



# **Samsø Energy Academy**

## **Statutes**

*March 28 2014*

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## **Article 1: Name and registered office**

The name of the association is "Samsø Energy Academy" ("Samsø Energiakademi").

The association was established October 25 2005 and registered office is Samsø Municipality.

## **Article 2: Purpose of the association**

The purpose of the association is to be instrumental in the development of competencies within sustainable community development and the communication of knowledge about holistic processes of co-operation.

The association is to promote and encourage co-operation between citizens, businesses, public authorities and research and educational institutions on the basis of Samsø as a sustainable local community.

Furthermore, it is the purpose of the association to manage Samsø Energy Academy, placed on land register 2L Brundby by, Tranebjerg. Samsø Energy Academy is to provide the frame for research, courses, meetings, seminars and exhibitions within energy and climate with a focus on renewable resources.

Samsø Energy Academy, moreover, is to co-operate with partners locally, regionally, nationally and internationally.

## **Article 3: Membership**

Membership of the association is open to organisations, associations, institutions, businesses, industry and trade clubs, public authorities and individual persons who want to actively commit to furthering the association's purpose.

Wish for membership may be proposed to the board of the association.

Membership may be terminated by expulsion if the board of the association finds that the member does not observe the law or does not live up to the norms and standards the association seeks to represent, including competitive considerations and loyalty.

The board makes sure that the list of members is updated at all times.

Payment of the subscription is set by the board at the annual yearly assembly.

## **Article 4: The board**

The board is responsible for the executive management of the association as well as for the association's activity with regard to existing legislation and the present statutes.

The board consists of seven to eight members which are appointed by the general assembly. However, Samsø Municipality and Region Midtjylland each point out one committee member.

The other five to six members are appointed at the general assembly.

- Two members are chosen among candidates nominated by the represented local associations and organisations
- One member is chosen among candidates nominated by the represented research, education and knowledge institutions
- One member is chosen among candidates nominated by the represented businesses
- One member is chosen among candidates nominated by the represented local energy companies
- One member is chosen among candidates nominated by the general assembly

No substitute members are elected for the board. If a board member from one of the above-mentioned groups resigns from the board, the board can nominate a new board member from the same group.

At the latest one month before the annual general assembly, the board briefs the members of the mentioned groups about the approaching election for the board and the possibility of nominating candidates.

The election period is one year. Re-election is permissible.

The board chooses its president and vice-president and it lays down its order of business.

The president convenes the board, presides over the negotiations and takes care that the minutes are taken.

The board meetings are held as required, at least four times a year including the general assembly.

The majority of the board may demand that a board meeting is held at the latest one week after such a wish has been expressed to the president.

The board is quorate when at least four members are present. Votes are settled through a simple majority.

The board meetings are called at at least four weeks' notice.

### **Article 5: The ordinary general assembly**

The ordinary general assembly is held as soon as possible after the completion of the yearly report and must take place before the end of March.

Proposals for the general assembly must submitted to the board with at least three weeks' notice.

The general assembly is summoned with at least four weeks' notice.

All members are entitled to vote and are eligible. There is no voting by proxy.

The agenda of the general assembly must contain the following items:

- Election of chairperson and vote counters
- The president's statement
- Presentation of the revised yearly report
- Decision on use of surplus
- Fixation of subscription
- Received proposals
- Election of the board
- Election of auditor
- Any other business

### **Article 6: The extraordinary general meeting**

Extraordinary general meetings are convened by the board when it is found necessary, or when at least one third of the association's members requests a meeting in a written statement containing a list of the items in need of consideration.

Extraordinary general meetings are called in with at least two weeks' notice. Extraordinary general meetings requested by the association's members must be held at the latest four weeks after the request has been received by the board of the association.

### **Article 7: Voting rules**

In order to pass proposals for changing the statutes, three fourths of the association's members must be present and the proposal must be accepted by three fourths of the present members. If three fourths of the members are not present, an extra general meeting must be

held three weeks later at the latest, and three fourths of the present members must vote in favour of the proposed change in the statutes.

In order to pass a proposal for the dissolution of the association, three fourths of the association's members must be present and the proposal must be accepted by three fourths of the present members. If three fourths of the members are not present, an extra general meeting must be held three weeks later at the latest, and three fourths of the present members must vote in favour of the dissolution.

All other proposals are passed by a majority of the votes of the present members.

### **Article 8: Drawing rules**

The association is signed for by three members of the board, one of which must be the president.

The board can entitle someone to sign for the association.

### **Article 9: Liability**

The association is liable to the extent of its assets.

The members of the association are not liable for the potential debts of the association.

### **Article 10: Accounts and auditing**

The association's accounts go from January 1st to December 31st.

The association's accounts are audited by a certified or authorized public accountant chosen by the association.

### **Article 11: Dissolution of the association**

If the association's dissolution is proposed, the rules concerning its dissolution must be observed (cf. article 7). The association's assets will go to Samsø Municipality, which will divert the assets into renewable energy projects or projects in which renewable energy is an essential element.