

Extraordinary general assembly of the SSAI

Domus Medica, Kristianiagade 12, Copenhagen

December 5, 2019 at 14.00

Agenda

- 1. Opening of the meeting**
- 2. Election of chairperson and secretary for the meeting**
- 3. Election of tellers**
- 4. Amendment of the SSAI articles, second hearing**

The changes accepted by the General assembly held on August 27, 2019 are enclosed and highlighted in red font.

- 5. Closing of meeting.**

**Suggested revised articles of the SSAI as accepted by the General assembly on August 27, 2019.
Changes marked in red font.**

§ 1 Name

The Society's name is The Scandinavian Society of Anaesthesiology and Intensive Care Medicine ("The Society"). The name is abbreviated SSAI.

§ 2 Domain, Domicile and Language

The domain of The Society is the Scandinavian countries, i.e. Denmark, Finland, Iceland, Norway and Sweden.

The domicile of The Society is **in Denmark, in the greater Copenhagen area**. (Currently: The domicile of The Society is in the country in which The President of The Society resides.)

The official language of The Society is English.

§ 3 Aims

The aims of The Society are:

- To promote safe, modern and effective care of our patients
- To safeguard the professional interests of the medical specialty anaesthesiology, which in Scandinavia includes anaesthesia and perioperative medicine, intensive care medicine, pain medicine, emergency critical care and prehospital medicine
- To promote Scandinavian views to non-Scandinavian specialty societies and regulatory authorities (the European Union).

§ 4 National Societies

The confederate national societies of anaesthesiology ("The National Societies") are:

- The Danish Society of Anaesthesiology and Intensive Care Medicine,
- The Finnish Society of Anaesthesiologists,
- The Icelandic Society of Anaesthesiology and Intensive Care Medicine,
- The Norwegian Society of Anaesthesiology, and
- The Swedish Society of Anaesthesia and Intensive Care.

§ 5 Objectives and activities

To be a forum in Scandinavia for scientific discussions and co-operation and to encourage exchange of ideas and experiences in the fields of anaesthesiology by:

- The publication of the international scientific journal Acta Anaesthesiologica Scandinavica ("ACTA"), and
- The organisation and arrangement of an international scientific congress every second year in rotation among the member countries.
- To promote continuing medical education and training and provide the prerequisites for organisation of postgraduate courses and educational training programs in order to improve the qualifications of Scandinavian anaesthesiologists,
- To prepare proposals for joint Scandinavian quality standards and evidence based recommendations and guidelines for good clinical practice.

§ 6 Members

As members of The Society can be admitted:

Full members

Full members of The National Societies are automatically full members ("Full Members") of The Society. Full membership of more than one National Society only admits to single membership of The Society.

The membership continues as long as the full membership of The National Society continues. A Full Member cannot resign from The Society without resigning simultaneously from the member's National Society.

Resignation or expulsion can only take place on a national level in accordance with the rules in force for the relevant National Society.

Associate members

Other persons or organisations with a special interest in the objectives, aims and activities of The Society can be admitted as associate members ("Associate Members"). Written application for associate membership shall be addressed to The Board, who decides on admission.

Honorary members

The General Assembly can appoint honorary members ("Honorary Members") on the recommendation of The Board as an appreciation of exceptional achievements within the scope of the specialty or extraordinary efforts contributing greatly to the development of The Society.

Full Membership as well as Associate and Honorary Membership includes a subscription on the journal ACTA. The National Societies report to The Society and the publisher of ACTA on changes in membership addresses etc.

§ 7 Membership Fee

The membership fee including the subscription fee for ACTA, is decided by The General Assembly on the recommendation of The Board. The fee is paid as part of and together with the membership fee to The National Societies, which transfer the fee to the Society.

Members under basic education and training as well as members who have retired from active work pay a reduced membership fee.

The Board may decide that Associate Members, in particular organisations, shall pay higher membership fees than the ordinary fee decided by The General Assembly.

Members who are Full Members of more than one National Society shall only pay a single membership fee to The Society.

