



ARTICLES OF ASSOCIATION

for

'FORENINGEN SCANDIATRANSPLANT'

Contents

Article 1	Name.....	3
Article 2	Domicile.....	3
Article 3	Purpose of Scandiatransplant.....	3
Article 4	Membership of the Association.....	3
Article 5	Membership - rights and obligations.....	4
Article 6	Termination of membership.....	4
Article 7	Council of Representatives.....	5
Article 8	Composition of and election to the Board.....	6
Article 9	Board meetings.....	6
Article 10	The Board's duties.....	7
Article 11	The Scandiatransplant Office.....	7
Article 12	Groups in Scandiatransplant.....	7
Article 14	Capital.....	9
Article 15	Accounts and audit.....	9
Article 16	Change of Articles of Association.....	9
Article 17	Dissolution.....	10
Article 18	Arbitration.....	10

Article 1 Name

The name of the Association is 'Foreningen Scandiatransplant', in these articles quoted as Scandiatransplant or the Association.

Article 2 Domicile

The Association's domicile is Aarhus Municipality, Denmark.

Article 3 Purpose of Scandiatransplant

Scandiatransplant is a collaborative non-profit organ exchange organization managed by the member transplant hospitals. The population in each country is too low to enable optimal matching of donor organs for transplantation, optimal usage of organs, or to maintain a reliable and efficient urgent waiting list for transplantation. Thus, the main purpose of Scandiatransplant is:

- to serve as a common organ exchange organisation and allocation resource for its member hospitals including kidney, liver, heart, lung, pancreas, pancreatic islet, liver cells, composite graft, intestinal and multivisceral transplantation. This is done transparently, using ethical principles and in full compliance with the national legislation of the members' countries,
- to maintain and operate a common waiting list for transplantation,
- to ensure complete traceability from organ donors to patients,
- to maintain and operate follow-up registries of transplanted patients,
- to maintain and operate follow-up registries of living donors,
- to serve as a collaborative platform through specialized working groups and advisory groups in order to facilitate best practice recommendations and policies optimizing retrieval, allocation and transplantation of organs, and
- to form a collaborative network for the member hospitals to promote research and development related to organ donation, allocation and transplantation.

Article 4 Membership of the Association

Members of the Association are public hospitals in Sweden, Denmark, Finland, Norway, Estonia, and Iceland performing organ transplantation. Applications for membership must be made in writing to the Association and shall be evaluated by the Board and forwarded to the Council for decision.

Membership is accepted provided that Council of Representatives adopts to accept the application.

A member who has been excluded by the Council of Representatives for failure to satisfy the Association's rules of membership can only be re-admitted if adopted by the Association's Council of Representatives.

Transplanting hospitals from other countries can apply for an associate membership. Associate membership can be accepted provided the Council of Representatives adopts to accept the application. Associated members may participate in all Scandiatransplant activities. The Board may invite associate members as observers to meetings in the Council of Representatives and the Board, but without voting rights.

Article 5 Membership - rights and obligations

Members and associate members are obliged to observe the articles of Scandiatransplant and live up to their objectives.

The fees for the services, which members and associate members receive from Scandiatransplant, are suggested by the Board and decided by the Council of Representatives.

Fees shall be determined in the light of the Association's operating expenditure and capital and are adjusted once every year.

Members and associate members are obliged to pay for the services, which they receive in the past accounting year, no later than 30 days after the Association has requested that payment be made.

Article 6 Termination of membership

Notice to terminate membership shall be given in writing to the Association at minimum 12 months' notice, taking effect from the expiration of a financial year.

Subject to an appeal to the Council of Representatives and with a 2/3 majority, the Board can decide to exclude a member or an associate member who fails to observe the Association's obligations or deliberately acts against the interests of the Association. The decision is effective as soon as it is announced to the member, even when it has been appealed.

Members or associate members, who fail to meet their economic obligations to the Association, shall be deleted from the membership list when they have been in arrears to the Association for more than one year after payment has fallen due.

Exclusion or deletion from the membership list due to overdue payments does not release a member from fulfilling his debts.

Members or associate members that discontinue their transplantation activity shall be excluded by the Council of Representatives.

