



## EUROPEAN RENAL ASSOCIATION – EUROPEAN DIALYSIS AND TRANSPLANT ASSOCIATION

CHARITY NUMBER: 1060134

### RULES

ADOPTED ON June 8, 2020

These Rules have been made by the Council in accordance with clause 10.1.3 of the Association's Constitution.

### MEMBERSHIP

#### **1 CLASSES OF MEMBERSHIP**

1.1 There shall be the following classes of membership of the Association:

- 1.1.1 honorary members;
- 1.1.2 senior members;
- 1.1.3 full members;
- 1.1.4 associate members; and
- 1.1.5 congress members.

#### **2 MEMBERSHIP RIGHTS AND REQUIREMENTS**

##### Honorary members

- 2.1 Honorary membership is open to any individual who, in the opinion of the Council, has made an outstanding contribution to the Objects.
- 2.2 Honorary members are appointed by the Council upon the proposal of any two other full, associate, honorary or senior members if the Council is satisfied that the individual meets the requirements under rule 2.1.

2.3 Honorary members:

- 2.3.1 may attend and speak at any General Assembly;
- 2.3.2 if they were formerly full members (but not otherwise), may vote at any General Assembly;
- 2.3.3 cannot be elected to the Council;
- 2.3.4 may be elected to any committee or working group of the Association;
- 2.3.5 are not required to pay an annual membership fee; and
- 2.3.6 are entitled to:
  - (a) receive information about the activities of the Association;
  - (b) congress membership without paying any congress membership fee; and
  - (c) receive a complimentary subscription to the Journal.

**Senior members**

2.4 Senior membership is open to any individual who is a full or associate member and has been for at least 15 consecutive years and who has by reason of age retired from professional practice.

2.5 Senior membership will be granted upon the request of any individual where the Council (or any third party with delegated power to admit members) is satisfied they meet the requirements under rule 2.4.

2.6 Senior members:

- 2.6.1 may attend and speak at any General Assembly;
- 2.6.2 if they were formerly full members (but not otherwise), may vote at any General Assembly;
- 2.6.3 cannot be elected to the Council;
- 2.6.4 may be elected to any committee or working group of the Association;
- 2.6.5 are not required to pay an annual membership fee; and
- 2.6.6 are entitled to:
  - (a) receive information about the activities of the Association;
  - (b) congress membership at a reduced congress membership fee (as determined by the Council);
  - (c) receive on request print copies of the Journal at production cost (as determined by the Council); and

(d) receive free online access to the Journal.

### **Full membership**

- 2.7 Full membership is open to scientific workers qualified in areas relevant to the Objects and living and working (and thus having their main residency) in Europe and adjacent countries (defined as the countries bordering Europe and countries bordering the Mediterranean Sea).
- 2.8 Full membership will be granted upon the request of any individual where the Council (or any third party with delegated power to admit members) is satisfied they meet the requirements under rule 2.7.
- 2.9 Full members:
- 2.9.1 may attend, speak and vote at any General Assembly;
  - 2.9.2 may be elected to the Council and/or to any other committee or working group of the Association;
  - 2.9.3 must pay an annual membership fee (as determined by the Council);
  - 2.9.4 provided their membership fee is paid in full, are entitled to:
    - (a) receive information about the activities of the Association;
    - (b) congress membership at a reduced congress membership fee (as determined by the Council); and
    - (c) receive a complimentary subscription to the Journal (subject to payment of any additional fee as determined by the Council).

### **Associate membership**

- 2.10 Associate membership is open to scientific workers qualified in areas relevant to the Objects who are not eligible for full membership.
- 2.11 Associate membership will be granted upon the request of any individual where the Council (or any third party with delegated power to admit members) is satisfied they meet the requirements under rule 2.10.
- 2.12 Associate members:
- 2.12.1 may attend and speak at any General Assembly;
  - 2.12.2 cannot vote at General Assembly;
  - 2.12.3 cannot be elected to the Council;
  - 2.12.4 cannot be elected to any other committee or working group of the Association (unless otherwise specified in the rules of that committee or working group);
  - 2.12.5 must pay an annual membership fee (as determined by the Council);

2.12.6 provided their membership fee is paid in full, are entitled to:

- (a) receive information about the activities of the Association;
- (b) congress membership at a reduced congress membership fee (as determined by the Council); and
- (c) receive a complimentary subscription to the Journal (subject to payment of any additional fee as determined by the Council).

