

**ARTICLES OF ASSOCIATION** of the society: **European Society for Organ Transplantation**, with corporate seat in the municipality of Amsterdam, the Netherlands, as they read after execution of the deed of complete amendment of the articles of association on 8 February 2024, executed before M.Y.H.J. den Boer, civil-law notary in Amsterdam, the Netherlands.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity.  
Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

## **ARTICLES OF ASSOCIATION:**

### **Article 1 - Definitions**

**"Articles"**

the Society's articles of association;

**"Council"**

the corporate body made of representatives (*afgevaardigden*) (indirectly) appointed by and from the European Members of the Society in accordance with Article 9 of these Articles, which has the function of general meeting as meant in article 2:39 and further of the Dutch Civil Code, by the Society also referred to as the ESOT Council;

**"Councilors"**

members of the Council;

**"European Members"**

has the meaning ascribed thereto in Article 5 of these Articles;

**"Executive Board"**

the Society's statutory board;

**"General Assembly"**

The corporate body made up of the members of the Society, or if applicable, a meeting of members of the Society and other persons entitled to attend such meeting (or their representatives) as further described in Article 14 of these Articles, by the Society also referred to as the ESOT Congress;

**"Membership Period"**

With respect to a member a period of twelve (12) months for the first time starting on the day of his/her application as referred to in Article 5 of these Articles and ending on the last day of the following twelve (12) months period and thereafter each year starting on the first day following the last day of the previous twelve (12) months period;

**"Section"**

a corporate body of the Society made of members of the Society allocated as such in accordance with Articles 4 and 8 of these Articles, each having the function of a section (*afdeling*) as meant in article 2:41a of the Dutch Civil Code;

**"Section Board"**

the board of a Section, appointed by the relevant Section Meeting;

**"Section Meeting"**

the meeting of the members of the Society belonging to the relevant Section;

**"Society"**

the association (*vereniging*) whose internal organization is governed by these Articles;

## Article 2 - Name and seat

1. The Society bears the name: **European Society for Organ Transplantation**. Henceforth also referred to as: ESOT. Furthermore, the Society can represent itself under the name: ESOT.
2. It has its seat in the municipality of Amsterdam, the Netherlands.

## Article 3 – Purpose of the Society

1. The purpose of the Society is:
  - a. to promote sustainable scientific advancement through multidisciplinary communities of healthcare professionals;
  - b. to deliver first-class education, training and career advancement opportunities to all healthcare professionals, with specific training programs for low-income countries;
  - c. to work with partner organisations, professional bodies, and competent authorities to improve public and institutional awareness of organ donation and the latest research in the field; and
  - d. to develop and promote policies for equitable access to transplantation and related therapeutic strategies.
2. The Society aims to achieve this purpose, among other things, through:
  - a. creating a forum for discussions about clinical and scientific experiences, introduction of confirmed experimental findings and new methods into clinical practice, legal and ethical problems and questions related to donation and/or transplantation and experimental research;
  - b. supporting and encouraging participation in multi-centre studies;
  - c. collaboration with other organizations, societies or authorities dealing with organ donation and/or transplantation;
  - d. creating a wide-reaching platform for education and training;
  - e. contributing to and supporting quality guidelines concerning donation and/or transplantation; and
  - f. creating an open forum for discussions between transplant health professionals and patients/patient supporting organizations.
3. The Society has a non-profit status.

## Article 4 – Corporate bodies

The Society has the following corporate bodies:

- a. Sections;
- b. the Council;
- c. the Executive Board; and
- d. the General Assembly.

## Article 5 – Membership

1. The Society has regular members (hereinafter also referred to as: "**European Members**") and international members. For the purpose of the membership and these

Articles, Europe is defined as all countries that are members of the Council of Europe (*Raad van Europa*).

