



EUROPEAN RENAL ASSOCIATION

EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

Registered Charity No. 1060134

ANNUAL REPORT

March 2004

Dear Member,

Also this year the activities of the Association will be described in detail to you.

In this booklet you will find:

- 1) The list of Officers and Council Members.
- 2) The Report by the President, Francesco Locatelli.
- 3) The Report by the Secretary-Treasurer, Jorge Cannata-Andía.
- 4) The Report and Financial Statements (Year ended 31st December 2003).
- 5) The Report by the Chief Controller, Luis Piera.
- 6) The Minutes of the XL General Assembly, Berlin 2003.
- 7) The Agenda of the XLI General Assembly, Lisbon 2004.

Best regards,

Prof. Francesco Locatelli
ERA-EDTA President

Prof. Jorge Cannata-Andía
ERA-EDTA Secretary-Treasurer

Dr. Luis Piera
ERA-EDTA Chief Controller

FORMER AND CURRENT OFFICERS AND COUNCIL MEMBERS

HONORARY MEMBERS

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Kennedy A.	United Kingdom	1982
Drukker W. †	The Netherlands	1982
Migone L. †	Italy	1984
Kolff W.J.	U.S.A.	1985
Scribner B.H. †	U.S.A.	1985
Kerr D.N.S.	United Kingdom	1986
Legrain M.	France	1987
Traeger J.	France	1988
Boen S.T.	The Netherlands	1988
McGeown M.G.	United Kingdom	1990
Watschinger B.	Austria	1991
Shaldon S.	France	1994
Cameron S.	United Kingdom	1998
Cambi V.	Italy	2002
Davison A.M.	United Kingdom	2002

PRESIDENTS

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Forminje B.	The Netherlands	1964*
Swinney J. †	United Kingdom	1965*
Traeger J.	France	1966*
Thaysen J.H. †	Denmark	1967*
Walsh A.	Ireland	1968*
Dutz H. †	Germany	1969*
Rotellar E. †	Spain	1970*
Alwall N. †	Sweden	1971*
Migone L. †	Italy	1972*
Kennedy A.C.	United Kingdom	1972
Thaysen J.H. †	Denmark	1975
Legrain M.	France	1978
Andreucci V.E.	Italy	1981
Cameron J.S.	United Kingdom	1984
Klinkmann H.	Germany	1987
Botella J. †	Spain	1990
Bernheim J.	Israel	1993
Berthoux F.	France	1996
Davison A.M.	United Kingdom	1999
Locatelli F.	Italy	2002

* From 1964 to 1972 the President of the Association was also the Congress President and remained in office for one year only instead of three

SECRETARY-TREASURERS

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Drukker W. †	The Netherlands	1964
Carmody M.	Ireland	1969
Andreucci V.E.	Italy	1973
Boen S.T.	The Netherlands	1979
Botella J. †	Spain	1984
Cambi V.	Italy	1990
Carrera F.	Portugal	1996
Cannata-Andía J.	Spain	2002

CHIEF CONTROLLERS

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Cambi V.	Italy	1996
Piera L.	Spain	1999

EDITORES EMERITI

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Davison A.M.	United Kingdom	1993
Ritz E.	Germany	1999

EDITORS

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Kerr D.N.S.	United Kingdom	1964
Cameron J.S.	United Kingdom	1970
Moorehead J.	United Kingdom	1973
Robinson B.H.B	United Kingdom	1976
Davison A.M.	United Kingdom	1982
Ritz E.	Germany	1993
Drüeke T.B.	France	1999

CHAIRMEN OF THE REGISTRY

From 1996 Scientific Advisory Board (SAB)

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Fritz K.W.	Germany	1968 (June)
Michielsen P.	Belgium	1968 (October)
Gurland H.J.	Germany	1969
Wing A.J.	United Kingdom	1976
Brunner F.	Switzerland	1985
Mallick N.B.	United Kingdom	1991
Valderrabano F. †	Spain	1995
Briggs J.D.	United Kingdom	1997
Zoccali C.	Italy	2003

ORDINARY COUNCIL MEMBERS

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Thaysen J.H. †	Denmark	1964
Giovanetti S. †	Italy	1964
Funk-Bretano J.L. †	France	1964
Shaldon S.	United Kingdom	1964
Alwall N. †	Sweden	1964
Michielsen P.	Belgium	1966
Orlowski T.	Poland	1966
Traeger J.	France	1966
Alexander G.P.J.	Belgium	1966
Fritz K.W.	Germany	1966
Kennedy A.C.	United Kingdom	1967
Mery J.P.	France	1967
Migone L. †	Italy	1967
Valek A. †	Czech Republic	1967
Bucht H.	Sweden	1969
Fries D.	France	1969
Schackman R.	United Kingdom	1969
Watschinger B.	Austria	1969
Berionade V.	Romania	1970
Shaldon S.	France	1970
Giordano C.	Italy	1970
van Ypersele C.	Belgium	1970
Gurland H.	Germany	1971
Lindstrom B.	Finland	1972
Mion C.	France	1972
Vereerstraeten P.	Belgium	1973
Pinggera W.	Austria	1973
Carmody M.	Ireland	1973
Cattel W.	United Kingdom	1973
Laurent G.	France	1973
Hoeltzenbein J.	Germany	1974
Klinkmann H.	Germany	1975
Brunner F.	Switzerland	1975
Boen S.T.	The Netherlands	1976
Gelin L.E. †	Sweden	1976
Kerr D.N.S.	United Kingdom	1976
Legrain M.	France	1976
Schutterle G.	Germany	1976
Kock B.	Finland	1977
Bergström J. †	Sweden	1978
Cambi V.	Italy	1978
Kokot F.	Poland	1978
Struyvenberg A.	The Netherlands	1979
Parson V.	United Kingdom	1979
Andreucci V.	Italy	1979
Mion C.	France	1979
Valek A. †	Czech Republic	1980
Ringoir S.	Belgium	1981

<u>Name</u>	<u>Country</u>	<u>Year Started</u>
Taraba I. †	Hungary	1981
D'Amico G.	Italy	1981
Sieberth H.	Germany	1981
Botella J. †	Spain	1982
Cameron J.S.	United Kingdom	1982
Jacobs C.	France	1982
Brynger H.	Sweden	1983
Wing A.J.	United Kingdom	1984
Klinkmann H.	Germany	1984
Cambi V.	Italy	1984
Dal Canton A.	Italy	1984
van Ypersele C.	Belgium	1984
Boen S.T.	The Netherlands	1985
Mery J.P.	France	1985
Taraba I. †	Hungary	1986
Kokot F.	Poland	1987
Bergström J. †	Sweden	1987
Grünfeld J.P.	France	1987
Koch K.M.	Germany	1987
Maiorca R.	Italy	1987
Cordonnier D.	France	1988
Valderrabano F. †	Spain	1988
Brynger H.	Sweden	1989
Zucchelli P.	Italy	1990
Stumvoll H.K.	Austria	1990
Ritz E.	Germany	1990
Papadimitriou M.G.	Greece	1990
Bernheim J.	Israel	1990
Maggiore Q.	Italy	1991
Druet P.	France	1991
Pirson Y.	Belgium	1992
Berthoux F.	France	1993
Kokot F.	Poland	1993
Cannata-Andía J.	Spain	1993
Piccoli G.	Italy	1994
Carrera F.	Portugal	1994
Briggs J.D.	United Kingdom	1994
Fournier A.	France	1995
Pedersen E.B.	Denmark	1995
Davison A.M.	United Kingdom	1996
Schena F.P.	Italy	1996
Sonkodi S.	Hungary	1996
Kessler M.	France	1997
Krediet R.T.	The Netherlands	1997
Piera L.	Spain	1997
Locatelli F.	Italy	1998
Morales J.M.	Spain	1998
De Francisco A.L.M.	Spain	1999
Hörl W.H.	Austria	1999
Wiecek A.	Poland	1999

Nagy J.	Hungary	2000
Vanholder R.	Belgium	2000
Zoccali C.	Italy	2000
Coppo R.	Italy	2001
Floege J.	Germany	2001
Basci A.	Turkey	2002
London G.	France	2002
Olgaard K.	Denmark	2002
Covic A.	Romania	2003
Eckardt K.-U.	Germany	2003
Tsakiris D.	Greece	2003

CONGRESS PRESIDENTS

<u>Name</u>	<u>Country</u>	<u>Year</u>
Forminje B.	The Netherlands	1964
Swinney J.	United Kingdom	1965
Traeger J.	France	1966
Thaysen J.H. †	Denmark	1967
Walsh A.	Ireland	1968
Dutz H. †	Germany	1969
Rotellar E. †	Spain	1970
Alwall N. †	Sweden	1971
Migone L. †	Italy	1972
Watschinger B.	Austria	1973
Rosenfeld J.	Israel	1974
Thaysen J.H. †	Denmark	1975
Schutterle G.	Germany	1976
Linstrom B.	Finland	1977
Önen K.	Turkey	1978
Struyvenberg A.	The Netherlands	1979
Valek A. †	Czech Republic	1980
Funk-Bretano J.L. †	France	1981
Botella J. †	Spain	1982
Kerr D.N.S.	United Kingdom	1983
Cambi V.	Italy	1984
Ringoir S.	Belgium	1985
Taraba I. †	Hungary	1986
Kessel M.	Germany	1987
Botella J. †	Spain	1988
Brynger H.	Sweden	1989
Watschinger B.	Austria	1990
Cambi V.	Italy	1991
Jacobs C.	France	1992
Briggs J.D.	United Kingdom	1993
Stummvoll H.K.	Austria	1994
Mountokalakis Th.	Greece	1995
Donker A.J.M.	The Netherlands	1996
Bernheim J.	Switzerland	1997
Zucchelli P.	Italy	1998

Valderrabano F. †	Spain	1999
Berthoux F.	France	2000
Hörl W.H.	Austria	2001
Olgaard K.	Denmark	2002
Ritz E.	Germany	2003
Carrera F.	Portugal	2004
Locatelli F.	Italy	2005*
Serdengecti K.	Turkey	2005*

** The 2005 Congress has two Presidents, one being the current President of the Association*

REPORT OF THE PRESIDENT, FRANCESCO LOCATELLI

The year 2003 has been out of the ordinary for our Association especially because the annual congress was very different from any other ERA-EDTA congress. In fact, we joined forces with the International Society of Nephrology, the European Society of Paediatric Nephrology, the European Kidney Research Association, the Gesellschaft für Nephrologie and the Deutsche Arbeitsgemeinschaft für Klinische Nephrologie to create the World Congress of Nephrology 2003.

Those who attended the event (and there were many, about 9000) can confirm it was a really special one, with a very rich and interesting programme, excellent speakers and a considerably diverse audience, thanks to the participation of a large number of delegates from all over the world.

There are many people to thank for the success of the WCN 2003. I would like to start with those who made the first steps to make this event possible: François Berthoux and Vincenzo Cambi, who were able to reach the first agreement with the ISN back in November 1996. One aspect that the two Associations found easy to agree upon was the choice of the Congress President: Eberhard Ritz. After all these years it is impossible to determine who exactly proposed his name, because all the people involved had him in mind as soon as they conceived the idea, or as soon as they heard of it.

What should I say of Eberhard Ritz as President of the WCN 2003 and 40th ERA-EDTA Congress? All those who know him will certainly agree that our expectations were high, because of his reputation, and those expectations were entirely fulfilled. I am of course referring to the scientific programme, but Eberhard found another way to surprise us, with his excellent taste in choosing the social programme.

