

# **ARTICLES OF ASSOCIATION for Viva Danmark**

**(formerly Leve Børnene)**

## **NAME, PURPOSE AND REGISTERED OFFICE**

### **Section 1**

Para. 1. The association's name is: Viva Danmark, Danish Business Registration (CVR) no. 30 03 76 77, hereinafter referred to as the "Association".

Para. 2. The purpose of the Association is to globally improve the conditions of vulnerable children and young people to ensure them a secure and healthy upbringing with opportunities to create their own future.

Para. 3. The Association works on the basis of a Christian perspective on life and humanity and builds on the Nicene-Constantinopolitan Creed and the Lausanne Covenant of 1974.

Para. 4. The Association is an independent part of the international Viva family.

### **Section 2**

The Association's registered office is in Aarhus Municipality, Denmark.

## **MEMBERS**

### **Section 3**

Para. 1. Individuals who support the goals of the Association and make a contribution to the Association at least equivalent to the membership dues established at the Annual Meeting are accepted as members of Viva Danmark.

Para. 2. Membership begins through payment of the membership dues established by the Annual Meeting and is valid for one calendar year at a time. Membership lapses automatically at the end of a calendar year if the membership is not renewed through payment of the membership dues. Membership can also be withdrawn with immediate effect through written notification to the office.

Para. 3. Members of the Association are not personally liable for the commitments taken on by the Association. However, the general principles of compensation and association regulations apply.

## **ANNUAL MEETING**

### **Section 4**

Para. 1. The Association's highest authority is the Annual Meeting.

Para. 2. All Association members have access to the Association's Annual Meeting.

### **Section 5**

Para. 1. The Annual Meeting is held in the second quarter and is convened through notice given on the Association's website at least 4 weeks in advance of the Annual Meeting.

Para. 2. Employees of the Association do not have voting rights and are not eligible for election at the Annual Meeting.

Para. 3. The Annual Meeting is led by a chair selected by the Annual Meeting, who does not need to be a member of the Association

### **Section 6**

Para. 1. The agenda for the ordinary Annual Meeting shall at minimum include the following items:

- 1) Election of chair
- 2) Election of keeper of minutes
- 3) Board of Directors' report by the president
- 4) Approval of the audited accounts
- 5) Establishment of membership dues
- 6) Election to the Board of Directors
- 7) Election of auditor
- 8) Submitted proposals
- 9) Any other business

Para. 2. Proposals for the Annual Meeting's agenda can be submitted by any members. Proposals must be sent to the Board of Directors by the president, so that the proposal is received at least 2 weeks prior to the Annual Meeting.

Para. 3. The final agenda, including submitted proposals for decision at the Annual Meeting, is published on the Association's website by no later than 1 week before the Annual Meeting.

Para. 4. Only items submitted on time can be brought for decision at the Annual Meeting, along with the related proposals for amendment.

### **Section 7**

All matters not concerning amendments to the Articles of Association or the dissolution of the Association are settled at the Annual Meeting through simple majority vote.

Para. 2. The adoption of amendments to the Articles of Association requires that 2/3 of the voting members present at the Annual Meeting vote in favour of the proposal.

Para. 3. For the adoption of decisions concerning the dissolution of the Association, at least 3/4 of the members present at the Annual Meeting must vote in favour of the proposal.

### **Section 8**

Para. 1. Proposals for candidates for the Board of Directors must be submitted in writing and be received by the Board of Directors through the president by no later than 2 weeks prior to the Annual Meeting. Any members having been a member for at least 3 months are eligible for election to the Board of Directors.

Para. 2. The Board of Directors ensures that the necessary number of candidates for all elections has been established before the Annual Meeting.

### **Section 9**

Para. 1. An extraordinary Annual Meeting shall be called if a majority of the Board of Directors or 25% of the members of the Association so request. A request to call a meeting must specify what items the requester wishes to address at the meeting.

Para. 2. A request to call an extraordinary Annual Meeting must be submitted by the president to the Board of Directors, which by no later than 14 days after receipt of the request shall call an extraordinary Annual Meeting with at least 2 and no more than 4 weeks' notice. The time and location are determined by the Board of Directors.

