

**Minutes of the WGA meeting in Copenhagen, October 5th, 2015**

Present at the meeting:

Krister Höckerstedt (Helsinki)  
Helena Isoniemi (Helsinki)  
Pål-Dag Line (Oslo)  
Lars Bäckman (Uppsala)  
Allan Rasmussen (Copenhagen)  
Margret Andresdottir (Reykjavik)  
Bjarne Møller (Aarhus)  
Peder Chr. Nørgaard (Aarhus)  
Lars Wennberg (Stockholm) (keeper of minutes)

Minutes:

1. Welcome (Höckerstedt)
2. Approval of the minutes from the most recent WGA meeting (Copenhagen, February 19th, 2015) and the extraordinary meeting with the Council of Representatives (Stockholm, May 7th, 2015)
  - a. Approved
3. Comments from participant:
  - a. Clear articles (definition, rights, duties, funding etc.) for groups and subgroups required (LW, AR)
  - b. Article 3, purpose of Scandiatransplant – ownership of Scandiatransplant is usually accredited to the member hospitals, should this be described also in the articles? (PDL) (Probably not since ownership of an association not allowed in Danish law)
  - c. Should ownership of data be clarified? (HI)
  - d. Good articles needed in case of conflicts or other difficulties (LB)
  - e. A well functioning organization only need a limited amount of articles (PCN)
  - f. Presentation of slides from KAJ summarizing the present status of the revised articles (PCN)
4. Discussions of subjects that have come forward. Draw conclusions
  - a. No main objections on the suggestions and report given to the Council of Representatives in Stockholm, May 7th, 2015, especially
    - i. Revised article 3: Purpose of Scandiatransplant
    - ii. Revised Article 4: Suggestion on Associate Membership for Non-Nordic countries
  - b. In conclusion, the working group has a mandate to continue the revision of articles according to the preliminary suggestions presented to the Council

5. Detailed review and discussion of all articles in the latest version of the revised articles that was sent out by KAJ (October 2nd).
  - a. All changes considered necessary by the working group were included into the document
  - b. An new, updated version of the revised articles was created (enclosed) with all new additions and exclusions clearly shown
6. The Medical Director (KAJ) was given the mandate and responsibility to finalize the work, to make necessary modifications in collaboration with the legal advisor and to compile a final version of the revised articles that can be presented to the Scandiatransplant members and Council of Representatives
7. A preliminary schedule for the continued process was decided
  - a. KAJ finalizes the work with the revised articles as described above (6)
  - b. The final version is distributed to the working group for review and approval
  - c. The approved final version is sent out to all members for review and input
  - d. The final version is presented at the Council of Representatives during the STS meeting in Stockholm, May 2016 and accepted (or rejected)

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Lars Wennberg, keeper of minutes

**Enclosed working  
document below**

## **ARTICLES OF ASSOCIATION**

for

### **'FORENINGEN SCANDIATRANSPLANT'**

as adopted by the Nordiska Expertkommittén för Transplantationsfrågor, in Copenhagen on  
26 October 1992

amendment of Articles of Association as adopted by the Council of Representatives, in  
Malmö on 7 May 2003

*amendment of Articles of Association as adopted by the Council of Representatives, in  
Göteborg on 10 May 2006*

#### ***Article 1***

##### ***Name***

The name of the Association is 'Foreningen Scandiatransplant'.

#### ***Article 2***

##### ***Domicile***

The Association's domicile is Århus Municipality, Denmark.

*Article 3*  
*Purpose of Scandiatransplant*

Scandiatransplant is a collaborative non-profit organ exchange organization and managed by the member transplant hospitals. The population in each member hospital's individual country is too low to enable optimal matching for transplantation or maintaining 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, intestinal and multivisceral. transplantation. This is done transparently, using ethical principles and in full compliance with the national legislation of the members countries.
- Maintain and operate a common waiting list and database of all deceased donors.
- Maintain and operate follow-up registries of transplanted patients and living donors.
- Serve as a collaborative platform through specialized working groups and advisory groups boards to facilitate best practice recommendations and policies regarding organ retrieval, allocation and transplantation outcomes.
- Form a collaborative network for the member centers to promote research and development related to organ donation, allocation and transplantation.

*Article 4*  
*Membership of the Association*

Every Nordic country shall have at least one member.

Members of the Association are public hospitals/hospital units in the Nordic countries which perform transplantations. 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 can be accepted provided that 2/3 of the Council of Representatives adopt to accept the application.

