

**Articles of Association for  
British Chamber of Commerce in Denmark - British Import Union**

**1. Name and domicile**

- 1.1 The name of the Association is British Chamber of Commerce in Denmark – British Import Union.
- 1.2 The Association can furthermore operate under the names:
  - 1.2.1 British Import Union.
  - 1.2.2 British Chamber of Commerce in Denmark.
  - 1.2.3 Dansk-Engelsk Selskab.
  - 1.2.4 Anglo Danish Society.
  - 1.2.5 Anglo Dania.
- 1.3 The domicile of the Association is the Municipality of Copenhagen.

**2. Objects**

- 2.1 The objects of the Association are to maintain and strengthen the already existing close commercial and cultural relations between Great Britain and Denmark, particularly by:
  - (i) Arranging luncheon meetings with prominent personalities from Great Britain and Denmark as speakers,
  - (ii) Arranging contacts between business entities from the two countries,
  - (iii) Providing information and advice to business entities in the two countries about the conditions in Great Britain and Denmark, respectively.

**3. Members**

- 3.1 As members may be admitted individuals as well as business entities, associations and institutions, including the British Embassy in Copenhagen and the Danish Embassy in London.
- 3.2 Applications for membership should be sent to the chairman of the board with a written recommendation from two members of the Association. The board or a committee appointed by the board decide, whether the applicant should be admitted for membership. The decision of the board cannot be brought before any court of law, but may be brought before the next general meeting.

**4. Membership fee**

- 4.1 Each of the annual membership fees payable by the different categories of members is fixed by the general meeting, cf. 7.1.4.

4.2 Payment of the annual fee shall be made to the office of the Association no later than 30 days after the date of admission or otherwise as decided by the general meeting.

## **5. Resignation, etc.**

5.1 A member can resign from the Association by written notice to the office of the Association giving one month's prior written notice to a 31 December.

5.2 Members, who have not paid their fees for the last financial year, can be excluded from the Association by the Board.

5.3 Members, who act against the Association, or in violation of the objects of the Association, can in the discretion of the Board be excluded from the Association.

## **6. General meeting**

6.1 General meetings are called by 14 days' prior written notice to the members stating the agenda.

6.2 General meetings shall be held in Copenhagen.

## **7. Annual general meetings**

7.1 The Association's annual general meeting is held every year before the end of May with the following agenda:

1. Election of a chairman of the general meeting.
2. The chairman's report.
3. Submission of the audited accounts approved and signed by the Board for approval.
4. Fixing the annual fee for the coming financial year.
5. Any proposal from members.
6. Election of members to the board.
7. Election of auditor.
8. Any other business.

7.2 Proposals to be dealt with under item 5 of the agenda and proposals for board members must be submitted in writing to the Board no later than 10 days before the date of the general meeting.

## **8. Extraordinary general meetings**

8.1 Extraordinary general meetings are held at the decision of the Board or when at least 25 members file an application for such extraordinary general meeting addressed to the Board and containing a proposal for an agenda. The Board shall then no later than 14 days after having received such application call an extraordinary general meeting.

## **9. Voting rights**

9.1 At general meetings each member has one vote.

- 9.2 A power of attorney to vote on behalf of a member at a general meeting can only be given to the Board or to another member of the Association.
- 9.3 All decisions at general meetings are taken by simple majority, unless otherwise specified in the Articles of Association.

## **10. The Board**

- 10.1 The Association is managed by a board of 3-12 members elected at a general meeting for periods of 2 years.
- 10.2 Board members can be re-elected. A board member shall at the latest retire at the general meeting, where the annual accounts for the financial year, where the board member in question reaches the age of 70 years, are submitted for approval.
- 10.3 If a board member retires during the course of the year, the Board can appoint a new member, such appointment to be submitted for approval at the next annual general meeting.
- 10.4 The Board itself elects its chairman and deputy chairman and determines its rules of procedure.
- 10.5 The Board engages paid staff in accordance with the Association's budget to assist in promoting the objects of the Association.

## **11. Rules of signature**

- 11.1 The Association is bound by the joint signatures of the chairman or the deputy chairman of the Board together with a board member.

## **12. Auditors**

- 12.1 The accounts of the Association are audited by a state authorised auditor elected at the annual general meeting for one year at a time.

## **13. Financial year**

- 13.1 The financial year of the Association is the calendar year.

## **14. Amendments to the Articles of Association**

- 14.1 Proposals for amendments to the articles of association of the Association and dissolution of the Association can be approved by the general meeting, when at least 50 per cent of the members of the Association attend the general meeting and at least 75 per cent of those present vote in favour of the proposal.
- 14.2 If the proposal is approved by 75 per cent of the members present, but without at least 50 per cent of the members being present, a new general meeting is called at which general meeting the proposal is submitted again. If the proposal is approved at this general meeting with a 75

per cent majority of the members present, the proposal is approved irrespective of the number of the members present.

**15. The dissolution of the Association**

15.1 If a general meeting in accordance with the Articles of Association approves the dissolution of the Association, the Association shall be liquidated by a liquidator appointed by the general meeting.

15.2 If there is a net capital at the end of liquidation, such net capital shall be donated to a foundation to be established in accordance with Danish law and with the object to award scholarships to students living in Denmark with the purpose of studying in Great Britain. The foundation shall be established by the last board of the Association and with statutes drafted in accordance with the conditions applicable at the time of the establishment of the foundation.

15.3 Should the net capital of the Association be so small that a foundation cannot be established, the last board of the Association shall over a period not exceeding three years use the net capital of the Association to award scholarships for studies in Great Britain as outlined above.

As approved at the constituent general meeting held on 10 Februar 1930 and amended at the general meetings held on 9 April 1931, 10 April 1933, 15 March 1946, 9 April 1964, 18 June 1976, 17 September 1996, 6 May 1997 and 22 February 2008.