



DANISH-CHINESE BUSINESS FORUM

丹麦中国商业协会

UNDER THE PATRONAGE OF HIS ROYAL HIGHNESS THE PRINCE CONSORT OF DENMARK

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## Statutes of Danish-Chinese Business Forum

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### Article 1: Name, Objective and Domicile

The name of the association is Danish-Chinese Business Forum.

The registered office is in Copenhagen.

The objective of the Forum is to further commercial and economic relations between Denmark and China with emphasis on the activities of companies in the Chinese market as well as the activities of Chinese companies in Denmark and Southern Sweden to the benefit of Danish-Chinese Business Forum members.

Danish-Chinese Business Forum is an executive network associated with an informal and direct style of interaction in a catalytic capacity. In fulfilment of its purpose Danish-Chinese Business Forum shall promote exchange of information and contacts among companies, organizations, top executives and managers who have Danish-Chinese commercial interests.

Danish-Chinese Business Forum shall promote active participation and exchange of knowledge among top executives and managers from Large and Small to Medium-Sized Companies.

The objective of Danish-Chinese Business Forum shall be achieved through a variety of activities arranged by the Forum as well as through cooperation with official Danish and Chinese authorities, agencies and semi-official and private organizations to the benefit of its members.

### Article 2: Members

#### Section 1: Admission

Individuals and institutions may be admitted as members. An application form shall be sent to the Chairman at the Danish-Chinese Business Forum office.

Applications shall within 30 days be dealt with by the Accreditation Committee and applicants notified forthwith indicating their member category, see article 3.

If an application is not accepted, the applicant can ask the application to be reviewed by the Board whose decision is final.

#### Section 2: Resignation and Expulsion

Members may resign subject to three months' notice in writing to the Chairman as per the 31<sup>st</sup> of December.

In the event a Member fails to either:

- a) pay the membership fee after a second and a final reminder has been sent; or
- b) respect the Statutes, interests or objectives of Danish-Chinese Business Forum; or
- c) refrain from undertaking activities bringing Danish-Chinese Business Forum into discredit,

the member may be expelled from Danish-Chinese Business Forum at the Annual General Meeting with two-thirds majority of the votes present. The candidate for expulsion shall be offered an opportunity to represent their view at the Annual General Meeting.



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### Article 3: Membership Categories and Fees

Membership fees are fixed once a year at the Annual General Meeting and are valid for the coming financial year. As per the financial year 2011 the fees are as follows:

#### Founding Members (closed for new signings)

- Signing fee: DKK 80,000.
- Annual fee: Depending on annual global turnover, cf. the following sections

#### Large Company Membership

- For companies with an annual global turnover above DKK 1 billion.
- Annual membership fee: DKK 40,000.

#### Medium-Sized Membership

- For members with an annual global turnover between DKK 40 million and 1 billion.
- Annual membership fee: DKK 32,400.

#### Small Membership

- For members with an annual global turnover below DKK 40 million.
- Annual membership fee: DKK 10,800.

#### Individual Membership

- For individual members.
- Annual membership fee: DKK 5,400.

The annual fees shall be paid before the 31<sup>st</sup> March. New members joining after 1<sup>st</sup> July will pay half the annual fee, and new members joining after 1<sup>st</sup> October will pay one year's fee, covering the rest of the current year and the following year. In special cases the Board may grant an exemption from the payment of membership fees.

### Article 4: Membership Rights

According to the category in which they belong, members are entitled to attend the functions of Danish-Chinese Business Forum after having notified the secretariat.

#### Founding Members

These are the members who joined Danish-Chinese Business Forum in 2005 paying an initial sum of DKK 80,000. These members have the standard rights (as defined under 'Large Company Membership' below) and the following additional rights:

- Company logos on Danish-Chinese Business Forum presentation materials; greater visibility
- Invitations to meet Chinese delegations and special founders' events
- Number of representatives: 3 to 5 at Danish-Chinese Business Forum functions.



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### Large Company Membership

For companies with an annual global turnover above DKK 1 billion. These members have the following rights:

- Profile on Danish-Chinese Business Forum's web page and link to own web page
- The right to host networking events
- Receiving newsletters
- Members' log on (username and password) for access to the exclusive section of the Danish-Chinese Business Forum's website, including features such as the Members' Competences Database.
- Access to business events
- The right to use the office facilities of the Association for business meetings when available
- Access to Members' Meetings
- Invitations to Web casts and other online events
- Study trips
- Number of representatives: 2 to 4 at Danish-Chinese Business Forum functions

### Medium-sized Membership

For members with an annual global turnover between DKK 40 million and 1 billion. These members have the standard rights (as defined under 'Large Company Membership').

### Small Membership

For members with an annual global turnover below DKK 40 million

These members have the standard rights (as defined under 'Large Company Membership').

### Individual Membership

These members have the following rights:

- Receiving Newsletters
- Members' log on (username and password) for access to the exclusive section of the Danish-Chinese Business Forum's website, including features such as the Members' Competences Database.
- Access to Members' Meetings

## Article 5: Finances

Danish-Chinese Business Forum is a self-financing, non-profit organization that operates on membership fees and may seek additional financial means from sponsorships.

The financial year is the calendar year running from 1<sup>st</sup> January to 31<sup>st</sup> December.