~~Membership can be rejected in particular cases and provided that 2/3 of the Council of Representatives adopt to reject the application.~~

A member, which 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 a 2/3 majority of the Association's Council of Representatives.

Transplant hospitals from other countries can apply for **associate membership**. Associate membership can be accepted provided that 2/3 of the Council of Representatives adopt to accept the application. They can take part in all Scandiatransplant activities and shall follow the Articles and rules of Scandiatransplant. They can be invited by the Board as observers to meetings in the Council of Representatives and the Board, without voting rights.

*Article 5*  
*Membership - rights and obligations*

Members and associate members shall observe the Scandiatransplant articles and live up to its objectives.

The Board determines the fees for the services that members and associate members receive from Scandiatransplant to the effect that final adjustment and approval can be obtained at the subsequent Council of Representatives. The fees determined by the Board shall, however, be valid until the subsequent Council of Representatives.

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

Members and associate members are obliged to pay for the services they receive in the past accounting year and 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 that fails to observe the Association's obligations or deliberately acts against the interests of the Association.

Members or associate members that fail to meet its 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 its financial (?) and legal (?) obligations.

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 Association's members have meeting and voting rights at the meetings of Council of Representatives with one representative each. 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. If the number is larger than 75 (65?), a member is entitled to an additional representative and one more representative each time more than 75 (65?) is added to the number, etc. The representatives are required to be clinically active in transplantation.***

An ordinary meeting of the Council of Representatives shall be held once every year. Talks at the Council Representatives shall be presided by a Chairman who is to be elected by the assembly and who must not be a member of the Board or be the Association's Medical Director. Ordinary meetings of the Council of Representatives shall be held before 1 July, on which occasion accounts and budgets shall be presented for approval and the Board shall present its report on the Association's activities.

~~The Council of Representatives shall ratify the individual countries' candidates for the Board as well as their substitutes. The ratification shall be binding unless 2/3 of the Council of Representatives vote against.~~

The Council of Representatives elects by majority 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 elects the Association's auditor who shall be a state-authorized public accountant.

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

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

The Board shall summon all who are entitled to appear at the Assembly of Representatives with a notice of not less than 3 weeks, specifying time, place and agenda for the meeting.

Issues proposed for voting and which are not included in the distributed agenda shall be submitted in writing to the Chairman of the Board no later than 14 days before the Assembly of Representatives to the effect that it can be delivered to all who are entitled to appear at the Assembly of Representatives no later than 7 days before the meeting.

~~The Council of Representatives shall only form a quorum when all member countries are represented at the meeting by a representative who is entitled to vote or who is in other ways entitled to participate in the decisions.~~

Decisions made by the Council of Representatives regarding economic matters are valid when at least half of the present representatives are in favour of them.

Decisions made by the Council of Representatives regarding the Articles of Association are valid when 5/6 of the present representatives are in favour of them.

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

An extraordinary Assembly of Representatives shall be held when decided at an ordinary Assembly of Representatives, or when decided by the Board, or when at least 1/4 of the members of the Council of Representatives who are entitled to vote so request.

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

### ***Article 8*** ***Composition of and election to the Board***

The Association's Board shall consist of 1 person from each Nordic country performing transplantations ~~with independent transplant activity~~ and a chairman from one of these countries.

The Board's members, and their substitutes, are appointed by the respective countries ~~to the effect that they are ratified by the Council of Representatives.~~

The Chairman of the Board shall be elected directly by the Council of Representatives upon recommendation from the ~~nationally appointed~~ members of the Board.

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

If the chairman of the board retires before the end of his election period or is absent for other reasons, 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 at least three times a year or when requested by the Chairman or two members of the Board, and as frequently as necessary.

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

Board decisions shall be adopted by simple majority of votes.

In case of a draw of votes, 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 can 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 proposes and determines provisionally fees for the Association's services subject to Art. 5 above.

The Board keeps annual accounts 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 state, public or private institutions that may have an interest in supporting the Association.

### *Article 11* *Groups in Scandiatransplant*

- Specialist groups are formed to fulfil the objectives of Scandiatransplant as stated in article 3. ~~Specialist in areas of transplantation employed at member hospitals can form groups with special interests.~~ These groups can receive support from Scandiatransplant as decided by the board. They should give a report of their activities at the annual council meeting. They are a forum for discussing matters of common interest and scientific activity. These groups adopt their own methods of work and taking decisions. A matter which cannot be brought to a conclusion within a group or between groups can be brought forward to the board to prepare for a decision by the Council of Representative.