I was glad to sit in the Organizing Committee of the WCN because this gave me the opportunity to appreciate in full the great job done by Kai-Uwe Eckardt. He put into the preparation of the event a lot of his time and energies, as well as many intelligent ideas. However, I have admired him especially for his considerable skills in diplomacy. They were necessary to handle the requests and recommendations of six associations with different traditions, methods and ideas, and Kai-Uwe Eckardt proved to be up to the task all along.

Being in the Organizing Committee I was also able to have a closer view of the great job done by Heini Murer, Chairman of the Scientific Programme Committee, and by Jürgen Floege, Chairman of the Paper Selection Committee. In fact they were not only handling an unusually high number of abstracts and presentations, and an unusually high number of sessions: they had also to create new rules and methods to combine the criteria of the Associations involved, and most important of all, they had to put together a very diverse programme, and they managed all this admirably well.

Another significant fact in 2003 was the change in the chairmanship of the Registry. As you know, Douglas Briggs has finished his term, and Carmine Zoccali has been appointed to that position. While wishing Carmine the best success in his new duties, I would like to express once again my gratitude to Douglas Briggs for his great efforts, and my congratulations for his achievements. He has been the main architect in creating the new

Registry of the ERA-EDTA, and he is the one who managed to obtain the cooperation of regional and national registries that now supply data to the ERA-EDTA. These are results that Douglas has been able to achieve not only with a good deal of intelligent work, but also thanks to his considerable fairplay.

At the General Assembly held in 2003, in Berlin, the attending members voted for some changes to the Constitution. Due to legal requirements, such changes need a second approval by the next General Assembly to become definitive. I would like to remind everybody that the main changes include the decision to create two specific funds for Medical Research and Medical Education. For this reason I warmly invite, once again, the ERA-EDTA members to attend the General Assembly.

A handwritten signature in black ink, reading "Francesco Locatelli". The signature is written in a cursive style with a distinct flourish at the end.

Prof. Francesco Locatelli

REPORT OF THE SECRETARY-TREASURER, JORGE CANNATA-ANDIA

The second year of my term as Secretary-Treasurer has seen yet more changes in the structure of the ERA-EDTA Council. With Kai-Uwe Eckardt (Germany), Dimitrios Tsakiris (Greece) and Adrian Covic's (Romania) election, the Council now spans Europe, ensuring that members from many regions are fully represented. In my report from last year, I mentioned that the ERA-EDTA had introduced some modifications to our current way of working to facilitate and homogenise all our activities throughout Europe. All these changes have worked extremely well and overall, the main scientific activities of the Association are growing in number and running smoothly, thanks to the effort of many people. As a result, our Association is developing a pan-European programme of courses, some of them with the aim of covering educational aspects and others going more deeply into the frontier areas of research in Nephrology: both clinical and basic, along with dialysis and transplantation.

This programme has been streamlined and coordinated under the guidance of Rosanna Coppo, a valuable Council member who leaves the Council in this Congress but who will continue in her role as CME and Educational Course Coordinator. The programme of ERA-EDTA courses has grown from 4 held only in eastern European countries in 2002, to 11 in 2004, to be held and balanced between Eastern and Western Europe, and the outlook for 2005 is 15 ERA-EDTA courses. Almost all the ERA-EDTA courses follow the same structural pattern and organisation, as they are almost all co-organised or co-sponsored by national or international Societies of Nephrology, Foundations and Universities.

Another Council member, Jürgen Floege, is leaving this year: he has served as Chairman of the Paper Selection Committee for three years, a task which he has performed with great aplomb and dedication. He will not be leaving his tasks in the Association fully, as he has been elected Chairman of the Scientific Committee of our next Congress in Istanbul.

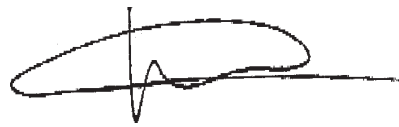
One of the other main activities is Nephrology, Dialysis, Transplantation, which continues to do very well: this is of course due to the continuing dedication of the Editor and Deputy Editor in Chiefs, Tilman Drüeke and Norbert Lamiere. Our E-Journal NDT-Educational (<http://www.ndt-educational.org>), under the guidance of Carmine Zoccali is growing every day, and is quickly becoming one of the most valuable reference and educational tools available on the web.

Similarly, after the years of dedication given by Douglas Briggs, ex-chairman of the Registry, Carmine Zoccali also continues this role. Several projects are under way or planned for this year and next year, and a new Registry Online Newsletter has already been produced (<http://www.era-edta-reg.org>), another venture which will open up our Society to all members.

Moving on to new ERA-EDTA ventures, this year the Council have decided to initiate an ERA-EDTA Newsletter for all members. The aim of this Newsletter is bring our daily activities closer to the members and to make them aware of exactly who performs what role in all aspects of the running of the Society, covering a broad spectrum, from some interesting news coming from our Congresses and our Courses, and also from our different secretarial strategies and administrative offices located in London, Parma, Paris, Amsterdam and Oviedo.

Finally, apart from launching a wider programme of ERA-EDTA Courses, the Council has taken another important decision this year concerning how best to use the Association's funds in order to further our objectives, both as a medical society and as a Charity. Therefore it has been decided to undertake a research project and in this way, invest the financial gains made from our Congress in a long-term plan which will result in better patient treatment and care, which is the goal of our Association. This issue has now been discussed in depth in two Council meetings and the project is now in the process of being defined. We fully believe that with time, patience and dedication this venture will be a resounding scientific success and a real achievement for the ERA-EDTA.

To close, in this second year of my tenure as Secretary-Treasurer, the Council members and all our secretarial and strategic bases continue to work together to forward the scientific progression of our Society in a cordial and agreeable atmosphere, and I am looking forward to my third year with a great deal of optimism.

A handwritten signature in black ink, consisting of a large, sweeping loop followed by a vertical line and a smaller loop, ending in a horizontal line.

Prof. Jorge B. Cannata Andía

EUROPEAN RENAL ASSOCIATION - EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

DRAFT STATEMENT OF FINANCIAL ACTIVITIES
(including Income and Expenditure Account)

YEAR ENDED 31 DECEMBER 2003

	Draft 2003 Total unrestricted funds Euro	2002 Total unrestricted funds Euro
Incoming resources		
Voluntary		
Donations	2,499,960	735,000
Charitable activities		
Gross congress proceeds receivable	2,772,106	1,835,854
Membership fees	532,611	502,863
Grants received - Registry	287,973	71,736
Contributions to Guidelines	115,359	124,153
Journal on Nephrology, Dialysis & Transplantation	1,073,759	484,959
Contribution to congress expenses	-	33,506
Investment income		
Income from investments	16,947	8,745
Interest from bank accounts	18,051	564
Other incoming resources		
Currency exchange gains	1,271	13,780
Items to be allocated	10,154	-
Total Incoming Resources	<u>7,328,191</u>	<u>3,811,160</u>
Resources expended		
Costs of generating funds		
Promotional activities	13,426	28,493
Investment management fees	3,291	3,141
	<u>16,717</u>	<u>31,634</u>
Charitable expenditure		
Direct	4,990,182	2,327,644
Management and administration	296,002	289,184
Total charitable expenditure	<u>5,286,184</u>	<u>2,616,828</u>
Total Resources expended	<u>5,302,901</u>	<u>2,648,462</u>
Net incoming resources for the year		
Net income for the year	2,025,290	1,162,698
Gains and losses on:		
Investment asset disposals	3,711	(409,509)
Investment assets revaluation	38,836	(67,179)
	<u>42,547</u>	<u>(476,769)</u>
Net movement in funds for the year	2,067,837	685,929
Balance b/fwd 1 January 2003	<u>4,954,104</u>	<u>4,268,175</u>
Balance c/fwd at 31 December 2003	<u>7,021,941</u>	<u>4,954,104</u>

THE ABOVE ARE DRAFT FIGURES PRODUCED ON 31 MARCH 2004 AND INCLUDE A PROVISION FOR DONATIONS RECEIVABLE FROM ITS SUBSIDIARY COMPANY 'ERA EURO CONGRESS LIMITED' OF EURO 2,500,000.

EUROPEAN RENAL ASSOCIATION - EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

DRAFT BALANCE SHEET

AS AT 31 DECEMBER 2003

	Draft 2003 Euro	2002 Euro
Fixed assets		
Tangible fixed assets	5,518	6,973
Listed investments	<u>2,185,955</u>	<u>1,150,802</u>
	<u>2,191,473</u>	<u>1,157,775</u>
Current assets		
Debtors	3,434,670	1,969,780
Cash at bank and in hand	<u>2,622,030</u>	<u>2,228,943</u>
	6,056,700	4,198,723
Creditors: Amounts falling due within one year	<u>1,226,232</u>	<u>402,394</u>
Net current assets	<u>4,830,468</u>	<u>3,796,329</u>
Total assets less liabilities	<u>7,021,941</u>	<u>4,954,104</u>
Accumulated capital & funds		
Unrestricted	<u>7,021,941</u>	<u>4,954,104</u>

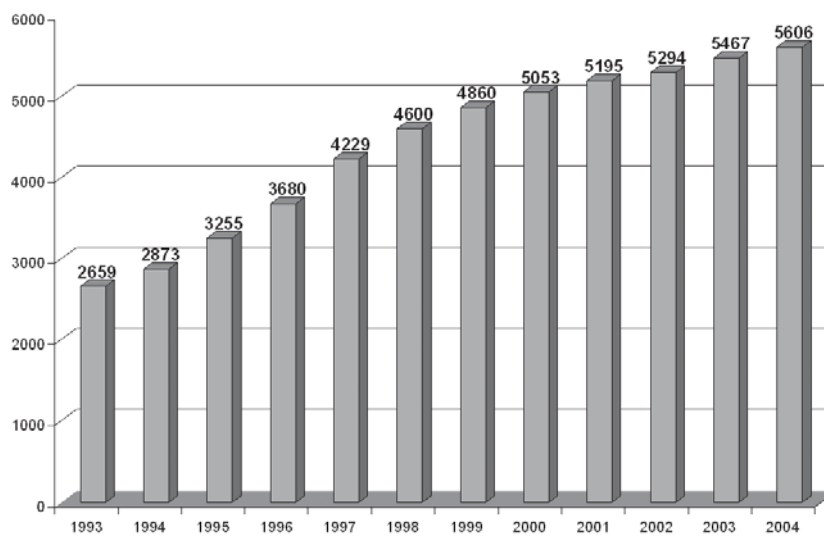
THE ABOVE ARE DRAFT FIGURES PRODUCED ON 31 MARCH 2004 AND INCLUDE A PROVISION FOR DONATIONS RECEIVABLE FROM ITS SUBSIDIARY COMPANY 'ERA EURO CONGRESS LIMITED' OF EURO 2,500,000.

REPORT OF THE CHIEF-CONTROLLER, LUIS PIERA

1) MEMBERSHIP

At the beginning of 2004, we had reached the figure of 5606, with 520 new members being accepted and 381 leaving the Association in the year 2003, showing a net increase of 139 for the year. In the first graph we can appreciate how the Association has grown over the last 12 years, resulting in the total number of members reaching more than double that of 1993.