Arrears with the payment of membership fee are treated in accordance with the rules in force of the relevant National Society.

§ 8 The General Assembly

The General Assembly is held biennially in connection with the congress and has the final authority of The Society. The General Assembly is open to all members of The Society. The General Assembly takes place according to an agenda laid down in § 10 of these articles.

At The General Assembly proposals are put to the vote, and there will be an opportunity to ask questions or raise matters for discussion.

The General Assembly is called by announcement on the Internet home page of The Society with at least a month's notice. Proposals for the agenda should be with The Secretary-General at least six weeks before The General Assembly.

§ 9 Agenda

The agenda of The General Assembly shall comprise the following matters:

1. Election of a chairman of the meeting.
2. A report by The Board on matters and activities since the last general assembly and on plans for the future.
3. A report by The ACTA Editor-in-chief on matters, activities and plans concerning the editing, publishing and managing of ACTA.
4. A report by The Educational Committee on matters, activities and plans concerning education and training.
5. A report by The Clinical Practice Committee on matters, activities and plans concerning quality standards, recommendations and clinical guidelines.
6. A report by The Research committee on matters, activities and plans concerning grants, and incentives to increase collaborative research within the Scandinavian countries
7. Reports by any other permanent or ad hoc Committees or expert working parties appointed by The Board on matters, activities and plans within their specific terms of reference.

8. A report by The Foundation on matters, activities and economic affairs within the scope of authority determined by the charter of The Foundation.
9. Submission of the annual audited accounts for the last two financial years for approval.
10. Relief of responsibility of the board for the reviewed financial years.
11. Submission of a budget for the next two years for approval.
12. Decision on membership fee based on the recommendation of The Board.
13. Election of members of The Board.
14. Election of auditor.
15. Proposals, if any, from The Board or members.
16. Any other business.

The reports by The Board, The Committees and The Foundation, and the accounts, the budget, the agenda for The General Assembly and any proposals shall be set down in writing and shall be made easily accessible to the members by publication on the Internet home page of The Society, or as an advertisement or newsletter accompanying ACTA, or in any other way at least one month before The General Assembly. The documents shall also be available to the members at The General Assembly.

§ 10 Voting

At The General Assembly, the Full Members have one vote. Associate Members and Honorary Members (unless also Full Members) have no voting powers.

Voting can take place by proxy according to a written power of attorney. Each member may, however, only hold 5 powers of attorney.

All members have the right to speak at The General Assembly.

§ 11 Majority

At The General Assembly all decisions shall be passed by a simple majority of votes unless otherwise provided for in these Articles of Association.

If there is more than one candidate for a post, a poll must be taken.

§ 12 Amendment of Articles

A change in articles has to be adopted by two ordinary General Assemblies.

If all the boards of The National Societies agree, an extraordinary general assembly shall be summoned with at least two months' notice.

§ 13 The Board

The board of directors ("The Board") is responsible for the management of The Society. Only full members are eligible for the board. The Board consists of 20 - 22 members. These include 3 members to be elected by The General Assembly, 10 members to be appointed by The National Societies, the Editor-in-Chief of Acta Anaesthesiologica Scandinavica, and 6 - 8 members to be appointed as ex officio members by The Board. The members elected by The General Assembly shall to the greatest possible extent rotate among the member countries.

The General Assembly elects:

The President

The President is the chief executive officer of The Society. The President is authorized to act and negotiate on behalf of The Society. Within a framework decided by The Board, The President has the responsibility for the strategies, policies, activities and economic affairs of The Society.

The Secretary-General

Within a framework decided by The Board, The Secretary-General has the daily responsibility for the administration and management of The Society. In the event of longer lasting absence of The President, the Secretary-General assumes the responsibility of The President until The President returns or until a new president can be elected by The General Assembly.

The Treasurer

Within a framework decided by The Board, The Treasurer has the daily responsibility for the economic affairs and financial policy of The Society. The Treasurer co-operates with The Foundation and is an ex-officio member of the board of The Foundation.