### **Congress membership**

2.13 Congress membership is open to honorary, senior, full and associate members, and also to other scientific workers qualified in areas relevant to the Objects of the Association. Congress members who are also honorary, senior, full or associate members therefore have dual memberships of the Association.

2.14 Congress membership will be granted upon the request of any individual where the Council (or any third party with delegated power to admit members) is satisfied they meet the requirements under rule 2.13.

2.15 Congress members:

2.15.1 who are not also honorary, senior, full or associate members, shall pay the full congress membership fee (as determined by the Council);

2.15.2 who are also senior, full or associate members, shall pay a reduced congress membership fee (as determined by the Council);

2.15.3 who are also honorary members, shall not pay a congress membership fee;

2.15.4 provided their congress membership fee is paid in full, are entitled to:

- (a) attend the scientific sessions of the Congress;
- (b) receive information about the educational and scientific activities of the Association (as determined by the Council from time to time);
- (c) receive information about any forthcoming Congress; and
- (d) be eligible for Congress awards/grants in recognition of their scientific activity.

## **MEMBERS' MEETINGS**

### **3 GENERAL ASSEMBLIES**

3.1 General Assemblies shall be convened and held in accordance with the Constitution.

3.2 If a Congress is held in a year, then the ordinary General Assembly for that year shall be held at the same time and place as the Congress.

3.3 Electronic voting

- 3.3.1 The Council must ensure that there are appropriate and adequate procedures in place to ensure the security and veracity of electronic voting at General Assemblies.
- 3.3.2 At any General Assembly where the electronic voting procedure is utilised, the Council shall appoint at least five full members present at the General Assembly (including one Trustee) to supervise the electronic voting. When concerning the election of the Trustees, if possible, no member should be a resident of one of the Countries of any of the candidates. At the end of the voting procedure the President will announce the names of those elected, in strict alphabetical order according to last name, to the General Assembly.
- 3.3.3 Any dispute about the conduct of electronic voting shall be referred to a panel set up by the Council to consist of at least two Trustees and at least three members, none of whom were responsible for supervising the voting to which the complaint relates.

#### **4 CONGRESS**

- 4.1 The Association will hold regular meetings to facilitate exchange of results of scientific work carried out by members ("**Congress**"). Congress will normally be held annually but there is no requirement to hold a Congress in every year.
- 4.2 The place and date of any Congress will be determined by the Council and notified to members, generally at least two years in advance.
- 4.3 The Council shall select papers and lectures for the Congress and decide on any awards/grants to Congress members.
- 4.4 The Council shall establish a scientific committee to organise the scientific programme for Congress and shall appoint the chair of that committee. The scientific committee should have no more than 20 ordinary members. The Congress programme must be approved by the Council after preparation by the scientific committee.
- 4.5 Congress will be organised and run by an appointed PCO (Professional Congress Organizer) and the Renal Science Chair shall oversee the PCO's activities in this regard.

#### **APPOINTMENT AND RETIREMENT OF TRUSTEES**

#### **5 ORDINARY TRUSTEES**

- 5.1 Ordinary Trustees shall be elected at ordinary General Assemblies.
- 5.2 To be eligible for election as an Ordinary Trustee, an individual must:
  - 5.2.1 be a full member of the Association; and
  - 5.2.2 be proposed in writing by two other full members of the Association, such proposal being sent to the Council and received at least two months in

advance of the ordinary General Assembly at which their election is proposed to take place.

