

Articles of Association

TO

LIVER ASSOCIATION DENMARK

FEBRUARY 2020

## **Name, Home and Purpose**

### § 1

The name of the association is: Liver Association Denmark. The National Association for Liver- sick, liver transplant and their relatives. The head office of the National Association is the Municipality of Odense (the chairman's Municipality of residence)

### § 2

The purpose of the association is to safeguard the interests, both nationally as well as internationally, for liver disease, transplant and their relatives. The Liver Association conducts information and counseling services on the physical, social and economic consequences of liver disease and takes care of the members' external interests in relation to this.

### §3

In order to fulfill the purpose, the Liver Association may inter alia:

- 1, Disseminate knowledge of liver disease and patient conditions
- 2, Create both practical, social and economic background to the individual patient and their family can live as normal a life as possible
- 3, Support and promote research for the benefit of liver disease and transplanted
- 4, Support and join in organizational context with associations, such as works to fulfill the Liver Association's purpose
- 5, Work for larger organ donor approach

## **MEMBERS AND SUBSCRIPTION**

### §4

The Liver Association accepts, as members, anyone who wants support its purpose. Collective membership can be obtained by companies, institutions, associations and the like. The size of the quota/subscription is determined by the general meeting on the recommendation of the board of directors

## ORGANIZATION

### §5

The liver association covers all of Denmark

### §6

The liver authority's supreme authority is the General Assembly, where everyone Members with full contingent have the right to speak and vote. The Annual General Meeting is held annually in February / March The Board of Directors shall convene this with at least 14 days' notice in writing message to each member. Time, place and agenda are determined by the agenda, however, the agenda must include the following items:

1. Choice of conductor and speaker (s)
2. Presentation of the Board of Directors' report for approval.
3. Presentation of audited accounts ten approvals and budget proposals.
4. Presentation and discussion, possibly the adoption of proposals received.
5. Determination of the quota on the recommendation of the Board of Directors.
6. Discussion of the future work of the Liver Association.
7. Election of country chairman.
8. Election of 2 board members and 2 alternates.
9. Election of State Authorized or Registered Accountant.
10. Possibly.

### §7

The chairman is elected for two years, in odd years, with the possibility of re-election.

Board members are elected for two years with the possibility of re-election.

Two new board members are elected in equal and uneven years.

Board members resigning from the board either know that they do not, are re-elected at the general meeting or by requesting them the resignation board at any other time.

### §8

Extraordinary general meetings shall be held in accordance with the Board of Directors' resolution or if there is a written request from at least 2/3 of the members with full contingent want this.

This request must state the motivated agenda. The extraordinary general meeting must be convened by ordinary notice no later than one week after that the petition has been made.

### §9

Proposals to be considered at the Annual General Meeting shall

is made in writing by the members of the Liver Association. The proposals should must be submitted to the Board of Directors no later than 4 weeks before the general meeting.

#### §10

When voting in the Liver Association, ordinary majority voting is used. However, votes may be cast by proxy max. one proxy per member with full contingent. Any person entitled to vote may request a written vote.

### **BOARD OF DIRECTORS**

#### §11

The Board consists of the Chairman, who must be a full member of the Liver Association, and of the four elected members. Board meetings are held at least three times a year. The Chairman convenes the Board. The first of these meetings is held immediately following the general meeting, and here the Board of Directors is constituted with the treasurer and secretary. The Board meeting is also held when 2/3 of the members of the Board request.

In the event of the Chairman's absence, the Board of Directors shall constitute an Acting Country Chairman until the next Annual General Meeting.

#### §12

The Board of Directors handles the association's ongoing work at national level.

Within this purpose, the Board of Directors has the right to negotiate with public authorities, other organizations, as well as hospitals or doctors or other individuals, which in these circumstances may be of importance.

The Chairman presides over the meetings of the Board of Directors and is responsible for the preparation of a decision report of the meetings of the Board of Directors.

The liver association is financed by the chairman in association with a member of the board.

Board members are not personally liable for the Liver Association's obligations. The liver association is liable for the association's obligations with the association's assets.

#### §13

The Supervisory Board can hire a business manager who manages the head office's daily work with responsibility to the Supervisory Board. The Board may also employ persons as required,

#### §14

The members of the Board of Directors are reimbursed for expenses related to their duties in accordance with rules laid down by the general meeting. Others are also entitled, after approval by the Board of Directors, to cover their expenses in accordance with the same guidelines.

## REGNSKAB, REVISION OG ØKONOMISKE FORHOLD

### §15

The fiscal year is the calendar year. The Supervisory Board is responsible for ensuring that the audited accounts are available for the Annual General Meeting. The accounts must be audited by a state-authorized or registered auditor elected by the general meeting. The accounts are presented in accordance with generally accepted accounting principles.

### §16

The Liver Association can receive contributions of any kind, including government grants and testamentary gifts (inheritance).

### §17

The Board of Directors may set up working groups as needed. and establish / close work groups as needed. The Board of Directors has the right to participate in any sub-groups.

## LAW CHANGES AND RESOLUTION OF THE ASSOCIATION

### §18

Amendments to these articles of association can only be made at an ordinary general meeting. At least 60% of the votes cast must be for the changes.

### § 19

Resolution on the dissolution of the Liver Association can only be decided at an extraordinary general meeting, which must be convened with this subject as the sole point. At least 75% of the votes cast shall be adopted. In the event of dissolution of the association, the liquidation proceeds or surplus shall resolution is transferred to a recipient decided at the extraordinary general meeting.

Adopted at the Liver Association's ordinary general meeting in Copenhagen on November 4, 1991 and revised at the Annual General Meeting in 2002, 2005, 2006, 2011, 2012, 2014, 2018 and 2020.

Lone McColaugh  
Chairman

Anna Lise Thomsen  
Vice Chairman

Nuria Ebbesen  
Cashier

Morten Frederiksen  
Secretary

Tom Johansen  
Fundraiser

