

Ref: Article of Constitution 2022	EDTNA/ERCA BYLAWS with reference to Constitution 2022	Revised: 26/10/2022 EC approved: 02.12.2022
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Art. 18	Ref: Art. 18 Executive Committee (EC)
Members of the Executive Committee (EC) are elected by all members of the "Category Member". The EC is responsible to send proposals to voting members. The EC shall consist of the President and a minimum of six (6) Members all elected by voting Members of the Association.	<p>Election to the Executive Committee (EC) shall be organised in a way that a Term of Office shall start soon after election, on the 1st September of that year.</p> <p>Candidates who stand for election to the EC must be EDTNA/ERCA Members for the last 2 years and, ideally, having served as volunteers in another post previously.</p> <p>A Nomination Committee consisting of a maximum of three EC Members may support the Election process.</p> <p>Candidates who put themselves forward to stand for election should present the support of 10 current members.</p> <p>Candidates shall be presented at least 30 days before the beginning of the election date; the voting period shall be 30 days and may be extended by 15 days.</p> <p>A maximum of 2 EC members shall be from the same country and a maximum of 2 candidates whose place of work is from the same institution / renal care service provider.</p> <p>See Bylaw for "Formal Voting Process (FVP)"</p> <p>See Bylaw for "Volunteers"</p>
Association documents and powers to sign per procuration shall be signed by sole signature of the President.	<p>The President is the main signatory of the Association and signs by sole signature; the President signs on all contracts made in the name of or with the Association. The President is the person to grant Power of Attorney and other Association Powers by sole signature as approved by a minuted decision of the Executive Committee.</p> <p>Note: In addition to the above, the Commercial Registry requires a sole signature right by the General Director (a Swiss citizen, currently the lawyer and notary Mr. Lars Dubach, Hergiswil, NW) regarding affairs according to the Commercial Registry. Tax and VAT reports required by Federal and Local law in Switzerland are signed according to contractual agreements by Mr. Busch or Mr. Scherer trustees of Alpina Treuhand AG, Hergiswil, NW.</p>
The Board shall constitute itself in terms and functions and procedures. The exception is the President, who is elected by the General Assembly.	<p>The Board, the Executive Committee (EC) shall consist of a</p> <ul style="list-style-type: none"> • President proposed to and voted by General Membership (Voting see FVP) • President-elect elected amongst and by the EC • Treasurer and Treasurer-elect elected amongst and by the EC members • Secretary and Secretary-elect elected amongst and by the EC members • Members elected by the General Membership through the FVP <p>In case that after the end of a term of office or a resignation during the course no candidate is available to serve as President, a President ad interim can be nominated amongst and by vote of the EC.</p> <p>After the end of a term or after resignation a Treasurer and Secretary can be nominated and elected amongst and by vote of the EC, an appointment "ad interim" is possible as well.</p> <p>A resigning EC Member shall be replaced by ordinary procedure of the Constitution only.</p> <p>Job descriptions shall be drafted by the EC for the President, Treasurer, Secretary and ordinary EC Members; they are to be revised biannually.</p> <p>The President will initiate the call for meetings of the EC; whether meetings with physical presence of EC Members or meetings via electronic media.</p> <p>The Secretary will draft the agenda, will call for voting and ensure that</p>