The National Societies of the member countries each nominate:

Two national representatives for The Board

Each National Society appoints two representatives to the Board: the chairperson of The National Society and a full member of the National Society.

The Editor-in-Chief of Acta Anaesthesiologica Scandinavica

The Editor-in-Chief has the legal responsibility for the editing and managing of ACTA. The Editor-in-Chief is an ex-officio member of the board of The Foundation.

The Board appoints as ex officio members to the Board:

1) The Chairperson of the next congress

Within a framework decided by The Board, The Chairperson is responsible for the organisation, arrangement and economic affairs in relation to the next international, scientific congress.

The Chairperson of the next congress is appointed by The Board three years before the congress for a period of four years. The decision about appointment shall be taken by The Board on the recommendation of the National Society in the country due to host the congress. The recommendation should be based on the personal characteristics, professional quality and energy of the potential candidates taking into consideration the rotational order of location of the congress.

- 2) The director of the ACTA Foundation
- 3) The chairpersons of the EC, RC and CPC committees
- 4) The chairperson of the Nordic Young Anaesthesiologists' committee
- 5) The web editor of the Society

The ex officio members do not have voting right at the Board meetings.

Electoral periods

The President, The Secretary-General and The Treasurer are elected for a four-year period, **beginning on January 1st the year after being elected**. Re-election can take place once for a period of two years. **After the election of a new President, the previous President remains on the Board for one year as immediate past President**. It is the intention that The President, The Secretary-General and The Treasurer should not retire from The Board at the same time.

The Editor-in-Chief is elected for a period of six years and can be re-elected for periods of two years.

The electoral period for the national representatives is settled by the respective national societies.

Order of business

The Board forms a quorum when The President or The Secretary and seven other members of The Board are present. The President is The Chairperson of The Board and is responsible for the holding of regular board meetings at least once a year. In the event of The President's absence The Secretary-General will chair the meetings.

§ 14 Authority

The Society shall be legally bound by the signatures of The President or The Secretary-General, both jointly with a member of the Board.

The Board can authorise persons to sign for The Society by procuration jointly with a member of The Board.

§ 15 Committees

The Society has 5 permanent committees ("The Committees"). The Board can establish further permanent Committees. The Committees attend to specified fields of activities with reference to The Board. Each Committee proposes and the Board appoints the chair of the Committee.

The Educational Committee

The Educational Committee has a remit in matters concerning education and training, works out proposals for the strategies and policies of The Society in the educational field. In cooperation with the chairs of the SSAI Educational programs the Educational Committee manages educational initiatives such as postgraduate courses and symposia, clinical training programs etc.

The Committee has 6 members and consists of The President or Secretary General of the Society and one member from each of the member countries. The National Societies appoint the member. The appointment period is four years. Re- appointment can take place for periods of two years.

The Clinical Practice Committee

The Clinical Practice Committee works out proposals for joint Scandinavian quality standards within the fields of interest and establishes evidence based recommendations and guidelines for good clinical practice. The Committee takes initiatives for implementation of the recommendations and guidelines through publication in ACTA and by approaching the responsible authorities in the different member countries in collaboration with The National Societies.

The Committee has 6 members and consists of The President or Secretary General of the Society and one member from each of the member countries. These members are nominated of the boards of The National Societies. The appointment period is four years. Reappointment can take place for periods of two years.

The Research Committee

The Research Committee promotes the scientific co-operation and network between the member countries. The committee handles applications for SSAI research grants with a priority to clinical, epidemiological and educational projects (in all aspects of the specialty) involving more than one of the member countries. The Committee has 6 members and consists of the Acta Editor-in-Chief (chairman) and one member from each of the member countries. The boards of the National Societies nominate the members. The appointment period is four years. Reappointment can take place for periods of two years.

The Nordic Young Anaesthesiologists' Committee (NYA)

The purpose of the Nordic Young Anaesthesiologists' Committee is stated in its articles, e.g., to promote academic and clinical development of the national training programs in anaesthesiology and intensive care medicine. The articles of the NYA will be approved by the Board of the SSAI and the national organisations for anaesthesiologists in training.

