

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.

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Article 3 Objectives

The Association's objectives shall be:

- to operate as an intermediary in the exchange of human organs and tissue for use by the Association's members in connection with transplantation,
- to develop European cooperation on organ donation and transplantation through maintenance of contacts with other European organ exchange organisations,
- to maintain dialogue with the health authorities in the Nordic countries concerning organ donation and transplantation,
- to operate a database on organ donation and transplantation and communicate optimum information from the database to the Association's members,
- to contribute to promoting the provision of human organs and tissue for use by the Association's members in connection with transplantation,
- to support scientific activities in accordance with the above-mentioned objectives subject to the guidelines laid down by the Council of Representatives.

Article 4 Membership of the Association

Every Nordic country shall have at least one member.

Members of the Association can be all hospitals/hospital units in the Nordic countries which perform transplantation and which are economically responsible.

Applications for membership can be made in writing to the Association and shall be approved by the Board.

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.

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Article 5
Membership - rights and obligations

Members shall observe the Association's articles and live up to its objectives.

Whenever a reasonable case arises, members are obliged and entitled to use the Association as an intermediary in the exchange of organs and tissue for transplantation.

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

Resignation from the Association is not possible during the first 3 years after the foundation of the Association, meaning that no member can resign until with effect from 1 January 1996.

Subject to an appeal to the Council of Representatives and with a 2/3 majority, the Board can decide to exclude a member that fails to observe the Association's obligations or deliberately acts against the interests of the Association.

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 obligations.

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

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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 Assemblies 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. The number is calculated as a sum of the number of transplantations from deceased donor counting with the value 1 added to the number for living donor transplantations divided by 4. If the sum of the two numbers is larger than 50, a member is entitled to an additional representative and one more representative each time more than 50 is added to the number, etc. The representatives are required to be clinically active in transplantation activity.

An ordinary Assembly of Representatives shall be held once every year. Talks at the Assembly of 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 Chief Executive. Ordinary Assemblies 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 the Chairman of the Board who can not 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-authorised public accountant.

The Association's Chief Executive 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.

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.

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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 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 representatives are in favour of them.

Decisions made by the Council of Representatives regarding medical issues are valid when adopted unanimously. Concerning rules for organ exchange provisional decision can be made by the board on condition that a proposal exists which has been signed unanimously by all members who make transplantation with the organ in question. Continued validity of such a decision requires ratification on the next meeting of the Council of Representatives.

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 with independent transplant activity and a chairman from one of these countries. A member of the Council of Representatives from a Nordic country without independent transplant activity participates in the Board meetings but has no voting rights.

The Board's members and substitutes shall be appointed by the respective countries to the effect that they are ratified by the Council of Representatives. This ratification shall be valid unless opposed by 2/3 of 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, the board selects an acting chairman of the board from the members of the present board until 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.

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

Article 9
Board meetings

Board meetings shall be held 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.

Unless otherwise provided, 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 Chief Executives shall also participate in Board meetings, but without voting rights.

Minutes shall be kept of Board meetings. A copy of the minutes shall be distributed to all members of the Association.

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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, placed in a bank or invested in low-risk securities.

The Board employs a Chief Executive 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
The Chief Executive

The Chief Executive is responsible for the Association's day-to-day operations subject to the Board's authority.

The Chief Executive shall participate in Board meetings.

Article 12
Liability and provisions regarding the powers to bind the Association

The Association is bound by the joint signatures of the Chief Executive 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 13
Capital

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

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

The Association's means shall be placed in a bank or in low-risk securities.

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 14
Accounts and audit

The Association's financial year shall be the calendar year. The first accounting period shall be from 1 January 1993 to 31 December 1993.

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 15
Change of Articles of Association

Any change of the Articles of Association requires a 5/6 majority adoption at an Assembly of Representatives.

Article 16
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

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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 17 ***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 can not be brought before any other court.

Danish legislation on arbitration shall apply.

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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
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