

## **ANBI Policy Plan ESOT Vereniging & Stichting ESOT Foundation 2014/2018**

This Policy Plan consists of an Introduction, a view on the Bylaws of Association as far as ANBI rules and regulations are concerned, a summary of the Activities of Vereniging ESOT, its Finance and its Governance structure.

The Foundation Board is aware of the fact that, in order to remain on the ANBI register, Vereniging ESOT has to meet with the requirements. The Foundation Board has ensured, in close cooperation with Pricewaterhouse Coopers (on the Bylaws of Association) and Mazars (on the ANBI ruling by the tax inspector), that it will do so.

The drafting of this ANBI Policy Plan is envisaged to be a “living document”, which expresses its Board’s decision to have the ANBI status prolonged on the long run and which permits the Foundation Board to have the Policy Plan reviewed once in a 5 year’s cycles.

### **1. Introduction**

ESOT Vereniging is part of a top down structure whereby it has the overall strategic function and exercises the ownership of the Stichting ESOT. As from 09.03.2010, the Foundation Board of Stichting ESOT consists of Dutch and international governors of various distinct (educational) institutions and (former) captains of industry.

The European Society for Organ Transplantation (ESOT) is the umbrella organization under which all European transplant activities are organized. The objectives of the association are the advancement of medical science by promoting fundamental and clinical advances in the field of Transplantation and related subjects. ESOT cooperates with many other organizations to structure and streamline transplant activities in Europe.

Several Sections and Committees within ESOT represent expert knowledge on the respective organs and specialty fields.

The objectives are achieved by publishing the Journal Transplant International, holding a biennial congress, organizing educational courses and events and co-operating with other scientific organizations.

### **2. The European Society for Organ Transplantation**

The Vereniging ESOT is focused on the pursuit of scientific knowledge and best clinical practice in the field of transplantation and acts as the main organization for all expert groups in solid organ donation and transplantation in Europe. Its membership comprises the majority of European physicians, surgeons, scientists and other healthcare professionals involved in donation and/or transplantation and who want to benefit from the platform, exchange of best practice, scientific network and education program provided by Vereniging ESOT, via the Stichting ESOT.

Vereniging ESOT has a membership of approximately 1600 members (individuals) and is recognized to be the main transplant organization in Europe. It offers expertise and independent advice to European bodies and authorities seeking help on questions related to donation and transplantation and facilitate European individuals to acquire skills, techniques as well as knowledge, in the field of organ transplantation.

Vereniging ESOT trains and supports its members through a dedicated clinical and basic science program, planning a range of educational courses and seminars throughout the year. In addition, every other year all the leading players on the European and International transplant scene are invited to attend a biennial congress, held in a key European city, which attracts an average of 3500 participants.

In 2010 ESOT was incorporated as a Society with charitable status under Dutch Law, and qualified for the ANBI-status, as of the date of incorporation. All activities to support Vereniging ESOT to execute its goals in

science and education ought to be handled by a separate legal entity, a Dutch Foundation that is linked to Vereniging ESOT according to its bylaws (statutair gerelateerd in de vorm van een Steunstichting) with the exclusive goal to support the Vereniging ESOT. Consequently, the ESOT Foundation (Steunstichting ESOT) has been set up according to Dutch law.

The main feature of our society is that it has a membership character. This means that members form the General Assembly; the Society does not distribute funds to the members of the society.

### **3. Structure of the Association**

The Council represents the ESOT Society. The power to representation is also ascribed to the President together with the Secretary or the Treasurer, or the Secretary together with the Treasurer.

The Council consists of at least three natural persons. President, Secretary and Treasurer are appointed in function. Together they form the daily Council.

The Councilors - except the chairmen of the sections as referred to in article 10, who as such are members of the Council - are appointed from the regular members of the society.

The General Assembly determines the number of Councilors.

Councilors may at any given time be suspended and discharged by the General Assembly stating the reasons. The General Assembly decides about suspension or discharge with a majority of two/third of the votes. Suspension ends when the General Assembly has not decided to discharge within three months.

The suspended Councilor is given the opportunity to answer to the General Assembly and may have an advisor assist him. Councilors are appointed for a period of at the most four years. By a year a period between two successive annual General Assemblies is meant.

The Councilors resign according to a schedule the Council draws up. A Councilor resigning according to the schedule can only once be reappointed immediately.

The President is appointed for a period of two years. He remains Councilor for two years after his resignation as Past President.

The Secretary and the Treasurer are appointed for a period of four year which can be stretched to a period of in total at the most six years.

The President of a section can be Councilor for at the most four years.