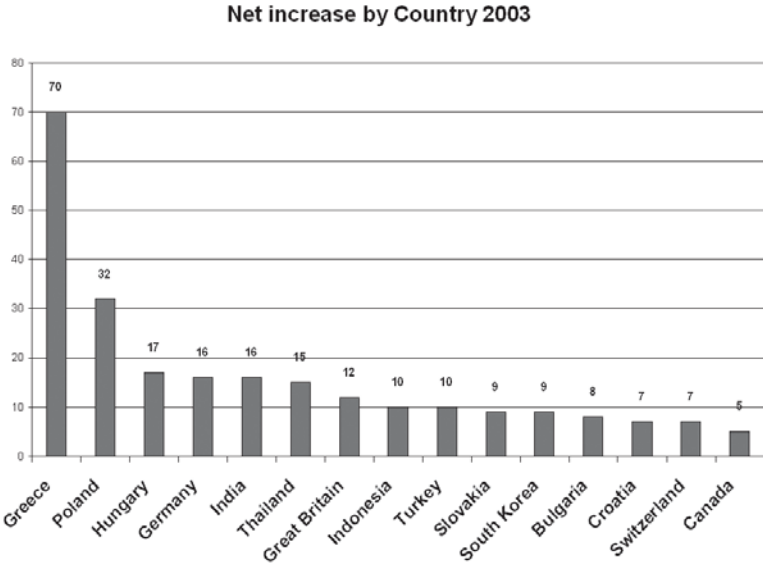
Members at January 1st



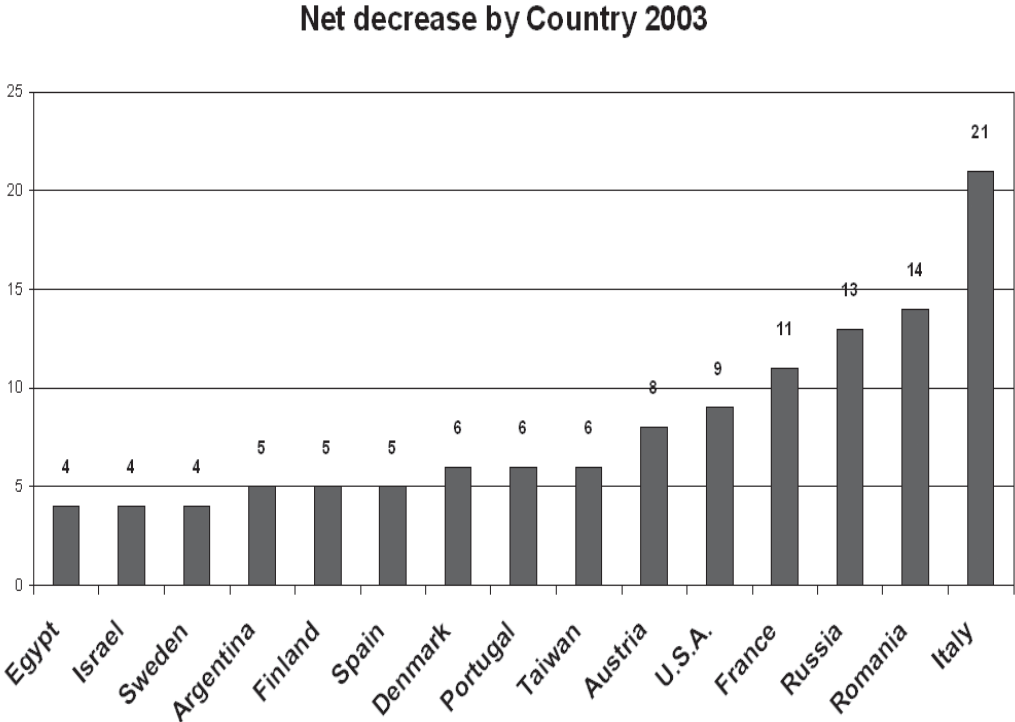
MEMBERSHIP TURNOVER				
Year	New Members	Drop-out	Drop-out %	Net Increase
1993	330	116	3,9%	214
1994	474	92	2,7%	382
1995	594	169	4,4%	425
1996	733	184	4,2%	549
1997	584	213	4,4%	371
1998	474	214	4,2%	260
1999	496	303	5,7%	193
2000	448	306	5,6%	142
2001	461	362	6,4%	99
2002	508	335	5,8%	173
2003	520	381	6,4%	139

We can see from the above chart that there was a drop in net increase in 2003 compared to the very positive figure for 2002.

If we consider our performance in individual countries, we can see that Greece and Poland are the countries that have shown the greatest net increase over the last year.



In the same period there were several countries where the number of members actually decreased, with Italy showing the largest number of members removed.



2) SENIOR MEMBERSHIP AND ON-LINE ONLY MEMBERSHIP

Seventeen members were awarded the status of Senior Member in the year 2003, a considerable increase compared to previous years, and the total figure at the end of the year now stands at 108.

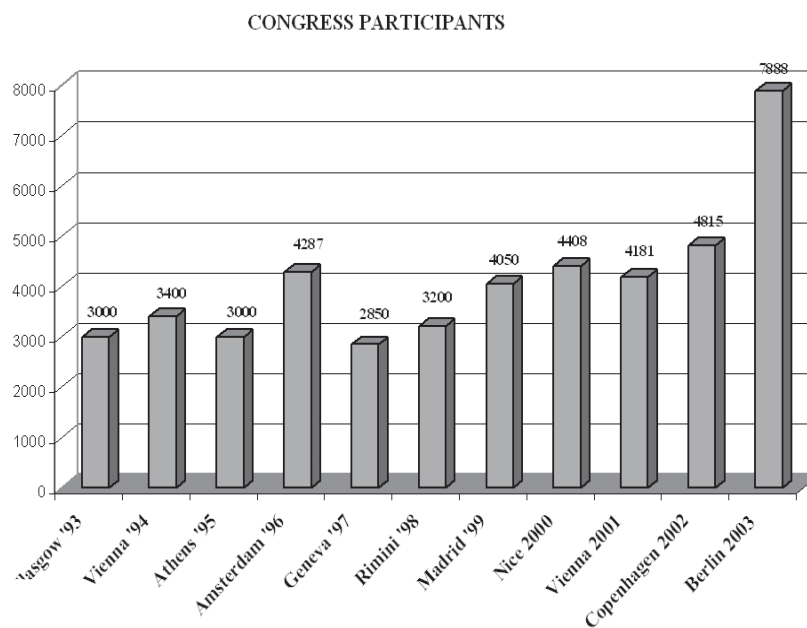
On-line only membership remained popular throughout 2003, with 736 members choosing this option, which represents more than 15% of the total.

3) ANNUAL CONGRESS

The number of paying participants in the Berlin World Congress of Nephrology was 7888, with participants coming from a number of different associations. Given the nature of the Congress, it is difficult to make comparisons with previous years.

A total of 2118 ERA-EDTA members attended, meaning that our Association had the highest representation of the six societies taking part (ERA-EDTA, ISN, ESPN, EKRA, GfN and DAGKN).

The following graph shows the attendance figures of the last eleven congresses.



The chart below shows the level of participation of all the different categories of participants. 8833 persons took part in the Congress. If the number of exhibitors' staff and visitors are also taken into account, a total of 12464 persons attended.

Participant Categories

Paying delegates	7888
<u>Complimentary registrations:</u>	
Invited speakers & VIPS	442
Grant winners	304
Students	62
Sponsors	137
TOTAL DELEGATES	8833
Accompanying persons	666
Exhibitors & Visitors	2965
TOTAL PARTICIPANTS	12464

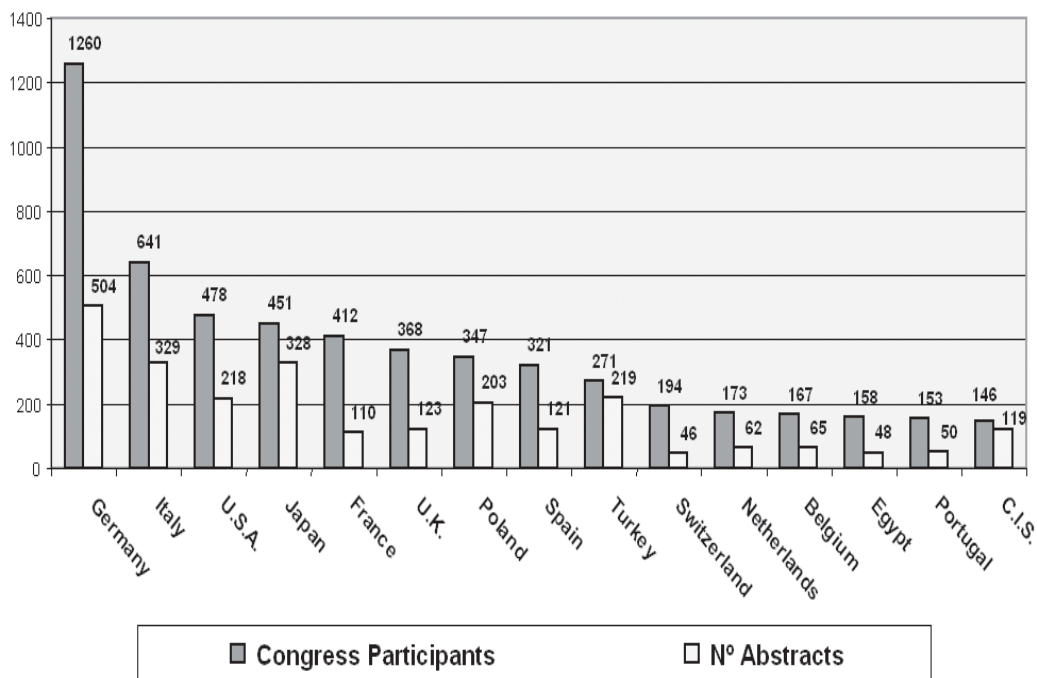
Registration distribution by category (early, blank-list, late, on-site and 1-day for both members and non-members of the different societies) showed that early registration was popular among members, whereas late and on-site registration is common among non-members. Of the 2118 ERA-EDTA members taking part, 1319 opted for early registration, almost twice the figure of the Copenhagen Congress.

The number of delegates who found sponsorship from companies accounted for 79% of all registrations, while the level of sponsorship among ERA-EDTA members was 71%.

The following graph shows a breakdown of the level of participation (ranked in order of congress attendance) of the fifteen most active countries in the Congress, taking into account congress participants and submitted abstracts.

The level of participation from Germany, USA and Japan was obviously higher than in previous ERA-EDTA-only Congresses. All fifteen countries in the graph submitted more abstracts than for the 2002 Congress, with the U.S.A. submitting nine times, Germany five times, and Japan more than three times as many abstracts.

BERLIN 2003 - Participation by Country



Dr. Luis Piera



EUROPEAN RENAL ASSOCIATION

EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

Registered Charity No. 1060134

40TH GENERAL ASSEMBLY

Berlin, Germany - Tuesday, June 10, 2003

MINUTES

01. Opening

The President of the Association announced that prior to closing the voting for the three Council vacancies, any full member who had yet to vote could do so before the General Assembly commenced. The voting was closed and the 40th General Assembly began at 07.30 hours. The President welcomed everyone to the meeting at this, the World Congress of Nephrology and asked Full Member A. Wiecek and Ordinary Council Member J. Nagy to count the votes.

02. Minutes of the 39th General Assembly, Copenhagen, July 16th, 2002

The minutes from Copenhagen were approved.

03. Matters arising from the minutes

There were no matters.

04. Report from the President of the ERA-EDTA: F. Locatelli

The President began his first report in his tenure as President, by praising the incredible job that the Congress Secretary, Kai-Uwe Eckardt, the Congress President, Eberhard Ritz, the President of Scientific Committee Heini Murer and the chairman of the Paper Selection Committee Jürgen Floege had done to ensure the success in making the World Congress of Nephrology one of the best-attended and most scientific in the ERA-EDTA's history. Working with other associations has ensured an immense variety of topics and subjects covered in the Scientific Programme, which was of the highest quality.

He went on to say that the Association's activities were growing in scope and importance every day and this was due to the ceaseless hard work put in by the members of the Council. The Congress is fully accredited by UEMS thanks to the hard work put in by Rosanna Coppo and the Association is currently developing European Guidelines for a number of important topics under his chairmanship and the co-chairmanship of Raymond Vanholder.