- 5.3 Notice of Ordinary Trustee vacancies shall be sent to all members, at least six months in advance of the ordinary General Assembly in which elections are proposed to take place.
- 5.4 Any proposals for Ordinary Trustee candidacy shall be made available to voting members.
- 5.5 Trustee candidates are not allowed to use the member mailing list to promote their candidacy. A general promotional e-mail will be prepared and sent to all eligible voting members for this purpose.
- 5.6 The list of candidates for election as Ordinary Trustees at an ordinary General Assembly shall be sent out with the notice for that General Assembly.
- 5.7 Voting members shall elect Ordinary Trustees by voting either in person at an ordinary General Assembly or electronically using the internet voting facility established for this purpose. The Council shall ensure that security measures are in place to ensure a safe and anonymous election process.
- 5.8 If two or more candidates resident in the same country receive sufficient votes to be among those elected, but this would result in there being more than two Trustees from the same country on the Council, the candidate(s) with the higher number of votes will be elected and the remaining candidates shall not be admitted to the Council.
- 5.9 In the event of a tie, the voting members present at the ordinary General Assembly will vote again by a show of hands to determine which of the tied candidates should be elected. In the event of a further tie, the chair shall have a casting vote.
- 5.10 The final result shall be announced to the General Assembly, but the breakdown of votes shall not be announced or otherwise made public. Successful candidates may receive a breakdown of votes, including candidate names, provided that they must not disclose this information to third parties. Unsuccessful candidates may receive a breakdown of votes, not including the names of other candidates, provided that they must not disclose this information to third parties.
- 5.11 No more than three ordinary Trustees may change each year. Therefore, if more than three ordinary Trustees end their term of office at the same time, the Trustees necessary to satisfy this requirement will remain in office for one more year. The decision as to who will continue will be made by secret ballot by the remaining Trustees.
- 5.12 An ordinary Trustee who is elected to an ex-officio post ends his/her previous position by accepting the new one.

## **6 EX-OFFICIO TRUSTEES**

- 6.1 The Ex-Officio Trustees include:

- 6.1.1 the President,
  - 6.1.2 the Secretary-Treasurer,
  - 6.1.3 the Renal Science Chair (Chair of Administrative Offices),
  - 6.1.4 the Clinical Nephrology Governance Chair (Chair of the Registry), and
  - 6.1.5 the Editor-in-Chief of the Journal.
- 6.2 Ex-Officio Trustees shall be elected at ordinary General Assembly.
- 6.3 To be eligible for election as an Ex-Officio Trustee, an individual must:
- 6.3.1 be a full member of the Association and have been a full member for at least the previous five years;
  - 6.3.2 submit a written election proposal, specifying the office for which the proposal is submitted, along with a letter of support from two other full members, such proposal being sent to the Council and received at least three months in advance of the ordinary General Assembly in which elections will be made;
  - 6.3.3 be nominated for the post by the Council in accordance with rule 6.7.
- 6.4 To be eligible for election as President, a person must also have served as a Trustee.
- 6.5 Notice of Ex-Officio Trustee vacancies shall be sent to all members, at least six months in advance of the ordinary General Assembly in which elections will be made.
- 6.6 Applications for Ex-Officio Trustee positions must specify the position applied for and applications for multiple Ex-Officio Trustee positions at the same time are not permitted.
- 6.7 Once the deadline for submission of proposals is passed, the Council shall compile a list of candidates, including the names of the members proposing them, and circulate this, along with the proposals, to all Trustees. The Council shall, by secret ballot at a Council meeting, nominate one candidate for each of the Ex-Officio Trustee posts. In the event of a tie, the chair of the meeting shall have a second or casting vote.
- 6.8 The list of the candidates nominated under rule 6.7 shall be sent out to members along with the notice calling the ordinary General Assembly at which the Ex-Officio Trustees may be elected.
- 6.9 Once elected by the General Assembly, the Ex-Officio Trustee shall be formally appointed to the post at the next ordinary General Assembly. During the period between election and commencement of service, the individual should attend and may speak at Council meetings, provided that they shall not be entitled to vote (otherwise than in any capacity as an existing Trustee).
- 6.10 No more than one of the following *ex-officio* Trustees can end their term at the same time: the Secretary/Treasurer and the Renal Science Chair; unless one of these *ex-officio* Trustees will remain on the Council as a result of being elected for another of

the *ex-officio* posts. The decision as to who will continue in his/her position, for one extra year, will be taken by the Council upon proposal by the President.

## **DELEGATIONS AND AUTHORITIES**

### **7 GENERAL**

7.1 The Council has overall responsibility for management of the Association's operations, assets and finances. The Council may however delegate any of its functions to committees or third parties under the terms of the Constitution.

