

Articles of Association

LIVER ASSOCIATION DENMARK

FEBRUARY 2022

Name, Home and Purpose

§ 1

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

§ 2

The purpose of the association is to safeguard the interests, both nationally and internationally, for those with liver disease, transplant patients and their relatives. The Liver Association conducts information and counselling services on the physical, social and economic consequences of liver disease and handles members' external interests in relation to this.

§3

To fulfil its purpose, the Liver Association may inter alia:

- 1, Disseminate knowledge of liver disease and patient conditions
- 2, Create both practical, social and economic support, so 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 patients and transplant patients
- 4, Support and join in organizational context with associations, such as works to fulfil the Liver Association's purpose
- 5, Work for increased organ donor registration

MEMBERS AND MEMBERSHIP FEE

§4

The Liver Association accepts, as members, anyone who wants to support its purpose. Collective membership can be obtained by companies, institutions, associations and the like. The size of the membership fee 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 Association's highest authority is the general meeting, where everyone with a full membership has the right to speak and vote. The ordinary general meeting is held annually in February / March. The Board of Directors shall convene this at least 14 days prior via written notice to each member. Time, place and agenda are determined by the board, however, the agenda must include the following items:

1. Choice of conductor and rapporteur (s)
2. Presentation of the Board of Directors' report for approval.
3. Presentation of audited accounts for approval and budget proposals.
4. Presentation and discussion, possibly adoption of proposals received.
5. Determination of the membership fee at the recommendation of the Board of Directors.
6. Discussion of the future work of the Liver Association.
7. Election of chairperson.
8. Election of, at most, three (3) board members and, at most, two (2) alternates.
9. Election of State Authorized or Registered Accountant.
10. Further items

§7

The chairperson 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 even and odd years.

Board members leave the board either by not being re-elected at the general meeting or by resigning to the board at any other time.

§8

Extraordinary general meetings can be convened by the Board of Directors or if there is a written request from at least 2/3 of the members with full membership. This request must state the motivating agenda. The extraordinary general meeting must be convened by ordinary notice, no later than one week after the petition has been made.

§9

Proposals to be considered at the ordinary general meeting are to be made in writing by the members of the Liver Association. The proposals must be submitted to the Board of Directors no later than four (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 – at most 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 Chairperson, who must be a full member of the Liver Association, and of at most six (6) elected members.

Board meetings are held at least three times per year. The Chairperson convenes the Board. The first of these meetings is held very shortly after the general meeting, and here the Board of Directors is constituted with a treasurer and secretary. A Board meeting is also held when 2/3 of the members of the Board request it.

In the event of the chairperson's absence, the Board of Directors shall constitute an acting chairperson until the next ordinary 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 Chairperson 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 chairperson 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.

FINANCES, AUDITS AND ECONOMY

§15

The fiscal year is the calendar year. The Board of Directors is responsible for ensuring that the audited accounts are available for the ordinary 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 DISSOLUTION 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 as the sole subject. Adoption requires at least 75% of the votes cast to be in favour. In the event of dissolution of the association, the liquidation proceeds or surplus 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, 2020, 2021 and 2022.

Lone McColaugh
Chairperson

Anna Lise Thomsen
Vice Chairperson

Nuria Ebbesen
Treasurer

Lizzi Sønderskov
Member of the board

Morten Frederiksen
Secretary

Morten Gade Black
Member of the board

Karina Thune
Member of the board