constitution).
5. The Foundation's Annual Board Meeting shall be held each year before December 31. At least the following subjects will be discussed at such meetings.
 - a) The Secretary's Annual Report;
 - b) The Annual Accounts drafted by the treasurer submitted with an accountant's declaration;
 - c) Appointment of one or more members to the Board;
 - d) The retirements roster,
 - e) Estimates for the current year.
6. Meetings of the Board shall be convened in writing by or on behalf of the secretary. The notice shall also indicate the matters to be dealt with. Notice shall be given at least 30 days in advance, excluding the date of dispatch and that of the meeting.
7. Resolutions may be passed only if at least the smallest possible majority of members is present at the meeting.
8. Resolutions shall be passed on a strict majority of votes cast, unless the Articles of the Constitution or these rules provide otherwise.
9. Representation will only be accepted with a proxy signed by the member of the Board.
10. Votes shall be taken orally unless any of the members of the Board desires a ballot or if the Chairman has indicated beforehand that a ballot will be held. Ballots shall be conducted by sealed, unsigned slips, Blank votes shall be regarded as not cast for the purposes of determining majority. On an equality of votes the proposals shall be considered lost.
11. Preparation for and implementation of resolutions of the Foundation's Board will be a matter for the day-to-day management.
12. Members of the Board can only be elected if they are ordinary members of ETCO (see article 2.1.a.)
13. In accordance with Articles 4,2 of ETCO Articles of Constitution a member of the Board is only eligible for reelection for one term of office on one occasion.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

2. MEMBERS AND ADVISERS

1. The Foundation consists of:

- a) ordinary members
- b) corresponding members
- c) honorary members
- d) sponsory members

a) Ordinary members are private individuals whose main function in their salaried occupation is to act as a coordinator in the field of organ and tissue transplantation.

b) Corresponding members are private individuals whose activities are regarded as useful to ETCO but who do not meet the criteria set out in Rule 2,1 a.

c) Honorary members are private individuals who are appointed as such on account of their special services to the Foundation or for the purposes of the Foundation.

d) Sponsory members are, firstly, persons who join the Foundation and thereby undertake to pay a periodical contribution, and secondly, persons who support the Foundation otherwise than by financial contribution or other support.

2. Advisers

The Board may recruit advisers to assist it in the implementation of its tasks. Such assistance is governed by the provisions of Article 8 of ETCO Articles of Constitution.

3. ADMISSION TO MEMBERSHIP

1. Applications for membership of the Foundation whether as ordinary or as corresponding members must be made to the Secretary of the Board.
2. An applicant will be admitted to ordinary or corresponding membership within 60 days of his applying unless the Board previously decides and notifies the applicant that he is not eligible for ordinary or corresponding membership or cannot be admitted as an ordinary or corresponding member.
3. The Board will notify the applicant within 60 days of its decision in terms of paragraph 2 and of its reasons for the decision.

4. TERMINATION OF MEMBERSHIP

Membership is terminated by

1. the member's resignation sent in writing to the Board, which must be done no later than one month before commencement of the subsequent year of account.
2. a member's decease (private individual).
3. cancellation of membership will be sent to the member in writing by the Board on failure to pay the donation during the year of account as fixed.
4. an ordinary or corresponding must notify the secretary to the Board within 60 days of the date on which changes occur in the circumstances of work thus rendering the member ineligible for ordinary or corresponding membership or that conversion may be required from ordinary to corresponding or from corresponding to ordinary membership.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

5. removal of a member by the Board may be necessary if such a member fails to observe the Articles of Constitution or of the Foundation's House Rules or if he acts in conflict with the interests of the Foundation or its members.

5. HONORARY MEMBERSHIP

Honorary membership is conferred by Resolution of the Board.

6. SPONSORSHIP

An application for sponsorship of the Foundation must be approved by the Board.

7. TERMINATION OF SPONSORSHIP

Sponsorship ends through the sponsor's resignation or through the decision of the Board.

8. TRANSFERABILITY

Membership of the Foundation cannot be transferred.

9. YEAR OF ACCOUNT

The Foundation's year of account is the calendar year.

10. RULES

1. Rules concerning the Foundation as a whole, including the House Rules, will be laid down and reviewed where applicable by the Board.
2. The provisions of such Rules are binding on members, committees and the Board.
3. The provisions of such Rules may not be in conflict with Dutch law or with ETCO's Articles of Constitution.

11. CONFERENCE

1. A conference will be organised of ETCO Members at least every other year.
2. The Board will invite members to attend the conference by giving at least 20 weeks' advance notice in writing.
3. General Organisation of the conference is the responsibility of the local organising committee in close cooperation with the programme committee. The local organizing committee acts in cooperation with the Board.
4. Members are entitled to add items to the programme for discussion provided they are notified to the programme committee at least 10 weeks before the conference.
5. The final programme for the conference must be communicated to members at least 3 weeks before the conference and supporting documents sent to them.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

12. EXTRAORDINARY CONFERENCE

Extraordinary conferences will be held

1. when the Board decides to hold one,
2. at the request of at least 10 members; such a request must be submitted to the Board in writing indicating the matters to be dealt with.