2. European Members are persons residing in Europe and involved in organ donation and transplantation. They join the Society by applying to the Executive Board. The application may include their affiliation to one or more Sections. Several tiers of membership are identified to reflect the different financial contributions towards the annual cost of the membership and are detailed in Article 7 paragraph 2 of these Articles.
3. Only European Members can stand for the offices of the Society and its Sections, Council and committees. If an European Member transfers residence outside Europe, he/she will become an international member automatically and lose the right to vote and office election privileges but will retain all other membership rights.
4. International members can be persons, residing outside Europe who have applied for membership in the same way as an European Member. They enjoy all benefits as a member of the Society but cannot vote or stand for offices.
5. The Executive Board decides on admission of new members, which results in the allocation to the Section(s) included in the relevant application (if applicable). If membership is denied, an appeal must be lodged and discussed by the Executive Board. If the Executive Board upholds the decision, the Council has the final say on admission.
6. Membership is personal and cannot be transferred or obtained by inheritance.

#### **Article 6 - Termination of membership**

1. Membership ends:
  - a. through death of the member;
  - b. through notice of cancellation by the member;
  - c. through notice of cancellation by the Society;
  - d. through removal.
2. Cancellation of membership by the member takes effect at the end of the relevant Membership Period during which the cancellation takes place. The member should inform the Council of the intention to cancel the membership with due observance of a one (1) month notice period.
3. Cancellation of membership on behalf of the Society may be carried out by the Executive Board with due observance of a one (1) month notice period, under the following circumstances:
  - a. when a member has not met the financial obligations toward the Society in spite of repeated reminder notices for three (3) months;
  - b. if a member fails to meet its obligations towards the Society pursuant to the Articles and regulations; or
  - c. if a member is granted a suspension of payments or declared bankrupt.The membership may be terminated with immediate effect:
  - a. when a member fails to meet the membership requirements as set forth at such time in the Articles; or
  - b. if the Society cannot reasonably be expected to allow membership to continue or the member cannot reasonably be expected to continue its membership.

- Notice of cancellation will be given in writing, stating the reasons thereof.
4. A member may be removed only for cause, such as violation of these Articles, regulations or decisions of the Society or if a member unreasonably harms the Society. The Executive Board decides on the removal of a member, who will notify the member as soon as possible, stating the reason for removal.
  5. The decision by the Executive Board as referred to in this Article 6 paragraphs 3 and 4, can be appealed by the member in question within one (1) month of being notified of that decision. Any such appeal must be lodged with the Council. The member shall be notified of the decision and the reasons for it in writing as soon as possible. The member shall be suspended pending the appeal period and the appeal, on the understanding, however, that the member shall have access to the meeting of the Council at which the decision to suspend the member is being discussed, and may address the meeting to state his/her case. A suspended member has no voting rights.

### Article 7 - Financial means

1. The Society's financial means consist of:
  - a. annual contribution and any additional contribution by members;
  - b. donations, sponsorship and contributions;
  - c. inheritances and legacies, subject to an inventory (*onder voorrecht van boedelbeschrijving*);
  - d. earnings from Society activities; and
  - e. other earnings.
2. The Society reserves the right to establish differential membership fees for members. These membership fees will be determined by the Council.

### Article 8 - Sections

1. The Society has Sections, each being a professional group of members with a specific role and/or interest and/or expertise in the field of donation and/or transplantation and/or a committee as referred to in Article 20 of these Articles and as such appointed as a Section by the Executive Board.
2. The Executive Board is authorized to establish or dissolve Sections and to grant them responsibilities subject to the approval by the Council, provided that the Society at all times has at least one Section.
3. Each member of the Society is allocated to one or more Sections of his/her choice, professional expertise and interest as included in his/her application for admission as member of the Society. During his/her membership of the Society a member can change Sections in accordance with the internal regulations as referred to in Article 20 paragraph 3 of these Articles.
4. Each Section has a Section Meeting and a Section Board.
5. Members of the Section Board shall be appointed, suspended, and dismissed by the relevant Section Meeting, their number to be established by the relevant Section Meeting, but consisting of at least a chairperson and a secretary. Only European Members of the relevant Section Meeting can be appointed as member of the Section Board.
6. Each Section Meeting shall draw up section regulations to deal with matters that concern (among others) (i) the appointment, suspension and dismissal of members of

the Section Board, including the way in which one can nominate oneself, (ii) the Section Board internally, including the allocation of tasks amongst the members of the Section Board, (iii) the Section Meeting, including attendance, voting rights, chair and convocation, (iv) funding of the Section and (v) responsibilities and liabilities of the Section. Such regulations shall not be in conflict with what has been provided in these Articles and require the prior approval of the Council.