The ERA-EDTA was continuing to develop many new ventures and ideas, along with reinforcing those already well in progress and he hoped that it would continue to do so in the future. The President underlined the importance of the high level courses, chaired by Rosanna Coppo, to be harmonised with the Educational courses chaired by Andrzej Wiecek and Eberhard Ritz.

The President was very pleased that the new Registry has also grown under the wise direction of Douglas Briggs. It is a matter of satisfaction that NDT is also growing in its scientific level and now it also has a positive economic balance, under the direction of Tilman Drüeke. The President was particularly pleased with the success of NDT-Educational, thanks to the dedicated work of Carmine Zoccali.

However, one of these initiatives was the delicate matter of the Constitution of the Association. He highlighted that this General Assembly was especially significant, as a number of changes have been proposed to the Constitution. This would be discussed later on in the agenda, as it was an extremely delicate and crucial issue. The President also appreciated the invaluable work of Secretary-Treasurer Jorge Cannata.

He closed by saying that he had a very positive outlook for the future and was looking forward to seeing the Association continue to grow.

05. Report from the Secretary-Treasurer: Jorge B. Cannata Andía

The Secretary-Treasurer introduced his report, which was also the first in his mandate, by saying that the year since the last General Assembly had been a year of change, with three new Council Members and two new ex-officio members. He summarised a number of issues, which would be covered in more detail later on by the individual officers, and Council Members of the Association, such as the continuing success of the ERA-EDTA Registry under the excellent direction of Douglas Briggs, whose term was coming to an end. The Secretary-Treasurer then mentioned that there had been one candidate proposed, Carmine Zoccali, who would continue to improve the Registry after its practical transformation by the current Chairman.

He then went through a number of points:

Educational Courses in Central and Eastern Europe. These owe their inception to Vincenzo Cambi and Eberhard Ritz, when they were Secretary-Treasurer and Editor-in-Chief of the Journal respectively. They continue to be successful and will be expanded all over Europe thanks to the efforts of Andrzej Wiecek and Eberhard Ritz.

The Reserve Fund of the Association. These are held in safe investments, mainly in the form of bonds. More than 50% of these assets are held in the UK in accordance with the Constitution. The Registry. The Secretary-Treasurer introduced this point for later elaboration by the Chairman D. Briggs, but he was very pleased that it was performing so well.

Administrative offices. There are many offices in which the Association has a base, the main one being in Parma, Italy and others in Oviedo, Spain, and Paris, France. The Association is continuing to grow, but the Secretary-Treasurer outlined his aim to homogenise these offices to further streamline and harmonise the organisation, content and policy of reimbursements of the Educational courses.

NDT and NDT-Educational. The Secretary-Treasurer was very pleased with the Association's Journal and stated that the Editor-in-Chief would give the full presentation later. He was especially pleased with the progress of NDT-Educational.

The Secretary-Treasurer moved on to the structure of the Association itself: he said that it is getting bigger every year and it takes time to organise everything so that all goes smoothly. He praised the Parma administrative office's exceptional ability to adapt to change and supersede the initial difficulties encountered in the difficult task of organising a World Congress, to ensure that this year's Congress will be the most successful to date.

Concerning the annual accounts of the Association and the Subsidiary company, the Secretary-Treasurer explained to the General Assembly that since the Association had adopted its charitable status, final accounts had to be presented to the Charity Commission in the UK by the 30th October every year. However, as this Congress had been held at the start of June and both the

2004 and 2005 Congresses would be held in May, it would be impossible to prepare final, consolidated Accounts in time to present them to the General Assembly and to put them in the Annual Report. He also pointed out that the final accounts consisted of an extremely complex document difficult to interpret by anyone who was not financially trained. Therefore, the situation had been referred to the Association's lawyers, who stated that it was legally valid to produce summary and draft accounts for printing in the Annual report and approval at the General Assembly. The finalised and audited accounts would then be posted on the web one month before the Charity Commission deadline, after prior approval by the Council at the autumn meeting at in October. He closed his report by stating that the estimated donation which the Subsidiary Company would make to the Association would be approximately euro 2.000.000.

Honorary Member Dr. Stanley Shaldon, Monaco, asked if it was constitutionally valid for only these summarised accounts to be presented to the Council, as they had to be approved by the General Assembly. He also was concerned about the fact that a Full Member had the right to object or query an issue in the accounts as well as a member of the Council, plus the fact that not all members would have access to the Internet in order to access the finalised accounts.

The Secretary-Treasurer and the President confirmed that it was absolutely impossible to close the accountancy process before the Annual Congress, and that legal advice given had been sought to confirm this. This fact was recognised and confirmed by the Association's legal advisors, and that it would be discussed in precise detail in the October Council meeting, to which both the Association's lawyers and accountants had been invited.

Full Member Prof. Jacques Bernheim pointed out that the Association's journal NDT now had extremely high running costs. Would the journal eventually arrive at the stage where it was financially independent, in that funds generated by advertising etcetera would cover the costs?

The Secretary-Treasurer reiterated that the journal had been showing a very healthy financial balance and was in fact generating funds for the Association, a trend which was continuing. The President then said that he was aware that the dispersion in the journal's three offices (Paris, Ghent and Heidelberg) was costly, but that he was confident that the next Editor-in-Chief would begin a homogenisation process. He emphasised that the journal was extremely successful.

06. Modifications to the Constitution of the ERA-EDTA

Resolution proposed by Honorary Member Dr. Stanley Shaldon: "The General Assembly is opposed to any name change of the ERA-EDTA".

The President introduced the Modifications to the Constitution by saying that it was a very delicate and sensitive issue. Honorary Member Dr. Stanley Shaldon had previously proposed a motion against the proposed change in name of the Society from ERA-EDTA to ERA, and, as was his constitutional right having the support of more than 20 members, had requested that a secret ballot be held. He emphasised that the supreme authority of the Association was the General Assembly and not the Council.

The President said that the Council is very well aware that the supreme authority of the association is the General Assembly and as it was evident that there was resistance to the change in name, the President decided to hold an informal referendum via email and this had been done. He thanked all those who participated and the final result was that 60% of those who responded wanted to name the change, and 40% wished it to remain the same. In view of this considerable opposition (40% of the answers), the President, along with the entire Council had unanimously agreed in the Council meeting held the previous Saturday to withdraw this proposition from the proposed changes, and it was agreed that the name "ERA-EDTA" should appear on all official correspondence of the Association. Dr. Shaldon then withdrew the request for a secret ballot, then in accordance with the current constitution, the motion which he had proposed to maintain the name was passed, by a majority of the votes by the General Assembly via a show

of hands.

Concerning the other proposed changes, the President stated that as there were not enough Full Members to whom they could be presented it would not be appropriate to discuss the other proposed changes. He invited all members to send in their suggestions and comments for discussion before the Lisbon Congress. The Secretary-Treasurer emphasised the need to read the proposed changes carefully. Dr. Shaldon asked if the full texts of the modifications had been circulated amongst Members by mail. Dr. Berheim seconded this, stating that he had not received anything.

Monica Fontana Faughnan of the ERA-EDTA Membership Office confirmed that this issue had been checked with the Association's lawyers in the United Kingdom, and it was confirmed that by law, the agenda of the General Assembly, sent 30 days beforehand, must contain an appendix indicating the modified chapters and clauses. This was done. The full text of the changes along with a clause by clause comparison of the current and modified constitution was available for consultation on the web.

The President then said that the Association had complied with all its legal obligations, but that he would be more than happy to send Dr. Shaldon and anyone else who required the full text of the modifications.

07. Report of the Chief-Controller of the ERA-EDTA: L. Piera

In his report, the Chief-Controller highlighted some important membership statistics. At the beginning of 2003, the Association had 5467 members, which was a net increase of 173, 75% up on 2001. Membership of the Association has more than doubled over the last 12 years. Poland, Germany and Romania continue to be the European countries showing the greatest increase in membership, while concerning non-European membership, Japan shows a substantial increase over the last 5 years. Countries that are losing a significant number of members are Bulgaria, France, Spain, Thailand and Croatia.

Concerning Senior and online memberships, there were 91 senior members at the end of 2002, with seven of these being new. And online-only membership continued to increase in popularity, with 458 members electing this option: approximately 10% of the Association's members.

Moving on to Congress attendance, the Chief-Controller informed the General Assembly that the Copenhagen congress had been the best attended to date, with 4815 delegates attending. The Nice (4408) and Amsterdam (4287) congresses were the next best attended. The on-site registrations were significantly higher in Copenhagen; the percentage of non-member participation was 71%. Of all the attendees, companies had sponsored 81%.

With these final statistics, the Chief-Controller concluded his report.

08. Report of the Chairman of the Paper Selection Committee: J. Floege

As this year's meeting was a joint meeting, the highest number of abstracts ever recorded was received: 3890. This reflects contributions from the ISN, ERA-EDTA, EKRA and the other contributing societies. The majority came from basic science and clinical nephrology, with less than 25% coming from dialysis and transplantation. Approximately one-third of all submissions were rejected, after a great deal of discussion, and the acceptance rate was 67%. Germany had the highest number of submitted abstracts, which was to be expected. The vast majority of abstracts came from Europe, with Asia Pacific being the second highest.

Honorary Member Dr. Stanley Shaldon asked if the higher percentage for the clinical nephrology and basic science as opposed to dialysis and transplantation abstract acceptance was a conscious choice by the reviewers or was it an author's choice. The Chairman replied that it was an

author choice. Dr. Shaldon then asked if he thought that people would submit more clinical and basic abstracts if they thought there was a higher chance of them being accepted. Professor Floege replied that this was a possibility but was only speculation, as abstracts were graded on quality of content.

Full member Prof. Jacques Bernheim then asked if there had been any change in policy this year given the fact that it was a joint meeting, to which Professor Floege replied no.

Full Member Prof. Vittorio Andreucci asked for clarification as to why only 275 abstracts had been received from North America. Professor Floege replied that this was most probably due to the early submission deadline of 21st January 2003.

This concluded the report from the Chairman of the Paper Selection Committee.

09. Report of the Chairman of the Registry: J. D. Briggs

The Registry was now collecting data from 16 registries: 11 national and 5 regional registries, covering a population of 140 million people. They were now receiving data from Italy, Spain, the United Kingdom, with France coming next year. Germany was proving to be a problem as the relevant contacts there have informed the Registry that it is not possible to submit data due to German legislation. A possible reason could be that the German Registry is institution-driven rather than patient-driven. What was clear that it was important to get good geographical coverage.

Concerning the paediatric data, this was more difficult as it was a much smaller population and many countries have separate paediatric registries which are very small. However, useful data was coming through.

With regards to the financial arrangements for the Registry, the contract with the AMC in Amsterdam will run until 2006, and the budget from the ERA-EDTA is due to be re-negotiated in the summer of 2004. The Registry currently receives unrestricted grants from 7 pharmaceutical companies.

The Registry's main project priority was a database of accurate demographic data, which was now happening. Furthermore, 2 manuscripts have been accepted, plus one more had been submitted.

In response to a question from Full Member Dr. Adrian Covic concerning the Eastern European coverage and if the Registry was trying to push for good data, the Chairman replied that the main problem was that the data received was incomplete. It was of utmost importance to be able to rely on the data received, and although he was confident that the next few years would see an improvement in this, it was impossible to accept the submitted data as it was at the moment.

He then moved on to the Registry committee as it would be changing somewhat, due to several members demitting office. The Council would nominate 4 members, the ESPN two, one of which has still to be received, and the nomination of the new Chairman had been made by the Council: Prof. Carmine Zoccali

The Chairman closed his report saying that he was delighted with Prof. Carmine Zoccali's nomination, and was sure that he would improve the scientific impact and output of the Registry. He left the Council and his role as Chairman to a round of applause in appreciation for everything that had been achieved in his tenure.