If the number of Councilors has dropped beneath the in section 1 mentioned minimum, the Council will nevertheless remain authorized. The Council is obligated to convene a General Assembly as soon as possible, in which the provision of vacancies is raised.

Within the Vereniging ESOT (Figure 1.) the General Assembly of the membership is the highest governing body. To prepare, execute and follow-up on decisions of the General Assembly as well as act as on behalf of the membership, the Vereniging ESOT elects a Council (consisting of President, Past President, Secretary, Treasurer, and eight to ten Councilors) that sets out plans in relation to policies, educational programs and grants, membership and governance.

All members and officers of the Council are volunteers.

The strategic planning is devolved to the Executive Committee (formed by the President, Past President, Secretary, Treasurer and Executive Officer, an employed professional) that deals with day-to-day decisions and monitors the execution of assigned tasks, whilst the same individuals act as members of the Sponsorship Advisory Committee that concentrates on fundraising and building links with Industry.

The various Sections and Committees of Vereniging ESOT are each governed by a group of 5 to 8 medical and or scientific transplant professionals who are all volunteers and who, represent the expert knowledge on the respective topic of the Section or Committee.

There are currently seven Sections, of which five focus on different specialties and the remaining two concern more general topics in donation and transplantation. Vereniging ESOT also has four Committees that supervise a range of key activities.

### 3.1 Officers and Council Members - Term: 2013-2015

<p><b>Executive</b>  <i>President</i>          John L.R. Forsythe  <i>Past President</i>          Carla C. Baan  <i>Secretary</i>          Thierry Berney  <i>Treasurer</i>          Stefan Schneeberger  <i>Executive Officer</i>          Annalisa Ponchia</p>	<p><b>Councillors</b>          Marina Berenguer          Diego Cantarovich          Franco Citterio          Aksel Foss          Robert Langer          Ugolino Livi          Birgit Sawitzki          Jonas Wadström          Dirk Ysebaert  <b>Council Members</b>          Dirk Bendsorp</p>
<p><b>Section Chairs</b>  <i>ECTTA Chair</i>          Luciano Potena  <i>EKITA Chair</i>          Rainer Oberbauer  <i>ELITA Chair</i>          Paolo Muiesan  <i>EPITA Chair</i>          Johann Pratschke  <i>ELPAT Chair</i>          Willem Weimar  <i>EDTCO Chair</i>          Lisa Burnapp  <i>VCA Chair</i>          Lionel Badet</p>	<p><b>Committee Chairs</b>  <i>Basic Science Committee Chair</i>          Thomas Wekerle  <i>Education Committee Chair</i>          Vassilios Papalois  <i>YPT Committee Chair</i>          Undine A. Gerlach  <i>Ambassador Committee Chair</i>          Rutger J. Ploeg</p>

