



Articles of
Association
Acter

Table of Contents

Name.....	3
Seat.....	3
Purpose.....	4
Membership.....	4
General Assembly.....	5
Ordinary General Assembly.....	5
Extraordinary General Assembly.....	6
The board.....	6
The Director.....	7
Accounting:.....	7
Signing Authority.....	7
Financial Transactions.....	8
Liability.....	8
Amendments to the Articles of Association.....	8
Dissolution.....	8

Name

§1.

- 1.1. The name of the association is Acter.

Seat

§2.

- 2.1. The seat of the association is the municipality of Aarhus, Denmark

Purpose

§3.

- 3.1. The purpose of the association is charitable/not-for-profit
- 3.2. The purpose of the association is to support and promote individuals and organizations working to address global challenges such as the climate crisis, human rights, and inequality (caused by gender, age, race, place of birth, income, belief, religion or education)

Membership

§4.

- 4.1. People and organizations that align with and work towards the purpose of Acter can become members
- 4.2. The following members can be admitted:
 - i. Individuals who contribute to the development of Acter, through software development, participation in workshops, feedback or similar and experts contributing with knowledge or other resources.
 - ii. Individuals who work for and within Acter.
 - iii. Organizations that supports Acter
- 4.3. Decisions on the admission of new members are made by the board of directors upon request. The board of directors shall ensure that the member list is updated annually.
- 4.4. The board of directors may, by a 2/3 majority, decide to expel a member who does not comply with the association's articles of association and/or

acts against the association's purpose. The expelled member can request that the expulsion be dealt with at the next general meeting. In this case, the expelled member has the right to speak, but not the right to vote at the general meeting.

- 4.5. A member may resign at any time. No refund of the paid membership fee will be made, regardless of when the resignation takes place.
- 4.6. The board of directors shall establish guidelines for the deletion of members who do not pay the due membership fee.
- 4.7. Members who are in arrears with the membership fee may not participate in the association's events and do not have the right to vote at the general meeting.

Supporting Members:

- 4.8. In addition, Supporting Members who wish to contribute to the development of the association by donations or payment of a support fee can become members. Supporting Members do not have the right to vote at the general assembly.

General Assembly

§5.

- 5.1. The general assembly is the highest authority of the association.
- 5.2. All members have one vote. Organizations that are members therefore have one vote, individuals who are members have one vote.
- 5.3. Decisions at the general assembly are made by a simple majority vote, unless otherwise stated in these bylaws, as per §19 on bylaw changes and §20 on dissolution. Voting can be done by proxy to another member or to the board.
A member can carry a maximum of three proxies.
- 5.4. Invitation can be done electronically, for example, by email.

Ordinary General Assembly

§6.

- 6.1. An ordinary general assembly is held every year before the end of April.

- 6.2. Invitation to the general assembly must be sent out at least 3 weeks before the date of the assembly, physically or electronically.
- 6.3. The agenda for the ordinary general assembly must at least include:
 - i. Presentation and approval of the board's report.
 - ii. Presentation and approval of the annual financial report.
 - iii. Discussion of any submitted proposals.
 - iv. Presentation and approval of the budget and fees for the upcoming year.
 - v. Election of the board.
 - vi. Election of the auditor.
 - vii. Any other business.
- 6.4. The general assembly is led by the chairman of the board.
- 6.5. The general assembly is called by the board with at least 3 weeks notice by letter or electronic to each member.
- 6.6. The invitation must be accompanied by a revised financial report and proposals for the budget and fees for the upcoming year.
- 6.7. Proposals that are desired to be discussed at the general assembly must be submitted in writing to the chairman at least 14 days before the general assembly. The general assembly can only make decisions about proposals that have been submitted on time.
- 6.8. The board sends out the received proposals to the members at least 8 days before the general assembly.
- 6.9. The minutes of the general assembly must be sent out in writing to all members as soon as possible, within 4 weeks after the date of the general assembly.

Extraordinary General Assembly

§7.

- 7.1. An extraordinary general assembly is held when at least 2 board members demand it, or if 1/3 of the members of the association demand it in writing with a statement of the agenda, or if it is decided at a previous general assembly.
- 7.2. At the latest two weeks after the board has received a demand for an extraordinary general assembly, as per 7.1, the board must call an extraordinary general assembly with a statement of the agenda, to be held at the latest three weeks later.

The board

§8.

- 8.1. The management of the association is carried out by a board of 3-5 members, who are elected at the general assembly.

§9.

- 9.1. Board members are elected for a two year period. The board is divided so that some members are up for election every other year to ensure continuity in the board's work. At the founding general assembly, all board members are elected for a two year period.
- 9.2. The board shall elect a chairperson. This shall take place at the first board meeting after the general assembly.

§10.

- 10.1. The board sets its own rules of procedure.
- 10.2. The board is quorate when a majority of the voting members are present.
- 10.3. The board makes decisions by simple majority. In case of a tie, the chairman of the board's vote is decisive.
- 10.4. In case of major financial dispositions, the board shall be particularly attentive to whether the decision should be submitted to the general assembly.

§11.

- 11.1. The board monitors the operation of the association and is responsible for ensuring that the association is operated in accordance with applicable laws.
- 11.2. The board is responsible for overseeing and ensuring that the association's financial and administrative matters are handled in accordance with the association's objectives and rules that apply to the management and operation of the association at any given time.
- 11.3. The board must establish a set of rules of procedure at its first meeting after the general assembly.

The Director

§12.

- 12.1. The board may appoint a director who is responsible for the daily management and operation of the association.

Accounting:

§13.

- 13.1. The association's financial year follows the calendar year. The audited financial statement for the previous year shall be presented by the board to the general assembly before May 1st of each year.
- 13.2. The board must ensure that accurate accounting records are kept that show operating, capital, and establishment expenses as well as changes in assets.
- 13.3. The accounts, which must be prepared in accordance with the law, must be audited by an auditor elected by the general assembly.
- 13.4. The auditor is elected by the board of directors.

Signing Authority

§14.

- 14.1. The association is represented by the chairman of the board or by the director, if the board decided so. Additionally, the association can be represented by a majority of the board.
- 14.2. The board may delegate its signing authority for specific transactions according to the minutes of the meeting (power of attorney).

Financial Transactions

§15.

- 15.1. The association's funds can only be used in accordance with the association's purpose, after deducting reasonable provisions for consolidation.
- 15.2. The association's cash balance should be held in an account at a financial institution in the name of the association as much as possible.

Liability

§16.

- 16.1. For the obligations of the association, only its assets are liable. Clauses on gifts to the association must be respected.

Amendments to the Articles of Association

§17.

- 17.1. Decisions regarding amendments to articles of associations, can be made with the majority of present members at a general assembly.

Dissolution

§18.

- 18.1. A decision to dissolve the association is made by a 2/3 majority among the present members at two consecutive general assemblies with at least 14 days and no more than three months between them.
- 18.2. If the association is dissolved, any remaining capital is donated to purposes that are consistent with the association's objectives as stated in § 3. The decision shall be made at the dissolution general assembly.

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Adopted at the founding general assembly on 30.12.2022.