10. Report of the NDT Editor-in-Chief: T. B. Drüeke

The Editor-in-Chief summarised some statistics for 2002: 1200 manuscripts were accepted for 2002, 730 were original articles, for which the acceptance rate was 30%, and 230 case reports, for which the rejection rate was 80%. This high rejection rate was due to the Editor's efforts to reduce the number of case reports, which could be transformed into letters to the Editor.

The electronic manuscript handling process was going smoothly, and the three operative offices of the journal were working well and he hoped to maintain them. Honorary Member Dr. Stanley Shaldon stated that he found the conflict of interest form ambiguous; if one had no conflicts of interest should the "no conflicts" form be signed? The Editor replied that not all authors regularly complied with this, but from July this year onwards they would have to.

In response to another question from the floor as to why the impact factor was only 2.4, the Editor responded by saying that when he took over it was 1.7, and that most importantly, NDT had many educational features which keep the impact factor down, and also some countries only cite papers from JASN and KI.

This brought the Editor's report to a close.

11. Reconfirmation of F. Locatelli for the 2nd year of his term as President

The President was reconfirmed for a second term of 1 year.

12. Election of Chairman of the Registry

There was only one candidate for the position of Chairman of the Registry, therefore Carmine Zoccali (Italy) was duly elected with no opposition.

13. Election of three Ordinary Council Members

At the Berlin General Assembly the following three new Ordinary Council Members were elected: Adrian Covic (Romania); Kai-Uwe Eckardt (Germany) and Dimitri Tsakiris (Greece).

14. Correspondence and other business

There was no other business.

15. Date and venue of the next meeting

The 40th General Assembly will be held in Lisbon, Portugal, May 2004. The exact date, time and place of the meeting will be communicated in due time to all members.

16. Closure

The President thanked all the incredible hard work of the Congress Secretary and President, Professors Eckardt and Ritz, for the resounding success that the World Congress of Nephrology had been. He also thanked all the Association's members, the ERA-EDTA officers and the administrative staff both in Berlin and in Parma who had made the Congress what it was.

The General Assembly closed at 08.30 hours.

F. Locatelli
President ERA-EDTA

J.B. Cannata-Andía
Secretary-Treasurer ERA-EDTA



EUROPEAN RENAL ASSOCIATION

EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

Registered Charity No. 1060134

41st GENERAL ASSEMBLY

Monday, May 17th, 2004

17.45 - 19.00

Main Hall, Lisbon Congress Centre
Lisbon, Portugal

Agenda

01. Opening
02. Minutes of the 40th General Assembly, Berlin, June 10th, 2003
03. Matters arising from the minutes
04. Report of the President of the ERA-EDTA, F. Locatelli
05. Report of the Secretary-Treasurer of the ERA-EDTA, J.B. Cannata-Andía
06. Modifications to the Constitution of the ERA-EDTA
07. Report of the Chief-Controller of the ERA-EDTA, L. Piera
08. Report of the Chairman of the Paper Selection Committee, J. Floege
09. Report of the Chairman of the Registry, C. Zoccali
10. Report of the NDT Editor-in-Chief, T.B. Drüeke
11. Reconfirmation of F. Locatelli for the third year of his term as President
12. Election of Ordinary Council Members* (two vacancies)
13. Correspondence and other business
14. Date and venue of the next meeting
15. Closure

*There are two vacancies. The following candidates have been proposed to the Secretary-Treas-

urer: João Frazão (Portugal), David Goldsmith (UK), Iain Macdougall (UK), Heini Murer (Switzerland) and Mihai Voiculescu (Romania).

All full members of ERA-EDTA will be able to vote for maximum 2 candidates for Council, from 08.00-18.00 hours on Sunday, May 16 2004, until 17.45 hours on Monday, May 17 2004 at the Voting Station in the registration area. In order to vote you must present a valid personal document (i.e. passport). A short curriculum of each candidate will be displayed at the Voting Station. If some full members still have not voted, they still have the right to vote immediately before the General Assembly starts, in the same hall in which the assembly will be held.

PROPOSED CHANGES TO THE ERA-EDTA CONSTITUTION

Foreword

All proposed additions, already approved at the General Assembly in Berlin, are **black+underlined and in bold**; all proposed cancellations are printed in (*blue italics*). Finally there are also new additions that will be proposed, for the first time, at the General Assembly in Lisbon, these instead are **red+underlined and in bold**. Cancellations and some of the additions/substitutions (**black+underlined+bold**) have already been approved at the General Assembly held in June 2003, in Berlin. A second approval is necessary for these changes to be definitive, so they will become effective only if they are approved again by the General Assembly in Lisbon, on May 17, 2004.

The other additions (**red+underlined+ bold**) will be presented in Lisbon for the first time. If approved, they will require a second approval by the General Assembly that will be held in Istanbul, on June 6, 2005.

CONSTITUTION OF THE EUROPEAN RENAL ASSOCIATION - EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

ADOPTED ON THE 20TH DAY OF JUNE 1996

I. Name, purpose, address and legal representation.

01. The name of the Association is the "European Renal Association - European Dialysis and Transplant Association", formerly European Dialysis and Transplant Association - European Renal Association.

02. The objects of the Association are the advancement of medical science by promoting fundamental and clinical advances in the field of nephrology, dialysis, renal transplantation, hypertension, and related subjects.

03. (*The office of the Association shall be in the United Kingdom, at the address determined from time to time by the Council.*) **The Association will perform its activities in several offices, with the head office being in the United Kingdom, where it is registered as a Charity.**

04. The Association shall be represented vis-à-vis third parties by its President, or by the Secretary/Treasurer, or by **the Chairman of Administrative Offices accompanied by any other member of the Council** (*any two other members of the Council jointly or by any other person(s) that the Council shall appoint.*)

In representing the Association, the above persons shall act in compliance with this Constitution as well as with any relevant resolution adopted by the General Assembly and/or by the Council.

II. Membership of the Association.

01. Members of the Association are Honorary members, Senior members, Full members, Associate members and Congress members.

a) Honorary membership may be conferred on individuals whom the Council considers worthy of this privilege on the ground of outstanding contributions to the field of interest of the Association.

b) Senior membership will be open to Full and Associate members of the Association who have retired from their profession but who wish to continue their membership.

c) Full membership of the Association will be open to qualified scientific workers in the field of interest of the Association working in Europe and adjacent countries (defined as the countries bordering Europe and countries bordering the Mediterranean Sea).

d) Associate membership will be open to qualified scientific workers in the field of interest of the Association who are not eligible for full membership.

e) Congress membership will be open to members who belong to the categories described in items a), b), c) or d) above and qualified scientific workers in the field of interest of the Association.

02. Honorary members have the right to attend, **and** speak (*and vote*) at any Ordinary or Extraordinary General Assembly, **and the right to vote if they were formerly Full members.** An Honorary member cannot be elected member of the Council.

Honorary members will not be required to pay an annual (*subscription*) **membership fee.**

Honorary members are appointed by a resolution of the Council upon the proposal of any two **other Full, Associate, Honorary or Senior** members of the Association (*, irrespective of their category*).

Every Honorary member is entitled to:

a) receive information about the activities of the Association.

b) Congress membership without paying any membership (*subscription*) **fee.**

c) receive the official Journal of the Association.

03. Senior members have a right to attend and speak at any Ordinary or Extraordinary General Assembly, **and the right to vote if they were formerly Full members.** (*If they were Full Members, they also have a right to vote*). A Senior member cannot be elected member of the Council. A Senior member will not be required to pay an annual (*subscription*) **membership fee.** Senior membership will be granted by the Council upon request of the interested party having the relevant qualifications. **The relevant qualifications are that: the member must be a Full or Associate member; he/she must have been a member of the Association for 15 or more consecutive years; he/she must have reached 60 years of age and, he/she must have retired from practice.**

Every Senior member is entitled to:

a) receive information about the activities of the Association.

b) Congress membership at a reduced membership (*subscription*) **fee.**

d) receive, on specific request, the official Journal of the Association at production cost.

04. Full members have the right to attend, speak and vote at any Ordinary or Extraordinary General Assembly. They can be elected members of the Council. Full members will be required to pay an annual (*subscription*) **membership fee.**

Candidates for **F**ull membership must be proposed by two Full, (*∨*) Associate, **Honorary or Senior** members and submitted to the (*Chief Controller*) **Chairman of Administrative Offices.** The latter will forward the proposal to the Council which, before passing the resolution as to the granting of the membership, may request further information on the proposed new members.

Provided their annual membership fee is paid in full, every **F**ull member is entitled to:

- a) receive information about the activities of the Association.
- b) Congress membership at a reduced membership (*subscription*) **fee**.
- c) receive the official Journal of the Association.

05. Associate members have the right to attend and speak at any Ordinary or Extraordinary General Assembly but may not vote. Associate members cannot be elected as a member of the Council **or as a member of the Registry Committee**. **Associate members** (*They*) will be required to pay an annual (*subscription*) **membership fee**.

Candidates for Associate membership must be proposed by two (*Associate/*) Full, **Associate, Honorary or Senior** members and submitted to the (*Chief Controller*) **Chairman of Administrative Offices**. The latter will forward the proposal to the Council which, before passing the resolution as to the granting of the membership, may request further information on the proposed new members.

Provided their annual membership fee is paid in full, every Associate member is entitled to:

- a) receive information about the activities of the Association.
- b) Congress membership at a reduced membership (*subscription*) **fee**.
- c) receive the official Journal of the Association.

06. Congress members who are also Full (,) **or** Associate (*or*) **as well as all** Senior members shall pay a reduced Congress membership (*subscription*) **fee**, other Congress members shall pay the full Congress membership (*subscription*) **fee**.

Every Congress member is entitled to:

- a) attend the scientific sessions of the Annual Congress held in the year in which the appropriate membership (*subscription*) **fee** has been paid.
- b) receive, in the said year and in the following three years, information about the cultural and scientific activities of the Association.
- c) receive (*the*) regular (*mailing of the Association as well as*) information about the forthcoming Congress.
- d) be eligible for Congress Awards and Grants in recognition of outstanding scientific activity.

07. Every member by the fact of becoming a member, accepts the present Constitution and also agrees to defend at all times the interests of the Association.

08. A **Full, Honorary, Associate or Senior** member shall cease to be a member of the Association for the following reasons:

- a) Voluntary resignation which shall be addressed in writing to the (*Secretary / Treasurer*) **Chairman of Administrative Offices**.
- b) Failure to pay the annual (*subscription*) **membership fee (not applicable to Honorary or Senior Members)** for (*three*) **two** years after this has been requested by the (*Chief Controller*) **Chairman of Administrative Offices**.

c) By resolution of the Council following intentional and repeated violation of the rules of this Constitution and/or action in the opinion of the Council contrary to the interests or objects of the Association.

09. Congress members shall cease to be Congress members for the following reasons:

a) Voluntary resignation which must be addressed in writing to the Chairman of Administrative Offices.

b) Failure to pay the Congress membership fee for three consecutive years.

c) By resolution of the Council following intentional and repeated violation of the rules of this Constitution and/or action which is in the opinion of the Council contrary to the interests or objects of the Association.

III. Administration of the Association.

01. The administration of the Association, determined by the Constitution will be carried out by:

a) the General Assembly;

b) the Council;

c) the President of the Association;

d) the Secretary/Treasurer;

e) *(such other Council members as set out in this Constitution)* **the Chairman of Administrative Offices.**

IV. General Assembly.

01. The General Assembly is the supreme authority of the Association. The General Assembly can be ordinary or extraordinary.