Article 7 Council of Representatives

The Association's supreme authority is the Council of Representatives.

The member hospitals have meeting and voting rights at the assemblies of the Council of Representatives with each one representative. A member is entitled to additional representatives calculated in the following way: A number for the transplantation activity performed during the preceding year is calculated. Every 75 transplantations entitle the member to further one representative. In countries with only one transplant centre the centre is entitled to appoint a tissue typer as an additional representative. All representatives are required to be clinically active in transplantation.

Every member of the Association is entitled to appoint another two delegates to the assembly of the Council. These delegates have no voting rights but only rights to speak and observe.

Each associate member can be invited by the Board as an observer to the assembly of the Council. These observers have no voting rights but only rights to speak and observe.

The Association's medical Director is entitled and obliged to participate but has no voting rights.

An ordinary meeting of the Council of Representatives shall be held once every year prior to July 1. The Board shall summon all persons who are entitled to appear at the assembly of the Council with a notice of no less than 3 weeks, specifying time, place and agenda for the meeting.

Issues proposed for voting, which are not included in the distributed agenda, must be submitted in writing to the Chairman of the Board no later than 14 days before the assembly of the Council. They must be delivered to all persons who are entitled to appear at the assembly of the Council no later than 7 days before the meeting.

The Council of Representatives is led by a chairman who is to be elected by the assembly and who may not be a member of the Board or be the Association's Medical Director. Accounts and budgets shall be presented for approval, and the Board shall present its report on the Association's activities.

On a proposal from the Board, the Council of Representatives elects the Chairman of the Board who cannot at the same time be a country's appointed member of the Board or his substitute. The Council of Representatives also elects the Association's auditor who shall be a state-authorized public accountant.

Decisions on membership or associate membership can be accepted provided that 2/3 of the Council of Representatives adopt to accept the application

All other decisions made by the Council of Representatives, even regarding economic matters, are valid when at least half of the present representatives with voting rights are in favour of them.

An extraordinary assembly of the Council shall be held when decided at an ordinary assembly of the Council, or when decided by the Board, or when at least 1/4 of the members of the Council of Representatives with voting rights so request.

The members of the Council of Representatives shall cover their own expenses in connection with their participation in assemblies.

Article 8 Composition of and election to the Board

The Association's Board shall consist of one transplantation active person from each member country, and a chairman from one of these countries.

The Board's members and their substitutes are appointed by the hospitals of the respective countries through their representatives in the Council of Representatives.

All members of the Board and their substitutes shall be elected for terms of three years and may be re-elected once.

If the Chairman of the Board retires before the end of his election period, the Board selects an acting Chairman of the Board from the members of the present board until the next meeting of the Council of Representatives. A member of the Board who is selected to be acting Chairman of the Board is replaced in the Board by his personal substitute.

In case of absence, a Board member's personal substitute shall be summoned.

Article 9 Board meetings

Board meetings shall be held as frequently as necessary, or when requested by the Chairman or two members of the Board. Board meetings are to be held at least three times a year.

The Board shall form a quorum when four members of the Board are present, including the Chairman.

Board decisions shall be adopted by simple majority of votes.

In case of a tie, the Chairman shall settle the matter.

Remuneration of Board members shall be decided by the Council of Representatives.

The Association's Medical Director shall participate in Board meetings, but without voting right. Associate members may be invited by the Board to participate in Board Meetings, but without voting rights.

Minutes shall be kept of Board meetings and put on the home page.

Article 10 The Board's duties

The Board has the overall responsibility for the Association's day-to-day operation.

The Board keeps the accounts, reports annually and performs budgetary work for the Council of Representatives.

The Board implements the activities that the Council of Representatives may adopt.

The Board ensures that the Association's capital is maintained.

The Board employs a Medical Director to be in charge of the Association's day-to-day operations.

The Board shall be entitled to support and promote the Association's objectives through subsidies, donations and inheritance from the governments as well as private institutions or persons who may have an interest in supporting the Association, subject to article 14.