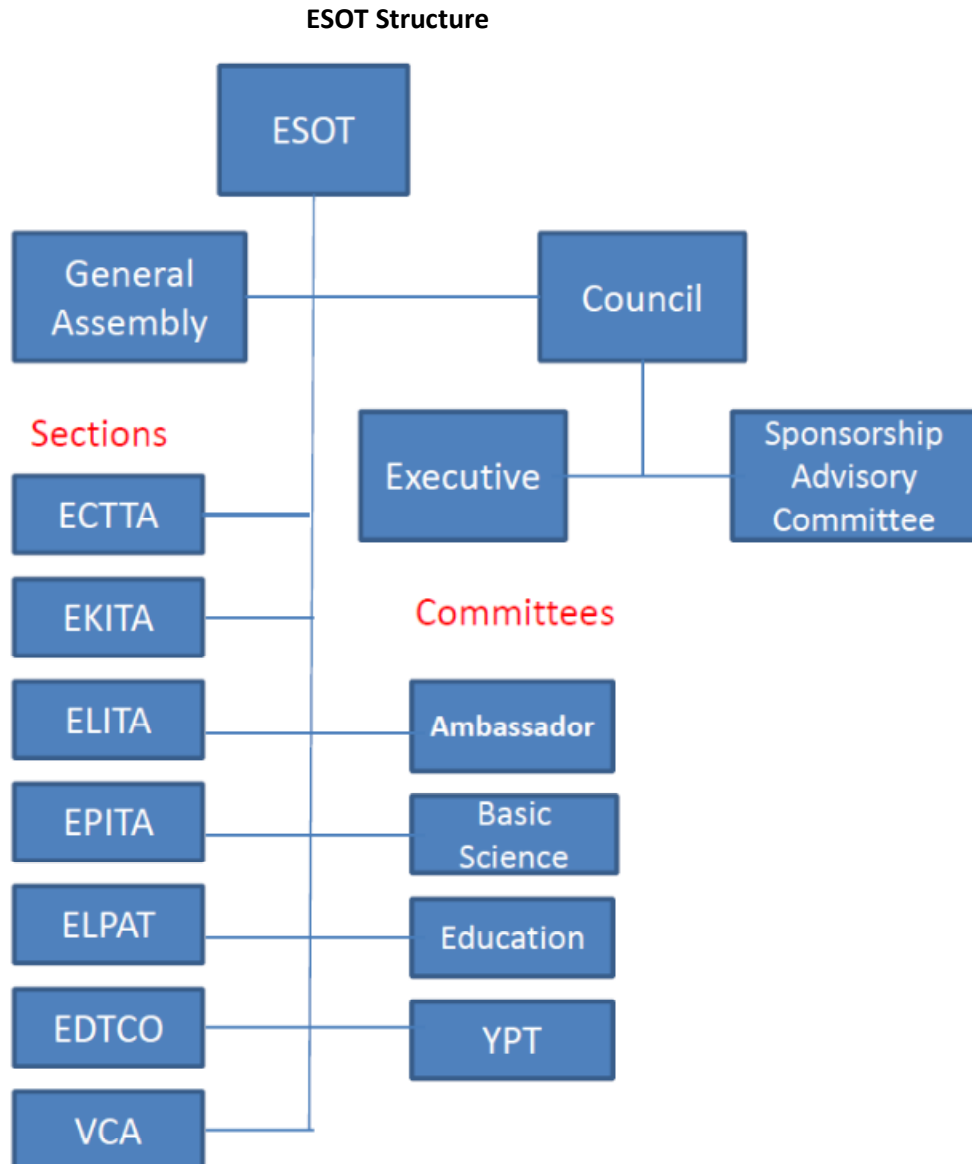
#### Sections

ECTTA -European Cardio Thoracic Transplant Association-  
 EKITA – European Kidney Transplant Association  
 ELITA – European Liver &Intestine Association  
 EPITA – European Pancreas & Islets Association  
 ELPAT- Ethical, Legal, Psychosocial Aspects of Organ Transplantation  
 EDTCO – European Donation and Transplant Coordination Organization  
 VCA – Vascularized Composite Allotransplantation

#### Committees

Ambassador Committee  
 BSC –Basic Science Committee  
 Education Committee  
 YPT - Young Transplant Professionals

Figure 1.



#### 4. Organisation Management

The European Society for Organ Transplantation (ESOT) concerns in fact two Dutch legal entities that have been both registered in Amsterdam, The Netherlands, to allow correct and good governance of all activities and organisation management that will enhance and support scientific and education activities in the field of donation and transplantation in Europe. One entity is the European Society for Organ Transplantation (Vereniging ESOT) and the other one is the ESOT Foundation (Steunstichting ESOT).

##### (Foundation Constitution) Artikel 2

1. De stichting heeft ten doel:
  - a. de financiële ondersteuning van het doel dat de vereniging: European Society for Organ Transplantation (ESOT), gevestigd in de gemeente Amsterdam, nastreeft;
  - b. het verrichten van alle verdere handelingen, die met het vorenstaande in de ruimste zin verband houden of daartoe bevorderlijk kunnen zijn.
2. De stichting tracht haar doel onder meer te verwezenlijken door:
  - a. het verwerven van sponsorbijdragen;

- b. het verkrijgen van projectsubsidies;
  - c. het organiseren van fondsen verwervende activiteiten.
3. De stichting is verplicht jaarlijks, uiterlijk binnen zes maanden na afloop van het boekjaar of zoveel vaker als daartoe aanleiding is, de netto revenuen uit sponsorbijdragen, projectsubsidies en fondsenwervende activiteiten uit te keren aan European Society for Organ Transplantation (ESOT), met dien verstande dat de stichting steeds de beschikking houdt over een zodanig vermogen dat zij haar werkzaamheden op verantwoorde wijze kan verrichten.

### In English

#### Article 2

1. The purpose of the foundation is:
  - a. financially supporting the aim of the society: European Society for Organ Transplantation (ESOT), registered in the district of Amsterdam
  - b. performing all further actions concerning the former in the broadest sense, or (other actions) that are beneficial.
2. The foundation tries to achieve its goal by, among other things:
  - a. raising sponsor funds,
  - b. obtaining project subsidies,
  - c. organizing activities that raise funds.
3. The foundation is obligated to distribute the net revenues from sponsor contributions, project subsidies and fundraising activities to the European Society for Organ Transplantation (ESOT) annually and within at most six months after the fiscal year or as more often as is necessary, provided that the foundation at all times possesses such a capital that it is able to carry out its duties in a responsible manner.

