

# Articles of Association for Mellempfolkeligt Samvirke – ActionAid Denmark

## 1. Purpose

The purpose of Mellempfolkeligt Samvirke – ActionAid Denmark (shortened to MS in Danish and AADK in English) is to promote interpersonal understanding and solidarity through cooperation across national and cultural borders, thereby contributing to sustainable global development and a just distribution of the Earth's riches.

## 2. Membership

(1). Any person who supports the purpose of AADK and who wishes to contribute to the efforts of AADK can be admitted as an individual member.

(2). Any organization, institution, association, private business, federation, or other group that supports the purpose of AADK and wishes to contribute to the efforts of AADK can be admitted as a collective member. (3). The Board of Directors approves the admission of new collective members and subsequently notifies the AADK Council thereof.

(4). Membership is procured for a minimum period of 1 year. The Board of Directors may adopt membership fees with a longer duration than the minimum period.

## 3. Member groups

(1). Members can organize themselves into groups by theme, geography, activity, or similar. The groups operate in accordance with the purpose of the association.

(2). Members and groups can make an application to the association for support of their activities. Members and groups do not otherwise have the power to bind the association financially.

## 4. Membership fee

(1). The membership fee for individual members is set by the Board of Directors.

(2). The membership fee for collective members is set by the Board of Directors after negotiation with the member in question.

## 5. Finances

(1). Only the association's assets are liable for the association's obligations. The members of the association are in no way liable for the obligations incumbent on the association.

(2). The association's financial year is identical with the calendar year.

(3). Within 6 months after the conclusion of each financial year, and in accordance with the rules of Danish law and these Articles of Association, the Board of Directors and Secretary General prepare an annual report consisting of a management report and annual accounts with an income statement, balance sheet and notes.

(4). The provisions of the Danish Financial Statements Act apply, with the deviations and adjustments that follow from the association's status as an association.

(5). The annual report is audited by the association's state-authorized auditor.

(6). The annual report audited by the auditor is presented at the ordinary AADK Council Meeting pursuant to Section 7(5), item 4.

## 6. The AADK Council

(1). The AADK Council (hereinafter "the Council") is the supreme authority AADK and acts as a board of representatives. The Council is composed of representatives from the individual and the collective members, respectively, and representatives elected among staff employed by AADK in Denmark, i.e., the paid staff of the secretariat in Denmark, posted consultants and staff posted to global platforms and TCDC.

It is desirable that the composition of the Council reflects the diversity of AADK's members.

(2). It is the task of the Council:

- a) To define AADK's overall policies and strategies.
- b) To elect the Board of Directors.
- c) To consider and approve the Board of Directors' proposals regarding the strategic annual plan for AADK's work and priorities for the coming year.
- d) To ensure that the association's finances are managed in accordance with the overall strategic goals and based on the accounts, the current budget, and the report from the Parliamentary Audit.
- e) To approve AADK's annual report and accounts.
- f) To elect Parliamentary Auditors and state-authorized auditors.
- g) To ensure coherence between AADK's overall goals and strategy and ActionAid International's strategy.

(3). A minimum of 20 Council members are elected each year from among the individual members. For every 7 candidates in excess of 20 candidates for election to the Council, the number of elected Council members will be increased by 5 members, up to a maximum of 60 members. The number is calculated as follows:

Total candidates: Total individual member seats on the Council:

Total Candidates	Total Seats on the Council
<27	20
27-33	25

34-40	30
41-47	35
48-54	40
55-61	45
62-68	50
69-75	55
76 or more	60

The Council must consist of at least 40 and no more than 100 elected individual Council members. This applies regardless of the number of candidates in a Council election. If there are not enough candidates to meet the minimum number, all candidates are elected.

(4).