7. Individual activities of Sections cannot conflict with the purpose and the policy of the Society, as propagated by the Executive Board.
8. If the members of a Section Board represent that Section (external) this must take place on the basis of an appropriate mandate granted to the members of the relevant Section Board by the Executive Board.
9. Concerning decisions that, according to the judgement of another Section or the Executive Board partly touch on the interests of another Section, it is the obligation of a Section to consult with the Section Board of the other Section. If the relevant Section Boards do not reach an agreement, the Executive Board decides. The Executive Board informs the relevant Section Boards about the decision as soon as possible. Each Section Board is authorized to appeal to the Council within one (1) month after having received the notification.

## **Article 9 - Council**

1. The Council consists of:
  - a. such number of at least two (2) Councilors appointed by the General Assembly from the European Members, the number to be determined by the Council; and
  - b. each chair of the Sections from time to time established.
2. A Councilor appointed by the General Assembly is appointed for a period of four (4) years, unless the appointment is the result of an intermediate-election, in which case the appointment is valid until the next four-yearly election. Such Councilor may be re-appointed immediately after his/her first term once.
3. In case of a vacancy within the Council, the Council retains its powers. The Council is, however, under an obligation to fill the vacancy as soon as possible, with due observance of the provisions of these Articles.
4. The Council shall draw up council regulations to deal with matters that concern (among others) (i) the way in which one can nominate oneself, (ii) the Council internally, including the allocation of tasks amongst the Councilors, and (iii) responsibilities of the Council. Such regulations shall not be in conflict with what has been provided in these Articles and require the prior approval of the Executive Board.
5. The membership of the Council ends with regard to the relevant Councilor:
  - a. four (4) years after the date on which his/her appointment by the General Assembly took effect, without prejudice to the provisions of paragraph 2 of this Article;
  - b. by the ending of his/her membership of the Society;
  - c. by his/her resignation;
  - d. upon becoming an international member;
  - e. by his/her dismissal in accordance with paragraph 6 of this Article;
  - f. in case of a Councilor being chair of a Section Board, upon his/her resignation, dismissal, or any other way of ending his/her function as chair of the relevant Section Board.



6. A Councilor appointed by the General Assembly may be suspended or dismissed by the General Assembly, solely in the event of acts or omissions by the Councilor:
  - a. contrary to Articles and/or resolutions of the Society;
  - b. contrary to powers of attorney given to the Councilor;
  - c. harming the Society.

Suspension and dismissal of a Councilor take effect immediately after the decision in question has been taken. A suspension may be extended several times, subject to a maximum of three (3) months. If, after expiry of this period, no decision has been taken either to lift the suspension or to dismiss the Councilor, the suspension shall terminate.

7. The Council shall have all powers with regard to the Society which are not conferred upon the Executive Board by law or the Articles.

### **Article 10 – Meetings of the Council**

1. A meeting of the Council shall be held within seven (7) months of the close of the financial year, except where an extension is granted by the meeting of the Council. Other meetings of the Council shall be held as often as the Executive Board considers desirable.
2. Furthermore, on the written application of a number of Councilors entitled to cast not less than one-tenth (10%) of the votes in meeting of the Council, the Executive Board shall convene a meeting within a period of no longer than four (4) weeks after the application was lodged, unless a longer period is requested or consented by the applicants.