## **BOARD OF DIRECTORS**

### **Section 10**

Para. 1. The Association is led by a Board of Directors composed of 7 members. The Board of Directors is composed as follows:

- a) 1 member can be appointed by Viva Network UK
- b) 6 members are elected by members of the Association, of which three members are elected every year at the Association's Annual Meeting.
- c) 2 alternates participate in meetings of the Board of Directors with speaking rights but without voting rights. These are elected every year at the Association's Annual Meeting from among those nominees who are not voted onto the Board of Directors.

Para. 2. If a member of the Board of Directors resigns or is prevented from attending meetings of the Board of Directors for an extended period of time, the president shall call on an alternate. The Board of Directors determines whether the conditions for calling on an alternate are present.

### **Section 11**

Para. 1. As part of the Association's management, the Board of Directors is responsible for the following tasks (non-exhaustive list):

- a) Establishment and management of the overall strategy for the Association.
- b) Decision-making after recommendation from committees or the administrative office.
- c) Establishment of permanent and temporary committees.

Para. 2. The Board of Directors appoints the Association's Administrative Manager. The administrative manager is responsible for the general management of the Association in accordance with the decisions taken by the Board of Directors. The administrative manager participates in the meetings of the Board of Directors with speaking rights but without voting rights.

### **Section 12**

Para. 1. The Board of Directors elects its president and vice president from its members at the first Board of Directors meeting after the Annual Meeting.

Para. 2. The president leads the meetings of the Board of Directors. Decisions should, ideally, be made unanimously.

Para. 3. The Board of Directors adopts its own rules of procedure at the first meeting after the Annual Meeting. The rules of procedure must be presented on the Association's website.

Para. 4. The president convenes the meetings of the Board of Directors, which must be held at least 4 times annually. The Board of Directors elects its members at the first meeting after the Annual Meeting with members for committees, etc.

Para. 5. The Board of Directors is considered quorate when at least half of the members of the Board of Directors are present. Decisions of the Board of Directors are made through simple majority vote. Where there is a tied vote, the president has a casting vote.

Para. 6. Extraordinary meetings of the Board of Directors are held if 4 members or the president so wish. Requests for convening a meeting must be presented in writing and must be accompanied by an agenda. The president convenes the members of the Board of Directors in writing with at least 1 week's notice.

Para. 7. The Board of Directors may establish a business committee to manage the collaboration of the Board of Directors with the administrative manager. The business committee can make decisions on urgent matters between meetings of the Board of Directors with subsequent notification of the Board of Directors.

Para. 8. The Board of Directors can establish advisory, permanent or temporary committees as needed. The Board of Directors can appoint 3-5 members of the Association to such committees.

## **LOCAL ASSOCIATIONS**

### **Section 16**

Para. 1. The Board of Directors can approve local representation for the Association throughout Denmark in the form of local associations. Local associations are organised by region.

Para. 2. Associations for children and young people can be established as independent local associations. A separate youth organisation can also be established. Members of this youth organisation can participate in the Association's work on equal footing with Association members.

Para. 3. The local associations must work in accordance with the articles of association of the national organisation and are bound by the same.

Para. 4. A local association can be dissolved by the Board of Directors if the local association does not work in accordance with the articles of association of the national organisation.

## **SIGNING AUTHORITY**

### **Section 17**

Para. 1. The Association can be bound towards third parties either through joint signature of the president and administrative manager or through joint signature by 2 members of the Board of Directors, one of whom must be the president or vice president.

Para. 2. The administrative manager can bind the Association alone in matters of general operations and, by agreement with the Board of Directors, assign this authority to other employees.

## **ACCOUNTING**

### **Section 18**

Para. 1. The financial year is the calendar year.

Para. 2. The accounts are audited by a chartered accountant elected by the Annual Meeting.

The auditor is elected for 1 year at a time.

## DISSOLUTION

### Section 19

If the Association is dissolved, the Board of Directors shall distribute the Association's assets among other Danish organisations working for the same objectives as the Association. Insofar as the Association's assets are to be used for specific purposes, these limitations must be respected by the organisations receiving the money.

## ENTRY INTO FORCE

### Section 20

Amendments to the articles of association enter into force once they are adopted by the Annual Meeting.

Adopted by the Association's Board of Directors in Aarhus on 17/02/2014.

Board in 2014:

Bent Christiansen (chairman)

Kurt Sørensen

Leif Simonsen

Morten Ove Andersen

Berit Madsen

Michael Hedelund

Thomas Hjort

Adopted at the Annual Meeting on 26/04/2014