The governance arrangements are regulated by the Bylaws that describe clearly the duties and responsibilities of the officer and the members. The Bylaws can be amended by the Association's members by democratic vote during the annual General Assembly, or by summoning extraordinary assemblies.

#### **4.1 The role of the volunteer leads**

Volunteers and their leads play a major role within the Vereniging ESOT. They are a wide range of clinicians, scientists, coordinators, nurses and other transplant professionals who contribute to Vereniging ESOT in many different ways supporting ESOT for a minimum of 4 and a maximum of 8 years, depending on their role and according to the bylaws.

Their tasks cover three main areas of intervention:

- a. Support in organization management, including the preparation and attendance of Council, sub-groups and board meetings, fund raising and administrative activities;
- b. Provide specific expertise and scientific content for the preparation and the development of all education events (as described at tables 1. and 2.), in addition they offer tutorial assistance during the onsite program, sometime for few consecutive days;
- c. Organize specialty meetings, including the major event, offering know-how and presentations of medical trails and clinical cases.

#### **4.2.1 ESOT Executives**

##### **- Finance - Treasurer**

The Treasurer is an elected volunteer lead whose task is to supervise financial and administrative operations, to prepare reports for Council and the General Assembly, and to collaborate with sponsorship activities. The Treasurer is the key position for strategic advice and finance supervision, and reports to Council and GA. Professional advice and auditing is delegated to a specialized Firm.

- **Secretary**

The Secretary is a volunteer elected lead with specific functions in relation to internal and external politics, as well as in the areas of governance and structural review, strategy and growth plan development. In addition, he coordinates Council activities, administers the initial stage of each education event (application and selection processes), the grant program and certain issues in relation to the membership.

- **President**

The President is the lead member for the Association and is generally elected after serving the Society in other positions. He takes the key representative and institutional role and shares many of the functions described for the Secretary.

#### **4.3 The role of the employed staff**

An internal independent structure was established in 2007, with the aim of providing consistent and high-quality meeting services for all ESOT events organized by the various sub-sections.

The Office occupies the role of Organizing Secretariat for the biennial congress and for all the education events, part of these management services (registration and accommodation), as well as certain administrative tasks, are outsourced to an external PCO, as paid staff would be insufficient to cover the whole necessity .

Staff of the unit is formed by three professionals from the Meetings Industry, associated to a specific area of intervention: *Meeting services – Section & Committee secretarial services - Administration & Finance – General Secretariat – Presidency*, thus optimizing human resources and offering the necessary flexibility and adaptability to the “not-for-profit” working environment.

#### **5. Activities**

ESOT trains and supports its members through an extensive Educational Program and encourages research and excellence through its Awards & Grants Program. Furthermore, ESOT gathers the European and international transplant scene at its biennial Congress

The year-round education and meeting program of ESOT consists of:

- **Education Courses:** 8 to 10 activities, some of which are biennial (Hesperis, ETFW, EDSM&BSLC, LAB, EVIT, HLTP, Split Liver Transplantation, Thoracic Top Course and 2 E-learning courses) – participation ranges from 15 to 100 attendees
- **Specialty Meetings:** 4 to 6, some are biennial (ELITA Symposium, Joint ESOT & TTS Basic Science Symposium, Joint ESOT & AST Symposium, ELPAT Congress, ECTTA Meeting, EDTCO Congress, ETAHP Meeting) - participation ranges from 40 to 400 attendees.
- **ESOT Biennial Congress** with an average participation of 3500 attendees.

#### **6. Financial means**

Since its inception, ESOT aimed to build a robust financial governance.

The society’s financial means consist of:

- a. annual contribution and other contributions by members; the amount of the membership fee is determined by the general assembly
- b. donations, sponsor contributions, inheritances and legacies;
- c. other earnings deriving from the education activities.

ESOT intends to support with financial means education activities that do not received direct earning but are of importance for the curriculum of the associates.

Further, ESOT supports individual and group research grants, as well as fellowship and exchange programs, to enhance the possibilities for members to access an extensive training and good clinical practice. Funds are also allocated to finance working groups dedicated to the preparation of guidelines concentrated on long-term patient and graft survival.

The Council deliberates on the activities budget, which is prepared annually for approval. Budget includes overheads, cost of the employed staff and management costs.

The performance in 2014 will ensure that the current activities can continue in 2015 and beyond. Further details can be obtained from the Statement of Financial Activities & Balance Sheet published in the association's web site.

Annual financial reports are audited by Mazars Paardekooper Hoffman N.V., Amsterdam.

This policy plan has been updated on 03.03.2015