02. The Ordinary General Assembly will be held at the time and place of the Annual Congress. If one year there is not a Congress the Ordinary General Assembly *(will)* **can** be postponed until the next Congress.

03. The Extraordinary General Assembly is a General Assembly summoned in special circumstances.

04. Notice of the Ordinary General Assembly will be given by **electronic mail or by** letter *(sent)* by the Secretary/Treasurer of the Association to all members **entitled to participate at least 30 days before the date of the General Assembly** and will include: *(the Agenda prepared by the Council and approved by the President. The Agenda must be sent to members at least 30 days before the date of the General Assembly, and shall include indication of the date and venue of the General Assembly.)*

a) the Agenda prepared by the Secretary/Treasurer and approved by the Council;

b) a list of any candidates for ordinary membership of the Council in accordance with Clause VI-02 and;

c) a list of any candidates for *ex-officio* membership of the Council in accordance with Clause VII-06.

d) the date and venue of the General Assembly.

05. The General Assembly will be presided over by the President of the Association.
06. The General Assembly will vote by simple majority of those members entitled to vote who are present at such General Assembly.
07. Resolutions of the General Assembly shall be passed by a show of hands unless a secret ballot is requested by *(this)* **the** Constitution or by twenty or more members **who are entitled to vote**. In this last case the vote will be *(made in a)* **by** ballot box *(and with nominal recognition of every voter)* **with each voter providing evidence of his or her identity to the satisfaction of the President before voting**. The count of votes will be public and under the direction of at least four members of the Association, **who are entitled to vote**.
08. The General Assembly can amend the Constitution and dissolve the Association. To carry this out there must be present at least half of the total number of members entitled to vote. If the number of said members present is less than half, decisions on amendments *(of)* **to** the Constitution or dissolution of the Association will be made at the next Ordinary General Assembly, irrespective of the number of members present who are entitled to vote.
09. No amendment may be made to clause I.01, clause I.02, clause V.08, or this clause without the prior consent in writing of the Charity Commissioners. No amendment may be made which would have the effect of making the Association cease to be a charity at law. The Secretary/Treasurer should promptly send to the Charity Commissioners a copy of any amendment made under this clause.
10. In the event of dissolution of the Association any assets remaining after the *(satisfaction)* **settlement** of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association, **who are entitled to vote**, may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Association must be sent to the Charity Commissioners.
11. An Extraordinary General Assembly can be summoned whenever the Council considers it necessary. The summons will be made in the same form as for the Ordinary General Assembly. An Extraordinary General Assembly must be summoned in the same way if more than one half of the *(Full)* members of the Association, **who are entitled to vote**, request it in writing to the President of the Association, specifying the purpose of the Extraordinary General Assembly.
12. Unless otherwise provided for under this Constitution, both Ordinary and Extraordinary General Assemblies shall pass their resolutions by a majority of the members present who are entitled to vote.

V. The Council.

01. The Council is the executive body of the Association and in furtherance of the objects of the Association but not otherwise may exercise the following powers:
- a) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirement of the law;
 - b) power to buy, take on or lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
 - c) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;

- d) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association;
- e) power to employ and dismiss such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- f) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- g) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- h) power to incorporate a subsidiary company (the "Subsidiary Company") with limited liability as a wholly owned subsidiary of the Association, for the purposes of and within the rules provided for in this Constitution, with power to enter into such contracts and to do such acts as the Council may in its discretion decide;
- i) power to do all such other lawful things as are necessary for the achievement of the objects.

02. In case of urgency or necessity, the Council can however adopt any such other decision that it considers necessary for the good of the Association with the exceptions of amendments of Constitution and dissolution of the Association.

03. Without limiting the foregoing, the Council will, *inter alia*, carry out the following actions:

- a) Selection of the place and dates of the Annual Congress; appointment of the Congress Organiser; appointment of the Congress (*President*) **Scientific Committee** and approval of the Congress Budget.
- b) Selection(s) of the papers and demonstrations of the Scientific Programme of the Congress and granting of the awards to the Congress members.
- c) Admission of new members.
- d) Fixing the annual membership fee **for Full, Associate and Senior members as well as the Congress membership fee** (*of the Association*) on the proposal of the Secretary/Treasurer.
- e) Such other activities as specified in this Constitution.
- f) Take the necessary decisions with respect to the Reserve Fund within the framework of clause (*IX/01*) (**IX/06**).

04. The Council will consist of:

- a) Five *ex-officio* members namely:

The President of the Association

The Secretary/Treasurer of the Association

(*The Chief Controller*) **The Chairman of Administrative Offices**

The Chairman of the Registry

The Editor-in-Chief of the official Journal of the Association

And

b) Eight ordinary members.

The said Council memberships cannot be cumulative and therefore there must at all times be thirteen members of the Council. Council members of the Association may not remain on the Council for more than nine consecutive years, except for the application of clause VI-03 and VII-03 (including the time spent on the Council during the previous Constitution). No more than three members of the Council, of which two Ex-Officio members, shall be of the same nationality.

05. *(The Council may invite former members of the Council to its meetings where it is believed by the Council that such attendance would be beneficial by virtue of the former member's experience and/or knowledge of any relevant matter. Former members so invited may attend but not vote.)* When special circumstances require it, the Council may appoint former Council members, and/or consultants with specific professional knowledge, *(with special tasks or functions, thereby delegating to said former members such powers as to allow them to duly carry out said task and function)* to carry out special tasks or functions, and delegate to said former members such powers as to allow them to duly carry out said tasks or functions; the said appointment shall specify the terms and duration thereof. The appointment may be revoked by Council resolution.

06. The Council may create, amend or extinguish a "Council Regulation" with a resolution passed by two thirds of its members. The Council regulations govern certain aspects of the Council activity thereby delegating powers within the framework of the Constitution.

07. The Council meetings are called by the President or by the Secretary/Treasurer whenever deemed necessary or upon the request of at least three members of the Council. The Council is deemed to have been validly convened if all of its members have been informed of the place and date of the meeting with at least one week advance notice, a one-day prior notice shall be sufficient in case of urgency.

08. Unless otherwise provided for in this Constitution, there shall be a quorum when at least half of the members of the Council for the time being are present.

09. Except as otherwise specifically provided for in this Constitution, resolutions of the Council shall be validly passed by a majority of the members present who are entitled to vote. In case of a tie in a vote, the President of the Association will have (a) the casting vote.

10. In case of expiration of his/her term the member of the Council will remain in office with full powers until the General Assembly appoints his/her successor.

Irrespective of the above, a member of the Council shall be removed with immediate effect by the Council, if he or she:

a) is disqualified from acting as a member of the Council by virtue of section (45) 72 of the Charities Act (1992) 1993 (or any statutory re-enactment or modification of that provision);

b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

c) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his or her office be vacated;

11. Members of the Council will also cease their office with immediate effect when they notify

to the Council their resignation.

12. In case of removal or resignation of an *ex-officio* member of the Council, the Council shall promptly designate a substitute member who will hold office until the next General Assembly; alternatively, the Council may decide to delegate the functions of the member who has been moved or has resigned to a current member of the Council, and shall provide for the nomination of the said vacating member at the next General Assembly; according to the rules of this Constitution.

13. No member of the Council shall acquire any interest in property belonging to the Association (otherwise than as trustee for the Association, or except for 10% of the shares of the Subsidiary Company) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

14. The Council shall hold at least one of its meetings in each year in the United Kingdom. **At this meeting the Secretary/Treasurer shall present the annual statement of account of the Association.**

15. The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee. **The minutes must be approved by the Council and a copy of the minutes must be kept by the Secretary/Treasurer.**

16. The Council may appoint one or more sub-committees consisting of such members of the Council as the Council thinks fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

17. The Council may make and from time to time revoke or alter regulations as to the management of the Association and the affairs thereof as to the duties of any officer or servant of the Association and as to any of the matters or things within the power or under the control of the Council provided that such regulations are not contrary to or inconsistent with the objects of the Association or would cause the Association not to be a charity at law.

VI. Appointment of the ordinary members of the Council.

01. Ordinary members of the Council will be elected by the General Assembly. Each candidate for ordinary membership of the Council shall be a Full member of the Association and shall be proposed in writing to the Council by two other Full members of the Association, to be communicated **to the Secretary/Treasurer** at least three months in advance with respect to the relevant General Assembly.

02. The list of the candidates will be sent together with the Agenda of the General Assembly to all Full, **Associate, Honorary and Senior** members of the Association. The election will be made by secret ballot.

03. Ordinary members of the Council will hold office for a period of three years, but no more than three ordinary Council members may change each year. Therefore, if more than three members end their term of office at the same time, the members necessary to satisfy this requirement will remain in office for one more year. The decision as (*at*) to who will continue will be made by lot or by secret ballot (*between*) **by** the Council members. An ordinary member at the expiry of his/**her** period of office will be ineligible for reelection as an ordinary member of the Council for a period of three years.

(04. No more than two (2) ordinary members of the Council shall be of the same nationality.)

04. Should an ordinary member of the Council cease to hold office prior to the end of his/her term of office, a new Ordinary member shall be elected by the next General Assembly.

The general provisions relating to the *ex-officio* members shall also apply to the Ordinary members if not in conflict with the rules of this paragraph.

VII. Appointment of the *ex-officio* members of the Council

01. The President, the Secretary/Treasurer, the (*Chief Controller*) **Chairman of Administrative Offices**, the Chairman of the Registry, the Editor-in-Chief of the **official** Journal of the Association are *ex-officio* members of the Council, and will be elected according to the following procedure.

02. The nomination will take place where possible **at least** one year in advance of the expiration of the term of office of the *ex-officio* member to be substituted, **taken into consideration the eventual extra year contemplated by clause VII-03**, (*but after the General Assembly of that year, to become effective upon expiration of the latter term of office. During the period between the election and its becoming effective,*) **preferably in the Council held before the General Assembly of that same year. The new appointment will become effective upon expiration of the demitting *ex-officio*'s mandate. The *ex-officio* members may not remain on the Council for more than six consecutive years, except for the application of clause VII-03. During the period between the nomination and entry into office in the General Assembly of the following year** the newly appointed *ex-officio* member may **attend and speak** (*take part*) in those Council meetings to which he/she has been invited by the President **but shall not be entitled to vote.** (*, with no voting rights*).

03. No more than one of the following *ex-officio* members can end their term at the same time: the Secretary/Treasurer and the Chairman of Administrative Offices; unless one of these *ex-officio* members will remain on the Council as a result of being elected for another of the *ex-officio* posts. Therefore, if one of these *ex-officio* members end their term of office at the same time and is not elected for another of the *ex-officio* posts, the *ex-officio* member necessary to satisfy this requirement will remain for one more year. The decision as to who will continue will be taken by the Council upon proposal by the President.

04. The office of President may only be occupied by present or past ordinary Council members. The offices of Secretary/Treasurer, (*Chief Controller*) **Chairman of Administrative Offices**, Chairman of the Registry and Editor-in-Chief of the journal of the Association may only be occupied by Full members (*with no less than five years seniority*). **All *ex-officio* members must have been a member of the Association for at least 5 consecutive years.**

05. Candidates shall forward to the Secretary/Treasurer their nomination proposal together with a letter of support of two other Full members (*having the said minimum membership seniority, with the exception of the nomination proposal of the Chairman of the Registry, which shall be made in accordance with the provision of clause XVII.06*). The nomination proposal shall specify the office for which the candidate submits his/her nomination and shall be sent to the Secretary/Treasurer at least three months prior to the General Assembly which shall vote their appointment.

06. Out of the candidates that shall have sent their nomination proposal in accordance with the above provisions, the Council shall nominate, by secret ballot, one candidate for each of the relevant offices.