The NYA has one member from each Nordic country participating in its activities and a chairperson in addition to the members. The appointment of members of the NYA is described in its articles. The recommended minimum appointment period is 2 years. The chairperson is nominated by the Board of the SSAI, based on the proposition of the Nordic Young Anaesthesiologists' Committee. To secure the continuity in the Nordic Young Anaesthesiologists' Committee, the appointment period for the chairperson is 3 years. Reappointment can take place for periods of one year. The chairperson of the committee is a member of the SSAI Board. The Nordic Young Anaesthesiologists' Committee nominates the vice chairperson from the members of the committee.

The Election Committee

The Election Committee elicits one candidate for each vacancy on The Board as President, Secretary-General and Treasurer no later than six months before The General Assembly, taking into consideration that the members of The Board elected by The General Assembly to the greatest possible extent shall rotate among the member countries, cf. § 14, section 2, above. The Committee has 6 members and consists of the past chairperson of the congress, who shall serve as chair, and the past chairpersons of each of The National Societies.

Ad hoc Committees and Expert Panels

When appropriate, The Board of The Society can appoint ad hoc Committees or expert working parties or panels in order to work out proposals or recommendations according to a specified temporary mandate.

§ 16 Economic Affairs

The income and assets of The Society shall be used to finance and support the objectives, aims and activities of The Society, including the subscription of ACTA and the congresses. The Society shall consolidate its equity to a reasonable level in order to be able to cover any future losses.

Profits can with the approval of The General Assembly be transferred to the Acta Anaesthesiologica Scandinavica Foundation to increase the capital of The Foundation.

The Board shall establish a bank account with a well-reputed bank to hold all cash assets of The Society. Any investment in securities can only take place with the approval of The Board of The Society.

§ 17 Budget

The Board shall make a budget for the approval of each General Assembly to cover budgeted income and expenditures over the next two years.

§ 18 Annual Accounts

The annual accounts shall present truly and fairly the assets and liabilities and the economic state of affairs of The Society and the result of its activities.

§ 19 Auditor

A chartered public accountant elected by The General Assembly for two years shall audit the annual accounts. The auditor can be re-elected.

§ 20 Publication of ACTA

The Society has entrusted the publication of Acta Anaesthesiologica Scandinavica to The Acta Anaesthesiologica Scandinavica Foundation on specified terms. The right to publish the journal remains with The Society.

The Charter of The Foundation was signed in Reykjavik 15th June 1995 ("Fundats for Acta Anaesthesiologica Scandinavica Fonden"). The objectives of The Foundation are to promote the scientific development of anaesthesiology in the Scandinavian countries, to support the collaboration among Scandinavian anaesthesiologists and to publish ACTA. The governing body of The Foundation is a board of directors consisting of 7 members, of which 5 are national representatives appointed among the members of The Board of SSAI, while 2 are ex-officio members.

§ 21 Dissolution

Dissolution of The Society can only take place by a joint decision of all The National Societies. Such a decision shall be approved by the general assemblies of each of The National Societies.

In the event of dissolution the assets of The Society are divided among The National Societies proportionally to the number of Full Members in each country at the time of dissolution.

The Acta Anaesthesiologica Scandinavica Foundation is not affected by the dissolution and the right to publish Acta Anaesthesiologica Scandinavica is then entrusted freely to The Foundation as at the date of dissolution.

Adopted by The Constituent General Assembly in Oslo 25th August 1950. Changes adopted by The General Assembly in Stockholm 9th August 1952, in Copenhagen 12th June 1954, in Gausdal 6th September 1958, in Copenhagen 13th August 1966, in Lund 25th June 1971, in Uppsala 2nd July 1977, in Trondheim 27th June 1991, in Kuopio 1st July 1993, in Reykjavik 15th June 1995, in Aarhus 10th June 1999, in Helsinki 19th August 2003, Gothenburg 2007, Odense 2009 and Malmö 2017.