- a. The Council must have a gender balance such that no one gender comprises more than 60% of the Council’s members. This is ensured by the organization of the election of individual members and by the counting of votes. If there are not enough candidates of one gender to fill at least 40% of the seats, these will be filled by candidates of other genders – even if more than 60% of the seats in the Council are thus filled by one gender. Gender is defined based on self-identification when running for election to the Council.
- b. All individual members of AADK can run for a Council seat and to vote for the candidates for the Council unless they are paid employees of AADK in Denmark. It is desirable that the candidates for the Council collectively reflect the diversity of AADK’s members.
- c. The right to vote and eligibility for election to the Council are subject to the member having an active payment agreement no later than the end of the election period and the deadline for registering as a candidate, respectively.
- d. Each individual member of AADK has 20 votes to cast for the individual member candidates. A minimum of 3 votes must be cast, and the votes must be cast for different candidates.
- e. In the event of a tie between two or more candidates, a draw will be conducted to determine the winner.

(5).

As a starting point, 5 Council members are elected each year from among the collective members. For every 2 candidates in excess of 5 candidates for election to the Council, the number of elected Council

members will be increased by 1 member, up to a maximum of 10 members. The number is calculated as follows:

Total candidates: Total collective member seats on the Council

Total Candidates	Total Seats on the Council
<7	5
7-8	6
9-10	7
11-12	8
13-14	9
15 or more	10

The Council must consist of minimum 10 and maximum 20 elected collective Council members, excluding those who are elected to the Board of Directors. This applies regardless of the number of candidates in a Council election. If there are not enough candidates to meet the minimum number, all candidates are elected.

(6).

- a. All collective members can nominate a candidate for election to the Council. The candidate represents the collective member, and the organization can replace the person should this become necessary.
- b. All collective members can vote for Council candidates nominated by the collective members.
- c. The right to vote and eligibility for election to the Council are subject to the payment of the membership fee no later than the deadline for registering as a candidate.
- d. Each collective member of AADK has a number of votes corresponding to the number of collective members to be elected. All of these votes must be cast for different candidates in order for the ballot to be valid.
- e. In the event of a tie between two or more candidates, a draw will be conducted to determine the winner.

(7). The Council election must be conducted at least 5 weeks prior to the ordinary Council Meeting.

The election must begin no later than one week after the deadline for candidate entries and must last at least 2 weeks. The election itself must be announced to the members at least 4 weeks before the deadline for candidate entries. AADK is obliged to ensure that all members are made aware of the opportunity to register as a candidate and to vote. However, members who have opted out of email communication from AADK are not made aware of Council elections unless they have actively opted **into** that type of email communication.

Registration as a candidate for the Council and voting take place electronically.

The newly elected Council members will be notified of the results immediately after the conclusion of the election, and the results will also be announced publicly.

(8). The term for elected Council members is 2 years, with the term commencing at the next ordinary Council Meeting and concluding immediately prior to the ordinary Council Meeting 2 years thereafter. Half of the Council is up for election each year.

(9). The paid employees of AADK in Denmark have the right to appoint three members to the Council and to appoint one of these members to the Board of Directors. The appointed employees must be resident in Denmark. In the event of the resignation or withdrawal of an employee-elected Council member, this member will be replaced by an employee-elected Council member for the remaining period.

(10). The Council sets out its own rules of procedure.

(11). Participation in Council votes requires personal attendance. The decisions of the Council are made by simple majority unless otherwise provided by these Articles of Association.

(12). The Board of Directors can set a participant fee solely for the purpose of offsetting travel expenses.

## **7. Ordinary Council Meeting**

(1). The Ordinary Council Meeting is held each year no later than the end of September.

(2). The agenda will be announced to the association's members no later than 4 weeks prior to the meeting.

(3). All members have the right to attend and speak at the Council Meetings. The Council may choose to close the doors to the meeting during the consideration of a specific matter.

(4). Proposals to be considered at the Council Meeting must be received by AADK no later than 2 weeks prior to the meeting.

