

## Articles of Association for access2innovation

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### **§ 1**      ***Name and Domicile***

Para. 1.      The name of the organization is access2innovation.

Para. 2.      The home of the organization is Denmark.

### **§ 2**      ***Purpose***

Para. 1.      access2innovation is a not-for-profit organization, which purpose is to strengthen knowledge about, and development of commercial, sustainable solutions aimed at needs in the humanitarian and development sector, and in developing countries in general. This will happen by promoting the members' participation in projects and partnerships between civil society organizations, knowledge institutions, private companies, public institutions, business associations and individuals for the development and implementation of solutions.

### **§ 3**      ***Members***

Para. 1.      The organization's members constitute of civil society organizations, knowledge institutions, private companies, public institutions, business associations and individuals.

The members should be interested in and committed to work for the purpose of the organization and respect the UN Global Compacts guidelines:

<https://www.unglobalcompact.org/what-is-gc/mission/principles>

Para. 2.      Enrollment happens through the organization's registration form. The membership is valid from the time of payment of the membership fee and upon approval by the CEO of access2innovation.

Para. 3.      Signing up for membership can happen as:

- Network member; or
- Strategic member.

Para. 4.      Membership terms are decided by the Board of Directors of access2innovation.

Para. 5.      The members will pay one of the membership fees set by the Board of Directors.

Para. 6.      Resignation of membership should happen by written notification to the secretariat of access2innovation with two weeks' notice, or automatically by missing payment of membership fee at the end of the month of January.

Para. 7.      The membership fee is valid for one calendar year at a time (January-December) and is collected every year in January. Paid membership fees are not refunded upon resignation, and timely resignation must therefore be made no later than 30 November - i.e. one month before the next membership fee collection. The membership fee must be paid no later than two weeks after the demand. The membership fee must be paid in order to obtain continued membership of access2innovation and the right to vote at the general assembly. New members who sign up for strategic membership after June 30<sup>th</sup> pay for six months the first year (July-December).

#### **§ 4            *General Assembly***

- Para. 1.        The general assembly is the highest authority of the organization.
- Para. 2.        The annual general assembly is held once a year before the end of the month of April and is convened with at least three weeks' notice. Notice of can be given electronically.
- Para. 3.        In the event of extraordinary events, the Board of Directors may unanimously decide to postpone the holding of the general assembly or to hold it digitally.
- Para. 4.        All members who have paid the required membership fee for the year in question by the end of January at the latest are entitled to attend and vote at the general assembly. Voting can be done digitally, but not by proxy.
- Para. 5.        The agenda for the annual general assembly must contain at least the following items:
1. Election of vote counters
  2. Election of Chairman
  3. The chairperson's account
  4. Financial reporting
  5. Consideration of proposals received
  6. Approval of membership fees
  7. Approval of budget
  8. Election of up to 5 members of the Board of Director representing civil society organizations, knowledge institutions, private companies, public institutions and business organizations.
  9. Election of up to 5 alternates to the Board of Directors.
  10. Approval of auditor
  11. Any other business
- Para. 6.        Proposals that are to be considered at the general assembly must be received by the Board of Directors no later than 8 days before the general assembly. Proposals for amendments to the Articles of Association that are to be considered must be received by the Board of Directors no later than three months prior to the end of the month in which the Annual General Assembly is to be held.
- Para. 7.        The general assembly is chaired by a moderator who may not be a member of the board.
- Para. 8.        The general assembly takes its decisions by a simple majority (more than half of the validly cast votes) and by a show of hands. In the event of a tie, re-election shall be held. However, a written vote is used when requested by only one participant. In the case of personal elections where more than the number to be elected has been proposed, a written vote is always taken.
- Para. 9.        Strategic members have one vote per organization.
- Para. 10.       Network members do not have the right to attend or vote at the general assembly.
- Para. 11.       Each member shall vote for the election of a representative to the Board of Directors from a civil society organization, knowledge institution, private company, business organization or public institution, respectively.
- Para. 12.       If no candidate has been nominated from a civil society organization, a knowledge institution, a private company, a business association or a public institution, members from other member categories may be nominated and elected to the Board of Directors.