### **8 FINANCIAL MATTERS**

8.1 Any bank account in the name of the Association must be held in the names of the Secretary-Treasurer and the Renal Science Chair and they must be authorised signatories on the account (provided that in exceptional circumstances, and subject to the bank's prior written approval, another Ex-Officio Trustee may be appointed as an account holder and signatory).

8.2 Subject to clause 8.3, responsibility for the Association's day-to-day financial transactions is delegated to senior staff at the Association. These staff may authorise proper payments by the Association, for example to suppliers or to honour contractual obligations.

8.3 The authority in clause 8.2 is subject to the following:

8.3.1 Any payment with a value of over 50,000 Euros (€50,000) must be authorised in advance in writing by at least one of the named account holders (i.e. generally either the Secretary-Treasurer or the Renal Science Chair subject to the proviso in clause 8.1).

8.3.2 A joint signature from both of the named account holders (i.e. generally the Secretary-Treasurer and the Renal Science Chair subject to the proviso in clause 8.1) is required for the following transactions: opening or closing bank accounts and investments.

### **9 SIGNATURE OF AGREEMENTS**

9.1 Subject to clause 9.2, the Council delegates responsibility for the Association's day-to-day contracts and agreements to senior staff at the Association. These staff may sign agreements on behalf of the Association, for example with suppliers.

9.2 The authority in clause 9.1 is subject to the following:

9.2.1 Any contract with a value of over 50,000 Euros (€50,000) must be authorised in advance in writing by either the Secretary-Treasurer or the Renal Science Chair (or in their absence the President).

9.2.2 Any contract with a value of over 500,000 Euros (€500,000) must be signed by either the Secretary-Treasurer or the Renal Science Chair (or in their absence the President).



## 10 ROLES OF EX-OFFICIO TRUSTEES

- 10.1 The Council will delegate certain of its functions to one or more Ex-Officio Trustee(s) to ensure effective administration of the Association. Relevant information on Ex-Officio Trustee roles and functions will be posted on the Association's website.
- 10.2 Where a certain function or responsibility is delegated to an Ex-Officio Trustee, they may further delegate this to another person or committee provided that this is in accordance with the Constitution.
- 10.3 In general terms:
- 10.3.1 The President shall:
- (a) preside over the Association;
  - (b) preside over any Council meeting or General Assembly or Congress that they attend and have a second or casting vote at such meetings (where votes are held); and
  - (c) have responsibilities in relation to meetings, collaboration with other bodies and diplomas/certificates.
- 10.3.2 The Secretary-Treasurer shall generally have responsibilities in relation to financial matters, diplomas/certificates, correspondence, meetings (including minutes) and Trustee elections.
- 10.3.3 The Renal Science Chair (Chair of the Administrative Offices) shall:
- (a) coordinate Association activities related to renal science and translational research in nephrology; and
  - (b) have responsibilities in relation to financial matters, member relations and records, Congress, industry relations, Principal Office and advertising/promotion.
- 10.3.4 The Editor-in-Chief of the Journal shall:
- (a) coordinate the activities of the Journal;
  - (b) have responsibilities in relation to publication and administration of the Journal and nomination of an editorial board and deputy editor of the Journal for approval by the Council.
- 10.3.5 The Clinical Nephrology Governance Chair shall:
- (a) coordinate Association activities impacting upon clinical and transitional science; and
  - (b) have responsibilities in relation to the Registry.
- 10.4 If an Ex-Officio Trustee is unable or unwilling to perform their responsibilities then the Council may allocate some or all of those responsibilities to another Trustee.

- 10.5 If an Ex-Officio Trustee leaves the Council, the Council may delegate the functions of the outgoing Ex-Officio Trustee to another Trustee who shall perform them until a replacement is elected or co-opted.
- 10.6 All ex-officio Trustees are entitled to receive personal secretarial help during his/her term (with the exception of the Clinical Nephrology Governance Chair who is supported by the Registry staff). The Principal Office will normally provide this secretarial help. If external secretarial help is needed, in order to allow a smooth transition from one ex-officio officer to the newly elected one, the support can be provided for a maximum of three months after the term's end. Purchase of one item of electronic equipment (i.e. phone/laptop) for each term for the ex-officio Trustee and the eventual personal assistant is possible: this should be reasonable, both in price and in number. Anything above this should be authorised by the Secretary-Treasurer, or in case of the Secretary-Treasurer, by the ERA-EDTA President and ERA-EDTA Renal Science Chair together.