There are different types of groups

1) **Solid Organ groups:** The 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 Association. It is the responsibility of the group to keep the Office update on who is the contact person.

a. Duties of the groups:

- Decide rules for allocation of the particular organ and keep the Office updated on these rules.

- Govern compliance to the allocation rules.
- Governance of data in follow-up registries.
- 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.
- Form subgroups of with special interests. These groups refer to the main group.
- Issues of potential interest also to other groups must be discussed with these groups
- Matters concerning general policies, such as transplantation of non-nordic nationals, must be discussed with the Board before decision is made

b. Rights of the group:

- Receive practical support from the Office and financial support from Scandiatriplant
- Have the office staff work with a follow-up registry and scientific information.
- Be on the Scandiatriplant home page.

2) **Coordinators group:** This group constitutes of one coordinator from every member hospital. Their duty is to keep all coordinators updated on relevant information, specially 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 Scandiatriplant 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 for relevant tissue type information in the database and on recipient search procedures. The group acts as an expert advising committee for the organ groups.

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

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

### *Article 12*

#### *The Scandiatriplant Office*

The main task of the Scandiatriplant Office is to develop, deploy and manage ~~the function~~ of the IT-system according to instructions given by the members of the association. The Office also services 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 it's activities.

### *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 shall be personally liable in economic terms for the commitments assumed by the Association.

#### ***Article 14*** ***Capital***

The Association's capital can be increased through contributions, subsidies, inheritance and donations.

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 shall be the calendar year.

The accounts shall be made by the Association's Board in accordance with common practice and legislation in Denmark. The accounts shall minimum include a profit and loss statement and a balance.

The accounts shall be audited by the auditor elected by the Council of Representatives. The accounts audited by the auditor and the auditor's certificate shall be presented for approval by the Council of Representatives at the ordinary Assembly of Representatives to be held before 1 July of the following financial year.

#### ***Article 16*** ***Change of Articles of Association***

Any change of the Articles of Association requires a 5/6 majority adoption of those present at a meeting of the Council of Representatives.

#### ***Article 17*** ***Dissolution***

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

In connection with dissolution of the Association, the Council of Representatives shall appoint a liquidator with a view to realising the Association's assets.

In connection with dissolution, the Association's means shall be distributed in accordance with the Association's objectives to the effect that the Association's Council of Representatives in connection with the decision to dissolve the Association shall decide on the application of the means. In regard of the Association's assets in the form of databases and similar, action shall be taken in one of the four following ways:

1. Return to the relevant members.
2. Handing over to a new organisation which may take over the Association's activities. This is only possible subject to the individual consent by the members involved.
3. Handing over to an institution or body which is duly authorised by the governments in the members' countries. Handing over in this connection shall be subject to the rules in force in the individual members' countries regarding application of computerised data.
4. Destruction.

### *Article 18* *Arbitration*

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

The court of arbitration shall be made up of two arbitrators of which the parties to the dispute appoint one each, and an umpire appointed jointly by the two arbitrators. 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 be convened in Århus, 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.

Signed by

(signature)

**Krister Höckerstedt, chairman**

at the founding meeting of the Nordiska Expertkommittén för Transplantationsfrågor held in Copenhagen on 26 October 1992.

Adopted at the founding Assembly of Representatives in Copenhagen on 25 August 1993

(signature)

**Lars U. Lamm**

Chairman of  
the Board of 'Foreningen Scandiatransplant'

(signature)

**Nils Persson**

Chairman at the  
Assembly of Representatives

Amendment of Articles of Association as adopted by the Council of Representatives, in Malmö on 7 May 2003

Nils H. Persson  
Chairman of  
the Board of the association Scandiatransplant

Gunnar Tufveson  
Chairman at the  
Assembly of Representatives

Amendment of Articles of Association as adopted by the Council of Representatives, in Göteborg on 10 May 2006

Arnt Jakobsen  
Chairman of  
the Board of the association Scandiatransplant

Nils H. Persson  
Chairman at the  
Assembly of Representatives

Adopted by the Council of Representatives in Oslo on May 7, 2013

Krister Höckerstedt  
Chairman of  
the Board of the association Scandiatransplant

Tim Scholz  
Chairman at the  
Assembly of Representatives