Article 11 The Scandiatransplant Office

In order to fulfil its purpose, Scandiatransplant develops, deploys and manages its IT system according to instructions given by the members of the Association. This work is done by people employed at the Scandiatransplant Office.

The Office may service all parts of the Association, the general public, cooperating partners and relevant authorities with information.

The Medical Director is responsible to the Board for the organisation of the Office and its activities.

Article 12 Groups in Scandiatransplant

Specialist groups are formed to fulfil the objectives of Scandiatransplant as stated in article 3. These groups receive support from Scandiatransplant as decided by the Board. They should give a report of their activities at the annual assembly of the Council. They are forums for discussing scientific activities and matters of common interest. These groups adopt their own methods of working and making decisions.

A matter which cannot be brought to a conclusion within a group or between groups can be brought forward to the Board to decide or to prepare for a decision by the Council of Representative.

There are different types of groups:

1) **Organ main groups, approved by the Council of Representatives**, the present organ main groups in 2016 being: Kidney, Liver, Thoracic organs, Pancreas and Intestine. Each group constitutes itself, but all member hospitals performing the particular organ transplant must be represented in the group. The group defines its own by-laws, leadership and meeting activity. The group must at all times have a contact person to the Office and the Association. It is the responsibility of the group to keep the Office updated on who is the contact person.

a. **Duties of the groups:**

- to decide rules for allocation of the particular organ and keep the Office updated on these rules,
- governance of compliance to the allocation rules,
- governance of acquiring and maintaining data in follow-up registries,
- to arrange meetings for the groups, keep the office updated on meetings and produce minutes of the meetings for the home page. Preferably, a coordinator and a member of the Office staff should participate in the meetings as observers without voting rights,
- to form subgroups with special interests when needed. These groups refer to the main group,
- to make sure, that issues of potential interest also to other groups are discussed with these groups, and
- to discuss matters concerning general policies with the Board before a decision is made.

b. **Rights of the groups:**

- to receive practical support from the Office and financial support from Scandiatransplant,
- to make the office staff work with a follow-up registry and scientific information, and
- to be represented on the Scandiatransplant home page.

2) **Coordinator's group:** This group consists of one coordinator from every member hospital. Their duty is to keep all coordinators updated on relevant information, in particular rules and agreements on allocation and transport of organs for transplantation.

3) **Tissue typers' group:** This group constitutes itself, but all tissue typing laboratories in the Scandiatransplant area should be represented. It defines its own by-laws, leadership and activities, but it should keep the Office updated on a contact person to the Association and the Office. The group gives recommendations on relevant tissue type information in the IT system and on recipient search procedures. The group acts as an expert advising committee for the organ groups.

4) **Advisory groups:** These are formed by the Board and are groups of experts in a field relevant for organ transplantation. They advise the members and give guidelines to the member hospitals.

5) **Official cooperation groups:** Groups (including the Nordic Transplant Committee) consisting of representatives of the Association and the national health authorities and other competent authorities. The Board decides who is to represent Scandiatransplant.

Article 13 Liability and provisions regarding the powers to bind the Association

The Association is bound by the joint signatures of the Medical Director and the Chairman of the Board, or by the joint signatures of the Chairman of the Board and one member of the Board, or by the joint signatures of all members of the Board.

No member of the Association or its governing bodies shall be personally liable in economic terms for the commitments assumed by the Association.

Article 14 Capital

The Association's capital may be increased through contributions, subsidies, inheritance and donations. Inheritance and donations may not be accepted if given on conditions which are incompliant with the Articles and the rules of Scandiatransplant.

The Association is not intended to increase its capital in excess of what is required in order to meet its objectives.

The Association's capital or return can under no circumstances be distributed or returned to the members or other contributors. Members and contributors are unable to obtain loans from the Association.

Article 15 Accounts and audit

The Association's financial year follows the calendar.

The Board is responsible for making the annual financial statements in accordance with common practice and legislation in Denmark. The annual report must include a profit and loss statement and a balance.

The annual report shall be audited by the auditor elected by the Council of Representatives. The audited annual report and the auditor's certificate shall be presented for approval by the Council of Representatives at the ordinary assembly of the Council to be held in the following financial year.