## **COUNCIL MEETINGS**

### **11 ORGANISATION**

- 11.1 Council meetings may be held in any country within Europe and adjacent countries (defined as the countries bordering Europe and countries bordering the Mediterranean Sea). At least one meeting each year shall be held in the UK. The Council shall determine the location of each Council meeting and shall aim to do so at least six months in advance.
- 11.2 The Council may permit non-Trustees to attend Council meetings where appropriate provided that non-Trustees may not vote.
- 11.3 The Council will generally meet twice during Congress, once before Congress (pre-Council) and again immediately after the end of the scientific sessions on the last day of the Congress (post-Council).

## **ACTIVITIES**

### **12 RESERVE FUND**

- 12.1 The Association shall maintain a reserve fund with the aim of providing sufficient economic means to deal with events and/or expenses that may threaten the operation or financial viability of the Association.
- 12.2 The Reserve Fund shall be invested in low/medium risk investments that do not conflict with the ethical or scientific aims of the Association.
- 12.3 The Council may by resolution passed at a Council meeting where at least two-thirds of the Trustees are present or by unanimous written resolution resolve to apply the reserve fund to deal with events and/or expenses that threaten the operation or financial viability of the Association.

## **13 PUBLICATIONS**

- 13.1 The Association shall produce an official journal, entitled "Nephrology, Dialysis, Transplantation", which title may be changed by resolution of the Council ("Journal").
- 13.2 The Association may publish other journals, material and information, provided that this is authorised by the Council and in compliance with the Constitution and relevant laws.
- 13.3 The Council shall ensure that any journals are appropriately managed and produced and may appoint and delegate responsibility for journals to editors-in-chief and editorial committees.
- 13.4 Proper remuneration should be given to the editors-in-chief as decided by the Council.

## **14 REGISTRY**

- 14.1 The Association shall operate a registry for carrying out studies dealing with the epidemiology and demography of renal failure and other aspects of renal disease ("Registry").
- 14.2 The Council shall establish a Registry committee to supervise the work of the Registry.
- 14.3 The Council may delegate the Registry's work to qualified third parties but must ensure that any such arrangement is governed by an appropriate agreement including limits on expenditure where appropriate.
- 14.4 The Registry shall be located within Europe and adjacent countries (defined as the countries bordering Europe and countries bordering the Mediterranean Sea). The Council may resolve to move the Registry to another country within this area, subject to the terms of any contract under rule 14.3.
- 14.5 The research work conducted by the Registry may be reported to members at the annual Congress or in the Association's publications or elsewhere.

## **15 COMMITTEES AND WORKING GROUPS**

- 15.1 The Council may establish committees and working groups in line with the Constitution and subject to oversight by the Council.
- 15.2 The Council may prepare terms of reference and rules for committees and working groups.

## **STANDARDS OF CONDUCT**

### **16 CONFLICTS OF INTEREST**

- 16.1 All Trustees and members of committees and working groups must ensure that they disclose any personal interest that could conflict with the interests of the Association.

- 16.2 The Council may establish rules and procedures governing disclosure of interests.
- 16.3 Trustees and members of Association committees or working groups should refrain from accepting similar positions in other societies with similar aims. If by any chance this however happens, the Council will decide, case by case, if the person can keep the positions or if she/he must choose one or the other. Generally speaking, the following rules should be respected:
- a. An Ex-Officio Trustee is not allowed to be an officer of another international society in nephrology or related fields, or a council member of another international society;
  - b. An Ordinary Trustee is not allowed to be a council member of another major international nephrology society;
  - c. A Chair of a Committee cannot be in a similar position of a Committee with similar aims in another international society;
- 16.4 The Council may remove a Trustee or committee or working group member from office if the Council determines that a conflict of interest cannot be satisfactorily managed, subject to any relevant provisions in the Constitution.