07. The list of the candidates so nominated will be sent, together with the Agenda of the General Assembly, to all Full, **Associate, Honorary and Senior** members of the Association. The election of the nominated candidates will be made by the General Assembly.

08. Should no Full member present his/her nomination proposal (*or in the case of the Chairman of the Registry, should the S.A.B. not present any candidates*), or should no nomination be made by the Council out of the candidates, or should no election be made (*in the secret ballot of*) **by** the General Assembly, then the *ex-officio* member whose mandate is expiring, shall continue in his/her office until the new *ex-officio* member shall have been appointed; this continuation may not exceed two years from the expiration of his/her mandate. After two years, the Council shall directly nominate the relevant *ex-officio* member.

(08.The President of the Congress and the President Elect of the Congress, will be elected directly by the Council, according to the relevant provision set forth in this Constitution.)

VIII. President of the Association.

01. The Association is presided over by the President of the Association.

02. The President of the Association is appointed for a period of *(one year and may be re-elected for a further one-year period, not exceeding three years of overall duration in office)* **three years and cannot be re-elected.**

03. The President of the Association will exercise *(a)* general supervision *(upon)* **over** the organisation and the functions of the Association, *(and shall)* **in order to** ensure that all the activities of the Association are conducted in accordance with its objects as well as with the Constitution in force. **He/she will carry out such duty by bringing to the attention of the Council any matter that he/she considers to require consideration in order to comply with the aims of the Association and with its Constitution.**

04. The President of the Association will preside over the Council and will be responsible together with the Secretary/Treasurer for the book of Minutes of the Council which they will sign. In the case of a tie in a vote by members of the Council the President of the Association will exercise a casting vote.

05. *(The President of the Association will act for and promote the well being and the progress of the Association.)* **The President of the Association will also be one of the Presidents of the annual Congresses held during his/her term.**

06. Between the Council meetings the President of the Association may act on behalf of the Council with regards to urgent matters.

IX. The Secretary/Treasurer.

01. The Secretary/Treasurer is appointed for a period of three years and may be reelected for a further period not exceeding three years, **except for the application of clause VII-03.**

02. The Secretary/Treasurer will deal with correspondence of the Association with the exception of the correspondence concerning matters pertaining to specific bodies of the Association.

03. The Secretary/Treasurer will prepare the Agenda of the General Assembly and also the Agenda of Council meetings.

04. The Secretary/Treasurer will attend the Council Meetings and General Assemblies and will prepare the Minutes which he/**she** will present to the next Council Meeting or Ordinary General Assembly respectively. After the Minutes have been approved they will be signed by the Secretary/Treasurer and the President of the Association. It will be the responsibility of the Secretary/Treasurer to keep a true record of the Minutes in a book.

05. The Secretary/Treasurer will have the responsibility to inform (*in writing all members*) **the Honorary, Full, Associate and Senior members** of the Association when vacancies for membership of the Council are pending.

06. Without prejudice to the functions of the (*Chief Controller*) **Chairman of Administrative Offices**, the Secretary/Treasurer shall manage the funds of the Association, inclusive of the annual (*subscriptions*) **membership fees and Congress membership fees** collected by the (*Chief Controller*) **Chairman of Administrative Offices**, as well as the Reserve Fund; for this purpose, the Secretary/Treasurer will have authority to effect and receive payments, to invest active cash balances, to deal with banks and other financial institutions.

The funds of the Association shall be deposited through banks or other financial intermediaries into accounts registered **in** (*with*) the name of the Association. The Secretary/Treasurer (and the (*Chief Controller*) **Chairman of Administrative Offices**) shall be entrusted with the exclusive and several power to (*execute deposit on*) **place deposits in** said accounts. They may however withdraw funds only with their joint signature and the previous written authorisation of the President of the Association.

The Secretary/Treasurer may effect payments alone within the amounts provided for by general budgets approved by the Council.

07. The Secretary/Treasurer will keep the accounts of the Association and will make payments and transactions on behalf of the Association, and those concerned with the organisation of the annual Congress. All the above activities shall be consistent with the general Council policy and with the relevant budgets and expenditure authorisation.

08. The Secretary/Treasurer will propose to the Council the annual membership fees **and Congress membership fees.**

09. (*The Secretary/Treasurer must present the annual financial statements of the Association, taking into account the Reserve Fund and the Registry, and present them to the Council for approval. The Council will forward the approved annual report containing the financial statements and the activities of the Association (as well as the yearly balance sheets of the Subsidiary Company, if existing) to all the members of the Association, together with the Agenda of the General Assembly.*) **The Secretary/Treasurer will present a draft annual report containing the draft financial statements and activities of the Association (as well as the draft yearly balance sheet of the Subsidiary Company, if existing) to the General Assembly. The Secretary/Treasurer will then forward the annual report and financial statements incorporating any changes agreed in the General Assembly to the Council for approval for presentation to the Charity Commission. The accounts will then be adopted by the General Assembly at the first possible meeting.**

10. The accounts of the Association and the yearly balance sheets of the Subsidiary Company if existing will be audited by (*chartered accountants*) **an auditor registered in accordance with the Companies Act 1989.**

11. The Secretary/Treasurer shall be responsible for ensuring that the Council's obligations under the Charities Act (*1992*) **1993** (or any statutory re-enactment or modification of that act) with regard to:

- a) the keeping of accounting records for the Association;
 - b) the preparation of annual statements of account for the Association;
 - c) the auditing or independent examination of the statements of account of the Association;
- and

d) the transmission of the statements of account of the Association to the Charity Commissioners, are complied with.

X. The (Chief Controller) Chairman of Administrative Offices.

01. The *(Chief Controller)* **Chairman of Administrative Offices** will be appointed for three years and may be re-elected for a further period not exceeding three years, **except for the application of clause VII-03.**

02. The *(Chief Controller)* **Chairman of Administrative Offices** will collect the annual *(subscriptions)* **membership fees and Congress membership fees** and will take care of the relations with members of the Association. He or she will **also** keep an updated directory of all the **Full, Honorary, Associate and Senior** members of the Association, **as well as the Congress members.**

03. The *(Chief Controller)* **Chairman of Administrative Offices** will, *(in co-ordination with the President of the Congress and)* in line with the Council policies, take care of the plan and the organisation of the annual Congresses, including the choice, the recruiting and the proposal to the Council of the **Congress organisers.** *(However,)* He or she shall have *(no)* **the** power to represent the Association in any agreements with third parties **only jointly with another officer.** The *(Chief Controller)* **Chairman of Administrative Offices** will manage, in particular, the *(registrations for the Congress)* **Congress membership fees** and the industrial relations. He or she will be in charge of updating the “Specifications for Organizing the European Renal Association - European Dialysis and Transplant Association’s Congresses”.

04. *(Should the aforesaid activities be delegated by the Council to the Subsidiary Company according to the provisions of this Constitution,)* **The (Chief Controller) Chairman of Administrative Offices** shall *(then)* be responsible **for** *(of)* and supervise the conduct of said activities *(by sitting)* **and shall sit on** *(in)* the Board of the Subsidiary Company.

(XI. The Chief Executive Officer.

01. If deemed appropriate, a Chief Executive Officer may be appointed by the Council to assist the Council, the President of the Association, the Secretary/ Treasurer, the Chief Controller, and the Administrative Board of the Registry in the exercise of their functions for the administrative, financial and accounting aspects thereof, as well as for the actual execution of their resolutions.)

XI (XII). Property.

01. The property of the Association shall be applied only in furthering the objects of the Association.

02. The property of the Association may be held in the name(s) of or under the control of any corporation or not less than three individuals as nominee(s) of the Association to be dealt with by it or them as the Council may by resolution from time to time direct. The Council may pay reasonable remuneration to any such corporation.

03. Any nominee may at any time be removed from office by resolution of the Council and the Council may by resolution appoint new nominees. No individual other than a **Full** member of the Association may be a nominee.

04. The Council may employ an investment manager to manage the investments of the Association and pay the manager reasonable remuneration.

XII. The Reserve Fund

01. A “Reserve Fund” is established.

02. The purpose of the Reserve Fund is to provide the Association with sufficient economic means to deal with any extraordinary expenses or unforeseen adverse events that would threaten the financial viability of the Association or impair the efficient conduct of its duties and functions.

(03. The Association shall deposit into the “Reserve Fund” any surplus derived from the efficient conduct of its duties and functions.)

03. Initially, the “Reserve Fund” shall not exceed the amount corresponding to 2.5 million (ECU) **EURO** (the “Reserve Fund Maximum Amount”). The Ordinary General Assembly, upon a proposal by the Council, by simple resolution may increase or diminish the Reserve Fund Maximum Amount, to satisfy the needs for which the Reserve Fund is established.

04. The Reserve Fund shall be managed by the Secretary/Treasurer, within the guidelines set by the Council. However at least 80% of the Reserve Fund assets shall be invested in bonds issued by top rated issuers.

05. Other than in case of extraordinary expenses or unforeseen adverse events, any *(proceeds)* **income or gains** derived from the Reserve Fund may be utilized solely for the *(following)* purposes **of replenishing the Reserve Fund up to the Reserve Fund Maximum Amount. Any other income or gains should increase the Education and Research Fund (clause XIII).**

(a) replenishing the Reserve Fund up to the Reserve Fund Maximum Amount;

b) financing grants, studies, researches, publications, congresses and other similar activities within the sphere of interest of the Association.)

06. The *(utilization)* **use** of the Reserve Fund for extraordinary expenses or unforeseen adverse events shall be determined by the Council following a resolution passed at a meeting by a majority of at least two thirds of all its members present; replenishing the Reserve Fund as per item **(05)**. *(a) above shall be part of the current management of the Reserve Fund entrusted to the Secretary/Treasurer (; the financing of the Association activities envisaged under item (06. b) above shall be resolved by an ordinary resolution of the Council).*

XIII. Education and Research Funds.

01. An “Education Fund” and a “Research Fund” are established.

02. The purpose of the Education Fund is to finance courses, seminars, congresses and publications for the continuing education of physicians, surgeons, nurses and other professionals in furtherance of the objects of the Association.

03. The purpose of the Research Fund is to finance grants, studies and research projects in furtherance of the objects of the Association.

04. The amounts of money to be assigned from year to year to the Education Fund and to the Research Fund will be proposed by the Secretary/Treasurer and decided upon by the Council.

05. The Education Fund and Research Fund are to be held, as to both income and capital, in accordance with the provisions of clause XI-02 and clause XI-04 shall also apply to the Education Fund and the Research Fund.

06. The Education and Research Fund shall be managed by the Secretary-Treasurer according to the provision of clause XII-04.

XIV. Subsidiary Company.

01. The Council may resolve to set up a Subsidiary Company with limited liability, in any appropriate jurisdiction, in order to carry out any activity permitted within the objects of the Association. Said activities would include, for instance, the organization of the annual Congress (as well as other congresses or seminars and the like), the management of the industrial relations, the collection of the annual membership fee, **the collection of the Congress membership fees**, the editing, publishing and diffusion of reviews, newsletters and other scientific(al) papers or documents (including audio/video **and electronic** materials).

02. **The Subsidiary Company may also provide the Association with an office where the above mentioned activities can be carried out and where the books and papers of the Association can be kept in custody.**

03. The Subsidiary Company shall be a fully owned subsidiary of the Association or, in case this were not permitted in the relevant legislation for the preservation of the limited liability, it shall hold at no time less than 90% of its capital, the remaining 10% being held by a different entity, person or nominee, to be decided by the Council. The Council shall vote, or procure the voting of, the shares of the Subsidiary Company in the best interest of the Association.