	<p>decisions and votes are properly minuted. All EC Members shall participate in votes taking place during meetings via electronic media. In the event of a tie the President shall cast the final vote.</p>
<p>Elected Members of EC serve generally as volunteers; meeting expenses will be reimbursed and a moderate allowance for extraordinary effort may be granted.</p>	<p>The EC shall decide annually on any monetary or other compensation or allowance for EC Members and all other volunteers. Self-assessment such as “Annual Activity Review” is used as assessment instrument. Any compensation or allowance (i.e. invitation to Conference or other event at no or selected charges) shall be annually fixed; the Treasurer shall set a data sheet, inform volunteers as a group or individually, track and monitor activities. Compensation for each EC Member should not be higher than 2,000€ / 2,000CHF annually.</p> <p>Compensation of volunteers offering professional services (either on basis of learned professional or of documented studies or experience) is to be fixed in a formal Volunteer Agreement. See bylaw “Volunteers”.</p>
<p>The EC may co-opt up to three (3) members - without voting rights – who should make available their specific expertise and knowledge for a limited time.</p>	<p>Job descriptions shall be drafted by the EC for co-opted EC Members; they are to be revised biannually. The EC shall set the terms and conditions such as time limits for Co-opted EC Members.</p>
<p>Art. 19 Composition and Term of Office Members of the Executive Committee shall be elected for three (3) years and can be re-elected for one other term.</p>	<p>Ref: Art. 19 Composition and Term of Office The Terms of Office shall be for the President, Treasurer and Secretary 3 years; an application for re-election of 2 years is possible. The maximum term of office shall be 5 years in post. No elected EC Member shall serve longer than 6 years. The President, Treasurer and Secretary shall be able to finish their term, even if this shall mean being longer than a total of 6 years in the EC. There is an option for re-election as EC Member after a time-out of 3 years (holding another Volunteer post is possible during this period).</p>
<p>Membership</p>	<p>Membership</p>
<p>Art. 3 Membership application, terms and services:</p> <p>All member types may join by formal application or award at any time during the year for a term of one or more years, In order to benefit fully from membership all members have to provide a complete mailing address and a valid email address.</p>	<p>Ref: Art. 3. Membership services and benefits for “Member” and “Associated Member” Categories shall be set according to Member Types. The Services shall be reviewed annually and published on the Association’s website.</p> <p>Membership services, benefits and rights for Ordinary Members are:</p> <ul style="list-style-type: none"> - To apply for a volunteer position and to stand for election - To file motions and to vote - Journal of Renal Care as E- and printed version per request - All available publications in E-version and printed version - All information available for Members - Registration at reduced member fee for all available events. <p>Membership services, benefits and rights for Global Members are:</p> <ul style="list-style-type: none"> - To apply for a volunteer position but cannot stand for election - To file motions and to vote - Journal of Renal Care (JORC) as E- and printed version per request - All available publications in E-version and printed version - All information available for Members - Registration at reduced member fee for all available events. <p>Lifetime Member:</p> <ul style="list-style-type: none"> - An individual member to whom a lifetime membership is awarded for her/his outstanding contribution to either the Association or to the advancement of kidney care

	<ul style="list-style-type: none"> - The award needs a unanimous decision of the Executive Committee - Lifetime members have the same rights as Ordinary Members. <p>Membership services, benefits and rights for Corporate Members from renal industry and other organisations are:</p> <ul style="list-style-type: none"> - To enrol 5 Corporate Individual Associated Members (CIAM) for benefits - JORC in E- and printed version per request for 5 CIAM - All available publications in E-version and printed version for 5 CIAM - All information available for Members - Registration at Early Conference Member Fee for 5 CIAM. <p>Membership services, benefits and rights for Corporate Individual Associated Members from National Associations (CIAM) are according to Specified Agreements:</p> <ul style="list-style-type: none"> - All available publications in E-version and printed version - All information available for Members - Registration at reduced member fee for all available events. <p>Membership services, benefits and rights for Conference Members:</p> <ul style="list-style-type: none"> - All information available for Members for one year.
<p>With the formal application to membership an individual confirms to adhere to the Constitution, the Code of Conduct, Terms and Conditions and the Data Protection Policy of the Association.</p>	<p>Code of Conduct / weblink / 14.01.2020 General Terms and Conditions / weblink / 14.01.2020 Data Protection Acknowledgement by volunteers / 14.01.2020</p>
	<p>Lifetime Member</p>
<p>Art 3 Lifetime Member – an individual member who made an outstanding contribution to either the Association or to the advancement of renal care and to whom may be awarded lifetime membership following a unanimous decision of the Executive Committee</p>	<p>Ref Article 3 The EC may ask Members to propose a Member for Lifetime Membership to the EC or the EC Members themselves can put forward a candidate. The proposal must be accompanied with supporting arguments (in writing) why the nominee deserves to be awarded the Lifetime Membership; this has to be done at least 60 days before the AGM. Lifetime Membership is understood as the highest recognition that EDTNA/ERCA can give for outstanding contribution to EDTNA/ERCA and renal care. A candidate should have given time, dedication and energy for the Association, made substantial achievements and have represented EDTNA/ERCA at a high level and within the international spirit regardless of the country the person is from. An ideal candidate should be a Volunteer at the end of her/his commitment or, during the course, who has achieved the major part of her/his remit(s). A candidate must have contributed substantially to the Association as Volunteer and to renal care; should have fulfilled more than one remit; should have been and/or EC Member, President, Treasurer, Secretary, Project leader/Manager, Committee Chair, Committee Member, Brand Ambassador, Author of Publications. Not more than one Lifetime Membership shall be awarded at each Annual Conference. Final decision is by a positive vote of all EC Members.</p>
<p>General Meeting – Motions</p>	<p>Annual General Meeting (AGM) or General Meeting (GM) – Motions</p>
<p>Art 11 Every Member has the right to file a motion for the General Meeting. Motions shall be added to the agenda when they have been submitted at least 30 days prior to the General Meeting, either by registered letter or an acknowledged email to the Executive Committee.</p>	<p>Ref: Article 11 Every Member can file a motion for the AGM and after discussion members with voting rights will decide upon them. Motions affecting the Constitution shall be presented to the membership at least 30 days before the AGM. The full text of an amendment or a modified paragraph by a change in the sentence or wording shall be presented in full text to membership by email and on the Website. The discussion and voting at the AGM shall always be decided upon on a full text statement.</p>

