

Switzerland, September 18, 2016

EDTNA/ERCA NEW CONSTITUTION

Final draft proposal 2016

Article 1

Name of the Association

The name of the Association is the European Dialysis and Transplant Nurses Association/European Renal Care Association (EDTNA/ERCA).

Article 2

The address and Legal status of the Association

- a) The official address of the Association at any time is the address of the Head Office.
- b) In matters requiring legal interpretation, the law of the country in which the Head Office is located will apply.
- c) The Association is a non profit making organisation.
- d) The Association is constituted and registered in Switzerland in accordance with articles 60 - 79 of the Swiss Civil Code.

Article 3

The Official Language of the Association

The official language of the Association is English.

In case of matters requiring interpretation of Articles of the Constitution, the English language version will be binding.

Europe is defined as those countries within the geographical boundaries of the European continent and as specifically defined by the United Nations Economic Commission for Europe.

Article 4

The Purpose of the Association

EDTNA/ERCA aims to:

- a) Achieve a high level of quality care and support for patients and their families.
- b) Promote the advancement of renal care through education and continuous professional development.
- c) Develop and continually update standards for renal care.
- d) Promote in its members an awareness of the social, cultural and ethical implications involved in the provision of renal care
- e) Initiate, promote and conduct research in renal care.
- f) Encourage communication and co-operation between all members of the multi-disciplinary team involved in the provision of renal care.
- g) Be the recognised multi-disciplinary Renal Care Association in Europe and act Worldwide
- h) Establish collaborations with other associations and organizations having a role in health care delivery in Europe and Worldwide.

Article 5

Membership

EDTNA/ERCA is an Association of individual members comprising of 2 categories of membership: "Members" and "Associated Members".

The "**Member** Category" has two types, which have the right to vote and to hold office as elected representatives. These include:

- **Member** - an individual, who is resident within Europe and whose work involves the development, teaching, implementation or direct delivery of care to renal patients.
- **Lifetime Member** –an individual member to whom may be awarded lifetime membership following a unanimous decision of the Executive Committee and who made an outstanding contribution to either the Association, or to the advancement of renal care.

The "**Associated Member** Category" has 4 types, which do not have the right to vote and to hold office as elected representatives. These include:

- **Conference Member** - an individual, who attended the Annual Conference and have (1) year conference membership status.
- **Global Member** - any individual, who would otherwise qualify as a Member but who does not live or work in Europe.



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- **Corporate Member** - any company or other organisation that shares the interest of the Association. A Corporate Member is required to designate one individual to act as its official representative for Association business.
- **Individual Associated Member** – an individual still enlisted who were granted the status of “Associate Member” according to former versions of the Constitution or Association bylaws.

Membership terms and subscriptions:

All member types may join by formal application or join as being granted at any time during the year for one or more years and receive services as defined by the Executive Committee (EC) in Policies and Procedures.

Members, Global Members and Corporate Members are required to pay an annual subscription fee.

All member fees are proposed to Members by the EC and are approved at Annual General Meeting (AGM).

Member fees paid are non-refundable.

Lifetime Membership is granted for an unlimited duration. Lifetime members are exempt from paying a member fee.

In order to assume member rights and receive member services all members have to provide a complete mailing address and a valid email address.

Article 6

Organisation of the Association

A General Meeting of voting Members forms the highest authority of the Association.

The General Meeting shall elect an Executive Committee (EC) to manage, direct and represent at onset of the Association. In continuous procedure and according to bylaws all Voting Members shall elect Executive Committee Members and Officers to manage, direct and represent the Association, following a Formal Voting Process (FVP).

The Executive Committee has the authority and responsibility to:

- a) Ensure that the purpose, aims, policies and procedures of the Association are followed.
- b) Publish publications, books, periodicals, newsletters, journal to achieve its aims.
- c) Organise educational and scientific events such as conferences, courses, meetings, seminars, workshops and exhibitions in its area of knowledge for its Members and others.
- d) Decide on the establishment and organisation of those administrative functions necessary for the most effective management of the Association's business and the pursuit of its aims.
- e) Shall organise its activities on a national, European or international basis in pursuit of its stated aims.
- f) Establish any sub-committee or project group as required in pursuit of the aims of the Association.
- g) Maintain and update the Policies and Procedures.



h) Organise an Annual General Meeting.

i) Establish an annual budget.

j) Present an audited account of the Association's finances on an annual basis.

The Executive Committee shall consist of a maximum of nine (9) and a minimum of seven (7) voting Members; 5-6 of them as elected by the voting Members of the Association and maximum of 2 -3 as members of Supervisory Board, appointed by the EC. At no point there should be more Supervisory Board Members in the EC than members elected by the membership.

The Executive Committee shall be composed of:

President - The post of President shall be assumed by the President Elect upon the end of the President Elect's term of office. The President's term of office shall be for a period of one year, starting on 1 September and ending 31 August, the President can be re-elected for a 2nd term. In the event that no President Elect is in post at the time of the transition to the position of President, the Executive Committee shall appoint by simple majority a President ad Interim until the Nominating Committee can identify a candidate and Formal Voting Process of the Membership in accordance with Article 7 and as further defined in the Policies and Procedures electing the new President can be conducted.

The President is the formal head and chief officer of the Association and is responsible for assuring that the purposes of the Association are fulfilled through its activities

All Association official documents are to be signed by double signature, President and Treasurer or Secretary.

President Elect - The election of the President Elect shall be conducted by Formal Voting Process in accordance with Article 7. The President Elect's term of office shall be for a period of one year starting on 1st September and ending 31st August. In the absence of the President the President Elect should be responsible for assuming his/hers responsibilities.