If the application has not been complied with within fourteen (14) days, or such longer period as requested or consented by the applicants, the applicants may then proceed to convene the meeting themselves in the manner in which the meeting is convened by the Executive Board. The applicants may then charge persons other than members of the Executive Board with the conduct of the meeting and the preparation of the minutes.
3. Without prejudice to paragraph 1 of this Article, meetings of the Council shall be called by the Executive Board. The convening notices shall be sent to the Councilors' addresses as known to the Society at a minimum of eight (8) days notice.
4. The meetings are held in the place where the Society has its seat according to these Articles and in every place determined by the Council.
5. Those Councilors have access to the meeting, who are not suspended, as well as those who are invited by the Council.
6. Suspended Councilors excepted, every Councilor has one (1) vote in the meeting, which can be exercised by electronic means of communication. Each voting Councilor may grant a written voting mandate to another voting Councilor. A voting Councilor may act as representative for a maximum of two (2) other Councilors.
7. A unanimous decision of all voting Councilors, even if they are not together in a meeting, has, if the decision is made with foreknowledge of the Executive Board, the same power as a decision of the Council. This decision can also be made in writing.
8. The chairperson of the meeting determines the manner in which the votes are held in the meeting of the Council, including the exercising of voting right by electronic means of communication.

9. All decisions about which no greater majority is prescribed by law or these Articles are made in absolute majority of votes. In case of a strike of votes about issues the proposal is rejected. In case the votes cease with the election of persons, the decision is drawn by lot. If at election between more than two (2) persons no absolute majority is obtained by anyone, a re-vote is held between the two (2) persons, who received the largest number of votes, if necessary after in-between election.
10. The meetings of the Council are chaired by the President or, in case he/she is absent, by a member of the Executive Board as such prior to the meeting appointed by the President or, in case the President did not make such appointment, by a Councilor present at the meeting appointed as such by the meeting.
11. The judgment passed on the outcome of a voting, pronounced by the chairperson of the relevant meeting, is decisive. The same applies to the content of a decision made about an orally submitted proposal.  
If, however, its correctness is disputed, a new voting takes place, if the majority of the Councilors present or represented so desires, or, if the initial voting did not take place by call or in writing, a present or represented voting Councilor desires it. Due to this new voting, the legal consequences of the initial voting are cancelled.
12. Minutes of the topics discussed in the Council are kept by the secretary of the meeting as appointed by the chairperson of the meeting.  
These minutes are determined in the same or in the next meeting of the Council and are signed by the chairperson and the secretary of that meeting.
13. No resolutions may be adopted on any business not announced in the agenda for the meeting.

#### Article 11 - Executive Board

1. The Society shall be managed by the Executive Board consisting of five (5) members with the title president ("**President**"), secretary ("**Secretary**"), treasurer ("**Treasurer**"), past president ("**Past President**"), and president elect ("**President Elect**"), When performing their duties, the members of the Executive Board shall be guided by the interests of the Society and its affiliated organization.
2. The Executive Board shall be appointed by the Council from the European Members in the functions mentioned in paragraph 1 of this Article. Any vacancy shall be filled as soon as possible. In the event the number of members of the Executive Board is less than the prescribed number, the Executive Board retains its powers. The Executive Board is, however, under an obligation to fill the vacancy as soon as possible.
3. The Council may dismiss and suspend the members of the Executive Board at all times. The Council must adopt a resolution for suspension or dismissal with a majority of two thirds (2/3) of all the validly cast votes. A suspension may be extended several times, subject to a maximum of three (3) months. If, after expiry of this period, no decision has been taken either to lift the suspension or to dismiss the member of the Executive Board, the suspension shall terminate.
4. The Executive Board may draw up board regulations to deal with matters that concern (among others) (i) the Executive Board internally, including the allocation of tasks amongst the members of the Executive Board, (ii) the decision-making in meetings and (iii) responsibilities and obligations of the Executive Board. Such regulations shall not be in conflict with what has been provided in these Articles.

5. In the event of any vacancies, or the absence of a Executive Board member, the remaining Executive Board member or Executive Board members will be charged with the management of the Society. In the event all positions in the Executive Board are vacant or the absence of all Executive Board members, the Society shall temporarily be managed by a person to be appointed for that purpose by the Council.