(5). The agenda of the ordinary Council Meeting must include:

1. Election of meeting chairperson(s)
2. Approval of the rules of procedure, schedule, and agenda

3. The Board of Directors' report on the past year
  4. Presentation of the annual report for approval
  5. Consideration of proposals regarding the strategic annual plan
  6. Consideration of incoming proposals
  7. Election of Board members
  8. Election of members of the Parliamentary Audit
  9. Election of state-authorized auditor
  10. Other business
- (6). Election to the Board of Directors:
- a. At its ordinary meeting, the Council elects 11 Board members.
  - b. The election is conducted in election assemblies, with the collective Council members electing 2 Board members and elected individual Council members electing 9 Board members.
  - c. The members of the Board of Directors elected by individual members must have a gender balance such that no one gender represents more than 6 of the 9 seats. This is ensured by the organization of the election and by the counting of votes. When admitting alternates to the Board of Directors, the order of accession is determined by taking gender into account. If there are not enough candidates/alternates of one gender to fill at least 3 of the seats, these will be filled by candidates of other genders – even if more than 6 of the 9 seats in the Council are thus filled by one gender. Among the collective members, the nomination of candidates should take the gender balance into consideration. Gender is defined based on self-identification when running for the Board.
  - d. The election term is 2 years, whereby half of the Board of Directors is up for election each year.
  - e. Candidates are elected in the respective election assemblies according to how many votes they receive. Candidates who are not elected to the Board of Directors become alternates for members elected in the respective election assemblies, with the order of accession following the number of votes for the candidates. The election term for alternates ends at the next Board election.
  - f. In the event of a tie that raises doubt about which of the two or more candidates are elected to the Board of Directors, a second Council vote will be conducted. In the event of a tie between candidates elected as alternates, the candidates' accession order is decided by a second vote. In the event of ties in these second votes, the results will be determined by a draw.

g. Individual members are eligible for election to the Board of Directors if, within the past 9 Board years, they have not been a member of the Board of Directors for more than 7 years.<sup>1</sup> A Board year is the period between two Council Meetings. This provision is always calculated in terms of whole years. This means that if a member of the Board of Directors has only been a member for a portion of the Board year, that member is considered to have been a member of the Board of Directors for the whole year.

<sup>2</sup> Election to Parliamentary Audit:

- a. At its ordinary meeting, the Council elects 3 members of the Parliamentary Audit.
- b. The election term is 2 years.
- c. All Council members – except for members of the Board of Directors – are eligible for election to the Parliamentary Audit.

## **8. Extraordinary Council Meeting**

(1). An extraordinary Council Meeting is held when deemed necessary by the Board of Directors or at the written request of at least 1/3 of the Council members.

(2). The extraordinary Council Meeting is announced with 4 weeks' notice, no later than 1 week after receipt of the written request.

## **9. Parliamentary Audit**

(1).

It is the task of the Parliamentary Audit to strengthen the Council's ability to make qualified decisions by giving the Council insight into areas deemed important by the Parliamentary Audit. The Parliamentary Audit must, among other things:

- Discuss and ensure that the goals and action points approved politically were implemented in the given period.
- Review the degree of transparency in the association's administration. In relation to this, the Parliamentary Audit may clarify whether the financial management and the accounts are compatible with the political goals.

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<sup>1</sup> In the first election to the Council, half of the members are elected for 2 years and the other half for 1 year. The Board of Directors chairs the first Council Meeting. At the Council Meeting in 2010, a new Board of Directors will be elected to replace the current Board of Directors. Half of the Board members will be elected for a 2-year period and the other half for a 1-year period. All newly elected Board members at the first Council Meeting are considered to have initiated their first Board year pursuant to Section 7(6)(g).

<sup>2</sup>

- Assess whether the Council's possibilities for monitoring the association's activities are sufficient for the Council to perform its function.

(2).

A member of the Parliamentary Audit who loses her/his membership of the Council as the result of a Council Election withdraws from the Parliamentary Audit when said member's election term in the Parliamentary Audit expires in connection with the next ordinary Council Meeting.