Article 16 Change of Articles of Association

Any changes of these Articles require a 3/4 majority adoption of those present with voting rights at an assembly of the Council of Representatives.

Having its domicile in Denmark, the Association has its original Articles written in Danish. Changes are made in the Danish Articles, but may be adopted by the Council on the basis of a corresponding translation into English. The adopted changes are then pasted into the respective Articles.

Article 17 Dissolution

Dissolution of the Association requires a 5/6 majority adoption among all the members with voting rights of the Council of Representatives at an assembly of the Council. Failing such majority, the Board is entitled to summon a second assembly of the Council where the dissolution may be adopted by a 5/6 majority among the representatives with voting rights, present at the assembly.

If the decision of dissolution is passed, the Council of Representatives must decide how to dispose of the funds of the Association, and the decision must be compliant with the objectives of Scandiatransplant.

Following the decision to dissolve the Association, the Council of Representatives shall appoint a liquidator to realize the Association's assets.

Regarding the Association's other assets such as databases and similar, action shall be taken in one of the four following ways:

1. to be returned to the relevant members,
2. to be handed over to a new organisation to take over the Association's activities. This is only possible subject to the individual consent by the members involved,
3. to be handed over to an institution or body which is duly authorised by the governments in the members' countries. Such handing over shall be subject to the actual rules in the individual members' countries regarding application of computerised data, or
4. to be destructed.

Article 18 Arbitration

Any dispute arising out of or in connection with these Articles of the Association shall be referred for final and binding settlement by a Court of arbitration.

The Court of arbitration shall be made up of three arbitrators: the parties to the dispute appoint one each, and these two arbitrators jointly appoint an umpire. Failing agreement between the two arbitrators, the umpire shall be appointed by the President of Vestre Landsret, Viborg, Denmark.

In the event that the one party to the dispute has appointed an arbitrator, and the other party fails to appoint the second arbitrator within eight days of being informed of the first arbitrator's name, the second arbitrator shall be appointed by the President of Vestre Landsret, Viborg, Denmark.

The Court of arbitration shall convene in Aarhus, Denmark, and shall decide its own rules of procedure and matters regarding expenses.

The decision reached by the Court of arbitration shall be final and binding and cannot be brought before any other court.

Danish legislation on arbitration shall apply.

Articles accepted at the founding meeting in “Nordiska Expertkommittén för Transplantationsfrågor”, Copenhagen 26 October 1992.

Chairman: Krister Höckerstedt

Articles adopted at the founding assembly of the Council of Representatives, Copenhagen 25 August 1993.

Chairman of Council meeting: Nils Persson

Amendment of Articles adopted by the Council of Representatives, Malmoe 7 May 2003.

Chairman of Council meeting: Gunnar Tufveson

Amendment of Articles adopted by the Council of Representatives, Göteborg 10 May 2006.

Chairman of Council meeting: Nils Persson

Amendment of the Articles adopted by the Council of Representatives, Oslo 7 May 2013.

Chairman of Council meeting: Tim Scholz

Major revisions of Articles after 2 years of work in a group formed at the meeting of the Council of Representatives in 2014, adopted by the Council of Representatives, Stockholm 11 May 2016.

Chairman of Council meeting: Torbjörn Lundgren

Chairman of Board: Krister Höckerstedt

Amendment of Articles adopted by the Council of representatives, Helsinki, May 2017.

Chairman of Council Meeting: Krister Höckerstedt

Chairman of Board: Bo-Göran Ericzon

Amendment of Articles adopted by the Council of representatives, Aarhus, 9. May 2019

Chairman of Council Meeting: Karin Skov

Chairman of Board: Bo-Göran Ericzon

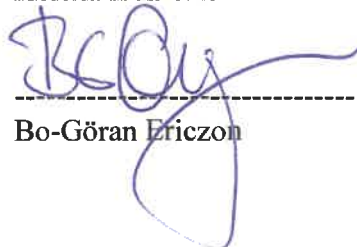
Amendment of Articles adopted by the Council of representatives, Helsinki, 19. May 2021

Chairman of Council Meeting:



Helena Isoniemi

Chairman of Board:



Bo-Göran Ericzon