## Article 6: The Governing Bodies of Danish-Chinese Business Forum

Danish-Chinese Business Forum has the following governing bodies:

- 1) The General Assembly
- 2) The Board
- 3) The Secretariat
- 4) The Accreditation Committee



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### Section 1: The General Assembly

The General Assembly shall be sovereign. It alone shall have the power to decide:

- a) on amendments to these statutes and, at the Annual General Assembly
- b) on the approval of the accounts
- c) on the programme of activities and budget for the coming year
- d) on the election of the Board
- e) on the election of the accountant
- f) membership fees

### Section 1.2: Convening the Assembly and the Agenda

A General Assembly shall be convened in Copenhagen at least once in a calendar year (the Annual General Meeting) at the place indicated in the notice. The notice shall be sent at least 21 days before the date of the meeting together with the agenda, the date, the location and the time of the assembly. Calls can be made by letter to each member, by E-mail or via the Membership magazine/newsletter.

The annual General Assembly shall take place no later than the last day of April. All members are entitled to attend and have one vote at the General Assemblies.

Extraordinary meetings may be called by the Board or by 20% of the members and should take place no later than six weeks after a written and motivated request has been filed with the Secretariat.

### Section 1.3: Proceedings

The General Meetings shall be conducted by the Chairman of the Board or by a Chairman appointed by the Board.

The Agenda of the Annual General Meeting shall include for adoption

- a) The report on the activities of Danish-Chinese Business Forum
- b) The financial statement for the preceding financial year
- c) The election of Board Members
- d) The election of a Danish chartered accountant to audit the accounts
- e) The setting of the annual Fees
- f) Proposals from the Board
- g) Proposals from Members.

Proposals from members shall be submitted in writing to the Board no less than 14 days before the Annual General Meeting.

All decisions shall be taken by a simple majority of the votes unless otherwise stipulated in these statutes. Votes may be effected by proxy but no member may be the bearer of more than one proxy.

If more than 75% of the members are in attendance at the Annual General Meeting and they unanimously agree, a motion may be put to the meeting regardless of the above mentioned deadlines.

Minutes will be taken by the Secretariat and signed by the Chairman.



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### Section 2: The Board

The management of Danish-Chinese Business Forum shall be undertaken by the Board composed of the Chairman and from 6 to 12 members of the association. In addition, the Board shall have a permanent member from the Danish Ministry of Foreign Affairs and from the Danish Ministry of Economics and Business Affairs. The Chinese Ambassador in Copenhagen will be notified about meeting and invited as an observer when the Chairman finds it relevant. In the Ambassador's absence his deputy shall be invited to the Board meetings.

Immediately after the General Meeting the Board shall meet and appoint a Chairman and one or two Vice Chairmen. The Board elects the Chairman among the business members of Danish-Chinese Business Forum.

If a board member is unable to attend a Board meeting, that Board member may appoint a substitute from the executive management to attend the meeting. A person from outside the executive management is subject to approval by the Chairman.

The Board shall safeguard the interests of Danish-Chinese Business Forum, both externally and internally. The Board shall bring prestige and visibility to the projects of Danish-Chinese Business Forum, ensure that Danish-Chinese Business Forum obtains the greatest possible concentration of knowledge and experience and access to Danish/Chinese networks already established. The Board shall draw its own Rules of Procedure.

Meetings shall be convened when deemed appropriate by the Chairman or called by two Board members. Meetings shall be called in writing including the agenda with at least ten days notice. In very urgent cases the notice can be shortened.

Resolutions shall be passed by a simple majority and the Board will only be considered a quorum if at least half of the members are present. In case of a tie the Chairman has the casting vote.

The election period of the Board members is 4 years. Re-election may take place.

The Board may name a Patron who can promote the Association and increase its standing.

### Section 3: The Secretariat

For the Secretariat of Danish-Chinese Business Forum the Board may hire the necessary staff to ensure the daily management of Danish-Chinese Business Forum. The secretariat is headed by a Secretary General.

The Secretary General has the sole responsibility for the day-to-day management of staff. The Secretary General reports to the Board and shall participate in the meetings of all bodies of Danish-Chinese Business Forum.

The Secretariat may, with the acceptance of the Board, enter an agreement with business corporations with the purpose of strengthening the efficiency of the Association.



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### **Section 4: The Accreditation Committee**

An Accreditation Committee consisting of the Chairman and the Secretary General shall assess the applications for membership.

The Committee shall draw up an application form which the applicants shall fill in and send to the Secretariat. The Committee shall convene at least once a month to process the received application forms and decide whether memberships shall be granted. Minutes of the meeting in question shall be open to the applicants and to the Board.

If an application is not accepted the applicant may appeal to the Board and present his/her case. The Board's decision is final.

### **Article 7: Signatures and Liabilities**

Danish-Chinese Business Forum shall be bound in all legal transactions by the joint signatures of the Chairman and the Secretary General or the Secretary General and two members of the Board. The Board can authorize a member of the Danish-Chinese Business Forum secretariat to sign Danish-Chinese Business Forum per procuration.

### **Article 8: Amendments, Mergers and Dissolution**

Amendments to the Statutes, a merger with another institution, or the dissolution of the Association can only be resolved by the General Assembly by a majority of two-thirds of all members. If less than two-thirds vote in favour of the resolution, the Board may convene a second General Meeting at which a resolution in favour of the identical agenda may be adopted by a majority of two-thirds of the members in attendance.

If a resolution on dissolution is adopted, the General Assembly shall decide how the funds of Danish-Chinese Business Forum should best be applied in accordance with the purpose of Danish-Chinese Business Forum.

### **Article 9: Arbitration**

All disputes regarding the interpretation of these statutes shall be decided by arbitration set up by the International Chamber of Commerce in Copenhagen.

Copenhagen, 2 June 2010