## **10. The Board of Directors**

(1).

a. The Board of Directors consists of 13 members, of which 11 Board members are elected pursuant to Section 7(6)(a) and (b), 1 Board member is elected by and from among the paid employees of AADK in Denmark, and 1 Board member is appointed by ActionAid International.

b. The employee-elected Board member is a member of the Board of Directors on equal terms as the other Board members.

(2). In the event of the withdrawal of Board members, they will be replaced by alternates pursuant to Section 7(6)(e). In the event of the resignation or withdrawal of an employee-elected Board member, this member will be replaced by an employee-elected Council member for the remaining period.

(3). Paid employees of AADK cannot be nominated as candidates for the Board of Directors at the Council Meeting. A Board member cannot apply for employment at AADK.

(4). The Board elects its own Chair and sets out its own rules of procedure. The Board can establish permanent and temporary committees. In the establishment of committees, efforts should be taken to ensure diversity.

Board meetings are open to participation by members unless the Board of Directors finds that special considerations make such participation inexpedient.

(5). The Board is responsible for AADK's general policies and the association's finances. The tasks of the Board of Directors include:

- a) Implementing the Council's decisions.
- b) Translating the overall and long-term policies and strategies into concrete implementation plans and budgets.
- c) Supervising the Secretariat's implementation of approved plans, activities, and budgets.
- d) Clarifying the political framework for the external communication and AADK' brand identity.
- e) Analyzing the political and financial changes in the outside world and acting on this basis.
- f) Preparing proposals for discussion among the Council's members.



- g) Ensuring coherence between AADK's concrete work and ActionAid International's strategy.
- (6). The Board of Directors hires a Secretary General, who oversees day-to-day management in accordance with the guidelines and instructions set out by the Board of Directors.
- (7). Decisions of the Board of Directors are made by a simple majority of votes.
- (8). The association can be bound by the signatures of 2 Board members and the Secretary General, or by the signatures of 3 Board members. The Board of Directors may grant special proxy.
- (9). A Board member who loses her/his membership of the Council as the result of a Council Election withdraws from the Board of Directors when said member's election term on the Board of Directors expires in connection with the next ordinary Council Meeting.

### **11. Member meeting**

The Board of Directors must ensure that a member meeting is held if a minimum of 50 members present a request to hold such a meeting.

### **12. Member of ActionAid International**

(1).

Mellemfolkeligt Samvirke – ActionAid Denmark is a member of ActionAid International. The membership is based on a membership agreement between Mellemfolkeligt Samvirke – ActionAid Denmark and ActionAid International.

Any changes to the Membership Agreement must be approved by the Council. However, the Board of Directors may on behalf of the Council approve special agreements regarding AADK's activities in ActionAid International which expand AADK's rights in relation to ActionAid International. Notification regarding the conclusion of such agreements must be included in the Board of Directors' annual report to the Council.

(2).

The Board of Directors appoints a representative to attend the annual general meeting of ActionAid International.

### **13. Amendments to these Articles of Association**

(1). Amendments to these Articles of Association can only be made by decision of a Council Meeting where at least 2/3 of those in attendance vote in favor.

### **14. Dissolution**

(1). The dissolution of AADK is only possible by decision of the Board of Directors and a subsequent Council Meeting where at least 2/3 of those in attendance vote in favor. Finally, the dissolution must be confirmed no more than 2 months later by a referendum among the members in which more than 50% of the votes submitted are in favor of dissolution.

(2). In the event of AADK's dissolution, any liquidation proceeds or surplus must be transferred to another association in Denmark or another EU/EEA country. The association must have a charitable purpose or otherwise serve the public interest in alignment with AADK's objectives.

## **15. Commencement and transitional provisions**

Changes enter into force immediately after adoption if no transitional provisions are outlined in the adopted changes.

***Adopted at the Council Meeting in Mellempfolkeligt Samvirke - ActionAid Denmark on the 2<sup>nd</sup> of June 2024.***

  
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Council Meeting Conductor  
Knud Vilby