## **17 CONDUCT OF MEMBERS**

- 17.1 Members of the Association shall conduct themselves professionally in their dealings with or on behalf of the Association, and shall not do anything to bring the reputation of the Association into disrepute.
- 17.2 In particular, members of the Association shall:
- 17.2.1 comply with all applicable laws relating to anti-bribery and anti-corruption;
  - 17.2.2 avoid personal and professional conduct that may adversely affect the Association or cause damage to its reputation;
  - 17.2.3 not offer, promise, pay, give or authorise any financial or other advantage on behalf of the Association that does or could reasonably be seen to induce any person to act improperly in the performance of a business, employment, public or official function;
  - 17.2.4 only hold themselves out as associated with the Association, or use its logo, where this is authorised by the Association;
  - 17.2.5 not use their membership of the Association as a means of conveying a level of competency or professional standard;
  - 17.2.6 not discriminate against, bully or harass others, including because of cultural differences, role differences, age, disability, education, ethnicity, gender, language, national origin, political beliefs, race, religion, sexual orientation, or marital, family status or socio-economic status;

- 17.2.7 act in accordance with the Declaration of Helsinki (regarding research done on humans) and the Declaration of Istanbul (regarding organ trafficking and transplant tourism);
  - 17.2.8 maintain the confidentiality of any confidential information disclosed to them by virtue of their role in the Association;
  - 17.2.9 inform the Association of any conflict of interest that could negatively affect the Association or the individual's role within it and comply with any reasonable requirements of the Council in relation to the conflict;
  - 17.2.10 subject to any applicable laws, inform the Council without delay of any civil or criminal penalty against them that may cause reputational damage or otherwise negatively impact on the Association;
  - 17.2.11 if sentenced by any Court for any offence which may affect Association or cause damages (including reputational damages) to the Association (for such purpose, a plea-agreement or any similar alternative is considered equal to a Criminal Court decision: a first instance decision is equal to a final judgment), they must immediately resign from any position within any Association Committee/Board/Council, etc. and also from being an Association member. They can re-apply as an Association member only after the eventual sentence time has passed, but they will no longer be eligible for any position within any of the Association Committees/Boards/Council, etc. for at least 10 years: however, taking into account the interest of the Association in connection with the seriousness of the charges, the Council can decide to extend this 10-year ban.
- 17.3 Failure to comply with this rule 17 may lead to the Council imposing sanctions, including restriction of benefits, or suspension or termination of membership.

## **ADMINISTRATION**

### **18 ADMINISTRATIVE PROVISIONS**

- 18.1 No provision in these Rules may be inconsistent with, or affect or repeal anything contained in, the Constitution.
- 18.2 In the event of any conflict between the Constitution and these Rules, the Constitution takes precedence.
- 18.3 These Rules may be amended by resolution of least 66% of the Trustees present and voting at a quorate Council meeting.
- 18.4 The Council may make additional rules, regulations, codes, procedures or standing orders in accordance with the Constitution.
- 18.5 Notices or communications to the Association or the Council shall be sent to the Principal Office.

## INTERPRETATION

### 19 INTERPRETATION

#### 19.1 In these Rules:

**'Association'** means European Renal Association – European Dialysis and Transplant Association (a registered charity in England and Wales number 1060134);

**'Congress'** has the meaning given to it in rule 4.1;

**'Constitution'** means the constitution of the Association;

**'the Council'** means the board of Trustees of the Association;

**'Ex-Officio Trustees'** means those Trustees identified in rule 6;

**'General Assembly'** means a meeting of the members of the Association convened in accordance with rule 3;

**'Journal'** has the meaning given to it in rule 13.1;

**'member'** and **'membership'** refer to membership of the Association;

**'months'** means calendar months;

**'the Objects'** means the charitable objects of the Association set out in the Constitution;

**'Ordinary Trustees'** means those Trustees identified in rule 5;

**'Principal Office'** means ERA-EDTA Operative Headquarters, Via XXIV Maggio 38, 43123 Parma, Italy;

**'Registry'** has the meaning given to it in rule 14.1;

**'Trustee'** means a member of the Council and **'Trustees'** the members of the Council;

**'voting member'** means a member of the Association who is entitled to vote at General Assemblies and **'voting members'** shall be construed accordingly;

**'written'** or **'in writing'** refers to a legible document on paper including fax or email messages; and

**'year'** means calendar year.