Para. 13. The five members with the most votes from a civil society organization, a knowledge institution, a private company, a business association and a public institution, respectively, will constitute the members of the Board of Directors.

## **§ 5            *Extraordinary General Assembly***

Para. 1. An extraordinary general assembly may be held when the Board of Directors deems it necessary, and must be held when at least 1/3 of the members submit a written reasoned request to the chairperson of the board. In such cases, the extraordinary general assembly must be held no later than four weeks after the request has come to the attention of the chairperson.

Para. 2. The notice period for an extraordinary general assembly is 2 weeks.

## **§ 6            *Management of the Organization***

Para. 1. The Board of Directors is the association's top management. The board shall, as far as possible, be composed of: A representative from a Danish civil society organization, A representative from a knowledge institution, A representative from a private company, A representative from a business association, A representative from a public organization.

Para. 2. Board members are elected for 2 years at a time. The outgoing board will serve until the new one has taken office.

Para. 3. The Board of Directors constitutes itself every year after the general assembly and appoints a chairperson from among its members. If a board member resigns during the board period, the first alternate will take over until the next general assembly. If another board member resigns, the second alternate takes over, and so on.

Para. 4. With the exception of the Chairperson of the Board of Directors, the Board of Directors receives no remuneration. The remuneration is determined by the Board of Directors and is paid retrospectively for one year at a time after the general assembly.

Para. 5. The Board of Directors establishes its own rules of procedure, which describe the work of the Board of Directors.

Para. 6. The Board of Directors is tasked with the top management of the association's activities. The Board of Directors determines the overall strategic and financial framework for the organization's activities in cooperation with the Chief Executive Director.

Para. 7. The organization's Chief Executive Director is hired and dismissed by the board. The Chief Executive Director is responsible for the day-to-day management of the association's activities and the staff employed in the secretariat. Staff in the association's secretariat are hired and dismissed by the Chief Executive Director in consultation with the chairperson of the board.

## **§ 7            *Finance, Accounting and Auditing***

Para. 1. The organization's financial year follows the calendar year.

Para. 2. The Board of Directors is responsible to the general assembly for the budget and accounts.

Para. 3. The organization's accounts are kept by the Chief Executive Director, who also keeps the association's membership register.

Para. 4. The accounts are audited by the auditors approved at the general assembly.

### **§ 8 *Authorisation Rules and Liability***

Para. 1. The organization is signed for externally by the signature of the Chief Executive Director. When taking out a loan and when selling/mortgaging real estate, the organization is signed for by the entire board.

Para. 2. The Chief Executive Director is responsible for managing the organization's assets, including the collection of membership fees and the payment of bills. The Chief Executive Director can dispose of the organization's accounts, including payment cards and online banking for the organization's accounts, and enter into an agreement to this effect.

Para. 3. The members of the organization do not have any personal liability for the obligations that fall on the organization.

### **§ 9 *Change of Articles of Association***

Para. 1. These articles of association can only be amended by a 2/3 majority of those present at a general assembly where the proposed amendment appears on the agenda.

Para. 2. The changes to the articles of association enter into force with effect from the general assembly at which they are adopted.

### **§ 10 *Resolution***

Para.1. Dissolution of the organization can only take place with a 2/3 majority at two consecutive general assemblies, one of which must be ordinary.

Para. 2. The organization's assets, after discharge of the organization's obligations, must, in the event of dissolution, be used in accordance with the purposes set out in § 2 or for other non-profit purposes. The decision on the specific use of the assets is made by the dissolving general assembly.

### **§ 11 *Date***

Para. 1. These revised articles of association were approved at the extraordinary general assembly of access2innovation on 15<sup>th</sup> August 2023.