13. COMMITTEES

(Article 7 of the ETCO Articles of Constitution)

1. The Foundation has committees, to be appointed by the Board, to prepare or to implement tasks on behalf of the Foundation and/or to advise the Board. Such committees may be appointed on an ad hoc or standing basis.
2. Such committees will be wound up or given discharge, if necessary, by the Board. Their terms of reference and method will be defined on appointment.
3. Ad hoc committees will decide on their own modus operandi: standing committees will be subject to the provisions of Rule 14.
4. Committees cannot commit the Foundation, not even in financial respects, unless they have been granted powers to do so by the Board.
5. Committees may incur expenditure only if so empowered by the Board in writing.
6. Committees meet regularly; they will report on their activities to the Board. The Board may decide that an interim report be made within a specified period.
7. At least one member of the Board shall sit on each committee.
8. In accordance with Article 7.2 of the Articles of Constitution one participant of each committee may be invited by the Board to attend the Board meetings as a delegate.

14. STANDING COMMITTEES

1. Committees are entirely responsible for all decisions taken by them.
2. Composition and appointment
Committees consist of at least 3 and no more than 9 members; the number will be fixed in consultation between each committee and the Board. If no agreement can be reached in consultation with the committee and the Board, a final decision will be taken by the Board.
3. Members of the committees will be appointed by the Board on a proposal by sitting members of the Committee. The Committee will withdraw its proposal if it is not accepted and may put forward a new proposal. The sitting members remain in office until a decision is made as to a vacancy/vacancies.
4. Each Committee shall from amongst its members appoint a Chairman who will not necessarily be a member of the Board.
5. Each Committee shall from amongst its members appoint a secretary who will not necessarily be a member of the Board and who shall keep the Minutes of the meetings.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

6. Each Committee shall communicate at least once a year or more frequently as the Chairman or at least 3 members of the Committee consider desirable. Minutes of each meeting must be made and authorised within three months of each meeting. Copies must be sent to the secretary of the Board.
7. Each Committee shall decide on an ordinary majority of votes cast. On an equality of votes the Chairman shall have a casting vote. Decisions should be taken at meetings at which at least half of the membership is present. Should this provision prevent decisions from being taken in urgent cases the absent members may still cast their votes after the committee's arguments have been put to them.
8. No remuneration shall be paid to committee members. Expenses shall be refunded on request.
9. The terms of office of committee members will in principle be three years, on the understanding that all members must retire within three years by a roster made up for that purpose. He may be reelected for a period of a further three years immediately on retirement for the first time. A member may be reelected after two terms' membership only one year after retiring. The Board will make an appointment according to Rule 14.3. on a proposal by existing committee members if a member dies or retires prematurely.
10. The Committee shall itself in such a way make a roster for retirement that the Committee's continuity is ensured as far as possible.

15. PROGRAMME COMMITTEE

1. The Programme Committee is a standing committee within the meaning of Rule 14 of these Rules; it is answerable to the Board; it must report upon request to the Board on its activities.
2. The Programme Committee's aim is to do everything that may be desirable within the framework of ETCO's objectives with regard to the Organisation, composition and form of the scientific aspect of the Conference.
3. The Programme Committee's tasks are as follows.
 - a) to draft the programme for the scientific content of the Conference.
 - b) to invite speakers
 - c) to draft the abstract booklet and/or the proceedings of the Conference.
 - d) the Programme Committee will discharge its duties in consultation with the local organising committee.

16. EDUCATIONAL COMMITTEE

1. The Educational Committee is a standing committee within the meaning of Rule 14 of these Rules; it is answerable to the Board; it must report upon request to the Board.
2. The Education Committee's terms of reference are to do everything that may be desirable within the framework of ETCO's objectives with regard to the provision of information to the medical and paramedical persons and to the public generally on the various aspects of organ donation and transplantation.
3. The Education Committee's tasks are as follows.
 - a) the publication of a handbook.
 - b) the publication of information brochures.
 - c) to keep the above publications updated.
 - d) the publication of a Newsletter.
 - e) it will be jointly responsible for all publications issued in ETCO's name.
4. The Newsletter
 - a) the Newsletter should be published at least twice in each year of account.
 - b) the Education Committee will appoint a member out of its membership to be responsible for the Newsletter.
 - c) the Newsletter will be published in consultation with the Board and the Financial Committee.



EUROPEAN TRANSPLANT COORDINATORS ORGANIZATION

17. FINANCIAL COMMITTEE

1. The Financial Committee is a standing committee within the meaning of Rule 14 of these Rules; it is answerable to the Board; it must report to the Board in accordance with Art. 9.2 of ETCO Articles of Constitution.
2. The Financial Committee's terms of reference are to do everything that may be desirable within the framework of ETCO's objectives with regard to the monitoring of the Organisation's financial policy.

The Organisation will obtain its funds from

- a) contributions by sponsors
 - b) grants
 - c) income from third party exhibitions
 - d) conference registration
 - e) other income
3. The Financial Committee's tasks are
 - a) to monitor financial policy by, amongst others, preparing a yearly budget.
 - b) to coordinate all efforts directed toward the obtaining of financial contributions.
 4. The Board's Treasurer will sit on the Financial Committee.

18. LOCAL ORGANIZING COMMITTEE

1. The Local Organizing Committee is a standing committee within the meaning of Rule 14 of these Rules; it is answerable to the Board; it must report upon request to the Board.
2. The Local Organizing Committee's terms of reference are to do everything that may be desirable within the framework of ETCO's objectives with regard to the general Organisation of the ETCO Conference.
3. The Local Organizing Committee's task is
 - a) to organize conference facilities, hotels, transport, social programme, catering, audiovisual aids, etc.
 - b) to involve the Board, the Programme Committee, the Educational Committee and the Financial Committee in the Organisation of the ETCO Conference.