04. The Council shall supervise and control the activity of the Subsidiary Company. *(and shall appoint, among its members, at least two thirds of the members of the board thereof.)*

05. The Board of Directors of the Subsidiary Company shall be composed *(by)* **of the President, the Secretary/Treasurer, (by) the (Chief Controller) Chairman of Administrative Offices, the General Manager of the Subsidiary Company and a Full ERA-EDTA member appointed each year by the Council.** Except as otherwise resolved by the Council, the *(Chief Controller)* **Chairman of Administrative Offices** shall be the chairman of the Board of Directors. Except as otherwise resolved by the Council the *(Secretary/Treasurer and the Chief Controller may be entrusted with delegated powers within the Board of Directors.)* **Board of Directors of the Subsidiary Company may delegate powers to the Secretary/Treasurer and the Chairman of the Administrative Offices.**

06. A meeting of the Board of Directors will be held, at least once a year, in the office of the Subsidiary Company. Minutes of the meeting will be kept by the Chairman of Administrative Offices and approved by the Council.

XV. Annual report and annual return.

01. The Council shall comply with its obligations under the Charities Act *(1992)* **1993** (or any other statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

XVI. Official Journal of the Association.

01. The title of the official **J**ournal of the Association is presently "Nephrology, Dialysis, Transplantation". The title may be changed by a resolution of the Council. The Journal shall be regularly sent to Full (*,*) **and** Associate **members who have paid their annual membership fee** *(and)* **as well as to** Honorary members *(, and,)*. **Upon specific request, and after payment of the annual membership fee, also** to Senior members.

02. The Editor-in-Chief of the official Journal of the Association is appointed for a period of

three years and may be re-elected for a period not exceeding three years.

03. The Editor-in-Chief shall, after consultation with Council, be responsible for forming the Editorial Board whose names shall be published in the official Journal of the Association. The Editor-in-Chief may delegate, as required, the task of formulating any particular part of the journal to a member of the Editorial Board.

04. The Editor-in-Chief in consultation with the Council (*will*) **can** nominate a deputy Editor, in case the Editor in chief is prevented to carry his/**her** duties. The duration of his/**her** office cannot exceed the term of office of the Editor-in-Chief.

05. The Editor-in-Chief of the official Journal of the Association will be responsible to the Council for all matters concerning publication of the Journal and supplements and will be responsible for obtaining and editing all material to be published and for maintaining the good quality of the Journal.

06. The Editor-in-Chief will be responsible to the Council for negotiating and obtaining the Journal publishing agreement which shall be signed by the President of the Association, the Secretary/Treasurer and the Editor-in-Chief. **A copy of the contract will be kept by the Secretary/Treasurer.**

07. In addition to its official Journal the ERA-EDTA may undertake other initiatives for the collection and circulation of educational materials by means of publications, websites or other.

XVII. The Registry.

(01. The Association has instituted a Registry. This will be an established research subcommittee of the Association. It will study the epidemiology and demography of renal disease and promote studies on aspects of renal disease.

02. The Council of the Association may at any time resolve to move the place of activity of the Registry, within the countries belonging to the Association.

03. The financial resources and the assets of the Registry, irrespective of the source from which they derive, shall be utilised solely for the promotion of activities within the scope of the objects of the Association.

04. The Scientific Advisory Board (S.A.B.) shall be in charge of the scientific objectives of the Registry, and shall determine the activities of the Registry, subject to the approval of the Council. Its members shall be appointed directly by the Council from among the Full members of the Association, and shall not exceed the number of nine. The term of office of the members of the Registry shall expire three years after their appointment. They can be re-appointed with a term of office not exceeding three more years. The members of the S.A.B. shall be appointed by the Council from a list of nominees proposed by the outgoing S.A.B.. The outgoing S.A.B. must propose names suggested by the Presidents of the National Societies of Nephrology and the number of candidates must be at list twice as many names as seats that are available.

05. The President of the Association is the legal representative of the Registry.

06. The Chairman of the S.A.B., named the Chairman of the Registry, shall be directly appointed by the Council after a secret ballot among Full members of the Association from a non-ranked list of names proposed by the S.A.B.; if necessary this list of names can be completed by the Council. The election of the Chairman of the Registry shall then follow the procedure set forth in chapter VII of this Constitution. The Chairman will serve for a three year period, renewable for a period not exceeding further three

years. The Chairman shall be responsible of the scientific activities of the Registry.

07. There shall be a Managing Director of the Registry. He shall be appointed by the Council after a secret ballot. The appointment shall be ratified by the General Assembly. His duties will include management and promotion of the Registry, contact with national and regional registries, nephrology and transplantation societies, and with national and European societies involved in public health responsibilities. He can be invited by the President to attend Council meetings, but without right to vote. He is not part of the S.A.B. The office of Managing Director shall be remunerated.

08. The President of the Association and the Chairman of the Registry may each invite non-members to attend meetings of the S.A.B. if they deem their special knowledge and skills to be of use.

09. The financial statements of the Registry shall be prepared annually and shall be audited by an accounting firm on behalf of the Council. Said financial statements of the Registry shall also be consolidated in the financial statements of the Association, and shall be approved by the General Assembly, in accordance with the relevant provisions of the present Constitution.

10. The Managing Director of the Registry may not be entitled to execute any agreements or contracts with third parties, nor to have access to any assets of the Association, nor to assume in any way direct liabilities, or liabilities on behalf of the Association, without a previous written authorisation by the Council.

11. The research work carried out by the Registry shall be reported to the members of the Association at the annual Congress, in the Association's Journal or elsewhere with Council's approval.)

01. The Association has instituted a Registry. The function of the Registry will be to carry out studies dealing with the epidemiology and demography of renal failure and other aspects of renal disease.

02. The Council may decide that the work of the Registry **should be carried out on its behalf by a **qualified third party** under the terms of a contract which will be agreed between the Council and the **third party**. **The contract must be signed by the President, the Secretary/Treasurer and the Chairman of the Registry on behalf of the Council. A copy of the contract will be kept by the Secretary/Treasurer.****

03. The **Association will be responsible for the cost of the Registry and this cost will be determined by the setting of a budget which will be agreed in advance by the Council and any **third party** which is carrying out the work of the Registry.**

04. The Council may decide to move the place of activity of the Registry within Europe and adjacent countries (defined as the countries bordering Europe and countries bordering the Mediterranean Sea) subject to the terms of any contract which has been agreed as outlined in paragraph 02.

05. A Registry Committee will be established. This **Committee will supervise the work of the ERA-EDTA Registry on behalf of the Council and those European National and Regional registries which are providing data to the ERA-EDTA Registry. The Registry Committee will have **twelve** members. Four members will be **nominated** by the **Council from a list of names sent to the Chairman of the Registry and proposed by the affiliated registries**. **Affiliated registries are National Registries from all countries within Europe and adjacent countries (defined as the countries bordering Europe and countries bordering the Mediterranean Sea) together with any Regional registries which contribute data directly to the ERA-EDTA Registry. Four members, **in addition to the Chairman of the Registry**, will be **proposed and** nominated by the Council. Two members will be **proposed** by the Council of the European Society of Paediatric Nephrology **and nominated by the Council**. The term****

of office of the nominated members will be three years. They can be re-nominated by the Council for a second three year period but not beyond that time. The President of the Association will be an ex officio member of the Committee and will have a casting vote. All members of the Registry Committee should also be Full members of the Association; only under exceptional circumstances can Registry Committee members not also be Full members of the Association.

In case the proposals are not sufficient to reach the necessary number of Committee members, the Council can propose and nominate the missing members.

06. The Chairman of the Registry will be appointed by the Council under the procedure set out in clause VII of this constitution. The Chairman will serve for a three year period, renewable for a further period not exceeding three years.

07. The Chairman of the Registry may invite non-members to attend meetings of the Registry Committee if it is thought that their knowledge or skills would be of use. Minutes of these meetings must be kept by the Chairman of the Registry and a copy will be sent to the Secretary/Treasurer.

08. The research work carried out by the Registry will be reported to the members of the Association at the annual Congress, in the Association's journal or elsewhere with the approval of the Registry Committee and the approval of the Council.

XVIII. Congress.

01. The Association will meet, normally annually, with the object of exchanging the results of the scientific work of its members.

02. Presidents of the Congress will be the President of the Association and the local President, nominated by the Council after consultation with the National Society of Nephrology of the Country where the Congress is being held.

03. The *(President of the Congress, the)* place and the dates of the **annual** Congress will be decided by the Council and announced to the Ordinary General Assembly normally with at least two years advance notice.

04. *(The President of the Congress will be elected for each Congress by the Council among the Full members of the Association who are resident in the country where the Congress is held. The name of the President of the Congress should be approved by the National Society of Nephrology of the country where the Congress is held. The President of the Congress will be entitled to attend the Council meetings, as well as to take part in the relevant discussions, but without voting rights. The President of the Congress shall be entrusted with the said powers for two years.)* **The Council will appoint the Chairman of the Scientific Committee. The Council will also appoint a Scientific Committee consisting of no less than 15 and no more than 20 members, to be chosen from Full, Associate, Senior and Honorary Members of the Association; exceptions can be made to this rule only for non-nephrologists. The Presidents of the Congress, according to clause XVIII-02, will be part of the Scientific Committee.**

05. *(The President of the Congress, in conjunction with the Council, is responsible of the scientific activities of the Congress. The preliminary scientific programme must be presented two years before the Congress.)* **The Scientific Committee will be in charge of the scientific programme of the Congress, to be approved by the Council.**

06. *(The organisation of a Congress may be entrusted by the Council and upon proposal of the Chief Controller to local Professional Congress Organisers.)* **The organization of the Congress will be carried out by the Subsidiary Company of the Association, under the supervision of the**

Chairman of Administrative Offices.

(The President of the Congress, in conjunction with the Chief Controller will coordinate the activity of the local Congress Organiser.)

XIX. Final and General Rules.

01. This Constitution supersedes to all effect prior texts of the Association's Constitutions or Charters previously in force.

02. This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

XX. Governing law and jurisdiction.

01. This Constitution shall be governed by and construed in accordance with English law.

02. The Courts of England are to have jurisdiction to settle any disputes which may arise out of or in connection with this Constitution and accordingly any legal action or proceedings arising out of or in connection with this Constitution may be brought in such courts.



EUROPEAN RENAL ASSOCIATION

EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

Registered Charity No. 1060134

LASTNAME _____ FIRSTNAME _____ ERA-EDTA N° _____

ADDRESS FOR CORRESPONDENCE _____

ZIP CODE _____ CITY _____ PROVINCE _____

COUNTRY _____ TELEPHONE _____

FAX _____ E-MAIL _____

The above information will be published in the ERA-EDTA Directory of members on our web-site (access to which is restricted to ERA-EDTA members only) and will be used for accounting and commercial purposes by ERA-EDTA and/or Euromeetings S.r.l. in compliance with the Italian Legislative Decree 196/2003. Members can ask that this information be changed, corrected or cancelled at any time by contacting the ERA-EDTA Membership Office where also further information can be obtained (membership@era-edta.org). All the above information may be forwarded to third parties whose services might be of interest to you. If you would prefer not to be included in such mailings, please tick either one or both of these boxes:

- do not disclose my mailing address;
 - do not disclose my electronic address (e-mail).

All requests of mailing labels and/or e-mail addresses are, in any case, first approved by an Officer of the ERA-EDTA Council.

**This information will be used to update our files
as well as the Directory of Members on Internet.**

**We would appreciate your kind collaboration
to help us give you a better service.**

AIR MAIL POSTCARD

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ERA-EDTA Membership Office
c/o Mrs. Monica Fontana Faughnan,
Office Manager
Via Daniele Manin, 20
I-35030 Bastia di Rovolon (PD)
Italy