Immediate Past President - The post of Immediate Past-President shall be assumed by the President upon the end of the President's term of office. The Immediate Past-President's term of office shall be for a period of one year starting on 1st September and ending 31st August.

Secretary - The election of the Secretary of the Association shall be conducted by Formal Voting Process in accordance with Article 7. The Secretary's term of office shall be for a period of two years starting on 1st September and ending 31st August. The Secretary in post may stand for re-election for a second term of office.

Treasurer - The election of the Treasurer of the Association shall be conducted by Formal Voting Process in accordance with Article 7. The Treasurer's term of office shall be for a period of two years starting on 1st September and ending 31st August. The Treasurer in post may stand for re-election for a second term of office.

Executive Committee Member - The election of an Executive Committee Member of the Association shall be conducted by Formal Voting Process in accordance with Article 7. The Executive Committee

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Member's term of office shall be for a period of three years starting on 1st September and ending 31st August. The EC Member in post may stand for re-election for a second term of office.

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Supervisory Board - Nomination of Supervisory Board Member will be made by the EC based on simple majority votes. Supervisory Board Members should be members and renal care experts with experience in business and management processes of the Association.

The maximum term of office for any individual serving on the Executive Committee shall be limited to a total of eight (8) consecutive years.

After completion of their term of office on the Executive Committee, individuals cannot be re-elected to the Executive Committee in any capacity until a minimum period of four (4) years has passed since last serving on the Executive Committee of the Association.

The responsibilities and obligations of all Executive Committee positions are defined in the Policies and Procedures of the Association.

More than 50 % of the total number of Executive Committee members must be present in order to constitute a quorum. Decisions of the Executive Committee shall be determined by a simple majority of the members present at regularly called meetings of the Executive Committee according to the Policies and Procedures. Decisions of the Executive Committee may be taken by Postal or Electronic Ballot but only when all Executive Committee Members participate in such a balloting method. In the event that no majority decision can be reached, the President shall cast the determining vote.

In the event that no Treasurer or Secretary Candidate is in post at the time of the transition to the position, the Executive Committee shall appoint by simple majority a Treasurer or Secretary ad interim until the Nominating Committee can identify a candidate and Formal Voting Process accordance with Article electing the new Treasurer or Secretary can be conducted.

Article 7

Elections and Formal Voting Process

The Executive Committee shall appoint a Nominations Committee according to the Policies and Procedures. The Nominations Committee shall assist in the search for Members able to serve on the Executive Committee and to assess their ability to do so.

The Nominations Committee shall call for nominations from the Membership for election to the Executive Committee not later than 120 days prior the Annual General Meeting (AGM) at which the results of the Formal Voting Process will be announced.

The Nominations Committee shall assess the eligibility of each of the nominations.



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A candidate shall be supported by 10 members. A candidate shall be a Member since 2 years. No more than two (2) elected Members from the same country shall serve on the Executive Committee at the same time.

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An Executive Committee Member shall not hold elected office in another national or international renal care related association, society or similar organisation.

The Nominations Committee shall recommend a final list of candidates to the Executive Committee for approval. The final approved list of candidates shall be submitted according to the Formal Voting Process to Membership. Members may request to receive the list of candidates by post.

Ballots for the Elections to the Executive Committee shall be distributed not later than 80 days prior the date of the AGM at which the results will be announced. The deadline for close of the Formal Voting Process shall be not later than 40 days prior the date of the AGM. Members may request voting papers for Postal Ballot procedure; the deadlines apply according to postmark.

The Formal Voting Process shall be conducted in accordance with the Policies and Procedures. A quorum for ballots shall be 7% of the voting Members. Decisions taken by Formal Voting Process shall be carried by a simple majority of the valid Electronic and Postal Ballots received within the deadlines.

In case a Formal Vote of EC candidates or Officers fails by not reaching a quorum the AGM may be asked by the President to approve or disapprove by single majority a candidate for EC or President or President Elect or Secretary or Treasurer.

Article 8

Annual General Meeting

Notice of the Annual General Meeting (AGM) shall be given to all Members not later than 120 days prior the date of the meeting. The notification shall include a request for motions to be submitted to the AGM.

The deadline for the return of motions by the Members for consideration at the AGM shall be not later 95 days prior the date of the AGM. The deadline for the announcement of motions for consideration at the AGM submitted by either the Members or by the Executive Committee shall be not later than 80 days prior the date of the AGM.

Notification to Members of motions for consideration at the AGM shall be considered as being given when they have been posted by email or post to Members from the Association Secretariat. The date of notification shall be determined by the date of the email or the postmark.

The Executive Committee may call an Extraordinary General Meeting at any time. The notification of such an Extraordinary General Meeting must be made in writing to all voting Members with at least 30 days notice prior the date of the meeting.

A minimum of 10% of the Members may request an Extraordinary General Meeting to be called by the Executive Committee. The notification of such an Extraordinary General Meeting must be made in writing to Members with at least 30 days notice prior the date of the meeting.

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Decisions taken at the AGM shall be carried by simple majority of those Members present. A Quorum at any General Meeting shall be 2% of Members of the Association.

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Decisions may also be taken by Formal Voting Process of Members of the Association. A Quorum for Formal Voting Process shall be 7 % of Members of the Association.

Article 9

Dissolution of the Association

A resolution requiring the liquidation of the Association can only be decided upon by Members of the Association at a General Meeting or through Formal Voting Process.

A resolution requiring the liquidation of the Association requires the support of at least 51% of all voting Members.

The method of disposal of the Association assets shall be proposed by the Executive Committee according to the requirements of legal authorities in Switzerland and approved at the same General Meeting at which the resolution to dissolve the Association has been taken, or by approval of an appropriate motion in the case of using the Formal Voting Procedure.