### **Article 12 - Decision-making of the Executive Board**

1. The Executive Board shall meet at least four (4) times a year (including the annual meeting) and furthermore, as often as the President considers appropriate.
2. The meetings of the Executive Board will be chaired by the President or, if the President is not present, the President Elect will chair that meeting.
3. All resolutions of the Executive Board shall be taken with an absolute majority of the votes cast, in a meeting in which half the total Executive Board members plus one (1) are present or represented, unless the Articles or regulations provide differently. Each Executive Board member may cast one vote.
4. The Executive Board may also adopt resolutions without holding a meeting provided all Executive Board members have rendered their opinion on the proposal in writing, no Executive Board member opposes against this manner of adopting a resolution, and the relevant majority of all Executive Board members voted in favour of this proposal. A resolution adopted in accordance with the previous sentence will be signed by the President and will be kept, together with all written declarations or opinions of the Executive Board members, with the minutes.
5. A member of the Executive Board may be represented in an Executive Board meeting by another member of the Executive Board.
6. The relevant Executive Board member(s) shall, in the event of a direct or indirect personal conflict of interests between the Society and one or more of its Executive Board members, not participate in the discussions and decision making regarding the relevant matter. If no resolution can be adopted as a result thereof, the resolution shall nevertheless be adopted by the Executive Board, whereby the underlying considerations will be recorded in writing.

### **Article 13 - Representation of the Society**

1. The Executive Board represents the Society. The Society can also be represented by any two (2) members of the Executive Board acting jointly.
2. The Executive Board is not authorized to adopt resolutions to conclude agreements to acquire, alienate or encumber real property and to conclude agreements whereby the Society binds itself as surety or as joint and several debtor, warrants performance for a third party or else commits itself to provide security for a debt of a third party.
3. The Executive Board may appoint officers, whether or not employees of the Society, with general or special powers of representation. Such officers shall represent the Society within the limitations imposed on their powers. Their titles shall be determined by the Executive Board. The Executive Board will appoint an employee of the Society with a special power of attorney and grant him/her the title of chief executive officer ("CEO").

### **Article 14 - General Assembly**

ESOT Headquarters

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1. The General Assembly shall meet once (1) every two (2) years or more frequent if the Council or the Executive Board considers this desirable.
2. All members have access to the General Assembly. Only European Members have voting rights in the General Assembly which can be exercised by electronic means of communication. A suspended member and/or Councilor has access to the meeting in which the decision about membership and/or membership to the Council is being discussed, but has no right to vote unless suspension has been lifted.
3. Notice convening the General Assembly meeting shall be made by or on behalf of the Council or the Executive Board no later than three (3) weeks before the meeting, by letter, stating the items on the agenda.
4. The General Assembly meetings are presided by the President, or in case of absence by an Executive Board member.
5. Minutes of the topics discussed in the General Assembly are kept by the Secretary or by a nominated person, appointed by the President. These minutes are approved during the next General Assembly meeting and are signed by the President and the Secretary.
6. The Council shall draw up regulations to deal with matters that concern (among others) the General Assembly, including attendance, voting rights, chair and convocation. Such regulations shall not be in conflict with what has been provided in these Articles and require the prior approval of the Executive Board.

#### **Article 15 - Financial year**

1. The fiscal year of the Society is equal to the calendar-year.
2. The Executive Board shall be required to keep administrative records of the Society's assets and liabilities and its activities, and to file the related accounts and records and other data carriers in such a manner as to allow the Society's rights and obligations to be known at all times.
3. Annually, within six (6) months of the close of the financial year, except where an extension of a maximum of four (4) months is granted by the Council due to special circumstances, the Executive Board shall prepare the annual accounts and deposit them for inspection by the members at the Society's offices. Within the same term, the Executive Board shall deposit the directors' report for inspection by the members, unless the Society is subject to article 396 paragraph 6, first full sentence, or article 403, Book 2 of the Dutch Civil Code. The annual accounts shall consist of a balance sheet and a profit and loss account plus notes.
4. The annual accounts shall be signed by the Executive Board members; if the signature of any of them is lacking, this fact and the reasons for it shall be stated.
5. The Society shall ensure that the annual accounts, the directors' report and the information to be added under article 392 paragraph 1, Book 2 of the Dutch Civil Code are available at its offices as from the date of convocation of the Council at which the accounts are to be discussed. Councilors may inspect the documents there and obtain a copy at no cost.
6. The annual accounts shall be adopted by the Council and held within one month (1) of expiry of the term specified in paragraph 3 of this Article.
7. The Executive Board shall be required to keep the accounts, records and other data carriers on file for a period of seven (7) years.