Non-Constitutional	BYLAWS - Non-Constitutional Issues
VOLUNTEERS	VOLUNTEERS
Volunteers - definition and terms	<p>Volunteers give their time, dedication and energy for free; they support leadership, members or projects.</p> <p>When planned, budgeted and approved Volunteers could be entitled to receive a refund of charges against an Expense Claim, accompanied with all the corresponding invoices and receipts and compensation. Compensation is at the sole discretion of the EC.</p> <p>Only those of the “Member” category are entitled to apply for a volunteer commitment and post when advertised by the EC. The President appoints a Volunteer; the Secretariat shall send the Volunteer Package.</p> <p>The Term of Office is 3 years; the Volunteer may reapply for the post after the initial term.</p> <p>Each Volunteer Post has a job description. The work of the post holder is evaluated annually through self- assessment, using the Annual Activity Review.</p>
Potential candidates Incoming Outgoing	<p>Potential candidates for a volunteer position should be vetted:</p> <ul style="list-style-type: none"> - Active membership should be verified; if expired, membership must be renewed before being accepted. - The candidate should provide reference(s)/ recommendation from peers and support for her/his application for the post. <p>An interview shall be held with volunteers who apply for the post. Summaries of such interviews shall be shared within the EC.</p> <p>With volunteers who leave their post or position a meeting may be held with the purpose:</p> <ul style="list-style-type: none"> - to thank them for the work done - to find out about why they leave (if not end of term) and to know about their experience - to ask for any suggestions they may have to improve the current volunteer programme
Probation time	All new volunteers may be appointed with a one year “probation time” at the discretion of the EC and would receive their final approval for the post after review.
Volunteer posts	<p>Volunteer posts are and are not restricted to:</p> <ul style="list-style-type: none"> • Executive Committee Member • Finance Coordinator • Brand Ambassador and International Brand Ambassador • Consultant • Journal Editor and Journal Associated Editor • Newsletter Editor • Publications Coordinator • English Proofreading Coordinator • Committee or Project Chair/Leader or Member
Active membership	In case membership of a Volunteer has lapsed, the Secretariat shall remind the Volunteer to renew her/his membership. Not paying membership fees may end in the termination of the volunteer post by the President.
ADMINISTRATION	ADMINISTRATION
Secretariat	The Secretariat is managed by a professional management company; a formal agreement or contract shall describe provisions, duties and tasks, fees and refund of charges.
Document Management Archiving	<p>Official, legal, fiscal or financial and Contractual documents of the Association should be kept safely with signatories or at the Finance Department in Switzerland.</p> <p>Original copies of contracts and its amendments, concluding letters and</p>