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### **Article 16 - Audit of annual accounts**

1. The Society may and, if statutorily required to do so, shall instruct an auditor as referred to article 2:393 paragraph 1 of the Dutch Civil Code to audit the annual accounts.
2. The instruction shall be given by the Executive Board. If the Executive Board fails to do so, the Council shall be authorized to instruct an auditor. The selection of an auditor shall not be restricted by any recommendation whatsoever. The instruction may be cancelled by the Executive Board or, if given by the Council, by the Council at all times.
3. The auditor shall report its findings to the Executive Board.
4. The auditor shall record its findings in an opinion commenting on the accuracy of the annual accounts. The audit opinion shall be made available to the members in accordance with Article 15 paragraph 5 of these Articles.
5. If no audit opinion as referred to above is made available in accordance with Article 15 paragraph 5 of these Articles, the Council shall annually appoint a committee with no less than two (2) members, who may not be Executive Board members. The committee shall audit the annual accounts and report its findings to the Council. If the audit requires any special accounting expertise, the committee may engage the services of an expert. The Executive Board shall be required to provide the committee with all such information as it may need to conduct the audit, and to allow the committee to inspect the Society's cash and assets as well as its accounts, records and other data carriers.

### **Article 17 - Policy plan**

The Society has a current policy plan available, which provides information on the work to be carried out by the Society, the manner of fundraising, the management of the assets of the Society and its application.

### **Article 18 - Amendment to the Articles**

1. Any amendment to the Society's Articles shall require a resolution of the Council specifically called to discuss a motion to amend the Articles.
2. Those who have called a Council meeting to discuss a motion to amend the Articles shall be required to deposit a copy of the motion, containing a verbatim rendition of the proposed amendment, at an appropriate location for inspection by the Councilors no less than fourteen (14) days prior to the meeting until the end of the day of the meeting. Copies must also be sent to all Councilors.
3. A resolution to amend the Articles shall be adopted with a simple majority of the votes cast at a meeting where all Councilors are present or represented. If not all Councilors are present or represented, a second meeting shall be called and held within four (4) weeks of the first and at which the motion discussed at the first meeting may be adopted unanimously, regardless of the number of Councilors present or represented.
4. Amendments to the Articles must be recorded in a notarial deed in order to be effective. Each Executive Board member shall be authorized to arrange for such a deed to be executed.

### **Article 19 – Dissolution**

1. The Society may be dissolved by resolution of the Council. The provisions in Articles 18 paragraphs 1 and 3 of these Articles shall apply in equal measure.
2. Once dissolved, the Society shall be liquidated by the Executive Board.
3. The liquidation process shall be conducted with due regard to the requirements set out in article 2:23 of the Dutch Civil Code.
4. Any positive balance remaining after completion of the liquidation process shall be used on behalf of a public benefit institution within the meaning of Article 5b paragraph 3 sub a of the Dutch State Tax Act (*ANBI*) or on behalf of a foreign institution which for at least ninety percent (90%) is focused on the public benefit, in both cases provided that such institution has a similar objective as the objective of the Society.
5. Upon completion of the liquidation process, the annual financial statements and other accounts and records of the Society shall be kept for a period of at least seven (7) years by the person designated as custodian by the Council. Within eight (8) days of said completion, the custodian must register as such in the Trade Register.

### **Article 20 – Committees, working groups and internal regulations**

1. The Executive Board may decide to form or dissolve committees, solely consisting of members of the Society and/or working groups, wherein persons from outside the Executive Board may be appointed.
2. The Executive Board can draw up regulations to deal with matters that concern such committees and working groups.
3. The Executive Board may adopt internal regulations containing more detailed provisions for the Society.
4. The internal regulations may not contain any provisions that are in breach of the law or of these Articles.