	<p>any officially signed communication shall be saved by the President for a minimum of 5 years after expiration of the contract or agreement if fiscal issues are involved for a minimum of 10 years.</p> <p>Official legal documents will be kept for 10 years after expiration.</p> <p>Fiscal and financial documents and reports, all documents supporting bookkeeping such as invoices, vouchers, bank statements, signatory cards and other will be kept for a minimum of 10 years.</p> <p>Any personal data will be kept for a minimum of 2 years legally, in Association files 5 years for reference. They will be safely removed from servers and files.</p>
Waste Management	<p>Documents with legal, fiscal, finance and contractual importance will be safely destroyed using appropriate devices and a certified company. A report will be established.</p> <p>When a member, organisation or industry claim in writing that personal data in relation to them should be removed this has to be done immediately by the administrator at the Secretariat; the removal shall be acknowledged to the person or organisation if requested.</p>
Finance, Fiscal and Legal department	<p>Finance, fiscal and legal obligations are managed by a professional provider and through an agreement or contract.</p>
Reserves and Investment Policy	<p>EDTNA/ERCA shall build a fixed reserve of 200,000€; the reserve may be invested as time invested money with fixed interest rates; and alternatively, due to investment market situation, the reserve may be invested according to UBS Strategy Yield with 25% or 35% of shares included in the portfolio. The historical loss period of products should not be longer than 3 or 5 years, respectively; the expected yield should not be higher than 1.5 – 2%.</p>
Conference Management	<p>Conferences are managed by a professional provider and through an agreement or contract.</p>

Formal Voting Process

The Constitution requires Election and Voting; a Formal Voting Process (FVP) considers Terms and Conditions

Terms and Conditions

- All votes for or approval of candidates for election must be properly minuted and shall be available as such for information to members and fiscal and legal authorities in Switzerland and countries where required.
- Election of the President or members of the Executive Committee by the membership requires a vote, regardless of whether an E-Voting system or paper ballots is chosen. The Quorum is 7% of members with voting rights.
- The EC itself decides for all of their votes whether they are open or closed votes. Votes or approval done by voting via electronic system, i.e. email or online require the participation and vote of all EC Members and are to be properly minuted.
- Minutes and records of any votes or approval shall be signed by the President; originals are to be filed by the Secretary or Secretariat of the Association.
- Electronic tools are the preferred option to distribute announcements and to give access to the voting process; a member may ask for information in writing and paper ballot by ordinary post.
- At the Annual General Meeting (AGM) a quorum of a "Member" vote shall be 2% of the voting Members. Decisions shall be carried by a simple majority of the valid E-Votes and ballots received within the deadlines.
- In case a Formal Vote to elect the President or any EC candidate fails by not reaching a quorum the AGM may be asked by the President to approve or disapprove by single majority.

Nomination Committee

The Executive Committee (EC) shall appoint a Nominations Committee (NC) which is composed by the President, Secretary and at least one elected EC Member; the composition of the NC and every change is to be approved by the EC and minuted. (PP Job description to be revised 11/2011)

Activities and Deadlines for Election to the EC and Motions at the AGM

Election of the President and Members of the EC

	Days prior AGM
The NC shall call for nominations from the Membership for election to the EC not later than 90 days prior the Annual General Meeting (AGM) or a voting date set during the year.	
Information out to all members by Electronic Mail	> 90
Information back from members	> 75
The NC shall assess the eligibility of each of the nominations. A candidate shall be a Member for at least 2 years. A candidate shall be supported by 10 members.	> 75
The NC shall propose a final list of candidates to the EC for approval.	> 60
Members shall be informed of the approved list of candidates.	
Members shall be called to vote from 60 days until 30 days before the AGM; the E-Voting tool shall be opened accordingly or by written request of the members for paper ballots to be sent.	< 60 - 30
The Voting Procedure shall be closed 30 days prior the AGM; for paper votes the post mark apply for deadline.	< 30
Results of votes shall be announced at the AGM to the membership.	At AGM
In case of not reaching the quorum in the general vote the AGM may approve a candidate for the EC or for President by simple majority.	
Complete votes are to be formally noted in the official AGM Minutes.	

MOTIONS

	Days
MEMBERS and GLOBAL MEMBERS can file a motion until 30 days before the AGM; all motions received by members before the deadline need to appear on the AGM agenda.	
The Secretariat shall call for Motions and prepare the Motion Form.	> 60
Information out to all members by electronic mail.	> 60
Motion to be collected and sent to the EC for analysis; the EC may decide to communicate with the members prior to filing the motion on the AGM Agenda.	< 60
The collection of Motions is open until 30 days before.	< 30
Closure for collecting items for the AGM Agenda and motions.	30
Motions presented, discussed, voted and minuted at the AGM.	At AGM